ALLIANCE ONE INTERNATIONAL, INC.
Form 10-Q/A
March 09, 2009

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q/A

Amendment No. 1

[X] **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)**
OF THE SECURITIES EXCHANGE ACT OF 1934
FOR THE QUARTERLY PERIOD ENDED December 31, 2008

[ ] **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)**
OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE TRANSITION
PERIOD FROM _____ TO _____.

Alliance One International, Inc.
(Exact name of registrant as specified in its charter)

Virginia	**001-13684**	**54-1746567**
(State or other jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

8001 Aerial Center Parkway
Morrisville, NC 27560-8417
(Address of principal executive offices)

(919) 379-4300
(Registrant s telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days. Yes [X] No [ ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer [ ] Accelerated filer [X]

Non-accelerated filer [ ] Smaller reporting company [ ]
(Do not check if smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes [ ] No [X]

As of February 3, 2009, the registrant had 88,974,000 shares outstanding of Common Stock (no par value) excluding 7,853,000 shares owned by a wholly owned subsidiary.

Explanatory Note

This Amendment No. 1 on Form 10-Q/A is being filed by Alliance One International, Inc. (the "Company") to amend the Company's Form 10-Q for the period ended December 31, 2008 (the "Form 10-Q") to correct Exhibit 10.5. As initially filed, the Form 10-Q inadvertently repeated the text of Exhibit 10.4 as Exhibit 10.5. As required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended, the Company is also filing the requisite certifications as Exhibits 31.1, 31.2 and 32, although there has been no change to these exhibits other than the date thereof.

Alliance One International, Inc. and Subsidiaries

Item 6. Exhibits.

10.1	Standard Commercial Corporation Supplemental Retirement Plan, as Amended and Restated for Benefits Accrued After 2004, incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K dated January 7, 2009 of Alliance One International, Inc. (SEC File No. 1-3684).
10.2	Amended and Restated Employment Agreement dated as of December 31, 2008 between Alliance One International, Inc. and Robert E. Harrison, incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K dated January 7, 2009 of Alliance One International, Inc. (SEC File No. 1-3684).
10.3	Amended and Restated Employment Agreement dated as of December 31, 2008 between Henry C. Babb, Jr. and Alliance One International, Inc., incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K dated January 7, 2009 of Alliance One International, Inc. (SEC File No. 1-3684).
10.4	Alliance One International, Inc. Pension Equity Plan (amended and restated effective January 1, 2009), incorporated by reference to Exhibit 10.4 to Alliance One s Form 10-Q for the quarter ended December 31, 2008, filed February 17, 2009 (SEC File No. 1-3684).
10.5	Alliance One International, Inc. Supplemental Executive Retirement Plan (amended and restated effective January 1, 2009) (filed herewith).
10.6	Alliance One International, Inc. Supplemental Retirement Account Plan (amended and restated effective January 1, 2009), incorporated by reference to Exhibit 10.6 to Alliance One s Form 10-Q for the quarter ended December 31, 2008, filed February 17, 2009 (SEC File No. 1-3684).

31.01	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith).
31.02	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith).
32	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith).

Alliance One International, Inc. and Subsidiaries

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Alliance One International, Inc.

/s/ Hampton R. Poole, Jr.

Date: March 9, 2009

Hampton R. Poole, Jr.
Vice President - Controller
(Chief Accounting Officer)