

PERFORMANCE TECHNOLOGIES INC \DE\
Form 10-K/A
March 14, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 10-K/A

Amendment No. 1

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2012

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ____ to ____

Commission File Number 0-27460

PERFORMANCE TECHNOLOGIES,

INCORPORATED

Incorporated pursuant to the Laws of the State of Delaware

Internal Revenue Service – Employer Identification No. 16-1158413

140 Canal View Boulevard, Rochester, New York 14623

(585) 256-0200

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	NASDAQ Global Market

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

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 (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. S

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a small reporting company. Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☒ S

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒ S

The aggregate market value of the voting stock held by non-affiliates of the registrant as of the close of business on June 30, 2012 was approximately \$19,574,296, based on the closing price of the registrant's common stock on the NASDAQ Global Market on that date.

The number of shares outstanding of the registrant's Common Stock, \$.01 par value, was 11,116,397 as of February 21, 2013.

DOCUMENTS INCORPORATED BY REFERENCE

Certain portions of the Registrant's definitive proxy statement relating to the May 23, 2013 Annual Meeting of Stockholders are specifically incorporated by reference in Part III, Items 10, 11, 12, 13 and 14 of this Annual Report on Form 10-K, except for the equity plan information required by Item 12 as set forth therein.

EXPLANATORY NOTE

The sole purpose of this Amendment No. 1 to Performance Technologies, Incorporated's Form 10-K for the year ended December 31, 2012 (the "Form 10-K"), filed with the Securities and Exchange Commission on March 7, 2013, is solely to furnish our consolidated financial statements and related disclosures for the year ended December 31, 2012, formatted in eXtensible Business Reporting Language (XBRL), which is attached as Exhibit 101.

Users of the XBRL data are advised that pursuant to Rule 406T of Regulation S-T, these interactive files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, and otherwise are not subject to liability under those sections. No other changes have been made to the Form 10-K, except to furnish the exhibit described above that should have been attached to the original filing. This Amendment No. 1 does not reflect subsequent events occurring after the original filing date of the Form 10-K or modify or update in any way the disclosures made in the Form 10-K.

PART IV**ITEM 15 EXHIBITS AND FINANCIAL STATEMENT SCHEDULES****(3)****Exhibits**

Exhibit Number	Ref. Number	Description
2.1	(1)	Asset Sale Agreement between Registrant and GENBAND dated as of January 11, 2011
2.2	(1)	Intellectual Property License Agreement between Registrant and GENBAND dated as of January 11, 2011
3.1	(1)	Restated Certificate of Incorporation
3.2	(1)	Certificate of Amendment
3.3	(1)	Amended By-laws
3.3	(1)	Amendment to By-laws
4.1	(1)	Form of Common Stock Certificate
4.5	(1)	Rights Agreement
4.5	(1)	Amendment No. 1 to Rights Agreement
4.5	(1)	Amendment No. 2 to Rights Agreement
4.7	(1)	2003 Omnibus Incentive Plan
4.8	(1)	2012 Omnibus Incentive Plan
10.1	(1)	Form of Indemnification Agreement
10.16	(1)	License Agreement between the Registrant and Spider Systems Limited dated March 18, 1992
10.3	(1)	Form of Stock Option Agreement
10.33	(1)	Lease Agreement dated as of January 1, 2012 between the Registrant and HUB Properties Trust
10.33a	(1)	Lease Agreement dated as of May 19, 2001 between the Registrant and Christa PT, LLC
10.33b	(1)	First Amendment to Lease dated as of July 19, 2001 between the Registrant and Christa PT, LLC
10.33c	(1)	Second Amendment to Lease dated as of July 31, 2001 between the Registrant and Christa PT, LLC
21.1	(1)	List of Subsidiaries
31.1	(1)	Certification of Chief Executive Officer
31.2	(1)	Certification of Chief Financial Officer
32.1	(1)	Section 1350 Certification

- 101.INS (2) XBRL Instance Document
(2) XBRL Taxonomy Extension Schema
(2) XBRL Taxonomy Extension Calculation Linkbase
(2) XBRL Taxonomy Extension Definition Linkbase
(2) XBRL Taxonomy Extension Label Linkbase
(2) XBRL Taxonomy Extension Presentation Linkbase

These exhibits were previously included or incorporated by reference in Performance Technologies, Incorporated's
(1) Annual Report on Form 10-K to the year ended December 31, 2012, filed with the Securities and Exchange
Commission on March 7, 2013.
(2) Furnished herewith.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: March 14, 2013 **PERFORMANCE TECHNOLOGIES,
INCORPORATED**

By:/s/ John M. Slusser

John M. Slusser

President and Chief Executive Officer

By:/s/ Dorrance W. Lamb

Dorrance W. Lamb

Senior Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1934, the following persons on behalf of the registrant and in the capacities and on the dates indicated have signed this report.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/John M. Slusser</u> John M. Slusser	Chairman of the Board, President, Chief Executive Officer (Principal Executive Officer)	March 14, 2013
<u>/s/Dorrance W. Lamb</u> Dorrance W. Lamb	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	March 14, 2013

/s/Dennis C. Connors

Director

Dennis C. Connors

March 14,
2013

/s/Charles E.

Maginness

Director

Charles E. Maginness

March 14,
2013

/s/Stuart B.

Meisenzahl

Director

Stuart B. Meisenzahl

March 14,
2013

/s/Robert L. Tillman

Director

Robert L. Tillman

March 14,
2013