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FRESH BRANDS INC  
Form 10-K/A  
May 13, 2003

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-K/A  
Amendment No. 2

Annual report pursuant to Section 13 of the  
Securities Exchange Act of 1934 for the fiscal year ended December 29, 2001 of

FRESH BRANDS, INC.  
2215 Union Avenue  
Sheboygan, Wisconsin 53081  
(920) 457-4433  
A Wisconsin corporation  
IRS Employer Identification No. 39-2019963  
Commission file number 000-32825

We do not have any securities registered pursuant to Section 12(b) of the Act.

We have two classes of securities registered pursuant to Section 12(g) of the Act: our Common Stock, \$0.05 par value, and our Common Stock Purchase Rights.

We have 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.

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 our knowledge, in our definitive proxy statement incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

The aggregate market value of Common Stock held by non-affiliates as of March 14, 2002 was \$87,219,543. This value includes all of the shares of our Common Stock, except for the shares beneficially owned by our directors and the executive officers listed in Item 1A below.

The number of shares outstanding of our Common Stock as of March 14, 2002 was 5,163,737.

PORTIONS OF THE FOLLOWING DOCUMENTS ARE INCORPORATED HEREIN BY REFERENCE:

Our 2001 Annual Report to Shareholders, which is incorporated by reference into Parts II and IV to the extent indicated therein.

Our definitive Proxy Statement for our 2002 annual meeting of shareholders, which will be filed with the Commission under Regulation 14A within 120 days after the end of our fiscal year and, upon such filing, will be incorporated by reference into Part III to the extent indicated therein.

On March 28, 2003, we filed an amendment on Form 10-K/A that amended our Annual Report on Form 10-K for our fiscal year ended December 29, 2001 ("Fiscal 2001"). Due to a clerical error, the Independent Auditors' Report relating to the financial statements included in Exhibit 13 to our Form 10-K/A was the

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Independent Auditors' Report for our fiscal year ended December 28, 2002, not the Independent Auditors' Report for Fiscal 2001. This amendment is being filed solely to correct this error and no other changes have been made to the financial statements attached hereto as Exhibit 13. Except as required to correct this error, all information contained in Exhibit 13 is stated as of March 15, 2002, the date that we filed our Form 10-K for Fiscal 2001.

SIGNATURES

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FRESH BRANDS, INC.

Date: May 13, 2003

By: /s/ Elwood F. Winn

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Elwood F. Winn, President,  
Chief Executive Officer and  
Director (Principal Executive  
Officer)

Date: May 13, 2003

By: /s/ S. Patric Plumley

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S. Patric Plumley, Senior Vice  
President, Chief Financial  
Officer, Treasurer and Secretary  
(Principal Financial Officer and  
Accounting Officer)

S-1

CERTIFICATION

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I, Elwood F. Winn, certify that:

1. I have reviewed this annual report on Form 10-K/A of Fresh Brands, Inc.;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
  - (a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;

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(b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and

(c) presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

(a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this annual report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

DATE: May 13, 2003

By: /s/ Elwood F. Winn

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Elwood F. Winn,  
President and Chief Executive Officer

S-2

CERTIFICATION

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I, S. Patric Plumley, certify that:

1. I have reviewed this annual report on Form 10-K/A of Fresh Brands, Inc.;

2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;

3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

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(a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;

(b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and

(c) presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

(a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this annual report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

DATE: May 13, 2003

By: /s/ S. Patric Plumley

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S. Patric Plumley,  
Senior Vice President, Chief Financial  
Officer, Treasurer and Secretary