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

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported) October 1, 2013**

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**Smith & Wesson Holding Corporation**  
(Exact Name of Registrant as Specified in Charter)

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**Nevada**  
(State or Other Jurisdiction  
of Incorporation)

**001-31552**  
(Commission  
File Number)

**87-0543688**  
(IRS Employer  
Identification No.)

**2100 Roosevelt Avenue  
Springfield, Massachusetts  
01104**  
(Address of Principal Executive Offices) (Zip Code)

**(Registrant's telephone number, including area code) (800) 331-0852**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01 Entry into a Material Definitive Agreement.**

On October 1, 2013, we entered into an Amendment and Termination of Rights Agreement (the "Amendment") with Interwest Transfer Company, Inc., as rights Agent (the "Rights Agent"), pursuant to which we amended that certain Rights Agreement (the "Rights Agreement"), dated as of August 25, 2005, by and between us and the Rights Agent (commonly referred to as a "poison pill"). The Amendment accelerates the expiration date of the Rights Agreement from August 25, 2015 to October 1, 2013, such that, as of 5:00 p.m. New York City time on October 1, 2013, the preferred share purchase rights, each representing the right to purchase one one-thousandth of a share of Series A Junior Participating Preferred Stock, par value \$.001 per share, of our company will expire and no longer be outstanding and the Rights Agreement will terminate and be of no further force or effect.

The foregoing is a summary only and does not purport to be a complete description of all of the terms, provisions, covenants, and agreements contained in the Amendment, and is subject to and qualified in its entirety by reference to the full text of the Amendment, which is filed herewith as Exhibit 4.12(a) to this Current Report on Form 8-K and is hereby incorporated by reference into this Item 1.01.

**Item 1.02 Termination of a Material Definitive Agreement.**

The disclosure provided in Item 1.01 of this Current Report on Form 8-K is hereby incorporated by reference into this Item 1.02.

**Item 3.03 Material Modification to Rights of Security Holders.**

The disclosure provided in Item 1.01 of this Current Report on Form 8-K is hereby incorporated by reference into this Item 3.03.

Following the expiration of the Rights and the termination of the Rights Agreement, on October 1, 2013, the Company will file with the Nevada Secretary of State a certificate of withdrawal of certificate of designation relating to the certificate of designation of the Series A Junior Participating Preferred Stock (the "Certificate of Withdrawal").

The foregoing is a summary only and does not purport to be a complete description of the Certificate of Withdrawal, and is subject to and qualified in its entirety by reference to the full text of the Certificate of Withdrawal, which is filed herewith as Exhibit 3.9(a) to this Current Report on Form 8-K and is hereby incorporated by reference into this Item 3.03.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

The disclosure provided in Item 3.03 of this Current Report on Form 8-K is hereby incorporated by reference into this Item 5.03.

**Item 7.01 Regulation FD Disclosure.**

We are furnishing the disclosure in this Item 7.01 in connection with the disclosure of information, in the form of the textual information from a PowerPoint presentation to be given at meetings with institutional investors or analysts. This information may be amended or updated at any time and from time to time through another Form 8-K, a later company filing, or other means. The PowerPoint presentation attached as Exhibit 99.1 to this Current Report on Form 8-K updates and replaces in its entirety all prior PowerPoint presentations filed by us, including the PowerPoint presentation filed as Exhibit 99.1 to the Current Report on Form 8-K, dated September 17, 2013, which was filed with the Securities and Exchange Commission on September 17, 2013.

The information in this Item 7.01 (including exhibit 99.1) is furnished pursuant to Item 7.01 and shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. This Current Report on Form 8-K will not be deemed an admission as to the materiality of any information in the Report that is required to be disclosed solely by Regulation FD.

We do not have, and expressly disclaim, any obligation to release publicly any updates or any changes in our expectations or any change in events, conditions, or circumstances on which any forward-looking statement is based.

The text included with this Report on Form 8-K is available on our website located at [www.smith-wesson.com](http://www.smith-wesson.com), although we reserve the right to discontinue that availability at any time.

**Item 8.01 Other Events.**

On October 1, 2013, we issued a press release announcing that our Board of Directors has authorized the repurchase of an additional \$15.0 million of our common stock in the open market or privately negotiated transactions. The press release is attached to this Current Report on Form 8-K as Exhibit 99.2.

**Item 9.01 Financial Statements and Exhibits.**

(a) *Financial Statements of Business Acquired.*

Not applicable.

(b) *Pro Forma Financial Information.*

Not applicable.

(c) *Shell Company Transactions.*

Not applicable.

(d) *Exhibits.*

<u>Exhibit Number</u>	<u>Exhibits</u>
3.9(a)	Certificate of Withdrawal of Certificate of Designation
4.12(a)	Amendment and Termination of Rights Agreement, dated as of October 1, 2013, by and between the Registrant and Interwest Transfer Company, Inc., as Rights Agent (1)
99.1	Smith & Wesson presentation dated September 2013
99.2	Press release from Smith & Wesson Holding Corporation, dated October 1, 2013, entitled "Smith & Wesson Completes \$100 Million Stock Repurchase, Authorizes Additional \$15 Million"

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(1) Incorporated by reference to the Registrant's Form 8-A/A filed with the Securities and Exchange Commission on October 1, 2013.

**SIGNATURES**

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 hereunto duly authorized.

**SMITH & WESSON HOLDING CORPORATION**

Date: October 1, 2013

By: /s/ Jeffrey D. Buchanan

Jeffrey D. Buchanan

Executive Vice President, Chief Financial Officer,  
and Treasurer

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**EXHIBIT INDEX**

- 3.9(a) Certificate of Withdrawal of Certificate of Designation
- 4.12(a) Amendment and Termination of Rights Agreement, dated as of October 1, 2013, by and between the Registrant and Interwest Transfer Company, Inc., as Rights Agent (1)
- 99.1 Smith & Wesson presentation dated September 2013
- 99.2 Press release from Smith & Wesson Holding Corporation, dated October 1, 2013, entitled "Smith & Wesson Completes \$100 Million Stock Repurchase, Authorizes Additional \$15 Million"

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(1) Incorporated by reference to the Registrant's Form 8-A/A filed with the Securities and Exchange Commission on October 1, 2013.



\*150401\*



**ROSS MILLER**  
**Secretary of State**  
 204 North Carson Street, Suite 1  
 Carson City, Nevada 89701-4520  
 (775) 684-5708  
 Website: [www.nvsos.gov](http://www.nvsos.gov)

**Certificate of Withdrawal of  
 Certificate of Designation**  
 (PURSUANT TO NRS 78.1955(6))

USE BLACK INK ONLY—DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

**Certificate of Withdrawal of  
 Certificate of Designation  
 for Nevada Profit Corporations**  
**(Pursuant to NRS 78.1955(6))**

1. Name of corporation:

Smith &amp; Wesson Holding Corporation

2. Following is the resolution by the board of directors authorizing the withdrawal of Certificate of Designation establishing the classes or series of stock:

The resolutions of the Board of Directors authorizing the withdrawal of Certificate of Designation are attached hereto as Exhibit A and made a part hereof.

3. No shares of the class or series of stock being withdrawn are outstanding.

4. Signature: (required)

X /s/ P.James Debney**Signature of Officer****Filing Fee: \$175.00****IMPORTANT:** Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.*This form must be accompanied by appropriate fees.*Nevada Secretary of State Withdrawal of Designation  
Revised: 3-12-09



## Smith & Wesson Investor Presentation

October 2013



# Smith & Wesson®

**M&P**  
by Smith & Wesson



THOMPSON/CENTER

**Performance  
Center**  
by Smith & Wesson

## Safe Harbor

Certain statements contained in this presentation may be deemed to be forward-looking statements under federal securities laws, and the Company intends that such forward-looking statements be subject to the safe-harbor created thereby. Such forward-looking statements include but are not limited to statements regarding the Company's markets and strategies; the Company's vision and mission; potential repurchases of the Company's common stock; anticipated sales, GAAP diluted EPS, and non-GAAP Adjusted EBITDAS for the Company; the opportunities for growth of the Company; the Company's new products and product development; the demand for the Company's products and services; the Company's focus and objectives; and the Company's strategic direction and drivers for future periods. The Company cautions that these statements are qualified by important factors that could cause actual results to differ materially from those reflected by such forward-looking statements. Such factors include the demand for the Company's products, the Company's growth opportunities, the ability of the Company to obtain operational enhancements, the success of new products, the potential for increased regulation of firearms and firearm-related products, and other risks detailed from time to time in the Company's reports filed with the SEC.

 **Smith & Wesson®**

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# Business Highlights

- U.S. market leader in firearms with 161 years of rich history
- Iconic brand with 92% aided awareness\*
  - Smith & Wesson® Brand = revolver
- Innovative product portfolio serving broad user groups
  - Revolvers, polymer pistols, metal pistols, concealed carry pistols, bolt action rifles, single shot rifles, modern sporting rifles
- Diverse sales sources:
  - Consumer: sporting goods, hunting, personal protection, concealed carry
  - Professional: international, law enforcement, government, military
- Healthy balance sheet – positive net cash
- Solid, experienced management team
- Strong strategic direction
- 1,500 jobs in America – products made in America

*\* Survey respondents who own a firearm and do not intend to purchase in the next 12 months and respondents who intend to purchase a firearm within 12 months, whether or not they are current owners.*

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# Vision / Mission

## Our Vision:

The leading firearms manufacturer

## Our Mission:

To allow our employees to design, produce, and market high-quality, innovative firearms that meet the needs and desires of our consumer and professional customers

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# Focus, Simplify, Execute

## Strategy for growth – underpinned by a focus on firearms

- Consumer and professional markets
- Family of brands:
  - Smith & Wesson®
  - M&P®
  - Thompson/Center Arms™
  - Performance Center™
- M&P® as a brand and product platform: Polymer pistols
- Operations:
  - Ready to adapt to changing environment
  - Expand capacity and continue strong focus on flexibility
- Products: Deliver new products that meet needs, wants, and desires of professionals and consumers
- Sales: Continue to increase market share in handguns

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## Experienced Leadership Team

### James Debney, President & CEO

20+ years: multinational consumer and business-to-business environments including President of Presto Products Co., a \$500 million business unit of Alcoa Consumer Products

### Jeffrey Buchanan, EVP & CFO

25+ years: private and public company experience in financial management and law; CFO for publicly traded, global manufacturing company; law firm partner; public company board member



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# Experienced Management Team

<b>Mario Pasantes</b> Sr. VP, Marketing and International Sales  Alcoa, Inc. Coca-Cola Pillsbury  International Market Development Strong Global Brands Strategy Customer Development	<b>Mark Smith</b> VP, Manufacturing and Supply Chain Management  Alvarez & Marsal Ecolab  Multi-Site Ops Capacity Expansion MPS/MRP Systems S&OP Mgmt Inventory Mgmt Lean Six Sigma	<b>Robert Cicero</b> VP, General Counsel, Chief Compliance Officer, and Secretary  Chemtura Corp. Shearman & Sterling Morgan Lewis & Bockius  Public Co Leadership Corp Governance Cross-border M&A Global Compliance Finance & Pensions Labor & Employment	<b>Mike Brown</b> VP, U.S. Sales  Camfour, Inc. KPMG  Multiple Leadership Roles in Hunting & Shooting Sports Industries Sales Strategy Team Development
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## Q1 Fiscal 2014 Highlights (July 31, 2013 – From Continuing Operations)

- Quarterly sales of \$171.0M, +25.8% Y/Y – operated at essentially full capacity for entire quarter
  - Excluding Walther, sales grew 36.4%
- Gross profit margin 42.6% versus 37.7% one year ago
- Operating income 28.1% versus 23.0% one year ago
- Income of \$26.5M, or \$0.40 per diluted share, versus income of \$18.9M, or \$0.28 one year ago
  - Includes \$0.05 impact of one-time expense related to bond exchange
- Non-GAAP Adjusted EBITDAS of \$55.2M versus \$36.1M one year ago - \$108.0M in last two quarters
- Free cash flow of \$7.0M in the quarter (includes \$12.0M of capex spend)
- Consumer channel quarterly unit growth +34.2%, excluding Walther
- M&P® pistols and M&P® modern sporting rifles remained popular with consumers
- Increased our manufacturing capacity & outsourcing capabilities
- Implemented new capital structure to deliver flexibility, increase value to stockholders

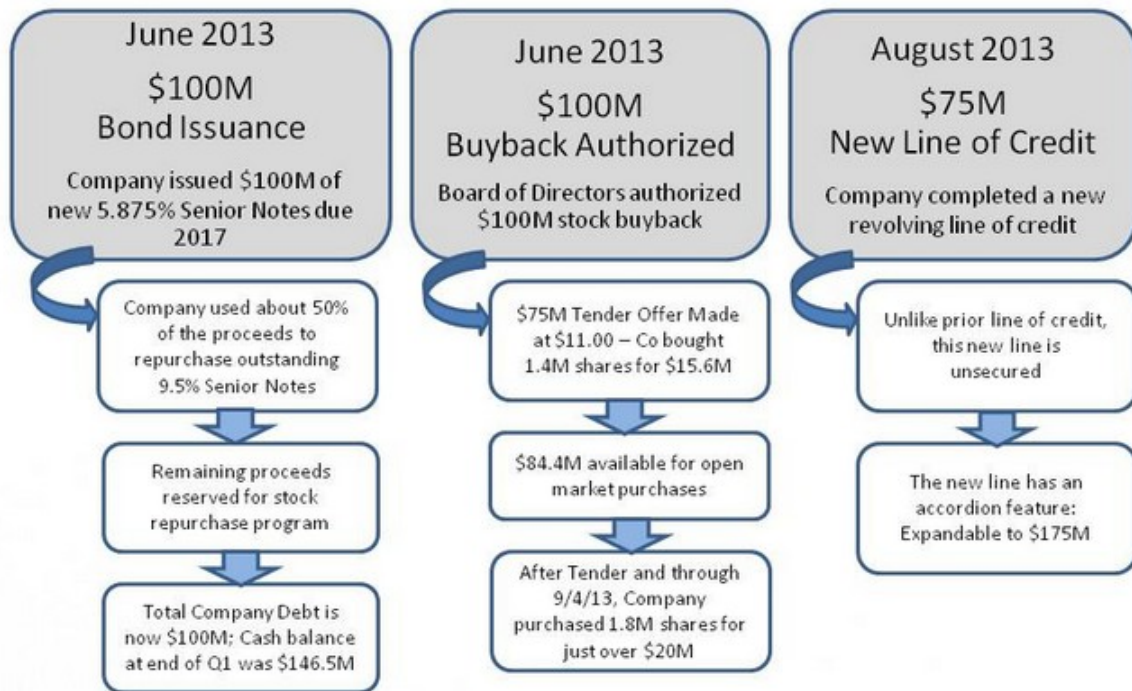
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# New Capital Structure



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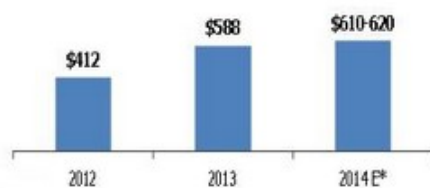
# Financial Results and Guidance

(Fiscal Year Ended April 30 – From Continuing Operations)

\*FY2014 Estimate

Note: All financial information and guidance reflects information that we provided on **September 5, 2013**. We are not updating this information to the present date nor does its inclusion constitute a reiteration or modification of this information.

Actual and Estimated Fiscal Year April 30 Sales (in Millions)



- Q2FY14:
  - Sales \$135.0M - \$140.0M
  - GAAP Diluted EPS \$0.20 - \$0.22
  - Seasonally slowest quarter – due to planned 2-week summer shutdown
  - Fewer production days due to new ERP - dropped to 50 days from anticipated 58 days
- Full Fiscal 2014:
  - Sales \$610.0M - \$620.0M
  - GAAP Diluted EPS \$1.30 - \$1.35
  - Average share count at fiscal year end approx. 60.1M
  - Tax rate 36%
  - Capital expenditures approximately \$50M



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## Key Strategic Objective: New ERP System

- ERP: A key strategic objective in optimizing the business
  - A remaining building block that had yet to be completed
  - Company had been operating on a dated, legacy system
  - A new ERP system will allow for scalability and visibility to support future growth
  - SAP system chosen, installed by IBM
  - SAP went live in early Q2 and is operational
- Conversion impact expected in Q2
  - More issues than expected on new system
  - Approximately 8 days of production loss – dropped to 50 days from anticipated 58 days
  - Approximately \$15M - \$20M in lost revenue
  - \$2 million conversion-related expenses
  - Major issues addressed – system fine-tuning continues

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## Industry Indicators

- NICS
  - NICS background checks are conducted at the point of sale, tracked by the FBI, and reported monthly. NSSF adjusts the total to eliminate permit-related checks and other "noise"
  - Adjusted NICS serves as a proxy for consumer sales since Smith & Wesson sells only to federally licensed firearm dealers who must, by law, conduct a background check on every firearm they sell
    - Applies to retail stores, gun shows, anywhere an FFL sells a firearm
- FET Data
  - Federal Excise Tax collection on manufacturing sales values
  - NSSF translates into manufacturer's sales
  - Lagging data

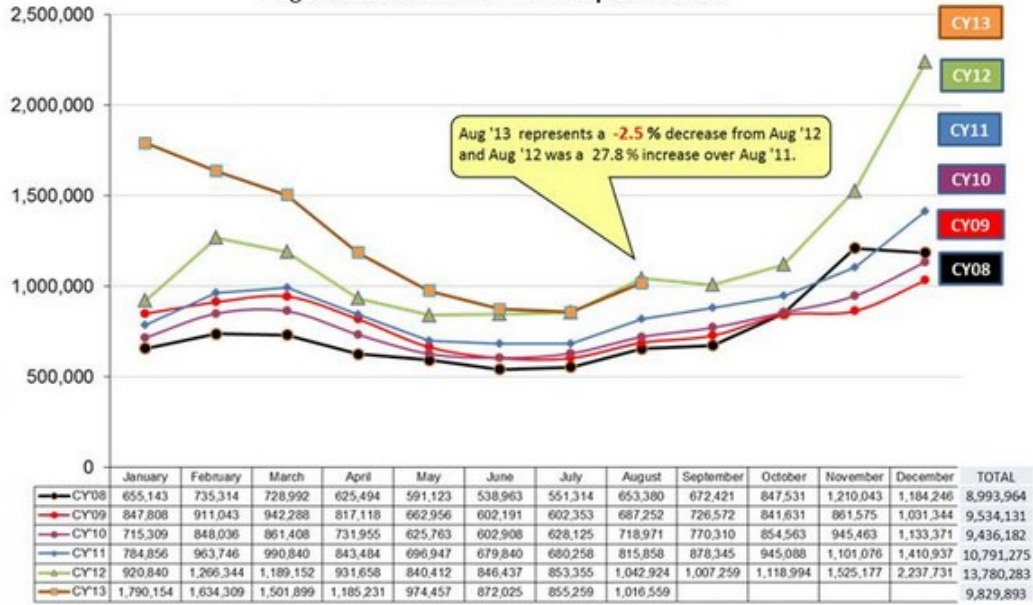
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# Adjusted NICS Through August 2013

96 of the past 120 months show year-over-year adjusted NICS increases  
 Of those 120 months, only 20 show adjusted NICS of over 1 million  
 August 2013 was one of those top 20 months



“Background checks” indicate continued seasonal firearm sales trend

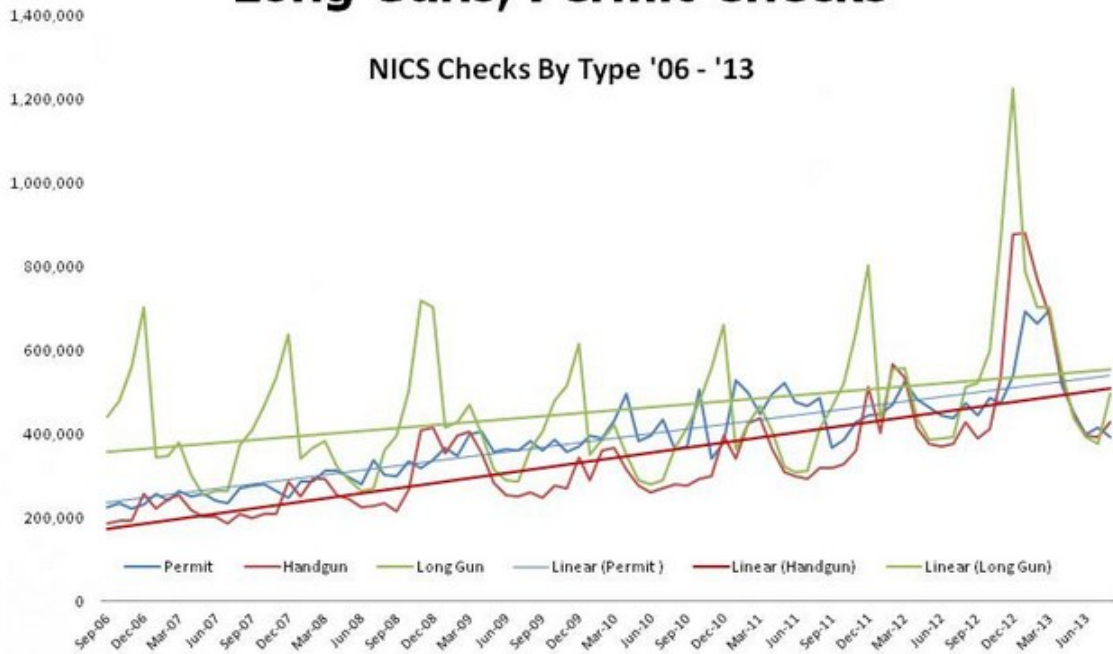
Source National Shooting Sports Foundation (NSSF) Adjusted NICS. NSSF adjusts FBI NICS data to eliminate background checks associated with permit applications and checks on active CCW permit databases. NSSF adjusted NICS data provides a more accurate picture of market conditions.



Smith & Wesson

# Industry: Growth in Handguns, Long Guns, Permit Checks

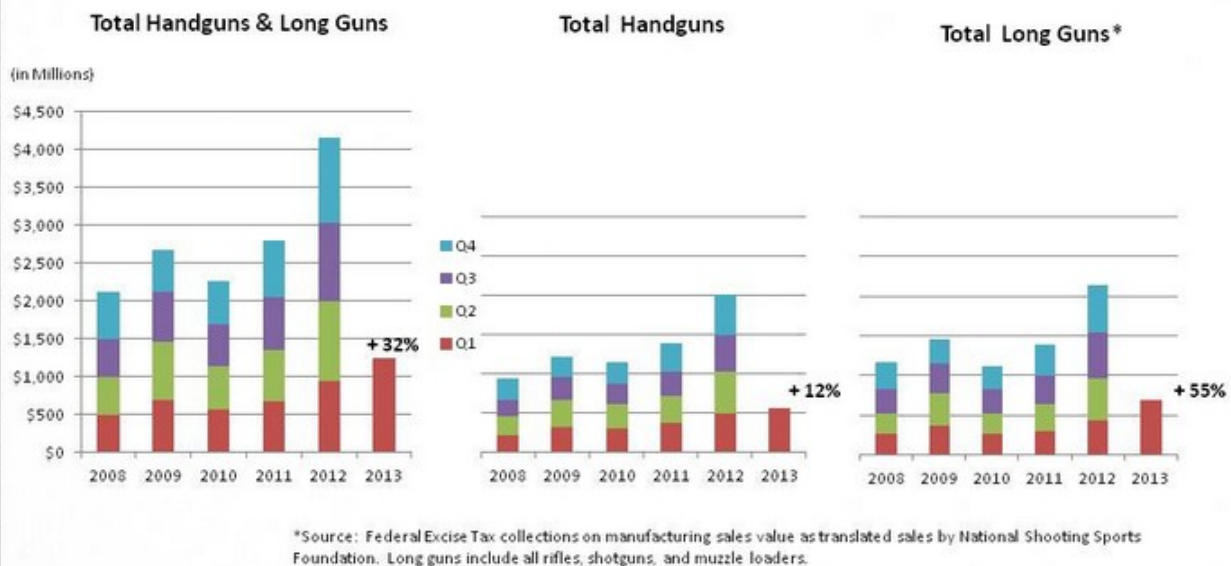
NICS Checks By Type '06 - '13



Smith & Wesson



# Industry Shipments of Handguns and Long Through Q1 CY2013



## U.S. Consumer Firearms Market\*

	Handguns	Long Guns
U.S. Consumer Market*	\$2.0 billion	\$2.1 billion
Smith & Wesson Share*	17%	6.7%

\*According to 2011 reports by the U.S. Bureau of Alcohol, Tobacco, Firearms and Explosives ("ATF"), the U.S. firearm manufacturing industry has grown at a compound annual growth rate in units of 12% from 2006 through 2011. SWHC market sizes and market share percentages are the company's estimates.

# SWHC: Firearms Growth Drivers

## Consumer Market – U.S.

- Focus on consumer trends: Concealed Carry, Personal Protection, Recreation
  - NSSF Survey, April 2013
    - Of those who have been sport shooting in 2012, 20% were new to shooting within past 5 years
      - » That included 11% who just began shooting in 2012
    - First purchase drivers: home defense (87.3%), self-defense (76.5%), shooting with family/friends (73.2%)
    - Women particularly focused on defense and self-sufficiency
- Take Market Share: Polymer Pistol Unit Growth
- Maintain Robust New Product Pipeline
- Leverage Higher Performance Standards from Professional Markets

## Professional Market

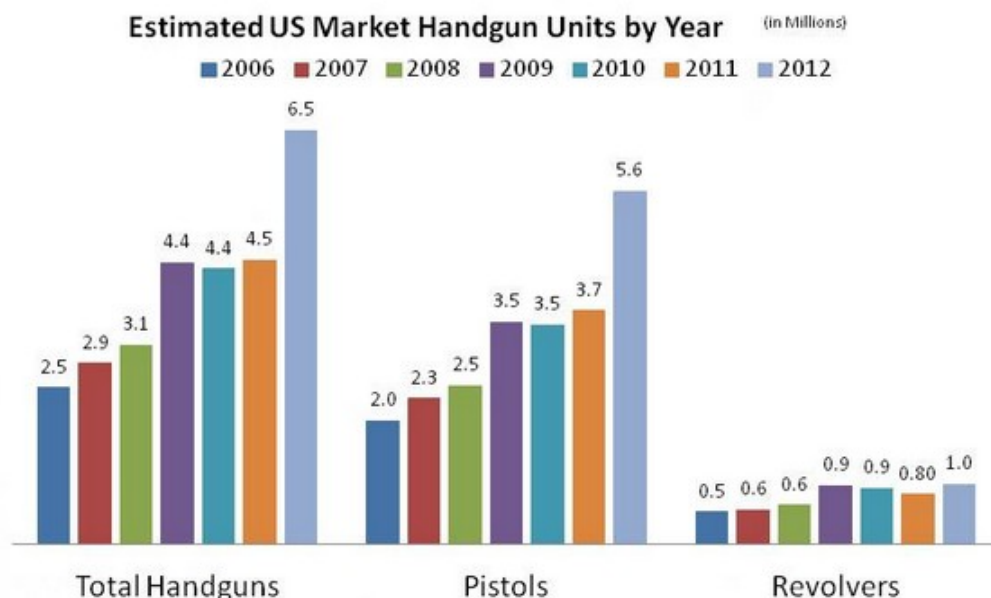
- Law Enforcement / Federal Government
- International – large orders, e.g., Belgium, Australia, Canada, Puerto Rico
- Military – M9 pistol replacement opportunity



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## Pistols Driving Growth in Handguns

Pistols now represent over 85% of units sold



Source: BATF and U.S. Intl Trade Commission, includes U.S. manufacture plus imports, excludes exports



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## Industry: Pistols vs. Revolvers

Pistols and revolvers have different attributes, but pistols are preferred by both professionals and consumers

### Pistol advantages versus revolvers:

- Ergonomics/comfort
- High tech/cutting edge
- Modern shape
- Trigger pull
- Capacity
- Safety features

### Revolver advantages versus pistols:

- Slightly better for beginners
- Easy maintenance
- Reliability

Source: 12/10 Strategic Platform and Extensibility Study

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## Major Focus: M&P<sup>®</sup> Pistol Growth

### Current Situation:

- Pistols are more than 85% of handguns sold
- Compact/slim and full-size polymer pistols are increasing in popularity
- M&P<sup>®</sup> polymer pistols are highly sought after by professionals and consumers – especially M&P<sup>®</sup> Shield™

### Our Focus:

- Grow M&P<sup>®</sup> pistol market share:
  - Understand consumer better than competition and market to facilitate share gain
  - Intelligently increase capacity
- Make it easier for dealers to support the M&P<sup>®</sup> platform:
  - Strong merchandising and store programs
  - Armorer's Training and On-The-Hip Program
  - New CONNECT™ retail associate incentive program
- Communicate directly with consumers to drive brand/product awareness

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- Key element in our go-to-market strategy
- Retail associate incentive rewards program
  - Intuitive graphic interface, easy to use & register sales
  - Points never expire, and are transportable
  - Extensive catalog of products & experiences, including select S&W, M&P, and T/C firearms
- Two-way dialogue opportunity with retail associates
  - Ability to quickly assess market conditions through surveys, and communicate key product initiatives



## M&P<sup>®</sup> Advertising: Communicating Directly with the Consumer

Welcome To The Closest Bond Yet  
Between Hand and Gun



Numerous Features.  
Not One You'll Have To Think About





# M&P® - Proven Performance

## Strong & Marketable Differences



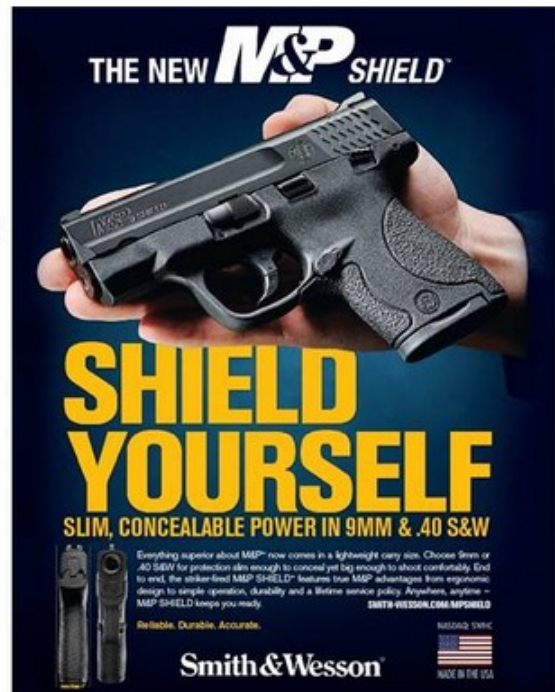
M&P VS. COMPETITION		M&P	GLOCK® GEN4™	XD(M)™
	S, M, L Patented Palmwell Grips	✓ YES	✗ NO	✗ NO
	Ambidextrous Slide Stop	✓ YES	✗ NO	✗ NO
	Embedded Stainless Steel Chassis	✓ YES	✗ NO	✗ NO
	Ambidextrous Thumb Safety <small>(patent pending)</small>	✓ YES	✗ NO	✗ NO
	Country of Manufacture		 Austria	 Croatia



## The M&P® Shield™

Designed to meet the demand for personal protection and concealed carry, the M&P® Shield features:

- Powerful 9mm or .40 S&W calibers
- Lightweight, slim one-inch profile for comfortable carry
- Compact overall length of 6.1"
- M&P® proven ergonomic design
- Thumb safety
- Includes two magazines, standard and +1
- Coordinated launch included availability of holsters, lasers, and other accessories



THE NEW **M&P SHIELD**

**SHIELD YOURSELF**

SLIM, CONCEALABLE POWER IN 9MM & .40 S&W

Everything superior about M&P® now comes in a lightweight carry size. Choose 9mm or .40 S&W for protection slim enough to conceal yet big enough to shoot confidently. Kind to eye, the silver-lined M&P SHIELD™ features true M&P advantages from ergonomic design to simple operation, durability and a lifetime service policy. Anywhere, anytime – M&P SHIELD keeps you ready.

SMITH-WESSON.COM/MPSHIELD

Reliable. Durable. Accurate.

Smith & Wesson

MADE IN THE USA



# Our Strategic Direction

- Grow sales and increase profitability
- Optimize manufacturing capacity
  - Add flexible capacity, internally and externally
  - Focus on M&P® pistols and conceal carry products
- Financial model
  - Quarterly gross margins in the range of 37% - 41%
  - Quarterly operating margins in the range of 20% - 25%
  - Margins vary among quarters due to absorption impacts of seasonality, factory shutdowns, and holidays
- Maintain robust new product pipeline
  - Launch new products strategically
- Leverage existing product portfolio
- Leverage balance sheet:
  - Invest in firearm business
  - Buy back stock



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 **Smith & Wesson**

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## Smith & Wesson Investor Presentation

October 2013



**Smith & Wesson**

**M&P**  
by Smith & Wesson



THOMPSON/CENTER

**Performance  
Center**  
by Smith & Wesson



Contact: Liz Sharp, VP Investor Relations  
Smith & Wesson Holding Corp.  
(413) 747-3304  
lsharp@smith-wesson.com



**Smith & Wesson Completes \$100 Million Stock Repurchase,  
Authorizes Additional \$15 Million**

**SPRINGFIELD, Mass., October 1, 2013** — **Smith & Wesson Holding Corporation (NASDAQ Global Select Market: SWHC)**, a leader in firearm manufacturing and design, today announced that it has completed the repurchase of \$100 million of the company's outstanding common stock through a program authorized by its Board of Directors in June of 2013. Under the program, which included the tender offer recently completed in July 2013, the company purchased 9.0 million shares of its common stock at an average price of \$11.09, resulting in 55.8 million shares outstanding. Based on the results of the repurchase program, the company anticipates fully diluted shares of approximately 60.4 million for the quarter ending October 31, 2013.

The company also announced that its Board has authorized the repurchase of an additional \$15 million of the company's common stock in open market or privately negotiated transactions. The amount and timing of any open market repurchases or privately negotiated transactions will depend on a number of factors, including price, trading volume, general market conditions, legal requirements, and other factors. Any shares of common stock repurchased under the authorization will be held as treasury stock but not outstanding shares of the company's common stock.

James Debney, President and Chief Executive Officer of Smith & Wesson, said, "The strategic steps we took this summer to optimize our capital structure allowed us to successfully complete our \$100 million stock buyback program. Given the strength of our balance sheet and our expected cash flow from operations, our Board has approved the repurchase of an additional \$15 million of our common stock. We continue to believe that investing in our own company is presently one of our greatest opportunities."

The Board of Directors, which was recently re-elected by stockholders at the company's annual meeting held September 23, 2013, also voted to eliminate the company's rights agreement (commonly referred to as a "poison pill") that was otherwise set to expire in August 2015. Barry M. Monheit, Chairman of the Board of Smith & Wesson Holding Corporation, said, "In our review of general policies, we decided that terminating the rights agreement early is in keeping with our ongoing commitment to good corporate governance practices."

## **About Smith & Wesson**

Smith & Wesson Holding Corporation (NASDAQ Global Select: SWHC) is a U.S.-based leader in firearm manufacturing and design, delivering a broad portfolio of quality firearms, related products, and training to the global military, law enforcement, and consumer markets. The company's brands include Smith & Wesson®, M&P® and Thompson/Center Arms™. Smith & Wesson facilities are located in Massachusetts and Maine. For more information on Smith & Wesson, log on to [www.smith-wesson.com](http://www.smith-wesson.com).

## **Safe Harbor Statement**

This press release contains forward-looking statements. Forward-looking statements are identifiable by words or phrases such as “anticipates,” “intends,” “expects,” “believes” and “will,” and similar words and phrases. Certain statements contained in this press release may be deemed to be forward-looking statements under federal securities laws, and we intend that such forward-looking statements be subject to the safe-harbor created thereby. Such forward-looking statements include the company's anticipation of fully diluted shares of approximately 60.4 million for the quarter ending October 31, 2013; the company's belief that the amount and timing of any open market repurchases or privately negotiated transactions will depend on a number of factors, including price, trading volume, general market conditions, legal requirements, and other factors; the company's belief that investing in its own company is presently one of its greatest opportunities; and the company's belief that terminating the company's rights agreement early is in keeping with its commitment to good corporate governance practices. We caution that these statements are qualified by important factors that could cause actual results to differ materially from those reflected by such forward-looking statements. Such factors include, among others, the uses of proceeds from the sale of the New Notes. Additional information about the risk factors to which we are exposed and other factors that may adversely affect these forward-looking statements is contained in our reports and filings with the Securities and Exchange Commission, including our Annual Report on Form 10-K for the fiscal year ended April 30, 2012. Investors should not place undue reliance on forward-looking statements as predictions of future results. The company undertakes no obligation to update or revise any forward-looking statements to reflect developments or information obtained after the date of this press release except as otherwise required by law.