

BOOTS & COOTS INTERNATIONAL WELL CONTROL INC

Form 10-Q/A

August 19, 2003

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

FORM 10-Q/A
(AMENDMENT NO. 1)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF
THE SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTER ENDED JUNE 30, 2003

COMMISSION FILE NUMBER 1-13817

BOOTS & COOTS INTERNATIONAL
WELL CONTROL, INC.
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

11-2908692
(I.R.S. Employer
Identification No.)

11615 N. HOUSTON ROSSYLN
HOUSTON, TEXAS
(Address of principal executive offices)

77086
(Zip Code)

(281) 931-8884
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 (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 is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act)
Yes No

The number of shares of the Registrant's Common Stock, par value \$.00001 per share, outstanding at August 13, 2003, were 106,111,720.

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This amendment amends the Form 10-Q filed with the Commission on August 14, 2003, to restate the first two paragraphs of "Note J. Subsequent Events" of the consolidated financial statements of the Company and to add as exhibits updated officer certifications under Sections 302 and 906 of the Sarbanes-Oxley act of 2002. The last sentence of the first paragraph of the original text of Note J

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contained an incorrect reference to the number of shares of Series E Preferred Stock outstanding as of the date of filing and the second paragraph incorrectly reported that a warrant for 8,800,000 shares of common stock had been repriced from \$0.625 per share to \$0.35 per share. The referenced warrant was not repriced. The original and amended text of Note J. follows:

ORIGINAL TEXT:

"NOTE J. SUBSEQUENT EVENTS."

On July 3, 2003, 59,872 shares of the Company's Series E Cumulative Convertible Preferred Stock ("Series E Preferred Stock") were converted into 13,607,202 shares of the Company's common stock. The converted Series E Preferred Stock conversion included dividends which were paid in kind of 9,872 shares of Series E Preferred Stock. As of the date hereof, 903 shares of Series E Preferred Stock remains outstanding.

On July 3, 2003, the Company re-priced 8,800,000 of Prudential's warrants from \$0.625 to \$0.35. The related expense determined by the Black-Scholes option pricing model will be a non cash expense in the third quarter."

AMENDED TEXT:

"NOTE J. SUBSEQUENT EVENTS."

On July 3, 2003, 59,872 shares of the Company's Series E Cumulative Convertible Preferred Stock ("Series E Preferred Stock") were converted into 13,607,202 shares of the Company's common stock. The converted Series E Preferred Stock conversion included dividends which were paid in kind of 9,872 shares of Series E Preferred Stock. As of the date hereof, 582 shares of Series E Preferred Stock remains outstanding."

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits

Exhibit No.	Document
*31.1	Sec.302 Certification by Jerry Winchester
*31.2	Sec.302 Certification by Kevin Johnson
*32.1	Sec.906 Certification by Jerry Winchester
*32.2	Sec.906 Certification by Kevin Johnson

*Filed herewith

SIGNATURES

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

BOOTS & COOTS INTERNATIONAL WELL
CONTROL, INC.

By: /s/ JERRY WINCHESTER

Jerry Winchester
Chief Executive Officer

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By: /s/ KEVIN JOHNSON

Kevin Johnson
Principal Accounting Officer

Date: August 19, 2003