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TERADYNE INC
Form 10-K/A
June 28, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K/A

(Mark One)

- Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the fiscal year ended December 31, 2001.
- Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from _____ to _____.

Commission File No.: 1-6462

TERADYNE, INC.
(Name of Registrant)

MASSACHUSETTS
(State or other jurisdiction of Incorporation)

04-2272148
(I.R.S. Employer Identification No.)

321 HARRISON AVENUE
BOSTON, MASSACHUSETTS
(Address of Principal Executive Offices)

02118
(Zip Code)

Registrant's telephone number, including area code: (617) 482-2700

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 \$0.125 per share | New York Stock Exchange |
| Common Stock Purchase Rights | New York Stock Exchange |

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 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 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.

The aggregate market value of shares of Common Stock held by non-affiliates of the registrant as of February 24, 2002 was \$5.4 billion

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based upon the composite closing price of the registrant's Common Stock on the New York Stock Exchange on that date.

The number of shares outstanding of the registrant's only class of Common Stock as of February 24, 2002 was 182,358,506 shares.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's proxy statement in connection with its 2002 annual meeting of shareholders are incorporated by reference into Part III.

REQUIRED INFORMATION

In accordance with General Instruction F of Form 10-K and Rule 15d-21 of the Securities Act of 1934, as amended, Teradyne, Inc. is filing this first amendment to its Annual Report on Form 10-K filed on March 29, 2002 to include as exhibits the financial statements and schedule of the GenRad Choice Investment Plan. Such financial statements and schedule have been prepared in accordance with the financial reporting requirements of ERISA and examined by an independent accountant on a full scope basis.

Full title of the plan and the address of the plan, if different from that of the issuer named below:

GenRad Choice Investment Plan

Name of issuer of the securities held pursuant to the plan and the address of its principal executive offices:

Teradyne, Inc.
321 Harrison Avenue
Boston, Massachusetts 02118

PART IV

ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K

(a) 1. Financial Statements

The following consolidated financial statements are included in Item 8:

Report of Independent Accountants.

Balance Sheets as of December 31, 2001 and 2000.

Statements of Operations for the years ended December 31, 2001, 2000 and 1999.

Statements of Shareholders' Equity for the years ended December 31, 2001, 2000 and 1999.

Statements of Cash Flows for the years ended December 31, 2001, 2000 and 1999.

(a) 2. Financial Statement Schedules

The following consolidated financial statement schedule is included in Item 14(d):

Schedule II - - Valuation and Qualifying Accounts

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Schedules other than those listed above have been omitted because they are either not required or information is otherwise included.

(a) 3. Listing of Exhibits

The Exhibits which are filed with this report or which are incorporated by reference herein are set forth in the Exhibit Index.

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(b) Reports on Form 8-K

A Current Report on Form 8-K dated October 18, 2001, was filed with the Securities and Exchange Commission on October 18, 2001 relating to (i) Teradyne's third quarter financial results and its interim financial statements and (ii) two legal complaints filed against Teradyne.

A Current Report on Form 8-K dated October 19, 2001, was filed with the Securities and Exchange Commission on October 19, 2001 relating to (i) Teradyne's intent to offer Convertible Senior Notes due 2006 in a private placement and (ii) the pricing terms of the offering.

A Current Report on Form 8-K dated October 24, 2001, was filed with the Securities and Exchange Commission on October 24, 2001 relating to Teradyne's completion of its offering of Convertible Senior Notes due 2006 in a private placement.

Item 14(d) Financial Statement Schedules

TERADYNE, INC.

Schedule II - - VALUATION AND QUALIFYING ACCOUNTS

| Column A | Column B | Column C | |
|---|--------------------------------------|------------------------------------|---------------------------------|
| Description | Balance at Beginning of Period | Charged to Cost and Expenses | Charged to Other Accounts |
| Valuation reserve deducted in the balance sheet from the asset to which it applies: | | | |
| Accounts Receivable: | | | |
| 2001 Allowance for doubtful accounts..... | \$5,176 | \$1,192 | \$-- |
| | ===== | ===== | ===== |
| 2000 Allowance for doubtful accounts..... | \$4,410 | \$1,337 | \$- - |
| | ===== | ===== | ===== |
| 1999 Allowance for doubtful accounts..... | \$2,395 | \$1,407 | \$804 |
| | ===== | ===== | ===== |

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EXHIBIT INDEX

The following designated exhibits are, as indicated below, either filed herewith or have heretofore been filed with the Securities and Exchange Commission and are referred to and incorporated by reference to such filings.

| Exhibit No. --- | Description ----- | Sec Document Refer ----- |
|-----------------------|---|---|
| 3.1 | Restated Articles of Organization of the Company, as amended | Exhibit 3.01 to the Company's Quarterly Report on Form 10-Q for the quarter ended |
| 3.2 | Amended and Restated Bylaws of the Company | Exhibit 3.3 to the Company's Annual Report on Form 10-K for the fiscal year ended |
| 4.1 | Rights Agreement between the Company and Fleet National Bank dated as of November 17, 2000 | Exhibit 4.1 to the Company's Form |
| 4.2 | Indenture by and between the Company and State Street Bank and Trust Company as Trustee dated as of October 24, 2001, including the form of Note | Exhibit 4.4 to the Company's Registration Statement on Form S-3 (Registration Statement No. 333-75632). |
| 4.3 | Form of Note | Included in Exhibit 4.4 to the Company's Registration Statement on Form S-3 (Registration Statement No. 333-75632). |
| 4.4 | Registration Rights Agreement by and between the Company and Goldman, Sachs & Co. and Banc of America Securities LLC dated as of October 24, 2001 | Exhibit 4.6 to the Company's Registration Statement on Form S-3 (Registration Statement No. 333-75632). |
| 10.1 | Teradyne, Inc. Supplemental Executive Retirement Plan* | Exhibit 10.4 to the Company's Annual Report on Form 10-K for the fiscal year ended |
| 10.2 | 1991 Employee Stock Option Plan, as amended* | Exhibit 4.2 to the Company's Registration Statement on Form S-8 (Registration Statement No. 333-75632). |
| 10.3 | Amendment to 1991 Stock Plan dated March 9, 2001* | Exhibit 10.3 to the Company's Annual Report on Form 10-K for the fiscal year ended |
| 10.4 | Megatest Corporation 1990 Stock Option Plan* | Exhibit 4.1 to the Company's Registration Statement on Form S-8 (Registration Statement No. 333-75632). |
| 10.5 | Megatest Corporation Director Stock Option Plan* | Exhibit 4.2 to the Company's Registration Statement on Form S-8 (Registration Statement No. 333-75632). |
| 10.6 | 1996 Employee Stock Purchase Plan, as amended* | Exhibit 10.6 to the Company's Annual Report on Form 10-K for the fiscal year ended |
| 10.7 | Master Lease Agreement between Megatest and General Electric Capital Corporation dated August 10, 1995 | Exhibit 10.10 to the Company's Annual Report on Form 10-K for the fiscal year ended |

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|-------|--|---|
| 10.8 | Loan and Security Agreement between Megatest and the CIT Group/Equipment Financing, Inc. dated August 14, 1995 | Exhibit 10.11 to the Company's Annual Report on Form 10-K for the fiscal year ended 1995. |
| 10.9 | Deed of Trust, Financing Statement, Security Agreement and Fixture Filing between Megatest and the Sun Life Assurance Company of Canada (U.S.) dated August 25, 1995 | Exhibit 10.12 to the Company's Annual Report on Form 10-K for the fiscal year ended 1995. |
| 10.10 | 1997 Employee Stock Option Plan, as amended* | Exhibit 10.01 to the Company's Quarterly Report on Form 10-Q for the quarter ended 1997. |
| 10.11 | 1996 Non-Employee Director Stock Option Plan, as amended* | Exhibit 10.11 to the Company's Annual Report on Form 10-K for the fiscal year ended 1996. |
| 10.12 | GenRad, Inc. 1991 Equity Incentive Plan* | Exhibit 4.4 to the Company's Registration Statement on Form S-8 (Registration Statement) |
| 10.13 | GenRad, Inc. 1991 Directors' Stock Option Plan* | Exhibit 4.5 to the Company's Registration Statement on Form S-8 (Registration Statement) |
| 10.14 | GenRad, Inc. 1997 Non-Qualified Employee Stock Option Plan* | Exhibit 4.6 to the Company's Registration Statement on Form S-8 (Registration Statement) |
| 10.15 | GenRad, Inc. Non-Statutory Stock Option Agreement by and between Robert M. Dutkowsky and GenRad, Inc.* | Exhibit 4.7 to the Company's Registration Statement on Form S-8 (Registration Statement) |
| 10.16 | Change in Control Agreement dated October 19, 2001 between the Company and Executive Officer* | Exhibit 10.16 to the Company's Annual Report on Form 10-K for the fiscal year ended 2001. |
| 10.17 | Change in Control Agreement dated October 19, 2001 between the Company and Executive Officer* | Exhibit 10.17 to the Company's Annual Report on Form 10-K for the fiscal year ended 2001. |
| 10.18 | Change in Control Agreement dated October 19, 2001 between the Company and Executive Officer* | Exhibit 10.18 to the Company's Annual Report on Form 10-K for the fiscal year ended 2001. |
| 10.19 | Change in Control Agreement dated March 19, 2002 between the Company and Executive Officer* | Exhibit 10.19 to the Company's Annual Report on Form 10-K for the fiscal year ended 2002. |
| 10.20 | Change in Control Agreement dated October 19, 2001 between the Company and Executive Officer* | Exhibit 10.20 to the Company's Annual Report on Form 10-K for the fiscal year ended 2001. |
| 10.21 | Change in Control Agreement dated October 2, 2001 between the Company and Executive Officer* | Exhibit 10.21 to the Company's Annual Report on Form 10-K for the fiscal year ended 2001. |
| 10.22 | Change in Control Agreement dated October 19, 2001 between the Company and Executive Officer* | Exhibit 10.22 to the Company's Annual Report on Form 10-K for the fiscal year ended 2001. |
| 10.23 | Change in Control Agreement dated October 19, 2001 between the Company and Executive Officer* | Exhibit 10.23 to the Company's Annual Report on Form 10-K for the fiscal year ended 2001. |
| 10.24 | Change in Control Agreement dated October 19, 2001 between the Company and Executive Officer* | Exhibit 10.24 to the Company's Annual Report on Form 10-K for the fiscal year ended 2001. |
| 10.25 | Promissory Note dated December 19, 2001 between the Company, as borrower, and General Electric | Exhibit 10.25 to the Company's Annual Report on Form 10-K for the fiscal year ended 2001. |

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Capital Business Asset Funding Corporation, as lender

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|---|---|
| 10.26 Form of Commercial Deed of Trust, Security Agreement, Assignment of Leases and Rents, Fixture Filing Agreement dated December 19, 2001 between the Company, as borrower, and General Electric Capital Business Asset Funding Corporation, as lender | Exhibit 10.26 to the Company's Annual Report and Form 10-K for the fiscal year ended December 31, 2001 |
| 10.27 Form of Assignment of Rents and Leases Agreement dated December 19, 2001 between the Company, as borrower, and General Electric Capital Business Asset Funding Corporation, as lender | Exhibit 10.27 to the Company's Annual Report and Form 10-K for the fiscal year ended December 31, 2001 |
| 10.28 Form of Certificate and Indemnity Agreement regarding Hazardous Substances dated December 19, 2001 between the Company, as borrower, and General Electric Capital Business Asset Funding Corporation, as lender | Exhibit 10.28 to the Company's Annual Report and Form 10-K for the fiscal year ended December 31, 2001 |
| 10.29 Lease Agreements dated July 26, 1996 between GenRad, Inc. and Michelson Farm-Westford Technology Park Trust | Exhibit 10 to GenRad, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2001 (Commission File No. 1-8045). |
| 12.1 Statement regarding computation of Ratio of Earnings to Fixed Charges | Exhibit 12.1 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2001 |
| 21.1 Subsidiaries of the Company | Exhibit 21.1 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2001 |
| 23.1 Consent of PricewaterhouseCoopers LLP | Exhibit 23.1 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2001 |
| 99.1 Financial Statements of the GenRad Choice Investment Plan as of and for the years ended December 31, 2001 and 2000 and Additional Information Required for Form 5500 for the year ended December 31, 2001 | Filed herewith. |

* Indicates management contracts or compensatory plans.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this first amendment to its annual report on Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized, on this the 28th day of June, 2002.

TERADYNE, INC.

By: /s/ Gregory R. Beecher

Gregory R. Beecher
Vice President and

