

WEST PHARMACEUTICAL SERVICES INC
Form 10-Q/A
January 09, 2006

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q/A

(Amendment No. 1)

Mark One

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

For the Quarterly Period Ended June 30, 2005

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 1-8036

WEST PHARMACEUTICAL SERVICES, INC.

(Exact name of registrant as specified in its charter)

Pennsylvania
(State or other jurisdiction of

23-1210010
(I.R.S. Employer Identification Number)

incorporation or organization)

101 Gordon Drive, PO Box 645,

Lionville, PA
(Address of principal executive offices)

19341-0645
(Zip Code)

Registrant's telephone number, including area code 610-594-2900

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, 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

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

The number of common shares outstanding as of June 30, 2005 was 31,567,723.

EXPLANATORY NOTE

This Amendment No. 1 is solely for the purpose of refiling Exhibit 10(d) of the Quarterly Report on Form 10-Q (Form 10-Q) of West Pharmaceutical Services, Inc. (West or the Company), originally filed with the United States Securities and Exchange Commission (the Commission) on August 9, 2005. Exhibit 10(d) is being refiled in response to comments received from the Commission as a result of the Commission s review of West s confidential treatment request covering certain portions of Exhibit 10(d).

Pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as amended, the complete text of Item 6, as amended, is set forth below. The remainder of the Form 10-Q originally filed on August 9, 2005 is unchanged and is not reproduced in this Amendment No. 1. This Amendment No. 1 speaks as of the original filing date of the Form 10-Q and reflects only the changes discussed above. This Amendment No. 1 on Form 10-Q/A does not reflect any events occurring after the date of filing of the Form 10-Q as filed with the Commission on August 9, 2005, or otherwise modify or update any of the information contained therein.

PART II OTHER INFORMATION

ITEM 6. EXHIBITS

INDEX TO EXHIBITS

Exhibit

Number

- (2) None.
- (3)(a) Amended and Restated Articles of Incorporation of the Company through January 4, 1999 incorporated by reference to Exhibit (3)(a) of the Company's Annual Report on Form 10-K for the year ended December 31, 1998 (File No. 1-8036).
- (3)(b) Bylaws of the Company, as amended through March 6, 2004, incorporated by reference to Exhibit (3)(b) to the Company's Form 10-Q for the quarter ended March 31, 2004 (File No. 1-8036).
- (4)(a) Form of stock certificate for common stock incorporated by reference to Exhibit (4)(a) of the Company's Annual Report on Form 10-K for the year ended December 31, 1998 (File No. 1-8036).
- (4)(b) Article 5, 6, 8(c) and 9 of the Amended and Restated Articles of Incorporation of the Company, incorporated by reference to Exhibit (3)(a) of the Company's Annual Report on Form 10-K for the year ended December 31, 1998 (File No. 1-8036).
- (4)(c) Article I and V of the Bylaws of the Company, as amended through March 6, 2004, incorporated by reference to Exhibit (4)(c) of the Company's Form 10-Q for the quarter ended March 31, 2004 (File No. 1-8036).
- (10)(a) First Amendment, dated as of May 18, 2005, between the Company, the direct and indirect subsidiaries of the Company listed on the signature pages thereto, the several banks and other financial institutions parties to the Credit Agreement (as defined therein), and PNC Bank, National Association, as Agent for the Banks, incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K dated May 25, 2005 (File No. 1-8036).
- (10)(b) Share and Interest Purchase Agreement, dated as of July 5, 2005, among the Company, West Pharmaceutical Services of Delaware, Inc., Medimop Medical Projects, Ltd., Medimop USA LLC and Freddy Zinger, incorporated by reference to Exhibit 99.1 of the Company's Current Report on Form 8-K dated July 8, 2005 (File No. 1-8036).
- (10)(c) Note Purchase Agreement, dated as of July 28, 2005, among the Company and several insurance companies, incorporated by reference to Exhibit 99.1 of the Company's Current Report on Form 8-K dated August 3, 2005 (File No. 1-8036).
- (10)(d) Agreement, effective as of January 1, 2005, between the Company and the Goodyear Tire & Rubber Company.*

- (11) Non applicable.
- (15) None.
- (18) None.
- (19) None.
- (22) None.
- (23) Non applicable.
- (24) None.
- (31)(a) Section 302 Certification by Donald E. Morel, Jr., Ph.D.
- (31)(b) Section 302 Certification by William J. Federici.
- (32)(a) Certification by Donald E. Morel, Jr., Ph.D., pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.**
- (32)(b) Certification by William J. Federici, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.**
- (99) None.
- (100) Non applicable.

* Certain portions of this exhibit have been omitted pursuant to a confidential treatment request submitted to the SEC.

** Previously furnished as Exhibits to the Quarterly Report on Form 10-Q for the period ended June 30, 2005.

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 thereunto duly authorized.

WEST PHARMACEUTICAL SERVICES, INC.
(Registrant)

/s/ William J. Federici
William J. Federici
Vice President and Chief Financial Officer

January 9, 2006
Date