

MAGNETEK, INC.  
 Form 10-K/A  
 March 26, 2013

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549  
 FORM 10-K/A  
 (Amendment No. 1)  
 (Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
 ACT OF 1934  
 For the fiscal year ended December 30, 2012

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

Commission file number 1-10233

MAGNETEK, INC.

(Exact name of Registrant as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation or  
 organization)

95-3917584

(I.R.S. Employer Identification No.)

N49 W13650 Campbell Drive

Menomonee Falls, Wisconsin

(Address of Principal Executive Offices)

53051

(Zip Code)

Registrant's telephone number, including area code: (262) 783-3500

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class             | Name of each exchange<br>on which registered |
|---------------------------------|--|
| Common Stock, \$.01 par value   | The NASDAQ Global Select Market              |
| Preferred Stock Purchase Rights | The NASDAQ Global Select Market              |

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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 has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). 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.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of “large accelerated filer,” “accelerated filer”, and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer [  ] Accelerated filer [  ] Non-accelerated filer [  ] Smaller reporting company [  ]

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

The aggregate market value of the voting stock held by non-affiliates of the registrant, based on the closing price of \$15.44 per share as reported by the NASDAQ Stock Market, on July 1, 2012 (the last business day of the Company’s most recently completed second fiscal quarter), was \$48,386,752. Shares of common stock held by each executive officer and director have been excluded since such persons may be deemed affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

The number of shares outstanding of the registrant’s Common Stock, as of February 20, 2013, was 3,209,542 shares.

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DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Magnetek, Inc. definitive 2013 Proxy Statement, to be filed with the Securities and Exchange Commission within 120 days after the close of the fiscal year ended December 30, 2012, are incorporated by reference into Part II and Part III of this Form 10-K.

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EXPLANATORY NOTE

This Amendment No. 1 to the Magnetek, Inc. (the “Company” or the “Registrant”) Annual Report on Form 10-K for the fiscal year ended December 30, 2012, which was originally filed with the Securities and Exchange Commission on March 22, 2013 (the “Original Filing”), is being filed to correct Exhibits 31.1, 31.2, and 32.1. These exhibits were included in the Original Filing with the term “transition report,” which term has been replaced in the exhibits attached to this filing with the term “annual report.”

Except as described above, this Amendment No. 1 does not change any of the information contained in the Original Filing. Further, this Form 10-K/A does not reflect events after the Original Filing or modify or update the disclosures affected by subsequent events. Accordingly, this Form 10-K/A should be read in conjunction with the Original Filing and all filings made with the SEC subsequent to the date of the Original Filing.

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PART IV

Item 15. Exhibits and Financial Statement Schedules

| Exhibit No. | Note | Description of Exhibit                             |
|-------------|------|--|
| 31.1        | **   | Certification Pursuant to 15 U.S.C. Section 7241.  |
| 31.2        | **   | Certification Pursuant to 15 U.S.C. Section 7241.  |
| 32.1        | **   | Certifications Pursuant to 18 U.S.C. Section 1350. |

\*\* Filed with this Form 10-K/A.

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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 report to be signed on its behalf by the undersigned, thereunto duly authorized in the Village of Menomonee Falls, State of Wisconsin, on the 26th day of March, 2013.

MAGNETEK, INC.

By: /s/ Marty J. Schwenner  
 Marty J. Schwenner  
 Vice President and Chief Financial  
 Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

| Signature                                      | Title   | Date           |
|--|---|----------------|
| /s/ MITCHELL I. QUAIN<br>Mitchell I. Quain     | Chairman of the Board of Directors  | March 26, 2013 |
| /s/ DAVID A. BLOSS, SR.<br>David A. Bloss, Sr. | Director  | March 26, 2013 |
| /s/ YON Y. JORDEN<br>Yon Y. Jordan             | Director  | March 26, 2013 |
| /s/ ALAN B. LEVINE<br>Alan B. Levine           | Director  | March 26, 2013 |
| /s/ DAVID P. REILAND<br>David P. Reiland       | Director  | March 26, 2013 |
| /s/ PETER M. MCCORMICK<br>Peter M. McCormick   | Director, President and Chief Executive Officer                             | March 26, 2013 |
| /s/ MARTY J. SCHWENNER<br>Marty J. Schwenner   | Vice President and Chief Financial Officer<br>(Principal Financial Officer) | March 26, 2013 |
| /s/ MICHAEL J. STAUBER<br>Michael J. Stauber   | Vice President and Corporate Controller<br>(Principal Accounting Officer)   | March 26, 2013 |

EXHIBIT INDEX

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