

XERIUM TECHNOLOGIES INC
Form 10-K/A
March 28, 2013

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

FORM 10-K/A
Amendment No. 1

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

For the fiscal year ended December 31, 2012
or

☐ 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 001-32498
Xerium Technologies, Inc.
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of incorporation or
organization)

8537 Six Forks Road, Suite 300
Raleigh, North Carolina 27615
(Address of principal executive offices)
(919) 526-1400

Registrant's telephone number (including area code)

42-1558674
(I.R.S. Employer Identification No.)

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

Title of each class	Name of each exchange on which registered
Common Stock, \$0.001 par value per share	New York Stock Exchange
Preferred Stock Purchase Rights	New York Stock Exchange

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 (§ 229.405 of this chapter) 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 the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	<input type="checkbox"/>		Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	(Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>

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 common stock held by non-affiliates of the registrant on June 29, 2012, the last business day in the second fiscal quarter, was approximately \$30,819,161. There were 15,309,717 shares of the registrant's common stock, \$0.001 par value per share, outstanding as of March 1, 2013.

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes No

DOCUMENTS INCORPORATED BY REFERENCE

Proxy Statement for the 2013 Annual Meeting of Shareholders which will be filed pursuant to Regulation 14A, is incorporated by reference in Part III to the extent described therein.

EXPLANATORY NOTE

This Amendment No. 1 on Form 10-K/A (this “Amendment”) to the registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2012, initially filed with the Securities and Exchange Commission (“SEC”) on March 11, 2013 (the “Original Filing”), is being filed to (i) amend and restate Item 15 in Part IV of the Original Filing in order to include the Exhibit Index referred to therein and (ii) renumber the consent of Ernst & Young LLP to Exhibit 23.1 from its prior numbering of Exhibit 31.1 in the Original Filing.

Also included in this Amendment are (i) the signature page and (ii) certifications required of the principal executive officer and principal financial officer under Section 302 of the Sarbanes-Oxley Act of 2002. Because no financial statements are contained within this Amendment, we are not including certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

No attempt has been made in this Amendment to modify or update the other disclosures presented in the Original Filing. This Amendment does not reflect events occurring after the filing of the Original Filing or modify or update those disclosures, including the exhibits to the Original Filing, affected by subsequent events. Accordingly, this Amendment should be read in conjunction with the Original Filing and our other filings made with the SEC.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a) (1) Financial Statements. The following documents are filed as Appendix A hereto and are included as part of this Annual Report on Form 10-K:

Financial Statements of Xerium Technologies, Inc.:

Report of Independent Registered Public Accounting Firm on the Consolidated Financial Statements and Schedule Consolidated Balance Sheets as of December 31, 2012 and 2011

Consolidated Statements of Operations for the years ended December 31, 2012, 2011 and 2010

Consolidated Statements of Comprehensive Loss for the years ended December 31, 2012, 2011 and 2010

Consolidated Statements of Stockholders’ (Deficit) Equity for the years ended December 31, 2012, 2011 and 2010

Consolidated Statements of Cash Flows for the years ended December 31, 2012, 2011 and 2010

Notes to Consolidated Financial Statements

(a) (2) Financial Statement Schedules. The following financial statement schedule is included as part of this Annual Report on Form 10-K:

Schedule II, Valuation and Qualifying Accounts

Certain schedules are omitted because they are not applicable, or not required, or because the required information is included in the financial statements or notes thereto.

(a) (3) Exhibits. The exhibits filed as part of this Annual Report on Form 10-K are listed in the Exhibit Index immediately preceding such exhibits, and are incorporated herein by this reference. We have identified with plus symbols in the Exhibit Index each management contract and compensation plan filed as an exhibit to this Annual Report on Form 10-K.

Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, in Raleigh, North Carolina, on March 28, 2013.

XERIUM TECHNOLOGIES, INC.

By: */s/* HAROLD C. BEVIS
Harold C. Bevis
President and Chief Executive Officer

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EXHIBIT INDEX

Exhibit No.	Description of Exhibit
2.1(1)*	Joint Prepackaged Plan of Reorganization, as confirmed by the bankruptcy court on May 12, 2010.
2.2(2)	Confirmation Order, dated May 12, 2010.
3.1(3)	Second Amended and Restated Certificate of Incorporation of Xerium Technologies, Inc.
3.2(4)	Amended and Restated By-Laws of Xerium Technologies, Inc.
4.1(5)	Registration Rights Agreement by and among Xerium Technologies, Inc. and certain of its investors.
4.2(6)	Rights Agreement between the Company and American Stock Transfer & Trust Company, LLC, as Rights Agent, dated May 25, 2010.
4.3(7)	Registration Rights Agreement entered into by and among the Company and the RRA Parties, dated May 25, 2010.
4.4(8)	Form of Stock Certificate.
4.5(9)	Form of Warrant.
4.6.(10)	Dividend Reinvestment Plan.
4.7(11)	Indenture among the Company, the guarantor parties thereto and U.S. Bank National Association as Trustee, dated May 26, 2011.
4.8(12)	Registration Rights Agreement among the Company, the guarantor parties thereto and the Initial Purchasers, dated May 26, 2011.
4.9(13)	Form of 8.875% Senior Notes due 2018 (included in exhibit 4.7).
10.1(14)	New Credit Facility among the Company, certain direct and indirect subsidiaries of the Company, and certain financial institutions, dated May 26, 2011.
10.2(15)	Amendment No. 1 to the New Credit Facility among the Company, certain direct and indirect subsidiaries of the Company, and certain financial institutions, dated June 28, 2012.
10.3(16)	Director Nomination Agreement entered into by and among the Company and AS Investors, LLC, dated May 25, 2010.
10.4(17)	Director Nomination Agreement entered into by and among the Company, Carl Marks Strategic Investments, L.P., and Carl Marks Strategic Opportunities Fund, L.P., dated May 25, 2010.
10.5(18)+	2005 Equity Incentive Plan.
10.6(19)+	Amendment No. 1 to the 2005 Equity Incentive Plan.
10.7(20)+	Amendment No. 2 to the 2005 Equity Incentive Plan.
10.8(21)+	Amendment No. 3 to the 2005 Equity Incentive Plan.
10.9(22)+	Performance Criteria Terms for Performance-Based Awards Under the 2005 Equity Incentive Plan.
10.10(23)+	2009 Director Restricted Stock Units Agreement dated as of June 9, 2009.
10.11(24)+	2009 Director Restricted Stock Units Agreement dated as of August 4, 2009.
10.12(25)+	2010 Equity Incentive Plan of Xerium Technologies, Inc.
10.13(26)+	Amendment No. 1 to 2010 Equity Incentive Plan of Xerium Technologies, Inc.
10.14(27)+	Performance Award Program for 2010.
10.15(28)+	Long Term Incentive Plan.
10.16(29)+	2011-2013 Long-Term Incentive Plan.
10.17(30)+	2012-2014 Executive Long-Term Incentive Plan.
10.18(31)+	Form of Time-Based Restricted Stock Units Agreement under the Long Term Incentive Plan.
10.19(32)+	Form of Independent Director Indemnification Agreement entered into between the Registrant and certain independent directors.
10.20(33)+	Form of 2010 Director Option Agreement.
10.21(34)+	Non-Management Director Compensation Policy.
10.22(35)+	Directors' Deferred Stock Unit Plan.
10.23(36)+	Employment Agreement with Harold C. Bevis.
10.24(37)+	Restricted Stock Unit Agreement with Harold C. Bevis.

Exhibit No.	Description of Exhibit
10.25(38)+	Option Agreement with Harold C. Bevis.
10.26(39)+	Amended and Restated Service Contract with John Badrinas.
10.27(40)+	Employment Agreement with Stephen R. Light.
10.28(41)+	Amendment No. 1 to Employment Agreement with Stephen R. Light.
10.29(42)+	Amendment No. 2 to Employment Agreement with Stephen R. Light.
10.30(43)+	Amendment No. 3 to Employment Agreement with Stephen R. Light.
10.31(44)+	Amendment No. 4 to Employment Agreement with Stephen R. Light.
10.32(45)+	2010 Performance-Based Restricted Stock Units Agreement with Stephen R. Light.
10.33(46)+	Stock Purchase Agreement with Stephen R. Light.
10.34(47)+	2008 Time-Based Restricted Stock Units Agreement with Stephen R. Light.
10.35(48)+	Amended and Restated Time-Based Restricted Stock Units and Performance-Based Restricted Stock Units Agreement with Stephen R. Light.
10.36(49)+	Employment Agreement with Clifford E. Pietrafitta.
10.37(50)+	Amended and Restated Employment Agreement with David Pretty.
10.38(51)+	Amendment to Amended and Restated Employment Agreement with David Pretty.
10.39(52)+	Amendment No. 3 to Employment Agreement with David Pretty.
10.40(53)+	Employment Agreement with Thomas C. Johnson.
10.41(54)+	Amendment to Employment Agreement with Thomas Johnson.
10.42(55)+	Employment Agreement with Eduardo Fracasso.
10.43(56)+	Employment Agreement with Kevin McDougall.
10.44(57)+	Amendment to Employment Agreement with Kevin McDougall.
10.45(58)+	Form of December 2011 Amendment to Employment Agreements with senior executive officers.
21.1	Subsidiaries of the Registrant.
23.1	Consent of Ernst & Young LLP.
31.1	Certification Statement of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification Statement of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification Statement of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification Statement of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS(59)	XBRL Instance Document
101.SCH(59)	XBRL Taxonomy Extension Schema Document
101.CAL(59)	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF(59)	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB(59)	XBRL Taxonomy Extension Label Linkbase Document
101.PRE(59)	XBRL Taxonomy Extension Presentation Linkbase Document

- (1) Filed as Exhibit 2.1 to the Registrant's Quarterly Report on Form 10-Q filed on May 14, 2010, and incorporated herein by reference.
- (2) Filed as Exhibit 2.2 to the Registrant's Quarterly Report on Form 10-Q filed on May 14, 2010, and incorporated herein by reference.
- (3) Filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on May 28, 2010, and incorporated herein by reference.
- (4) Filed as Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed on May 28, 2010, and incorporated herein by reference.

- (5) Filed as Exhibit 4.1 to the Registrant's Quarterly Report on Form 10-Q filed on June 23, 2005, and incorporated herein by reference.
- (6) Filed as Exhibit 10.3 to the Registrant's Current Report on Form 8-K filed on May 28, 2010, and incorporated herein by reference.
- (7) Filed as Exhibit 10.4 to the Registrant's Current Report on Form 8-K filed on May 28, 2010, and incorporated herein by reference.
- (8) Filed as Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed on May 28, 2010, and incorporated herein by reference.
- (9) Filed as Exhibit 4.2 to the Registrant's Current Report on Form 8-K filed on May 28, 2010, and incorporated herein by reference.
- (10) Filed as Exhibit 99.2 to the Registrant's Current Report on Form 8-K filed on February 20, 2007, and incorporated herein by reference.
- (11) Filed as Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed on June 2, 2011, and incorporated herein by reference.
- (12) Filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on June 2, 2011, and incorporated herein by reference.
- (13) Filed as Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed on June 2, 2011, and incorporated herein by reference.
- (14) Filed as Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed on June 2, 2011, and incorporated herein by reference.
- (15) Filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on July 2, 2012, and incorporated herein by reference.
- (16) Filed as Exhibit 10.5 to the Registrant's Current Report on Form 8-K filed on May 28, 2010, and incorporated herein by reference.
- (17) Filed as Exhibit 10.6 to the Registrant's Current Report on Form 8-K filed on May 28, 2010, and incorporated herein by reference.
- (18) Filed as Exhibit 10.7 to the Registrant's Quarterly Report on Form 10-Q filed on June 23, 2005, and incorporated herein by reference.
- (19) Filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on August 11, 2008, and incorporated herein by reference.
- (20) Filed as Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed on August 11, 2008, and incorporated herein by reference.
- (21) Filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on June 11, 2009, and incorporated herein by reference.
- (22) Filed as Exhibit 10.3 to the Registrant's Current Report on Form 8-K filed on August 11, 2008, and incorporated herein by reference.
- (23) Filed as Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q filed on November 6, 2009, and incorporated herein by reference.
- (24) Filed as Exhibit 10.4 to the Registrant's Quarterly Report on Form 10-Q filed on November 6, 2009, and incorporated herein by reference.
- (25) Filed as Exhibit 10.7 to the Registrant's Current Report on Form 8-K filed on May 28, 2010, and incorporated herein by reference.
- (26) Filed as Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q filed on August 9, 2011, and incorporated herein by reference.
- (27) Filed as Exhibit 10.8 to the Registrant's Current Report on Form 8-K filed on May 28, 2010, and incorporated herein by reference.
- (28) Filed as Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q filed on November 5, 2010 and incorporated herein by reference.
- (29)

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Filed as Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q filed on May 5, 2011, and incorporated herein by reference.

- (30) Filed as Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q filed on August 7, 2012, and incorporated herein by reference.

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- (31) Filed as Exhibit 10.4 to the Registrant's Quarterly Report on Form 10-Q filed on November 5, 2010 and incorporated herein by reference.
- (32) Filed as Exhibit 10.5 to the Registrant's Quarterly Report on Form 10-Q filed on November 10, 2008, and incorporated herein by reference.
- (33) Filed as Exhibit 10.11 to the Registrant's Quarterly Report on Form 10-Q filed on August 13, 2010, and incorporated herein by reference.
- (34) Filed as Exhibit 10.6 to the Registrant's Quarterly Report on Form 10-Q filed on November 5, 2012, and incorporated herein by reference.
- (35) Filed as Exhibit 10.8 to the Registrant's Quarterly Report on Form 10-Q filed on May 5, 2011 and incorporated herein by reference.
- (36) Filed as Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q filed on November 5, 2012, and incorporated herein by reference.
- (37) Filed as Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q filed on November 5, 2012, and incorporated herein by reference.
- (38) Filed as Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q filed on November 5, 2012, and incorporated herein by reference.
- (39) Filed as Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q filed on November 9, 2007, and incorporated herein by reference.
- (40) Filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on February 12, 2008, and incorporated herein by reference.
- (41) Filed as Exhibit 10.26 to the Registrant's Annual Report on Form 10-K filed on April 8, 2008, and incorporated herein by reference.
- (42) Filed as Exhibit 10.47 to the Registrant's Annual Report on Form 10-K filed on March 26, 2010, and incorporated herein by reference.
- (43) Filed as Exhibit 10.41 to the Registrant's Registration Statement on Form S-4 filed on December 22, 2011, and incorporated herein by reference.
- (44) Filed as Exhibit 10.4 to the Registrant's Quarterly Report on Form 10-Q filed on November 5, 2012, and incorporated herein by reference.
- (45) Filed as Exhibit 10.48 to the Registrant's Annual Report on Form 10-K filed on March 26, 2010, and incorporated herein by reference.
- (46) Filed as Exhibit 10.49 to the Registrant's Annual Report on Form 10-K filed on March 26, 2010, and incorporated herein by reference.
- (47) Filed as Exhibit 10.27 to the Registrant's Annual Report on Form 10-K filed on April 8, 2008, and incorporated herein by reference.
- (48) Filed as Exhibit 10.5 to the Registrant's Quarterly Report on Form 10-Q filed on November 5, 2010 and incorporated herein by reference.
- (49) Filed as Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q filed on May 5, 2011, and incorporated herein by reference.
- (50) Filed as Exhibit 10.36 to the Registrant's Annual Report on Form 10-K filed on March 12, 2009, and incorporated herein by reference.
- (51) Filed as Exhibit 10.4 to the Registrant's Quarterly Report on Form 10-Q filed on May 5, 2011, and incorporated herein by reference.
- (52) Filed as Exhibit 10.5 to the Registrant's Quarterly Report on Form 10-Q filed on November 5, 2012, and incorporated herein by reference.
- (53) Filed as Exhibit 10.37 to the Registrant's Annual Report on Form 10-K filed on March 12, 2009, and incorporated herein by reference.
- (54) Filed as Exhibit 10.5 to the Registrant's Quarterly Report on Form 10-Q filed on May 5, 2011, and incorporated herein by reference.
- (55)

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Filed as Exhibit 10.46 to the Registrant's Annual Report on Form 10-K filed on March 26, 2010, and incorporated herein by reference.

- (56) Filed as Exhibit 10.10 to the Registrant's Quarterly Report on Form 10-Q filed on August 13, 2010, and incorporated herein by reference.

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- (57) Filed as Exhibit 10.6 to the Registrant's Quarterly Report on Form 10-Q filed on May 5, 2011, and incorporated herein by reference.
- (58) Filed as Exhibit 10.56 to the Registrant's Registration Statement on Form S-4 filed on December 22, 2011, and incorporated herein by reference.
- (59) Users of this interactive data file are advised pursuant to Rule 406T of Regulation S-T that this interactive data file is deemed not filed or part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, and otherwise is not subject to liability under these sections.

+ Management contract or compensatory arrangement or plan.
The following exhibits to the Joint Prepackaged Plan of Reorganization were filed with the bankruptcy court, which, as permitted by Item 601(b)(2) of Regulation S-K, have been omitted from this Annual Report on Form 10-K. We will furnish supplementally a copy of any exhibit to the Joint Prepackaged Plan of Reorganization to the Securities and Exchange Commission upon request.

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- Exhibit A Amended and Restated Credit Facility
- Exhibit B Commitment Letter
- Exhibit C New Management Incentive Plan
- Exhibit D New Warrants
- Exhibit E Executory Contracts and Unexpired Leases to be Rejected
- Exhibit F Amended and Restated Pledge and Security Agreement
- Exhibit G Austria Contribution Agreement
- Exhibit H Austria Note
- Exhibit I Austria Purchase Agreement
- Exhibit J Canada Direction Letter Agreement
- Exhibit K Exit Facility Credit Agreement
- Exhibit L Exit Facility Pledge and Security Agreement
- Exhibit M Germany Assumption Agreement
- Exhibit N Intercreditor Agreement
- Exhibit O Nominating Agreement
- Exhibit P Registration Rights Agreement
- Exhibit Q Restated Bylaws of each Reorganized Debtor
- Exhibit R Restated Charters of each Reorganized Debtor
- Exhibit S Shareholder Rights Plan
- Exhibit T U.S. Direction Letter Agreement
- Exhibit U Initial Directors and Initial Officers of the Reorganized Debtors
- Exhibit V Retained Actions
- Exhibit W Additional Intercompany Transactions