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TECHTEAM GLOBAL INC
Form 10-K/A
July 15, 2005

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

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

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES ACT OF 1934
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2004

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: 0-16284

TECHTEAM GLOBAL, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE
(State or Other Jurisdiction of
Incorporation or Organization)

38-2774613
(I.R.S. Employer
Identification No.)

27335 WEST 11 MILE ROAD, SOUTHFIELD, MI 48034
(Address of Principal Executive Offices) (Zip Code)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE:
(248) 357-2866

SECURITIES REGISTERED UNDER SECTION 12(b) OF THE EXCHANGE ACT: NONE

SECURITIES REGISTERED UNDER SECTION 12(g) OF THE EXCHANGE ACT:

| Title of Each Class | Name on each exchange on which registered |
|-------------------------------|---|
| Common Stock, \$.01 par value | NASDAQ(R) National Stock Market |

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.

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Indicate by check mark whether the Registrant is an accelerated filer. Yes []
No [X]

The aggregate market value of the Registrant's common stock held by non-affiliates of the registrant as of June 30, 2004 was approximately \$73,161,000 (based on the June 30, 2004 closing sales price of \$9.07 of the Registrant's common stock, as reported on the NASDAQ(R) National Stock Market). For the sole purpose of making this calculation, the term "non-affiliates" has been interpreted to exclude directors and executive officers of the Company. Such interpretation is not intended to be, and should not be construed to be, an admission by TechTeam Global, Inc. or such directors or executive officers of the Company that such directors and executive officers of the Company are "affiliates" of TechTeam Global, Inc., as that term is defined under the Securities Act of 1934.

The number of shares outstanding of the registrant's common stock as of March 11, 2005 was 8,775,970.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive Proxy Statement, dated April 4, 2005, are incorporated by reference into Items 10, 11, 12, 13 and 14 of Part III of this report.

EXPLANATORY NOTE

TechTeam Global, Inc. (collectively with its subsidiaries, the "Company," "TechTeam," "we," "us" and "our") is filing this Amendment No. 1 to Form 10-K/A ("Amendment No. 1") solely to amend its disclosures in Item 9A of Part II contained in its Annual Report on Form 10-K for the fiscal year ended December 31, 2004 (the "Form 10-K"), which was originally filed with the Securities and Exchange Commission (the "SEC") on March 18, 2005. The purpose of this Amendment No. 1 is to address comments that TechTeam received from the Staff of the Division of Corporation Finance of the SEC.

Pursuant to Rule 12b-15 under the Securities and Exchange Act of 1934, as amended, this Amendment No. 1 contains the complete text of Item 9A of Part II, as amended, and new certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. The representations contained in the new certifications continue to relate solely to our fiscal year ended December 31, 2004. This Amendment No. 1 contains only the sections and exhibits to the Form 10-K that are being amended and restated. The sections of and exhibits to the Form 10-K as originally filed, which are not included herein, are unchanged and continue in full force and effect as originally filed. This Amendment No. 1 speaks as of the date of the original filing of the Form 10-K and has not been updated to reflect events occurring subsequent to the original filing date.

PART II

ITEM 9A. CONTROLS AND PROCEDURES

As of December 31, 2004, an evaluation was performed under the supervision and with the participation of the Company's management, including our Chief Executive Officer, Chief Financial Officer, and Chief Accounting Officer, of the effectiveness of the design and operations of the Company's disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities

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Exchange Act of 1934. Based upon that evaluation, the Company's Management, including our Chief Executive Officer, Chief Financial Officer, and Chief Accounting Officer, concluded that the Company's disclosure controls and procedures were effective as of December 31, 2004.

As required by Rule 13(a)-15d under the Securities Exchange Act of 1934, the Company's management, including our Chief Executive Officer, Chief Financial Officer, and Chief Accounting Officer, also conducted an evaluation of the Company's internal control over financial reporting to determine whether any changes occurred during the quarter ended December 31, 2004 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting. Based on that evaluation, there has been no such change during the quarter ended December 31, 2004. On January 3, 2005, we acquired Sytel, Inc., which expanded our internal controls over financial reporting and disclosure.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

Note: Item 15 in the Form 10-K, as originally filed, is unchanged except for the filing of additional certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

(a) (3) Exhibits.

| EXHIBIT NUMBER | EXHIBIT |
|-------------------|--|
| 31.1 | Certification Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2 | Certification Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.3 | Certification Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |

SIGNATURES

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

TECHTEAM GLOBAL, INC.

Date: July 15, 2005

By: /s/ William F. Coyro, Jr.

William F. Coyro, Jr.
President, Chief Executive Officer
Director (Principal Executive Offi

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By: /s/ David W. Morgan

David W. Morgan
Chief Financial Officer and Treasurer
(Principal Financial Officer)

By: /s/ Marc J. Lichtman

Marc J. Lichtman
Chief Accounting Officer (Principal
Accounting Officer)

INDEX OF EXHIBITS

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