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BUCKEYE TECHNOLOGIES INC
Form 10-K/A
December 01, 2004

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 EXCHANGE
ACT OF 1934

For the fiscal year ended June 30, 2004

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: 33-60032

Buckeye Technologies Inc.

(Exact name of registrant as specified in its charter)

Delaware

62-1518973

(State of incorporation or organization)

(I.R.S. Employer Identifi

1001 Tillman Street, Memphis, Tennessee

38112

(Address of principal executive offices)

(Zip Code)

901-320-8100

(Registrant's telephone number, including area code)

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

Title of each class

Name of each exchange on

Common Stock, par value \$.01 per share

New York Stock E

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

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 at least the past 90 days. Yes No

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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (ss.229.405 of this chapter) is not contained herein, and will not be contained, to the best of the 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. Yes [X] No []

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act). Yes [X] No []

As of December 31, 2003, the aggregate market value of the registrant's voting common equity held by non-affiliates, computed by reference to the price at which the common equity was last sold, was approximately \$310.6 million.

As of November 30, 2004, there were 37,440,229 shares of the registrant's common stock outstanding.

EXPLANATION

The purpose of this Amendment No. 1 on Form 10-K/A is to amend our Annual Report on Form 10-K for the fiscal year ended June 30, 2004 (the "Original Filing"), which we filed on August 26, 2004. We have filed this Amendment to include as an additional exhibit to our Annual Report on Form 10-K, Statement re Computation of Ratios - "Computation of Ratio of Earnings to Fixed Charges" as required by Item 15(c) of Part IV of Form 10-K. We identified this change in the course of preparing our responses to a comment letter from the Securities and Exchange Commission, or the SEC, regarding the Original Filing.

We have not updated other information contained in the Original Filing in this Amendment. Therefore, you should read this Amendment together with other reports and documents that we have filed with the SEC subsequent to the date of the Original Filing. Information in those other reports and documents updates and supersedes some of the information contained in this Amendment. You should not deem the filing of this Amendment to be an admission that our Original Filing, when made, included any known, untrue statement of material fact or knowingly omitted to state a material fact necessary to make a statement in the Original Filing not misleading.

PART IV

Item 15. Exhibits, Financial Statement Schedules and Reports on Form 8-K

(a) (3) Listing of Exhibits. See exhibits listed under Item 15 (c).

(c) Exhibits required by Item 601 of Regulation S-K.

Exhibit Number	Description
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3.1	Second Amended and Restated Certificate of Incorporation of Registrant (4)
3.1(a)	Articles of Amendment to the Second Amended and Restated Certificate of Incorporation of Registrant (5)
3.2	Amended and Restated By-laws of the Registrant (8)

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- 4.1 First Amendment to the Rights Agreement (the Rights Agreement was filed on Form 8-A, November 20, 1995) (2)
 - 4.2 Indenture for 9-1/4% Senior Subordinated Notes due 2008, dated July 2, 1996 (1)
 - 4.3 Indenture for 8% Senior Subordinated Notes due 2010, dated June 11, 1998 (5)
 - 4.4 Indenture for 8-1/2% Senior Notes due 2013, dated September 22, 2003 (10)
 - 10.1 Amended and Restated 1995 Management Stock Option Plan of the Registrant (6)
 - 10.2 Second Amended and Restated 1995 Incentive and Nonqualified Stock Option Plan for Management Employees of the Registrant (9)
 - 10.3 Form of Management Stock Option Subscription Agreement (6)
 - 10.4 Form of Stock Option Subscription Agreement (6)
 - 10.5 Amended and Restated Formula Plan for Non-Employee Directors (3)
 - 10.6 Amendment No. 1 to Timberlands Agreement dated January 1, 1999 by and between Buckeye Florida, Limited Partnership and Foley Timber and Land Company. Certain portions of the Agreement have been omitted pursuant to an Application for Confidential Treatment dated October 30, 1995. (7)
 - 10.7 Amended and Restated Credit Agreement dated November 5, 2003, among the Registrant; Fleet National Bank; Fleet Securities Inc.; Citigroup Global Markets Inc.; UBS Security LLC; Citibank N.A.; UBS, AG Stanford Branch; and the other lenders party thereto (11)
 - 12.1** Computation of Ratio of Earnings to Fixed Charges
 - 21.1* Subsidiaries of the Registrant
 - 23.1* Consent of Ernst & Young LLP
 - 31.1** Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer
 - 31.2** Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer
 - 32.1* Section 1350 Certification of Chief Executive
 - 32.2* Section 1350 Certification Chief Financial Officer
 - 99.1* Code of Business Conduct and Ethics
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- (1) Incorporated by reference to the Registrant's Registration Statement on Form S-3 File No. 33-05139, as filed with the Securities and Exchange Commission on June 4, 1996, and as amended on June 11, 1996 and June 27, 1996.
- (2) Incorporated by reference to the Registrant's Annual Report on Form 10-K dated June 30, 1997.
- (3) Incorporated by reference to the Registrant's Quarterly Report on form 10-Q for the quarterly period ended December 31, 2000.
- (4) Incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the quarterly period ended December 31, 1997.
- (5) Incorporated by reference to the Registrant's Registration Statement on Form S-4, file no. 333-59267, as filed with the Securities and Exchange Commission on July 16, 1998.
- (6) Incorporated by reference to the Registrant's Annual Report on Form 10-K for the year ended June 30, 1998.
- (7) Incorporated by reference to the Registrant's Quarterly Report on Form 10-Q/A for the quarterly period ended March 31, 1999.
- (8) Incorporated by reference to the Registrant's Annual Report on Form 10-K for the year ended June 30, 2000.
- (9) Incorporated by reference to the Registrant's Annual Report on Form 10-K for the year ended June 30, 2001.
- (10) Incorporated by reference to the Registrant's Registration Statement on Form S-4, file no. 333-110091, as filed with the Securities and Exchange Commission on October 30, 2003.
- (11) Incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2003.

* Previously filed as an exhibit to this Annual Report on Form 10-K.

** Filed herewith.

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.

BUCKEYE TECHNOLOGIES INC.

Dated: December 1, 2004

By: /s/ Kristopher J. Matula

Name: Kristopher J. Matula

Title: Executive Vice President and Chief

Financial Officer