

AVID TECHNOLOGY INC  
Form 10-K/A  
May 12, 2005

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

**AMENDMENT NO. 2 ON  
FORM 10-K/A**

**FOR ANNUAL AND TRANSITION REPORTS PURSUANT  
TO SECTIONS 13 OR 15(d) OF THE SECURITIES ACT OF 1934**

(Mark One)

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

**For the fiscal year ended December 31, 2004**

**OR**

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

Commission File Number 0-21174

**AVID TECHNOLOGY, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**04-2977748**

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

**Avid Technology Park, One Park West, Tewksbury, MA**  
(Address of principal executive offices)

**01876**  
(Zip Code)

(978) 640-6789

(Registrant's telephone number, including area code)  
Securities Registered Pursuant to Section 12(b) of the Act:  
None

Securities Registered Pursuant to Section 12(g) of the Act:  
Common Stock \$.01 Par Value  
(Title of Class)

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 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 ☐

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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. o

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2) YES ☒ NO ☐

The aggregate market value of the voting stock held by non-affiliates of the registrant was approximately \$1,721,782,981.11 based on the closing price of the Common Stock on the NASDAQ National Market on June 30, 2004.

The number of shares outstanding of the registrant's Common Stock as of April 18, 2005 was 35,153,890.

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This Amendment No. 2 on Form 10-K/A amends and restates Item 14 and the exhibit index of the Annual Report on Form 10-K (the "Annual Report") filed with the Securities and Exchange Commission on March 16, 2005 by Avid Technology, Inc. (the "Company" or "Avid") for the year ended December 31, 2004, as amended by Amendment No. 1 to the Annual Report filed with the Securities and Exchange Commission on April 29, 2005. This Amendment No. 2 is being filed solely to correct the amounts set forth for "Audit Fees" and "Total Fees" for the year ended December 31, 2004 in the table summarizing the aggregate fees and related expenses paid by Avid to PricewaterhouseCoopers LLP.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

**Independent Registered Public Accounting Firm's Fees**

The following table summarizes the aggregate fees and related expenses paid by Avid to PricewaterhouseCoopers LLP for professional services rendered for the fiscal years ended December 31, 2004 and 2003:

	2004	2003
	(in thousands)	
Audit	\$ 2,839	\$ 978
Audit-Related	179	202
Tax	465	367
All Other	0	0
	<u>          </u>	<u>          </u>
Total	\$ 3,483	\$ 1,547
	<u>          </u>	<u>          </u>

*Audit Fees.* The audit fees listed for the years ended December 31, 2004 and 2003 were for professional services rendered in connection with the audits of the consolidated financial statements (including the effects of acquisitions) included in Avid's Annual Report on Form 10-K, reviews of the consolidated financial statements included in Avid's Quarterly Reports on Form 10-Q, and statutory and subsidiary audits, consents, and assistance with the review of documents filed with the Securities and Exchange Commission. In addition, audit fees for the year ended December 31, 2004 include the initial audits of Avid management's assessment of internal control over financial reporting and of Avid's internal control over financial reporting. All of these services were approved by Avid's audit committee.

*Audit-Related Fees.* The audit-related fees listed for the years ended December 31, 2004 and 2003 were for assurance and related services that are reasonably related to the performance of the audit and the review of Avid's consolidated financial statements and that are not reported under "Audit Fees." These services relate to consultation and assistance regarding Avid's internal control over financial reporting, and consultations concerning financial accounting and reporting standards. All of these services were approved by Avid's audit committee.

*Tax Fees.* The tax fees listed for the years ended December 31, 2004 and 2003 were for services related to tax compliance, tax advice and tax planning services. Tax compliance services include primarily the preparation or review of original and amended tax returns. Tax advice and tax planning services relate to tax advice concerning mergers and acquisitions, assistance with tax audits, consultations regarding transfer pricing and other general tax advice. All of these services were approved by Avid's audit committee.

*All Other Fees.* There were no fees classified as All Other Fees during the years ended December 31, 2004 and 2003.

**Pre-Approved Policy and Procedures**

Avid's audit committee has adopted policies and procedures relating to the approval of all audit and non-audit services that are to be performed by Avid's independent registered public accounting firm, PricewaterhouseCoopers LLP. This policy generally provides that Avid will not engage its independent registered public accounting firm to render audit or non-audit services unless the service is specifically approved in advance by Avid's audit committee or the engagement is entered into pursuant to one of the pre-approval procedures described below.

From time to time, Avid's audit committee may pre-approve specified types of services that are expected to be provided to Avid by Avid's independent registered public accounting firm during the next 12 months. Any such pre-approval is detailed as to the particular service or type of services to be provided and is also generally subject to a maximum dollar amount.

**SIGNATURE**

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 on this the 12<sup>th</sup> day of May 2005.

AVID TECHNOLOGY, INC.  
(Registrant)

By: /s/ DAVID A. KRALL

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David A. Krall  
President and Chief Executive Officer  
(Principal Executive Officer)

Index to Exhibits

Exhibit No.	Description
2.1	Stock and Asset Purchase Agreement among Microsoft Corporation, Softimage Inc. and Avid Technology, Inc. dated as of June 15, 1998 together with all material exhibits thereto (incorporated by reference to Avid's Quarterly Report on Form 10-Q as filed with the Commission on August 12, 1998).
2.2	Agreement and Plan of Merger By and Among Avid Technology, Inc., Maui Paradise Corporation, Maui LLC and Midiman, Inc. dated August 12, 2004, together with all material exhibits thereto (incorporated by reference to Avid's Quarterly Report on Form 10-Q as filed with the Commission on November 9, 2004).
3.1	Certificate of Amendment of the Third Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Avid's Quarterly Report on Form 10-Q as filed with the Commission on May 15, 1995).
3.2	Third Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Avid's Registration Statement on Form S-8 as filed with the Commission on June 9, 1993).
3.3	Amended and Restated By-Laws of the Registrant (incorporated by reference to Avid's Registration Statement on Form S-1 as declared effective by the Commission on March 11, 1993).
3.4	Certificate of Designations establishing Series A Junior Participating Preferred Stock (the "Certificate of Designations") (incorporated by reference to Avid's Current Report on Form 8-K as filed with the Commission on March 8, 1996).
3.5	Certificate of Correction to the Certificate of Designations (incorporated by reference to Avid's Current Report on Form 8-K as filed with the Commission on March 8, 1996).
4.1	Specimen Certificate representing Avid's Common Stock (incorporated by reference to Avid's Registration Statement on Form S-1 as declared effective by the Commission on March 11, 1993).
4.2	Rights Agreement, dated as of February 29, 1996, between Avid Technology, Inc. and The First National Bank of Boston, as Rights Agent (incorporated by reference to Avid's Current Report on Form 8-K as filed with the Commission on March 8, 1996).
4.3	Common Stock Purchase Warrant dated August 3, 1998 by and between Avid Technology, Inc. and Microsoft Corporation (incorporated by reference to Avid's Quarterly Report on Form 10-Q as filed with the Commission on November 13, 1998).
10.1	Lease dated September 29, 1995 between Allied Dunbar Insurance PLC and Avid Technology Limited (incorporated by reference to Avid's Quarterly Report on Form 10-Q as filed with the Commission on November 14, 1995).
10.2	Lease between MGI Andover Street, Inc. and Avid Technology, Inc. dated March 21, 1995 (incorporated by reference to Avid's Quarterly Report on Form 10-Q as filed with the Commission on May 15, 1995).
10.3	Amended and Restated lease dated as of June 7, 1996 between MGI One Park West, Inc. and Avid Technology, Inc. (incorporated by reference to Avid's Quarterly Report on Form 10-Q as filed with the Commission on August 14, 1996).
#10.4	1991 Digidesign Stock Option Plan (incorporated by reference to Avid's Quarterly Report on Form 10-Q as filed with the Commission on May 15, 1995).
#10.5	1993 Stock Incentive Plan (incorporated by reference to Avid's Registration Statement on Form S-1 as declared effective by the Commission on March 11, 1993).
#10.6	1993 Director Stock Option Plan, as amended (incorporated by reference to Avid's Proxy Statement as filed with the Commission on April 27, 1995).
#10.7	1994 Stock Option Plan, as amended (incorporated by reference to Avid's Registration Statement on Form S-8 as filed with the Commission on October 27, 1995).

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- #10.8 Amended and Restated 1996 Employee Stock Purchase Plan (incorporated by reference to Avid's Quarterly Report on Form 10-Q as filed with the Commission on November 13, 2003).
- #10.9 1997 Stock Option Plan (incorporated by reference to Avid's Annual Report on Form 10-K as filed with the Commission on March 27, 1998).
- #10.10 1997 Stock Incentive Plan, as amended (incorporated by reference to Avid's Quarterly Report on Form 10-Q as filed with the Commission on May 14, 1997).
- #10.11 Amended and Restated Avid Technology, Inc. Non-Qualified Deferred Compensation Plan, as amended (incorporated by reference to Avid's Annual Report on Form 10-K as filed with the Commission on March 11, 2004).
- #10.12 1998 Stock Option Plan.
- #10.13 1998 Avid-Softimage Stock Option Plan.
- #10.14 Amended and Restated 1999 Stock Option Plan.
- #10.15 Midiman, Inc. Stock Option/Stock Issuance Plan (incorporated by reference to Avid's Quarterly Report on Form 10-Q as filed with the Commission on November 9, 2004).
- #10.16 Avid Technology, Inc. 2005 Bonus Plan.
- #10.17 Executive Employment Agreement between the Company and David A. Krall, dated as of July 24, 2002. (incorporated by reference to Avid's Quarterly Report on Form 10-Q as filed with the Commission on November 13, 2002).
- #10.18 Executive Employment Agreement between the Company and Joseph Bentivegna, dated as of July 24, 2002 (incorporated by reference to Avid's Quarterly Report on Form 10-Q as filed with the Commission on November 13, 2002).
- #10.19 Executive Employment Agreement between the Company and Ethan E. Jacks, dated as of July 24, 2002 (incorporated by reference to Avid's Quarterly Report on Form 10-Q as filed with the Commission on November 13, 2002).
- #10.20 Executive Employment Agreement between the Company and David Lebolt, dated as of July 24, 2002 (incorporated by reference to Avid's Quarterly Report on Form 10-Q as filed with the Commission on November 13, 2002).
- #10.21 Executive Employment Agreement between the Company and Paul Milbury, dated as of July 24, 2002 (incorporated by reference to Avid's Quarterly Report on Form 10-Q as filed with the Commission on November 13, 2002).
- #10.22 Executive Employment Agreement between the Company and Michael Rockwell, dated as of July 24, 2002 (incorporated by reference to Avid's Quarterly Report on Form 10-Q as filed with the Commission on November 13, 2002).
- #10.23 Executive Employment Agreement between the Company and Charles L. Smith, dated as of July 24, 2002 (incorporated by reference to Avid's Quarterly Report on Form 10-Q as filed with the Commission on November 13, 2002).
- #10.24 Change-in-Control Agreement between the Company and David A. Krall, dated as of July 24, 2002 (incorporated by reference to Avid's Quarterly Report on Form 10-Q as filed with the Commission on November 13, 2002).
- #10.25 Change-in-Control Agreement between the Company and Joseph Bentivegna, dated as of July 24, 2002 (incorporated by reference to Avid's Quarterly Report on Form 10-Q as filed with the Commission on November 13, 2002).
- #10.26 Change-in-Control Agreement between the Company and Ethan E. Jacks, dated as of July 24, 2002 (incorporated by reference to Avid's Quarterly Report on Form 10-Q as filed with the Commission on November 13, 2002).
- #10.27 Change-in-Control Agreement between the Company and David Lebolt, dated as of July 24, 2002 (incorporated by reference to Avid's Quarterly Report on Form 10-Q as filed with the Commission on November 13, 2002).

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- #10.28 Change-in-Control Agreement between the Company and Paul Milbury, dated as of July 24, 2002 (incorporated by reference to Avid's Quarterly Report on Form 10-Q as filed with the Commission on November 13, 2002).
  - #10.29 Change-in-Control Agreement between the Company and Michael Rockwell, dated as of July 24, 2002 (incorporated by reference to Avid's Quarterly Report on Form 10-Q as filed with the Commission on November 13, 2002).
  - #10.30 Change-in-Control Agreement between the Company and Charles L. Smith, dated as of July 24, 2002 (incorporated by reference to Avid's Quarterly Report on Form 10-Q as filed with the Commission on November 13, 2002).
  - #10.31 Executive Employment Agreement between the Company and Trish Baker, dated as of May 21, 2003 (incorporated by reference to Avid's Annual Report on Form 10-K as filed with the Commission on March 11, 2004).
  - #10.32 Change-in-Control Agreement between the Company and Trish Baker, dated as of May 21, 2003 (incorporated by reference to Avid's Annual Report on Form 10-K as filed with the Commission on March 11, 2004).
  - 21 Subsidiaries of the Registrant.
  - 23.1 Consent of PricewaterhouseCoopers LLP.
  - 31.1 Certification of Principal Executive Officer pursuant to Rules 13a-14 and 15d-14 under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
  - 31.2 Certification of Principal Financial Officer pursuant to Rules 13a-14 and 15d-14 under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
  - 31.3 Certification of Principal Executive Officer pursuant to Rules 13a-14 and 15d-14 under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
  - 31.4 Certification of Principal Financial Officer pursuant to Rules 13a-14 and 15d-14 under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
  - \*31.5 Certification of Principal Executive Officer pursuant to Rules 13a-14 and 15d-14 under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
  - \*31.6 Certification of Principal Financial Officer pursuant to Rules 13a-14 and 15d-14 under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
  - 32.1 Certifications pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
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\*

Documents filed herewith.

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Management contract or compensatory plan identified pursuant to Item 15(a)3.

Filed as an exhibit to Avid's Annual Report on Form 10-K for the year ended December 31, 2004 as filed with the Commission on March 16, 2005.

Filed as an exhibit to Amendment No. 1 on Form 10-K/A to Avid's Annual Report on Form 10-K for the year ended December 31, 2004 as filed with the Commission on April 29, 2005.



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