

NAUTILUS, INC.
Form 10-Q/A
March 31, 2006

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

Form 10-Q/A
(Amendment No. 1)

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarter ended December 30, 2005 or

Commission File Number 0-23018

PLANAR SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

Oregon
(State or other jurisdiction of
incorporation or organization)

1195 NW Compton Dr., Beaverton, Oregon
(Address of principal executive offices)

93-0835396
(I.R.S. Employer
Identification No.)

97006
(Zip Code)

Registrant's telephone number, including area code (503)-748-1100

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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 is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer

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

Number of common stock outstanding as of February 1, 2006

14,992,766 shares, no par value per share

Planar Systems, Inc.

The registrant is filing this Amendment No. 1 to Form 10-Q for the quarter ended December 30, 2005 to file new Exhibits 31.1 and 31.2 certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. The prior certifications inadvertently excluded certain specific verbiage in sections 4 and 4(b).

Item 6. Exhibits

(a) The exhibits filed as part of this report are as follows:

- 31.1 Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 31.2 Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

Planar Systems, Inc.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Amendment No. 1 to report on Form 10-Q to be signed on its behalf by the undersigned thereunto duly authorized on March 30, 2006.

Planar Systems, Inc.

/s/ SCOTT HILDEBRANDT
Scott Hildebrandt,
Vice President and Chief Financial Officer