

HANDLEMAN CO /MI/  
Form 8-K/A  
December 18, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM 8-K/A**

**CURRENT REPORT PURSUANT**  
**TO SECTION 13 OR 15(D) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported) December 16, 2008**

**Handleman Company**

**(Exact Name of Registrant as Specified in Its Charter)**

**Michigan**

**(State or Other Jurisdiction of Incorporation)**

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**1-7923**  
(Commission File Number)

**38-1242806**  
(IRS Employer Identification No.)

**500 Kirts Boulevard, Troy, Michigan**  
(Address of Principal Executive Offices)

**48084-4142**  
(Zip Code)

**(248) 362-4400**

(Registrant's Telephone Number, Including Area Code)

**Not applicable**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Explanatory Note: This Form 8-K/A has been filed to correct typographical errors in the Form 12b-25, Part IV-Other Information, which is included in Exhibit 99.1.**

**Item 7.01 Regulation FD Disclosure**

On December 16, 2008, Handleman Company ( Handleman ) filed a Form 12B-25 in which it requested a five-day extension for filing its Form 10-Q for the period ended November 1, 2008.

The Company was unable to complete its quarterly report on Form 10-Q on a timely basis due to its inability to complete the accounting related to its transition from going concern accounting to the liquidation basis of accounting. As a result of the Company's shareholders approving the Plan of Final Liquidation on October 1, 2008, the Company transitioned to the liquidation basis of accounting during its second quarter of fiscal 2009. The Company has engaged outside consultants to assist with certain valuations, particularly related to the write down of assets from historical costs to net realizable value, but was still unable to complete the accounting under the liquidation basis for its second quarter ended November 1, 2008. Additional time is required to complete the Form 10-Q due to the estimates required related to accrued liquidation costs and finalization of the adjustments of assets and liabilities to net realizable value or estimated settlement amounts.

The Form 10-Q for the three months ended November 1, 2008 will be significantly different than the Form 10-Q for the comparable three-month period last year due to the Company's transition to liquidation accounting. All operations, with the exception of the corporate function, are classified as discontinued operations for all periods presented (under the going concern basis of accounting). Under the liquidation basis of accounting, significant estimates are required, particularly related to accrued liquidation costs; the Company is in the process of finalizing these estimates.

The net loss (under going concern accounting) for the five months ended October 4, 2008 is expected to be significantly higher than the net loss for the six months ended October 27, 2007. This increase will be primarily due to the write down of certain assets to fair value, offset in part, by a reduction in the net loss from continuing operations.

As a result of the transition to the liquidation basis of accounting, a Consolidated Statement of Net Assets as of November 1, 2008 will be included in the Form 10-Q for the second quarter ended November 1, 2008, compared to the Company's Consolidated Balance Sheet as of May 3, 2008. All assets and liabilities will be classified as current and stated at net realizable value or estimated settlement amounts as of November 1, 2008.

**Item 9.01 Financial Statements and Exhibits**

**Exhibit**

<b>Number</b>	<b>Exhibit Name</b>
99.1	Form 12b-25, Notification of Late Filing

**SIGNATURES**

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HANDLEMAN COMPANY

Date: December 16, 2008

By: /s/ Rozanne Kokko  
Name: Rozanne Kokko  
Title: Senior Vice President and Chief Financial Officer

**INDEX TO EXHIBITS**

<b>Exhibit Number</b>	<b>Exhibit Name</b>
99.1	Form 12b-25 filed December 16, 2008