

OMNOVA SOLUTIONS INC
Form 10-Q/A
October 24, 2003

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q/A

(Amendment No. 2)

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

For the Quarter Ended May 31, 2003

Commission File Number 1-15147

OMNOVA Solutions Inc.

(Exact name of registrant as specified in its charter)

Ohio

(State of Incorporation)

175 Ghent Road Fairlawn, Ohio

34-1897652

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

44333-3300

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(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code (330) 869-4200

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 an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). YES NO

At June 30, 2003, there were 39,954,624 outstanding shares of OMNOVA Solutions Common Stock, par value \$0.10.

EXPLANATORY NOTE

OMNOVA Solutions Inc. is filing this Amendment No. 2 to its Quarterly Report on Form 10-Q for the quarter ended May 31, 2003, which was originally filed with the Securities and Exchange Commission on July 14, 2003 and amended on September 18, 2003 (the Quarterly Report), to amend and restate in its entirety Item 6 in response to comments from the Staff at the Securities and Exchange Commission. This Amendment No. 2 continues to speak as of the date of the original filing of the Quarterly Report, and the Company has not updated the disclosures contained therein to reflect any events that occurred at a later date.

Item 6. Exhibits and Reports on Form 8-K

a) Exhibits

- 4.1 Indenture, dated as of May 28, 2003, by and among OMNOVA Solutions Inc., as issuer, and The Bank of New York, as trustee, including the form of OMNOVA Solutions 11/4% Senior Secured Notes due June 1, 2010 (incorporated by reference to Exhibit 4.1 to the registrant's Registration Statement on Form S-4 filed on June 27, 2003 (Registration No. 333-106619)).
- 4.2 Registration Rights Agreement, dated as of May 28, 2003, by and among OMNOVA Solutions Inc. and Deutsche Bank Securities Inc., Banc One Capital Markets, Inc. and McDonald Investments Inc., as initial purchasers (incorporated by reference to Exhibit 4.2 to the registrant's Registration Statement on Form S-4 filed on June 27, 2003 (Registration No. 333-106619)).
- *10.1 Credit Agreement, dated as of May 28, 2003, among OMNOVA Solutions Inc., as borrower, the financial institutions named therein, as lenders, Bank One, NA, as agent, and Banc One Capital Markets, Inc., as lead arranger and sole book runner.
- 31.1 Principal Executive Officer's Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Principal Financial Officer's Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certification of CEO and CFO pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (previously filed as Exhibit 99.1 to the Form 10-Q for the quarter ended May 31, 2003 filed on July 14, 2003).

* Confidential treatment has been requested for the redacted portions of this exhibit, and such confidential portions have been omitted and filed separately with the Securities and Exchange Commission.

b) Reports on Form 8-K

OMNOVA Solutions filed a report on Form 8-K on May 12, 2003 incorporating its press release dated May 8, 2003 that discussed its plans to sell \$165 million of Senior Secured Notes.

OMNOVA Solutions filed a report on Form 8-K on May 30, 2003 incorporating its press release dated May 16, 2003 that announced it had agreed to sell \$165 million of 11 1/4% Senior Secured Notes due June 1, 2010.

OMNOVA Solutions filed a report on Form 8-K on June 2, 2003 incorporating its press release dated May 28, 2003 that announced it had completed a \$165 million Senior Secured Notes offering.

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OMNOVA Solutions furnished a report on Form 8-K on June 25, 2003 incorporating its press release dated June 24, 2003 that announced the Company's results for the fiscal quarter ended May 31, 2003.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused amendment No. 2 to this report to be signed on its behalf by the undersigned thereunto duly authorized.

OMNOVA SOLUTIONS INC.

Date October 24, 2003

By

/s/ M. E. HICKS

M. E. Hicks
Senior Vice President and Chief Financial Officer;
Treasurer (Principal Financial Officer
and Principal Accounting Officer)

Date October 24, 2003

By

/s/ J. C. LEMAY

J. C. LeMay
Senior Vice President, Business Development;
General Counsel (Duly Authorized Officer)

EXHIBIT INDEX

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