

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

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FILER

AMERICAN WOODMARK CORP

CIK: **794619** | IRS No.: **541138147** | State of Incorp.: **VA** | Fiscal Year End: **0430**
Type: **8-K** | Act: **34** | File No.: **000-14798** | Film No.: **05789166**
SIC: **2430** Millwood, veneer, plywood, & structural wood members

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WINCHESTER VA 22601
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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

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

Date of Report (Date of earliest event reported): May 2, 2005

American Woodmark Corporation[®]

(Exact name of registrant as specified in its charter)

Virginia (State or other jurisdiction of incorporation or organization)	0-14798 (Commission File Number)	54-1138147 (IRS Employer Identification No.)
3102 Shawnee Drive, Winchester, Virginia (Address of principal executive offices)		22601 (Zip Code)

Registrant's telephone number, including area code: (540) 665-9100

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 (*see* General Instruction A.2. below):

- 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))

ITEM 5.02 DEPARTURE OF DIRECTORS OR PRINCIPAL OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF PRINCIPAL OFFICERS.

On May 2, 2005, the Registrant issued a press release announcing the appointment of Carol Moerdyk and Daniel Hendrix to serve on its Board of Directors, effective May 1, 2005. The press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

ITEM 5.03 AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR.

On March 18, 2005, the Board of Directors of American Woodmark by unanimous consent, resolved to amend the bylaws to expand the size of the Board from 9 to 11 directors. The amendment to the bylaws is attached hereto as Exhibit 3.2 and incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(C) Exhibits.

3.2

The Registrant' s Amendment to the Bylaws.

99.1

The Registrant' s Press Release dated May 2, 2005.

SIGNATURE

Pursuant to the requirements 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.

AMERICAN WOODMARK CORPORATION
(Registrant)

/s/ JONATHAN H. WOLK

Jonathan H. Wolk
Vice President and Chief Financial Officer

/s/ JAMES J. GOSA

James J. Gosa
Chairman & Chief Executive Officer

Date: May 2, 2005

Signing on behalf of the registrant and as principal financial officer

Date: May 2, 2005

Signing on behalf of the registrant and as principal executive officer

American Woodmark Corporation

Board Resolution

On March 18, 2005, the Board of Directors of American Woodmark Corporation approved the following resolution by unanimous consent:

RESOLVED, that Article III, paragraph 1 of the Bylaws of the Corporation, in the interest of improving the Board of Directors' responsibility for governance, is hereby amended to read as follows:

There shall be a Board of Directors consisting of eleven persons.

/s/ Jonathan H. Wolk _____

Jonathan H. Wolk

Corporate Secretary

Corporate Seal

News Release



P. O. Box 1980

Winchester, VA 22604-8090

FOR IMMEDIATE RELEASE

Contact: Glenn Eanes
Vice President and Treasurer
540-665-9100

AMERICAN WOODMARK CORPORATION ELECTS CAROL MOERDYK AND DANIEL HENDRIX TO BOARD OF DIRECTORS

Winchester, Va. (May 2, 2005) – American Woodmark Corporation (NASDAQ/NM: AMWD), announces today the election of Carol Moerdyk and Daniel Hendrix to the Company’s Board of Directors, effective May 1, 2005.

“We are pleased to welcome Carol and Dan to our Board,” says Jake Gosa, Chairman and CEO, American Woodmark Corporation. “Their extensive knowledge and experience in manufacturing and in the related industries brings valuable insight to our Board.”

Moerdyk is Senior Vice President, International, of OfficeMax Incorporated (NYSE: OMX), (formerly Boise Cascade Corporation) a firm engaged in both business to business, and retail office products distribution. She has been with the Company for 24 years.

She held various positions throughout her time with the Company, and was selected as Boise Office Solutions’ Chief Financial Officer and Treasurer when the Company went public in 1995. In 1998, she became Senior Vice President of Operations where she was responsible for the Company’s contract sales and distribution activities, and in 2003, she became Senior Vice President, Administration. Moerdyk was promoted to Senior Vice President, International, in 2004.

Graduating summa cum laude with a B.B.A. (1971) from Western Michigan University, Moerdyk received a doctoral candidate’s certificate in business administration (1975) from the University of Michigan. She earned the Chartered Financial Analyst (CFA) designation in 1985, and in 1998, she joined the Board of Directors at Libbey, Inc., (NYSE: LBY), a leading producer of glass tableware and foodservice tabletop products, where she also serves as Chair of the Audit Committee.

Hendrix is President and Chief Executive Officer of Interface, Inc. (NASDAQ: IFSIA), the largest carpet tile manufacturer in the world. He has been with the Company for 22 years.

Hendrix joined Interface, Inc. in 1983, shortly after the Company’s initial public offering, advancing from Financial Manager to Treasurer, and then to Chief Financial Officer in 1985. As CFO, Hendrix led the Company in a series of acquisitions, ranging in size from \$2 million to \$150 million. He became President and Chief Executive Officer in 2001, and has successfully led Interface through a severe economic downturn in its industry. Prior to joining Interface, Hendrix was an Audit Manager for BDO Seidman, LLP.

A native of Florida, Hendrix graduated with honors in 1977 from Florida State University with a B.S. in accounting, and became a Certified Public Accountant. He joined the Board of Directors at Interface, Inc. in 1996.

American Woodmark Corporation, located in Winchester, Va., is the third largest manufacturer of kitchen and bath cabinets in the United States. Offering more than 230 cabinet lines in a wide variety of designs, materials and finishes, American Woodmark products are sold through a network of dealers and distributors and directly to home centers and major home builders. The Company, celebrating its 25th anniversary this year, currently operates 15 manufacturing facilities in Arizona, Georgia, Indiana, Kentucky, Minnesota, Oklahoma, Tennessee, Virginia and West Virginia, as well as various service centers across the country. American Woodmark has also announced site acquisition for a 16th plant in Western Maryland, which the Company expects to begin construction on later this year. American Woodmark shares are traded on the NASDAQ National Market under the symbol "AMWD." To find out more about American Woodmark, and view its vast array of cabinet styles, visit its web site at www.americanwoodmark.com.

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