

WINMARK CORP
Form 10-K/A
May 13, 2005

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A-1

**Annual Report Pursuant to Section 13 of
the Securities Exchange Act of 1934**

For the fiscal year ended December 25, 2004

Commission File Number: 000-22012

WINMARK CORPORATION

(Exact name of Registrant as specified in its charter)

Minnesota
(State or Other Jurisdiction of
Incorporation or Organization)

41-1622691
(I.R.S. Employer
Identification Number)

4200 Dahlberg Drive, Suite 100, Minneapolis, MN 55422-4837
(Address of principal executive offices) (Zip Code)

Registrant's telephone number: **(763) 520-8500**

Securities registered pursuant to Section 12 (b) of the Act: **None**

Securities registered pursuant to Section 12(g) of the Act:

Common Stock, no par value per share

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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 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.

Indicate by check mark whether the Registrant is an accelerated filer (as defined in Rule 126-2 of the Act).

Yes No

The aggregate market value of the voting stock held by non-affiliates of the registrant, based upon the closing sale price of such stock as of the last business day of Registrant's most recently completed second fiscal quarter, as reported on the Nasdaq Market, was \$41,147,162.

Shares of no par value Common Stock outstanding as of May 5, 2005: 6,084,547 shares.

EXPLANATORY NOTE

This Form 10-K/A-1 is being filed to amend our Annual Report on Form 10-K for the fiscal year ended December 25, 2004 filed on March 16, 2005 for the sole purpose of correcting the signature page to properly identify our principal financial officer and principal accounting officer, and include the signature of the principal accounting officer, Gary Stofferahn.

SIGNATURES

In accordance with Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

WINMARK CORPORATION AND SUBSIDIARY

By: /s/ JOHN L. MORGAN
John L. Morgan
Chairman and Chief Executive Officer

Date: May 12, 2005

KNOWN TO ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints John L. Morgan and Stephen M. Briggs and each of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any amendments to this Form 10-K, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorney-in-fact or his substitute or substitutes, may do or cause to be done by virtue hereof.

In accordance with the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
/s/ JOHN L. MORGAN John L. Morgan	Chairman of the Board and Chief Executive Officer (principal executive officer)	May 12, 2005
/s/ BRETT D. HEFFES Brett D. Heffes	Chief Financial Officer and Treasurer (principal financial officer)	May 12, 2005
/s/ GARY STOFFERAHN Gary Stofferahn	Controller (principal accounting officer)	May 12, 2005

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/s/ KIRK A. MACKENZIE* Kirk A. MacKenzie	Vice Chairman and Director	March 15, 2005
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/s/ WILLIAM D. DUNLAP, JR.* William D. Dunlap, Jr.	Director	March 15, 2005
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/s/ JENELE C. GRASSLE* Jenele C. Grassle	Director	March 15, 2005
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/s/ PAUL C. REYELTS*
Paul C. Reyelts

Director

March 15, 2005

/s/ MARK L. WILSON*
Mark L. Wilson

Director

March 15, 2005

* Previously signed.