GREATBATCH, INC.
Form 10-Q/A
December 16, 2005

U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 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 April 1, 2005

Commission File Number 1-16137

GREATBATCH, INC.
(Exact name of Registrant as specified in its charter)

Delaware
(State of incorporation)

16-1531026
(I.R.S. employer identification no.)

9645 Wehrle Drive
Clarence, New York
14031
(Address of principal executive offices)

(716) 759-5600
(Registrant's telephone number, including area code)

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 [X] No [ ]

Indicate by check mark whether the Registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2). Yes [X] No [ ]

The number of shares outstanding of the Company's common stock, $.001 par value per share, as of May 6, 2005 was: 21,581,083 shares

EXPLANATORY NOTE

Greatbatch, Inc. (the "Company") is filing this Amendment No. 1 on Form 10-Q/A to amend its Form 10-Q for the three months ended March 31, 2005 as filed with the Securities and Exchange Commission on May 11, 2005 (the "Original Filing") to (i) revise Part I, Item 1, Item 2, and Item 4, and Part II, Item 6 to reflect the restatement of its condensed consolidated balance sheet and condensed consolidated statement of cash flows to correct the classification of auction rate securities which were previously classified as cash and cash equivalents, to restate its consolidated statements of cash flows for the impact of changes in accounts payable related to the acquisition of property, plant and equipment, and to account for a deferred tax asset related to net operating losses acquired in the Company's acquisition of NanoGram Devices Corporation in 2004, and (ii) present revised exhibits 31.1, 31.2 and 32.1.

Except for the amendments set forth in this Amendment No. 1, the Original Filing is not being modified or amended in any way, and the disclosures contained in the Original Filing are not being updated herein.

The Company officially changed its name to Greatbatch, Inc. from Wilson Greatbatch Technologies, Inc. during the second quarter of 2005. For purposes of the following sections of this Amendment No. 1, the Company will continue to be referred to as Wilson Greatbatch Technologies, Inc.

WILSON GREATBATCH TECHNOLOGIES, INC.
TABLE OF CONTENTS FOR FORM 10-Q/A
QUARTER ENDED MARCH 31, 2005

PART I - FINANCIAL INFORMATION
ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

WILSON GREATBATCH TECHNOLOGIES, INC.
CONDENSED CONSOLIDATED BALANCE SHEET - Unaudited
(IN THOUSANDS)

ASSETS	March 31, 2005(1)
Current assets:	
Cash and cash equivalents	$ 32,807
Short-term investments	52,929
Accounts receivable, net	29,672
Inventories	32,277
Refundable income taxes	3,972
Deferred income taxes	3,622
Prepaid expenses and other current assets	5,987
Total current assets	161,266
Property, plant, and equipment, net	97,791
Intangible assets, net	63,021
Goodwill	155,039
Other assets	4,317
Total assets	$ 481,434
LIABILITIES AND STOCKHOLDERS' EQUITY	
Current liabilities:	
Accounts payable	7,006
Accrued expenses and other current liabilities	14,840
Current portion of long-term debt	890
Total current liabilities	22,736
Long-term debt, net of current portion	408
Convertible subordinated notes	170,000
Deferred income taxes	25,255
Total liabilities	218,399
Stockholders' equity:	
Preferred stock	-
Common stock	21
Additional paid-in capital	214,791
Deferred stock-based compensation	(693)
Treasury stock, at cost	-
Retained earnings	48,974
Accumulated other comprehensive loss	(58)
Total stockholders' equity	263,035
Total liabilities and stockholders' equity	$ 481,434

(1) As restated, see Note (2.)

The accompanying notes are an integral part of these condensed consolidated financial statements

WILSON GREATBATCH TECHNOLOGIES, INC.
CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS
AND COMPREHENSIVE INCOME - Unaudited
(IN THOUSANDS EXCEPT PER SHARE AMOUNTS)

	Three
	2005
Sales	$ 56,3
Cost of sales	35,5
Gross profit	20,7
Selling, general and administrative expenses	6,7
Research, development and engineering costs, net	4,4
Amortization of intangible assets	9
Other operating expense, net	2,3
Operating income	6,2
Interest expense	1,1
Interest income	(5
Other expense, net	
Income before provision for income taxes	5,7
Provision for income taxes	1,7
Net income	$ 4,0
Earnings per share:	
Basic	$ 0.
Diluted	$ 0.
Weighted average shares outstanding:	
Basic	21,4
Diluted	21,5
Comprehensive income:	
Net income	$ 4,0
Net unrealized loss on available for sale securities, net of $23 deferred income tax benefit in 2005	(
Comprehensive income	$ 3,9

The accompanying notes are an integral part of these condensed consolidated financial statements

WILSON GREATBATCH TECHNOLOGIES, INC.
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS - Unaudited
(IN THOUSANDS)

	Three M
	2005(1)
Cash flows from operating activities:	
Net income	$ 4,003
Adjustments to reconcile net income to net cash provided by operating activities:	
Depreciation and amortization	4,039
Stock-based compensation	795
Deferred income taxes	1,959
Loss on disposal of assets	512
Changes in operating assets and liabilities:	
Accounts receivable	(5,384)
Inventories	1,750
Prepaid expenses and other current assets	(1,830)
Accounts payable	(1,268)
Accrued expenses and other current liabilities	(1,345)
Income taxes	(297)
Net cash provided by operating activities	2,934
Cash flows from investing activities:	
Short-term investments	
Purchases	(22,092)
Proceeds from dispositions	26,600
Acquisition of property, plant and equipment	(9,220)
Proceeds from sale of assets	23
Decrease (increase) in other assets	6
Acquisition of subsidiary, net	-
Net cash used in investing activities	(4,683)
Cash flows from financing activities:	
Principal payments of long-term debt	(354)
Issuance of common stock	115
Issuance of treasury stock	-
Net cash (used in) provided by financing activities	(239)
Net decrease in cash and cash equivalents	(1,988)
Cash and cash equivalents, beginning of year	34,795

Cash and cash equivalents, end of period	$ 32,807

(1) As restated, see Note (2.)

The accompanying notes are an integral part of these condensed consolidated financial statements

WILSON GREATBATCH TECHNOLOGIES, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - Unaudited

1. BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information (APB 28, Interim Financial Reporting) and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information necessary for a fair presentation of financial position, results of operations, and cash flows in conformity with accounting principles generally accepted in the United States of America. Operating results for interim periods are not necessarily indicative of results that may be expected for the fiscal year as a whole. In the opinion of management, the condensed consolidated financial statements reflect all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation of the results of Wilson Greatbatch Technologies, Inc. (the "Company") for the periods presented. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, sales, expenses, and related disclosures at the date of the financial statements and during the reporting period. Actual results could differ from these estimates. For further information, refer to the consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K/A for the year ended December 31, 2004.

The Company utilizes a fifty-two, fifty-three week fiscal year ending on the Friday nearest December 31st. For 52-week years, each quarter contains 13 weeks. For clarity of presentation, the Company describes all periods as if each quarter end is March 31st, June 30th and September 30th and as if the year-end is December 31st. The first quarter of 2005 and 2004 each contained 13 weeks.

2. RESTATEMENTS

Subsequent to the original filing of the Company's Form 10-Q for the three months ended March 31, 2005, the Company concluded that its condensed consolidated financial statements should be restated to change the classification of auction rate securities from cash and cash equivalents to short-term investments. Auction rate securities are securities that have stated maturities beyond three months, but are priced and traded as short-term investments due to the liquidity provided through the auction mechanism that generally resets interest rates every 7 to 35 days. Although management had determined the risk of failure of an auction process to be remote, the definition of a cash equivalent in Statement of Financial Accounting Standards (SFAS) No. 95, Statement of Cash Flows, requires reclassification to short-term investments. The condensed consolidated balance sheets as of March 31, 2005 and December 31, 2004, and condensed consolidated statements of cash flows for the three months ended March 31, 2005 and 2004, have been restated in order to conform to this change in

classification. Due to the short-term nature of the interest rate resets, the fair market value of the auction rate securities approximates their recorded value.

The Company has also restated its condensed consolidated statement of cash flows for the periods ended March 31, 2005 and 2004 to reflect the impact of changes in accounts payable related to the acquisition of property, plant and equipment as a non-cash activity as required under SFAS No. 95.

In addition, the Company determined that it had not accounted for a deferred tax asset related to net operating losses acquired in the Company's acquisition of NanoGram in 2004. The recording of this deferred tax asset decreased long-term deferred income tax liabilities and correspondingly decreased goodwill.

The restatements have been made to the Condensed Consolidated Balance Sheet and Condensed Consolidated Statement of Cash Flows as follows:

Condensed Consolidated Balance Sheet as of

March 31, 2005

	As previously reported	Adjustment	As re
Current assets:			
Cash and cash equivalents	$ 78,860	$(46,053)	$ 3
Short-term investments	$ 6,876	$ 46,053	$ 5
Goodwill	$ 156,772	$ (1,733)	$ 15
Total assets	$ 483,167	$ (1,733)	$ 48
Long term liabilities			
Deferred income taxes	$ 26,988	$ (1,733)	$ 2
Total liabilities	$ 220,132	$ (1,733)	$ 21
Total liabilities and stockholders' equity	$ 483,167	$ (1,733)	$ 48

Condensed Consolidated Balance Sheet as of

December 31, 2004

As previously

	reported	Adjustment	As re
Current assets:			
Cash and cash equivalents	$ 89,473	$(54,678)	$ 3
Short-term investments	$ 2,759	$ 54,678	$ 5
Goodwill	$ 156,772	$ (1,733)	$ 15
Total assets	$ 479,938	$ (1,733)	$ 47
Long term liabilities			
Deferred income taxes	$ 25,029	$ (1,733)	$ 2
Total liabilities	$ 223,761	$ (1,733)	$ 22
Total liabilities and stockholders' equity	$ 479,938	$ (1,733)	$ 47

Condensed Consolidated Statement of Cash Flows for the three months ended March 31, 2005

	As previously reported	Adjustment	As re
Cash flows from operating activities:			
Net cash provided by operating activities	$ 2,237	$ 697	$
Cash flows from investing activities:			
Net cash used in investing activities	$ (12,611)	$ 7,928	$ (
Net decrease in cash and cash equivalents	$ (10,613)	$ 8,625	$ (
Cash and cash equivalents, beginning of year	$ 89,473	$ (54,678)	$ 3
Cash and cash equivalents, end of period	$ 78,860	$ (46,053)	$ 3

Condensed Consolidated Statement of Cash Flows for the three months ended March 31, 2004

	As previously reported	Adjustment	As re
Cash flows from operating activities:			
Net cash provided by operating activities	$ 2,575	$ 260	$
Cash flows from investing activities:			
Net cash used in investing activities	$ (48,209)	$ 37,458	$(1
Net decrease in cash and cash equivalents	$ (45,233)	$ 37,718	$ (
Cash and cash equivalents, beginning of year	$ 119,486	$ (95,526)	$ 2
Cash and cash equivalents, end of period	$ 74,253	$ (57,808)	$ 1

3. STOCK-BASED COMPENSATION

The Company accounts for stock-based compensation in accordance with Statement of Financial Accounting Standards No. 123, Accounting for Stock-Based Compensation ("SFAS No. 123"). As permitted in SFAS No. 123, the Company has chosen to account for stock-based compensation using the intrinsic value method prescribed in Accounting Principles Board No. 25, Accounting for Stock Issued to Employees, and related interpretations.

The Company has determined the pro forma information as if the Company had accounted for stock options granted under the fair value method of SFAS No. 123. The Black-Scholes option-pricing model was used with the following weighted average assumptions.

These pro forma calculations assume the common stock is freely tradable for all periods presented and, as such, the impact is not necessarily indicative of the effects on reported net income of future years.

	Three months ended March 31, 2005	2004
Risk-free interest rate	4.13%	3.07%
Expected volatility	52%	50%
Expected life (in years)	5	5
Expected dividend yield	0%	0%

The Company's net income and earnings per share as if the fair value based method had been applied to all outstanding and unvested awards in each year is as follows (in thousands except per share data:

	Three months ended March 31, 2005	2004
Net income as reported	$ 4,003	$ 6,619
Stock-based employee compensation cost included in net income as reported, net of related tax effects	$ 557	$ 612
Stock-based employee compensation cost determined using the fair value based method, net of related tax effects	$ 1,042	$ 1,154
Pro forma net income	$ 3,518	$ 6,077
Earnings per share:		
Basic - as reported	$ 0.19	$ 0.31
Basic - pro forma	$ 0.17	$ 0.29
Diluted - as reported	$ 0.19	$ 0.29
Diluted - pro forma	$ 0.17	$ 0.27

4. SUPPLEMENTAL CASH FLOW INFORMATION (in thousands):

	Three months ended March 31, 2005	2004
Noncash investing and financing activities:		
Common stock contributed to 401(k) Plan	$ 2,729	$ 2,723

Property, plant and equipment purchases included in accounts payable	$ 1,533	$ 264

5. SHORT-TERM INVESTMENTS

Short-term investments at March 31, 2005 and December 31, 2004 consisted of the following (in thousands):

	As of March 31, 2005			
	Cost	Gross unrealized gains	Gross unrealized losses	Es
Available-for-sale:				
Equity Securities	$ 276	$ -	$ (81)	$
Auction Rate Securities	46,053	-	-	
Total available for sale securities	46,329	-	(81)	
Held-to-maturity:				
Municipal Bonds(1)	6,681	-	(13)	
Short-term investments	$ 53,010	$ -	$ (94)	$

(1) The municipal bonds have maturity dates ranging from April 2005 to September 2005.

	As of December 31, 2004			
	Cost	Gross unrealized gains	Gross unrealized losses	Es
Available-for-sale:				
Equity Securities	$ 276	$ -	$ (18)	$
Auction Rate Securities	54,678	-	-	
Total available for sale securities	54,954	-	(18)	
Held-to-maturity:				
Municipal Bonds	2,501	1	-	
Short-term investments	$ 57,455	$ 1	$ (18)	$

6. INVENTORIES

Inventories comprised the following (in thousands):

	March 31, 2005	December 31, 2004
Raw materials	$ 14,441	$ 14,053
Work-in-process	10,609	11,275
Finished goods	7,227	8,699
Total	$ 32,277	$ 34,027

7. INTANGIBLE ASSETS

Intangible assets comprised the following (in thousands):

	As of March 31, 2005		
	Gross carrying amount	Accumulated amortization	Net carrying Amount
Amortizing intangible assets:			
Patented technology	$ 21,462	$ (10,537)	$ 10,925
Unpatented technology	30,886	(7,082)	23,804
Other	1,340	(1,300)	40
	53,688	(18,919)	34,769
Non-amortizing intangible assets:			
Trademark and names	31,420	(3,168)	28,252
Total intangible assets	$ 85,108	$ (22,087)	$ 63,021

	As of December 31, 2004		
	Gross carrying amount	Accumulated amortization	Net carrying Amount
Amortizing intangible assets:			
Patented technology	$ 21,462	$ (10,137)	$ 11,325
Unpatented technology	30,886	(6,525)	24,361
Other	1,340	(1,294)	46
	53,688	(17,956)	35,732
Non-amortizing intangible assets:			
Trademark and names	31,420	(3,168)	28,252
Total intangible assets	$ 85,108	$ (21,124)	$ 63,984

Aggregate amortization expense for first quarter 2005 and 2004 was $1.0 million and $0.8 million, respectively. Annual amortization expense is estimated to be $2.9 million for the remainder of 2005, $3.8 million for 2006 to 2008, $3.2 million for 2009, and $2.7 million for 2010.

- 12 -

8. DEBT

Long-term debt comprised the following (in thousands):

	March 31, 2005	December 31, 2004
2.25% convertible subordinated notes, due 2013	$ 170,000	$ 170,000
Capital lease obligations	1,298	1,652
	171,298	171,652
Less current portion	(890)	(1,000)
Total long-term debt	$ 170,408	$ 170,652

Revolving Line of Credit

As of March 31, 2005, the Company had no balance outstanding on its existing $20.0 million committed revolving line of credit. As of March 31, 2005 the Company was not in compliance with one of the financial covenants in the credit agreement. The Company and its lending syndicate are in the process of amending the agreement and the Company expects to have an amended agreement in place before May 31, 2005. The Company expects the amended agreement will include a larger credit line and revised financial covenants.

9. EARNINGS PER SHARE

The following table reflects the calculation of basic and diluted earnings per share (in thousands, except per share amounts):

	Three months ended March 31, 2005	Three months ended March 31, 2004
Numerator for basic earnings per share:		
Income from continuing operations	$ 4,003	$ 6,619
Effect of dilutive securities:		
Interest expense on convertible notes and related deferred financing fees, net of tax	-	768
Numerator for diluted earnings per share	$ 4,003	$ 7,387
Denominator for basic earnings per share:		
Weighted average shares outstanding	21,473	21,281
Effect of dilutive securities:		
Convertible notes	-	4,219
Stock options and unvested restricted stock	110	411

Dilutive potential common shares	110	4,630
Denominator for diluted earnings per share	21,583	25,911
Basic earnings per share	$ 0.19	$ 0.31
Diluted earnings per share	$ 0.19	$ 0.29

10. COMPREHENSIVE INCOME

For first quarter 2004, the Company's only component of comprehensive income is its net income. For first quarter 2005, the Company's comprehensive income includes net income and an unrealized loss on available-for-sale securities.

11. COMMITMENTS AND CONTINGENCIES

Litigation - During 2002, a former non-medical customer commenced an action alleging that the Company had used proprietary information of the customer to develop certain products. We have meritorious defenses and are vigorously defending the case. No accrual for an adverse judgment has been made as such outcome is not deemed probable, the potential risk of loss is between $0.0 and $1.75 million.

On May 2, 2005, a complaint was filed against the Company by a developer of an implantable drug delivery device in the United States Federal District Court for the Central District of California. The complaint was legally served on the Company on May 6, 2005. In its complaint, the plaintiff alleges that the Company has breached a 2002 supply agreement providing for the Company to supply the customer with pumps for drug delivery devices

that it is developing. Plaintiff seeks significant compensatory and punitive damages, together with certain declatory and injunctive relief. While the Company has not completed its investigation, it believes that it has meritorious defenses and intends to vigorously defend this action.

Product Warranties - The change in aggregate product warranty liability for the quarter ended March 31, 2005, is as follows (in thousands):

Beginning balance	$ 926
Additions to warranty reserve	25
Warranty claims paid	(3)
Ending balance	$ 948

Capital Expenditures - During 2004, the Company commenced the build out of its medical battery and capacitor manufacturing facility in Alden, NY and its value-add manufacturing facility in Tijuana, Mexico. These facilities will enable the Company to further consolidate its operations and implement state of the art manufacturing capabilities at both locations. The total contractual obligation for construction of these facilities at March 31, 2005 is $6.0 million and will be financed by existing or internally generated cash.

12. BUSINESS SEGMENT INFORMATION

The Company operates its business in two reportable segments: Implantable Medical Components ("IMC") and Electrochem Commercial Power ("ECP"), (formerly "Electrochem Power Solutions"). The IMC segment designs and manufactures critical components used in implantable medical devices. The principal components are batteries, capacitors, filtered feedthroughs, coated components, enclosures and machined and molded precision components. The principal medical devices are pacemakers, defibrillators and neurostimulators. The ECP segment designs and manufactures high performance cells and battery packs; principal markets for these products are for oil and gas exploration, oceanographic equipment, and aerospace.

The Company defines segment income from operations as gross profit less costs and expenses attributable to segment-specific selling, general and administrative, research, development and engineering expenses, intangible amortization and other operating expenses. Segment income also includes a portion of non-segment specific selling, general and administrative, and research, development and engineering expenses based on allocations appropriate to the expense categories. The remaining unallocated operating expenses along with other income and expense are not allocated to reportable segments. Transactions between the two segments are not significant. The accounting policies of the segments are the same as those described and referenced in Note 1.

An analysis and reconciliation of the Company's business segment information to the respective information in the condensed consolidated financial statements is as follows (in thousands):

	Three months ended March 31, 2005	2004
Sales:		
IMC		
ICD batteries	$ 10,751	$ 9,420
Pacemaker and other batteries	5,255	5,694
ICD Capacitors	4,297	8,408
Feedthroughs	13,682	13,727
Enclosures	6,547	5,397
Other	7,333	5,632
Total IMC	47,865	48,278
ECP	8,493	7,247
Total sales	$ 56,358	$ 55,525
Segment income from operations:		
IMC	$ 7,877	$ 10,822

ECP	1,880	2,295
Total segment income from operations	9,757	13,117
Unallocated operating expenses	(3,483)	(2,744)
Operating income as reported	6,274	10,373
Unallocated other income and expense	(556)	(849)
Income before income taxes as reported	$ 5,718	$ 9,524

The carrying amount of goodwill at December 31, 2004 and March 31, 2005 is as follows:

IMC	ECP	Total
$ 152,473	$ 2,566	$ 155,039

13. OTHER OPERATING EXPENSE

During first quarter 2005, the following non-recurring charges were recorded in other operating expense in the Company's Condensed Consolidated Statement of Operations.

Severance charges. The Company implemented a 4% workforce reduction as a continuation of cost containment efforts initiated mid-year 2004, which resulted in a severance charge of $1.5 million during the quarter.

Accrued liabilities at March 31, 2005 related to the severance charges comprised the following (in thousands):

	IMC	ECP	Corporate	Total
Severance charges	$ 860	$ 210	$ 430	$ 1,500
Cash payments	(464)	(73)	(296)	(833)
Balance, March 31, 2005	$ 396	$ 137	$ 134	$ 667

The severance charges related to corporate employees are included in unallocated operating expenses. It is expected that the remaining accrued severance as of March 31, 2005, will be paid within the next six months.

Alden Facility Consolidation - On February 23, 2005, the Company announced its intent to consolidate the medical capacitor manufacturing operations, currently in Cheektowaga, NY, and the implantable medical battery manufacturing operations, currently in Clarence, NY, into the advanced power source manufacturing facility in Alden, NY ("Alden Facility"). The Company is also consolidating the capacitor research, development and engineering operations from the Cheektowaga, NY, facility into the existing implantable medical battery research, development, and engineering operations in Clarence, NY.

The total cost estimated for these consolidation efforts is anticipated to be between $3.5 and $4.0 million. The Company expects to incur this additional expense over the next three fiscal quarters. The expenses for the Alden Facility consolidation are included in the IMC business segment. The major categories of costs to be incurred, which will primarily be cash expenditures, include the following:

- Production inefficiencies and revalidation - $1.5 to $1.7 million;
- Training - $0.6 to $0.7 million;
- Moving and facility closures - $0.9 million to $1.0 million; and
- Infrastructure - $0.5 to $0.6 million.

Alden Facility consolidation infrastructure expenses of $0.03 million were incurred and paid during the quarter.

Carson City Facility shutdown and Tijuana Facility consolidation - On March 7, 2005, the Company announced its intent to close the Carson City, NV facility ("Carson City Facility") and consolidate the work performed at the Carson City Facility into the Tijuana, Mexico facility ("Tijuana Facility").

The total estimated cost for this facility consolidation plan is anticipated to be between $4.5 million and $5.4 million. The Company expects to incur this additional cost over the next four fiscal quarters. The major categories of costs to be incurred include the following:

- Costs related to the shutdown of the Carson City Facility:
  a. Severance and retention - $1.4 to $1.6 million;
  b. Accelerated depreciation - $0.5 to $0.6 million; and
  c. Other - $0.6 to $0.7 million.

- Costs related to the Tijuana Facility consolidation:
  a. Production inefficiencies and revalidation - $0.4 to $0.5 million;
  b. Relocation and moving - $0.3 to $0.5 million;
  c. Personnel (including travel, training and duplicate wages) - $1.0 to $1.1 million; and
  d. Other - $0.3 to $0.4 million.

All categories of costs are considered to be future cash expenditures, except accelerated depreciation. The expenses for the Carson City facility shutdown and the Tijuana facility consolidation are included in the IMC business segment.

Accrued liabilities at March 31, 2005 related to the Carson City facility shutdown comprised the following (in thousands):

	Severance and retention	Accelerated Depreciation	Other	Total

Restructuring charges	$ 145	$ 50	$ -	$ 195
Write-offs	-	(50)	-	(50)
Balance, March 31, 2005	$ 145	$ -	$ -	$ 145

As of the end of the first quarter of 2005, no expenses have been recorded related to the Tijuana facility consolidation other than the cost related to the Carson City shutdown described above.

14. IMPACT OF RECENTLY ISSUED ACCOUNTING STANDARDS

In November 2004, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards ("SFAS") No. 151, Inventory Costs, an amendment of ARB No. 43, Chapter 4 ("SFAS No. 151"). SFAS No. 151 amends the guidance in ARB No. 43, Chapter 4, "Inventory Pricing," to clarify the accounting for abnormal amounts of idle facility expense, handling costs and wasted material (spoilage). Among other provisions, the new rule requires that such items be recognized as current-period charges, regardless of whether they meet the criterion of "so abnormal" as stated in ARB No. 43. SFAS No. 151 is effective for fiscal years beginning after June 15, 2005. The company does not expect that adoption of SFAS No. 151 will have a material effect on its consolidated financial position, consolidated results of operations, or liquidity.

In December 2004, the FASB issued SFAS No. 123 (revised 2004), Share-Based Payment ("SFAS No. 123(R)"). This statement is a revision of SFAS No. 123, Accounting for Stock-Based Compensation, and supercedes APB Opinion No. 25, Accounting for Stock Issued to Employees. This standard requires the Company to measure the cost of employee services received in exchange for equity awards based on the grant date fair value of the awards. The cost will be recognized as compensation expense over the vesting period of the awards.

The Company anticipates adopting the provisions of SFAS No. 123(R) on January 1, 2006 using the modified prospective application. Accordingly, compensation expense will be recognized for all newly granted awards and awards modified, repurchased, or cancelled after January 1, 2006. Compensation cost for the unvested portion of awards that are outstanding as of January 1, 2006 will be recognized ratably over the remaining vesting period. The compensation cost for the unvested portion of awards will be based on the fair value at date of grant as calculated for the Company's pro forma disclosure under SFAS 123.

The Company estimates that the effect on net income and earnings per share in the periods following adoption of SFAS 123(R) will be consistent with the Company's pro forma disclosure under SFAS No. 123, except that estimated forfeitures will be considered in the calculation of compensation expense under SFAS 123(R). Additionally, the actual effect on net income and earnings per share will vary depending upon the number of options granted in subsequent periods compared to prior years.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The condensed consolidated financial statements in Item 1 have been restated as described in Note 2. -Restatements and the following discussion, analysis and financial information herein have been revised to reflect the effects of the restatements.

Introduction

We are a leading developer and manufacturer of batteries, capacitors, feedthroughs, enclosures, and other components used in implantable medical devices ("IMDs") through our Implantable Medical Components ("IMC") business. We offer technologically advanced, highly reliable and long lasting products for IMDs and enable our customers to introduce IMDs that are progressively smaller, longer lasting, more efficient and more functional. We also leverage our core competencies in technology and manufacturing through our Electrochem Commercial Power ("ECP") business (formerly "Electrochem Power Solutions") to develop and produce cells and battery packs for commercial applications that demand high performance and reliability, including oil and gas exploration, oceanographic equipment and aerospace.

Most of the IMC products that we sell are utilized by customers in cardiac rhythm management ("CRM") devices. The CRM market comprises devices utilizing high-rate batteries and capacitors such as implantable cardioverter defibrillators ("ICDs") and cardiac resynchronization therapy with backup defibrillation devices ("CRT-D") and devices utilizing low or medium rate batteries but no capacitors (pacemakers and CRTs). All CRM devices utilize other components such as enclosures and feedthroughs, and certain CRM devices utilize electromagnetic interference ("EMI") filtering technology.

We utilize a fifty-two, fifty-three week fiscal year ending on the Friday nearest December 31st. For 52-week years, each quarter contains 13 weeks. For clarity of presentation, we describe all periods as if each quarter end is March 31st, June 30th and September 30th and as if the year-end is December 31st. The first quarter of 2005 and 2004 each contained 13 weeks.

The commentary that follows should be read in conjunction with our condensed consolidated financial statements and related notes and with the Management's Discussion and Analysis of Financial Condition and Results of Operations contained in our Form 10-K/A for the fiscal year ended December 31, 2004.

Overview

During and subsequent to the first quarter 2005, there were several developments affecting our business:

- We recorded record sales results of $56.4 million in the quarter, led by strong sales of ICD batteries, enclosures, coated components and commercial power sources.

- We shipped the first assembly products from our facility in Tijuana, Mexico. Remaining construction phases of the Tijuana facility are proceeding as planned.

- We completed the construction of the medical battery portion of our new advanced battery plant in Alden, NY. We began moving the manufacturing equipment from the existing medical battery plant and expect to complete the move by mid-2005. The construction related to our capacitor manufacturing capabilities is underway and we expect to complete construction by mid-2005. We anticipate that the move will be completed by the third quarter of 2005.

- We signed a modification to an agreement with a major customer that includes securing a significant increase in contractual minimum quantities of wet tantalum capacitors as well as an extension of the agreement through the first quarter of 2006.

Product Development

As mentioned in our annual report (which is available on our website, www.greatbatch.com), our near term focus for growth in the medical battery market is the introduction of our Q-Series batteries. Initially they will be available in two configurations - QHR (High Rate) and QMR (Medium Rate). These batteries hold the promise of unparalleled performance in a wide range of implantable device and neurostimulation applications and allow our customers to incorporate advanced power-hungry features into these devices. While companies typically announce new products that have modest improvements in form and/or function regularly, we believe the Q-Series firmly establishes a new industry standard. It delivers advanced performance criteria to an industry that historically embraces new products. We believe the Q-Series will represent a major breakthrough by combining a smaller size with greater energy density (more power).

Based on our limited test results to date, batteries incorporating nanotechnology may demonstrate the potential for generating even further improvements. While nanotechnology is showing some limited benefits in current battery designs, we do not anticipate realizing its full potential until it can be tested in the Q-Series design. As the word implies, "nano" unlocks the promise of smaller size and offers potential for enhanced product performance and manufacturability. Additionally, nano applications are not limited to batteries. The same technology may well be the enabling force behind other new products now in development such as significantly smaller higher voltage capacitors, novel form batteries and capacitors that will be used in new, far less intrusive cardiac therapy applications that represent an entirely new approach to CRM treatment.

Non-recurring charges

During first quarter 2005, we recorded non-recurring charges in other operating expense related to our ongoing cost savings and consolidation efforts.

Severance charges. The Company implemented a 4% workforce reduction, which resulted in a severance charge of $1.5 million during the quarter. Of this amount, $0.8 million was paid in cash during the quarter. The remaining balance is anticipated to be paid in cash within the next six months.

Alden Facility Consolidation. On February 23, 2005, we announced our intent to consolidate the medical capacitor manufacturing operations, currently in Cheektowaga, NY, and the implantable medical battery manufacturing operations, currently in Clarence, NY, into the advanced power source manufacturing facility in Alden, NY ("Alden Facility"). We are also consolidating the capacitor research, development and engineering operations from the Cheektowaga, NY, facility into the existing implantable medical battery research, development, and engineering operations in Clarence, NY.

The total cost estimated for these consolidation efforts is anticipated to be between \$3.5 and \$4.0 million. Infrastructure expenses of \$0.03 million were incurred and paid in cash during the quarter. We expect to incur the remaining expense over the next three fiscal quarters.

Carson City Facility shutdown and Tijuana Facility consolidation. On March 7, 2005, we announced our intent to close the Carson City, NV facility ("Carson City Facility") and consolidate the work performed at the Carson City Facility into the Tijuana, Mexico facility ("Tijuana Facility").

The total estimated cost for this facility consolidation plan is anticipated to be between \$4.5 million and \$5.4 million, comprised of between \$2.5 million to \$2.9 million for the Carson City Facility shutdown and \$2.0 to \$2.5 million for the Tijuana Facility consolidation. We expect to incur these additional costs over the next four fiscal quarters. All categories of costs are considered to be future cash expenditures, except accelerated depreciation.

Carson City Facility shutdown expenses of \$0.2 million were recorded during the quarter, \$0.15 million for severance and retention and \$0.05 million for accelerated depreciation. None of the severance and retention amounts were paid by the end of the first quarter.

- 22 -

Results of Operation and Financial Condition

In thousands, except per share data	Three months ended March 31, 2005	2004	C
IMC			
ICD batteries	\$ 10,751	\$ 9,420	
Pacemaker and other batteries	5,255	5,694	
ICD Capacitors	4,297	8,408	
Feedthroughs	13,682	13,727	
Enclosures	6,547	5,397	
Other	7,333	5,632	
Total IMC	47,865	48,278	
ECP	8,493	7,247	
Total sales	56,358	55,525	
Cost of sales	35,571	32,350	

Gross profit	20,787	23,175
Gross margin	36.9%	41.7%
Selling, general, and administrative expenses (SG&A)	6,766	6,925
SG&A as a % of sales	12.0%	12.5%
Research, development and engineering costs, net (RD&E)	4,401	4,881
RD&E as a % of sales	7.8%	8.8%
Intangible amortization	958	775
Other operating expense, net	2,388	221
Operating income	6,274	10,373
Operating margin	11.1%	18.7%
Interest expense	1,131	1,160
Interest income	(575)	(313)
Other expense (income), net	-	2
Provision for income taxes	1,715	2,905
Effective tax rate	30.0%	30.5%
Net income	$ 4,003	$ 6,619 $
Net margin	7.1%	11.9%
Diluted earnings per share	$ 0.19	$ 0.29 $

Sales

IMC. The nature and extent of our selling relationship with each CRM customer is different in terms of component products purchased, selling prices, product volumes, ordering patterns and inventory management. We have pricing arrangements with our customers that many times do not specify minimum order quantities. Our visibility to customer ordering patterns is over a relatively short period of time. Our customers may have inventory management programs and alternate supply arrangements of which we are unaware. Additionally, the relative market share among the CRM device manufacturers changes periodically. Consequently, these and other factors can significantly impact our sales in any given period.

The 1% decrease in IMC sales was primarily due to lower demand by a major customer for wet tantalum capacitors combined with an average 1% reduction in selling prices. The decrease in volume of capacitors was partially offset by increased volume of other IMC products, primarily coated components, ICD batteries and enclosures. Sales of a minor amount of assembly products manufactured in our Tijuana Facility commenced during the quarter.

ECP. Similar to IMC customers, we have pricing arrangements with our customers that many times do not specify minimum quantities. Our visibility to customer ordering patterns is over a relatively short period of time. The 17% increase in ECP sales is due to volume, resulting from increased demand for power sources used in pipeline inspections. This demand can be attributed in part to increased legislation in the oil and gas industry, resulting in the requirement of more frequent inspections.

Gross profit

The 480 basis point decrease in gross margin was primarily due to the following factors:

a. Increased period costs resulting from excess capacity at our Tijuana assembly plant: 150 basis points;
b. Increased period costs resulting from excess capacity at our wet tantalum capacitor manufacturing plant: 120 basis points;
c. Lower IMC selling prices: 100 basis points;
d. Various other individually immaterial items: 110 basis points.

SG&A expenses

Expenses decreased as a result of cost savings initiatives instituted mid-year 2004 and January 2005 including workforce reductions and consolidation efforts.

RD&E expenses

Expenses decreased as a result of cost reduction measures in our engineering functions of $0.2 million, workforce reductions related to our cost savings initiatives, and increased engineering income of $0.2 million from new product development projects.

Amortization expense

The increase primarily reflects the impact of the additional intangible amortization resulting from the NanoGram acquisition. The amortization of the NanoGram intangibles amounts to approximately $0.4 million in the first quarter of 2005.

Other operating expense

The increase is comprised of the following:

a. $1.5 million related to severance cost from a 4% reduction in workforce;
b. $0.5 million related to asset writedowns;
c. $0.2 million related to cost associated with the shutdown of the Carson City facility;
d. $0.2 million related to costs associated with the start-up of the Tijuana facility.

Refer to non-recurring charges discussion for disclosure related to the timing and level of remaining expenditures for items a, c, and d.

Interest expense and interest income

Interest expense was consistent from the prior year.

Interest income increased due to the movement of investments in mid-2004 from tax deferred to taxable securities, which bear higher rates of return.

Provision for income taxes

The effective tax rate declined due to various state tax planning initiatives realized in mid-2004. We anticipate the full year effective tax rate will not exceed 30.0%.

Our effective tax rate is below the United States statutory rate primarily as a result of federal and state tax credits and the allowable Extraterritorial Income Exclusion ("ETI") for 2005.

Liquidity and Capital Resources

Revolving Line of Credit

As of March 31, 2005, we had no balance outstanding on our existing $20.0 million committed revolving line of credit. As of March 31, 2005 we were not in compliance with one of the financial covenants in the credit agreement. We are in the process of amending the agreement with our lending syndicate and we expect to have an amended agreement in place before May 31, 2005. We expect that the amended agreement will include a larger credit line and revised financial covenants.

Our principal sources of liquidity are our operating cash flow combined with our working capital of $138.5 million at March 31, 2005 and our unused credit line with our lending syndicate. Historically we have generated cash from operations sufficient to meet our capital expenditure and debt service needs, other than for acquisitions. At March 31, 2005, our current ratio was 7.0:1.

The Company regularly engages in discussions relating to potential acquisitions and may announce an acquisition transaction at any time.

Operating activities

Positive cash flows from operating activities were achieved in both periods presented. During the current period, increased accounts receivable utilized approximately $5.0 million dollars of the cash provided from operating activities.

Investing activities

The majority of the current year increase in capital spending was for the following:

a. New medical power manufacturing plant in Alden, NY - $3.0 million; and
b. New assembly plant in Tijuana, Mexico - $4.0 million.

In March 2004, we purchased NanoGram for approximately $45.7 million. The most significant elements of the purchase price allocation were to patented and unpatented technology and goodwill. The cost is being amortized over the remaining estimated useful life of 11.5 years. The residual amount of the allocation of $33.4 million went to goodwill, which is not amortized but rather subject to periodic testing for impairment. NanoGram is now referred to as our Advanced Research Laboratory. Since the primary function of this operation is research and development, all costs are appropriately classified in that category.

Approximately $4.5 million of short-term investments were sold during the quarter, net of purchases.

Financing activities

Payments on capital lease obligations and non-qualified stock option exercises are the primary financing activities for both periods presented.

Capital Structure

At March 31, 2005, our capital structure consisted primarily of $170.0 million of convertible subordinated notes and our 21.6 million shares of common stock outstanding. We have in excess of $86.0 million in cash, cash equivalents and short-term investments and are in a position to facilitate future acquisitions if necessary. We are also authorized to issue 100 million shares of common stock and 100 million shares of preferred stock. The market value of our outstanding common stock since our IPO has exceeded our book value and the average daily

trading volume of our common stock has also increased; accordingly, we believe that if needed we can access public markets to sell additional common or preferred stock assuming conditions are appropriate.

Our capital structure allows us to support our internal growth and provides liquidity for corporate development initiatives. The current expectation for 2005 is that capital spending is expected to be in the range of $30.0 million to $35.0 million, primarily due to the build-out of the Alden Facility ($11.0 million), the Tijuana Facility ($10.0 million), and normal maintenance capital expenditures.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements within the meaning of Item 303(a)(4) of Regulation S-K.

Inflation

We do not believe that inflation has had a significant effect on our operations.

Impact of Recently Issued Accounting Standards

In November 2004, the FASB issued SFAS No. 151, Inventory Costs, an amendment of ARB No. 43, Chapter 4 ("SFAS 151"). SFAS No. 151 amends the guidance in ARB No. 43, Chapter 4, "Inventory Pricing," to clarify the accounting for abnormal amounts of idle facility expense, handling costs and wasted material (spoilage). Among other provisions, the new rule requires that such items be recognized as current-period charges, regardless of whether they meet the criterion of "so abnormal" as stated in ARB No. 43. SFAS 151 is effective for fiscal years beginning after June 15, 2005. We do not expect that adoption of SFAS 151 will have a material effect on our consolidated financial position, consolidated results of operations, or liquidity.

In December 2004, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 123 (revised 2004), Share-Based Payment ("SFAS 123(R)"). This statement is a revision of SFAS 123, Accounting for Stock-Based Compensation, and supercedes APB Opinion No. 25, Accounting for Stock Issued to Employees. This standard requires us to measure the cost of employee services received in exchange for equity awards based on the grant date fair value of the awards. The cost will be recognized as compensation expense over the vesting period of the awards.

We will adopt the provisions of SFAS 123(R) on January 1, 2006 using the modified prospective application. Accordingly, we will recognize compensation expense for all newly granted awards and awards modified, repurchased, or cancelled after January 1, 2006. Compensation cost for the unvested portion of awards that are outstanding as of January 1, 2006 will be recognized ratably over the remaining vesting period. The compensation cost for the unvested portion of awards will be based on the fair value at date of grant as calculated for our pro forma disclosure under SFAS No. 123.

We estimate that the effect on net income and earnings per share in the periods following adoption of SFAS 123(R) will be consistent with our pro forma disclosure under SFAS No. 123, except that estimated forfeitures will be considered in the calculation of compensation expense under SFAS 123(R). Additionally, the actual effect on net income and earnings per share will vary depending upon the number of options granted in subsequent periods compared to prior years.

Application of Critical Accounting Estimates

Our unaudited condensed consolidated financial statements are based on the selection of accounting policies and the application of significant accounting estimates, some of which require management to make significant assumptions. We believe that some of the more critical estimates and related assumptions that affect our financial condition and results of operations are in the areas of inventories, goodwill and other indefinite lived intangible assets, long-lived assets and income taxes.

During the three months ended March 31, 2005, we did not change or adopt new accounting policies that had a material effect on our consolidated financial condition and results of operations.

Contractual Obligations

During 2004, we commenced the build out of our Alden Facility and our Tijuana Facility. These facilities will enable the Company to further consolidate its operations and implement state of the art manufacturing capabilities at both locations. The contractual obligations for construction of these facilities is $6.0 million and will be financed by existing, or internally generated cash.

Litigation

During 2002, a former non-medical customer commenced an action alleging that we used proprietary information of the customer to develop certain products. We have meritorious defenses and are vigorously defending the case. No accrual for an adverse judgment has been made as such outcome is not deemed probable, the potential risk of loss is between $0.0 and $1.75 million.

On May 2, 2005, a complaint was filed against us by a developer of an implantable drug delivery device in the United States Federal District Court for the Central District of California. The complaint was legally served on us on May 6, 2005. In its complaint, the plaintiff alleges that we have breached a 2002 supply agreement providing for us to supply the customer with pumps for drug delivery devices that it is developing. Plaintiff seeks significant compensatory and punitive damages, together with certain declatory and injunctive relief. While we have not completed our investigation, we believe we have meritorious defenses and intend to vigorously defend this action.

Forward-Looking Statements

Some of the statements contained in this Quarterly Report on Form 10-Q/A and other written and oral statements made from time to time by us and our representatives, are not statements of historical or current fact. As such, they are "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. We have based these forward-looking statements on our current expectations, which are subject to known and unknown risks, uncertainties and assumptions. They include statements relating to:

- future sales, expenses and profitability;
- the future development and expected growth of our business and the implantable medical device industry;
- our ability to successfully execute our business model and our business strategy;
- our ability to identify trends within the for implantable medical devices, medical components, and commercial power sources industries and to offer products and services that meet the changing needs of those markets;
- projected capital expenditures; and
- trends in government regulation.

You can identify forward-looking statements by terminology such as "may," "will," "should," "could," "expects," "intends," "plans," "anticipates," "believes," "estimates," "predicts," "potential" or "continue" or the negative of these terms or other comparable terminology. These statements are only predictions. Actual events or results may differ materially from those suggested by these forward-looking statements. In evaluating these statements and our prospects generally, you should carefully consider the factors set forth below. All forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by these cautionary factors and to others contained throughout this report. We are under no duty to update any of the forward-looking statements after the date of this report or to conform these statements to actual results.

Although it is not possible to create a comprehensive list of all factors that may cause actual results to differ from the results expressed or implied by our forward-looking statements or that may affect our future results, some of these factors include the following: dependence upon a limited number of customers, product obsolescence, inability to market current or future products, pricing pressure from customers, reliance on third party suppliers for raw materials, products and subcomponents, fluctuating operating results, inability to maintain high quality standards for our products, challenges to our intellectual property rights, product liability claims, inability to successfully consummate and integrate acquisitions, unsuccessful expansion into new markets, competition, inability to obtain licenses to key technology, regulatory changes or consolidation in the healthcare industry, and other risks and uncertainties that arise from time to time as described in the Company's Annual Report on Form 10-K and other periodic filings with the Securities and Exchange Commission.

ITEM 4. Controls and Procedures.

a. Evaluation of Disclosure Controls and Procedures. During the first quarter of 2005, our management, including the principal executive officer and principal financial officer, evaluated our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) related to the recording, processing, summarization and reporting of information in our reports that we file with the SEC. These disclosure controls and procedures have been designed to ensure that material information relating to us, including our subsidiaries, is made known to our management, including these officers, by other of our employees, and that this information is recorded, processed, summarized, evaluated and reported, as applicable, within the time periods specified in the SEC's rules and forms. Due to the inherent limitations of control systems, not all misstatements may be detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. Our controls and procedures can only provide reasonable, not absolute, assurance that the above objectives have been met.

As a result of the restatement of the Company's consolidated balance sheet and consolidated statement of cash flows as of December 31, 2004 as described in Amendment 1 to Form 10-K for the year ended December 31, 2004, the Company's management, including the principal executive officer and principal financial officer, have concluded that there was a material weakness in internal control over financial reporting. Specifically, the Company's review of the financial statements utilizing a financial statement presentation and disclosure checklist to ensure that the financial statements were fairly presented in accordance with generally accepted accounting principles did not operate effectively as it relates to the misstatements identified above. Solely as a result of this material weakness, our Management has revised its earlier assessment and has now concluded that our internal control over financial reporting was not effective as of March 31, 2005.

b. Changes in Internal Control Over Financial Reporting.

Since December 31, 2004, except as disclosed below, there have been no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

As of the date of this filing, we have remediated the material weakness in our internal controls over financial reporting. The remedial actions included:

1. Enhancing the financial reporting process to include the formal review of all auction rate securities for proper classification, as well as the appropriate cash flow presentation of liabilities related to the acquisition of property, plant and equipment.

2. Establishing formal quarterly disclosure meetings which will include our third party tax advisors to review significant transactions during the period as well as to review and discuss new accounting presentation and disclosure guidelines. Our

outside accountants, although not part of our control structure, will participate in these meetings.

3. Enhancing our financial reporting practices to include the use of multiple third-party financial reporting technical alerts that we utilize to evaluate our accounting policies and financial statement disclosures.

While we have not completed all of our Sarbanes-Oxley testing for 2005, we believe that after putting into effect the remedial actions described above, our Company's system of internal controls over financial reporting is effective, which should enable us to arrive at the 2005 assessment that our system of internal controls over financial reporting are adequate and operating effectively.

PART II - OTHER INFORMATION

ITEM 6. Exhibits.

See the Exhibit Index for a list of those exhibits filed herewith.

SIGNATURES

Pursuant to the requirements of Sections 13 or 15(d) 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.

Dated: December 16, 2005   WILSON GREATBATCH TECHNOLOGIES, INC.

By /s/ Edward F. Voboril

Edward F. Voboril
Chairman of the Board, President and Chief Executive Officer
(Principal Executive Officer)

By /s/ Thomas J. Mazza

Thomas J. Mazza
Senior Vice President and
Chief Financial Officer
(Principal Financial Officer)

By /s/ Marco F. Benedetti

Marco F. Benedetti
Corporate Controller
(Principal Accounting Officer)

EXHIBIT INDEX

Exhibit No.	Description
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act.
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act.
32.1	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.