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VALUE LINE INC
Form 10-K/A
August 22, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 1
TO
FORM 10-K

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

FOR THE FISCAL YEAR ENDED APRIL 30, 2002

COMMISSION FILE NUMBER 0-11306

VALUE LINE, INC.
(Exact name of registrant as specified in its charter)

NEW YORK
(State or other jurisdiction of
incorporation or organization)

13-3139843
(IRS Employer Identification
Number)

220 EAST 42ND STREET, NEW YORK, NY 10017-5891 (Address of
principal executive offices) (Zip Code)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (212) 907-1500

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

NONE

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:

COMMON STOCK, \$.10 PAR VALUE

DOCUMENTS INCORPORATED BY REFERENCE

The following documents are incorporated by reference with this filing:

Part III: None

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT.

| | |
|--|----------------------------|
| (a) Names of Directors, Age as of ----- July 31, 2002 and Principal Occupation | Director ----- Since |
|--|----------------------------|

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| | |
|---|------|
| Jean Bernhard Buttner* (67). Chairman of the Board, President, and Chief Executive Officer of the Company and Arnold Bernhard & Co., Inc. Chairman of the Board and President of each of the Value Line Funds; Trustee, Skidmore College. | 1982 |
| Harold Bernard, Jr. (71). Attorney-at-law. Retired Administrative Law Judge, National Labor Relations Board. Director of Arnold Bernhard & Co., Inc. Judge Bernard is a cousin of Jean Bernhard Buttner. | 1982 |
| Samuel Eisenstadt (80). Senior Vice President and Research Chairman of the Company. | 1982 |
| Herbert Pardes, MD (68). President and CEO of New York - Presbyterian Hospital. | 2000 |
| Marion Ruth (67). Real Estate Executive. President, Ruth Realty (real estate broker). Director or Trustee of each of the Value Line Funds. | 2000 |
| Howard A. Brecher* (48). Vice President of the Company since 1996 and Secretary since 1992; Secretary, Treasurer and General Counsel of Arnold Bernhard & Co., Inc. since 1991, Director since 1992 and Vice President since 1994. | 1992 |
| David T. Henigson* (45). Vice President of the Company since 1992 and Treasurer since 1994; Director of Compliance and Internal Audit of the Company since 1988; Vice President of each of the Value Line Funds since 1992 and Secretary and Treasurer since 1994; Vice President and Director of Arnold Bernhard & Co., Inc. since 1992. | 1992 |

* Member of the Executive Committee

(b) The information pertaining to Executive Officers is set forth in Part I under the caption "Executive Officers of the Registrant."

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ITEM 11. EXECUTIVE COMPENSATION

SUMMARY COMPENSATION TABLE

The following table sets forth information concerning the compensation for services in all capacities to the Company for the fiscal years ended April 30, 2002, 2001 and 2000 of the chief executive officer of the Company and each of the other executive officers of the Company who were serving at April 30, 2002. The Company has four executive officers.

LONG-TERM
COMPENSATION
AWARDS

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| NAME AND PRINCIPAL POSITION | FISCAL YEAR | ANNUAL COMPENSATION | | RESTRICTED | OPTIONS GRANTED (#) |
|--|----------------|---------------------|----------------|---------------------|---------------------------|
| | | SALARY (\$) | BONUS (a) (\$) | STOCK AWARD (\$) | |
| Jean B. Buttner Chairman of the Board and Chief Executive Officer | 2002 | 881,667 | 0 | -- | -- |
| | 2001 | 853,092 | 900,000 | -- | -- |
| | 2000 | 826,807 | 900,000 | -- | -- |
| Samuel Eisenstadt Senior Vice President and Research Chairman | 2002 | 136,250 | 120,000 | -- | -- |
| | 2001 | 128,750 | 120,000 | -- | -- |
| | 2000 | 125,000 | 120,000 | -- | -- |
| David T. Henigson Vice President | 2002 | 100,000 | 395,000 | -- | -- |
| | 2001 | 100,000 | 375,000 | -- | -- |
| | 2000 | 100,000 | 300,000 | -- | -- |
| Howard A. Brecher Vice President | 2002 | 50,000 | 325,000 | -- | -- |
| | 2001 | 50,000 | 295,000 | -- | -- |
| | 2000 | 50,000 | 250,000 | -- | -- |

(a) A portion of the bonuses are contingent upon future employment.

(b) Employees of the Company are members of the Value Line Profit Sharing and Savings Plan (the "Plan"). The Plan provides for a defined annual contribution which is determined by a formula based upon the salaries of eligible employees and the amount of consolidated net operating income as defined in the Plan. The Company's contribution expense was \$1,171,000 for the year ended April 30, 2002. Each employee's interest in the Plan is invested in such proportions as the employee may elect in shares of one or more of the mutual funds for which the Company acts as investment adviser. Distributions under the Plan vest in accordance with a schedule based upon the employee's length of service and are payable upon the employee's retirement, death, total and permanent disability or termination of employment.

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AGGREGATED OPTION EXERCISES IN LAST FISCAL YEAR AND FISCAL YEAR-END OPTION VALUES

The following table sets forth the number of shares acquired by any of the named persons upon exercise of stock options in fiscal 2002, the value realized through the exercise of such options and the number of unexercised options held by such person, including both those which are presently exercisable and those which are not presently exercisable.

| SHARES ACQUIRED UPON OPTION | VALUE | NUMBER OF UNEXERCISED OPTIONS AT APRIL 30, 2002 | NOT | VALU IN-T AT A |
|--------------------------------|-------|---|-----|----------------------|
| | | | | |

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| NAME | EXERCISE | REALIZED (1) | EXERCISABLE | EXERCISABLE | EXERCISABLE |
|-------------------|----------|--------------|-------------|-------------|-------------|
| Howard A. Brecher | 1,200 | \$14,400 | 1,475 | -- | \$17,7 |

(1) Market value of underlying securities at exercise date or year-end, as the case may be, minus the exercise price.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information as of July 31, 2002 as to shares of the Company's Common Stock held by persons known to the Company to be the beneficial owners of more than 5% of the Company's Common Stock.

| NAME AND ADDRESS OF BENEFICIAL OWNER | NUMBER OF SHARES BENEFICIALLY OWNED | PERCENTAGE OF SHARES BENEFICIALLY OWNED (1) |
|---|-------------------------------------|---|
| Arnold Bernhard & Co., Inc. (1) 220 East 42nd Street New York, NY 10017 | 8,609,403 | 86.27% |

(1) Jean Bernhard Buttner, Chairman of the Board, President and Chief Executive Officer of the Company, owns all of the outstanding voting stock of Arnold Bernhard & Co., Inc.

The following table sets forth information as of July 31, 2002, with respect to shares of the Company's Common Stock owned by each director of the Company, by each executive officer listed in the Summary Compensation Table and by all officers and directors as a group.

| NAME OF BENEFICIAL OWNER | NUMBER OF SHARES BENEFICIALLY OWNED | PERCENTAGE OF SHARES BENEFICIALLY OWNED |
|---|-------------------------------------|---|
| Jean Bernhard Buttner | 100 (1) | * |
| Harold Bernard, Jr. | 441 | * |
| Howard A. Brecher | 1,800 (2) | * |
| Samuel Eisenstadt | 100 | * |
| David T. Henigson | 150 | * |
| Dr. Herbert Pardes | 100 | * |
| Marion Ruth | 200 | * |
| All directors and executive officers as a group (7 persons) | 2,891 (1) (2) | * |

*Less than one percent

(1) Excludes 8,609,403 shares (86.27% of the outstanding shares) owned by Arnold Bernhard & Co., Inc. Jean Bernhard Buttner owns all of the outstanding voting stock of Arnold Bernhard & Co., Inc. Substantially all of the non-voting stock of Arnold Bernhard & Co., Inc. is held by members of the Buttner family.

(2) Includes 1,475 shares purchasable within 60 days of July 31, 2002 upon the exercise of stock options by Mr. Brecher. The options expire on March 17, 2003.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS.

Arnold Bernhard & Co., Inc. utilizes the services of officers and employees of the Company to the extent necessary to conduct its business. The Company and Arnold Bernhard & Co., Inc. allocate costs for office space, equipment and supplies and support staff pursuant to a servicing and reimbursement arrangement. During the year ended April 30, 2002, the Company was reimbursed \$539,000 for such expenses. In addition, a tax-sharing arrangement allocates the tax liabilities of the two companies between them. The Company pays to Arnold Bernhard & Co., Inc. an amount equal to the Company's liability as if it filed separate tax returns.

ITEM 14.

Not Applicable.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this amended report on Form 10-K for the fiscal year ended April 30, 2002, to be signed on its behalf by the undersigned, thereunto duly authorized.

VALUE LINE, INC.
(REGISTRANT)

By: /s/ Jean Bernhard Buttner

Jean Bernhard Buttner
Chairman & Chief Executive Officer

Pursuant to the requirements of 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.

By: /s/ Jean Bernhard Buttner

Jean Bernhard Buttner
Principal Executive Officer

By: /s/ Stephen R. Anastasio

Stephen R. Anastasio
Principal Financial and Accounting Officer

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By: /s/ David T. Henigson

David T. Henigson
Vice President and Treasurer

Dated: August 22, 2002

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Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this amended report on Form 10-K for the fiscal year ended April 30, 2002, to be signed on its behalf by the undersigned as Directors of the Registrant.

/s/ Jean Bernhard Buttner

Jean Bernhard Buttner

/s/ Howard A. Brecher

Howard A. Brecher

/s/ Harold Bernard, Jr.

Harold Bernard, Jr.

/s/ Samuel Eisenstadt

Samuel Eisenstadt

/s/ Dr. Herbert Pardes

Dr. Herbert Pardes

/s/ David T. Henigson

David T. Henigson

/s/ Marion N. Ruth

Marion N. Ruth

Dated: August 22, 2002

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