

HARTE HANKS INC
Form 10-K/A
February 24, 2004

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A No. 1

(Mark One)

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

For the fiscal year ended December 31, 2002

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 [NO FEE REQUIRED]

For the transition period from _____ to _____

Commission File Number 1-7120

HARTE-HANKS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

74-1677284
(I.R.S. Employer
Identification Number)

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200 Concord Plaza Drive

San Antonio, Texas
(Address of principal executive officers)

78216
(Zip Code)

Registrant's telephone number, including area code 210-829-9000

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

| <u>Title of each class</u> | <u>Name of each exchange on which registered</u> |
|----------------------------|--|
| Common Stock | New York Stock Exchange |

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

None

(Title of class)

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 if disclosure of delinquent filings pursuant to Item 405 of Regulation S-K (229.405 of this chapter) 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. Yes x No "

Indicate by checkmark whether registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2). Yes x No "

Aggregate market value of the Company's voting and non-voting stock held by non-affiliates based on the \$20.55 per share closing price for the Company's Common Stock on the New York Stock Exchange on the registrant's most recently completed fiscal quarter: approximately \$1,230,000,000.

Shares Outstanding at January 31, 2003:

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Common Stock 90,301,699

Documents incorporated by reference:

The Company's Annual Report to Stockholders for the year ended December 31, 2002 (incorporated in Part II to the extent provided in Items 5, 6, 7 and 8 hereof).

Definitive Proxy Statement for the Company's May 6, 2003 Annual Meeting of Stockholders to be filed pursuant to Regulation 14A under the Securities Exchange Act of 1934 (incorporated in Part III to the extent provided in Items 10, 11 and 12 hereof).

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Explanatory Note

This amendment is being filed to (1) add the signature of the Chief Accounting Officer on Form 10-K for the fiscal year ended December 31, 2002, and (2) reflect the proper date of the signatures on the Section 906 Certifications (Exhibits 99 (c) and (d)).

No other information included in the original report on Form 10-K is amended by this Form 10-K/A.

(1)

Date: February 20, 2004

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the Registrant and in the capacities indicated.

/s/ Richard Hochhauser

Richard Hochhauser
President and Chief Executive Officer

/s/ Jessica Huff

Jessica Huff
Vice President, Finance and
Chief Accounting Officer

/s/ Houston H. Harte

Houston H. Harte, Vice Chairman

/s/ William K. Gayden

William K. Gayden, Director

/s/ Dr. Peter T. Flawn

Dr. Peter T. Flawn, Director

Christopher M. Harte

/s/ Dean Blythe

Dean Blythe
Senior Vice President and
Chief Financial Officer

/s/ Larry Franklin

Larry Franklin, Chairman

/s/ James L. Johnson

James L. Johnson, Director

/s/ David L. Copeland

David L. Copeland, Director

Judy C. Odom

Judy C. Odom, Director

/s/ William F. Farley

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Christopher M. Harte, Director

William F. Farley, Director

(2)

Updated Certifications of the Chief Executive Officer and the Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, are attached. These Section 906 Certifications (Exhibits 99 (c) and (d)) are updated to properly reflect the date of the signatures and supersede the previously submitted Section 906 Certifications.