

CCA INDUSTRIES INC
Form 10-K/A
June 15, 2010

Table of Contents

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-K/A
Amendment No. 3
Annual Report Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

For the Fiscal Year Ended
November 30, 2009

Commission File Number
001-31643

CCA INDUSTRIES, INC.

(Exact Name of Registrant as specified in Charter)

DELAWARE

04-2795439

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

200 Murray Hill Parkway, East Rutherford, New Jersey 07073
(Address of principal executive offices, including zip code)
(201) 330-1400

(Registrant's telephone number, including area code)

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

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

Common Stock, par value \$.01 per share
(Title of Class)

Class A Common Stock, par value \$.01 per share
(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 requirement for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). 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 a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The aggregate market value of the voting stock held by non-affiliates of the Registrant (i.e., by persons other than officers and directors of the Registrant), at the closing sales price \$3.05 on May 29, 2009, was as follows:

Class of Voting Stock	Market Value
5,514,866 shares; Common Stock, \$.01 par value	\$ 16,820,341

On February 25, 2010 there was an aggregate of 7,054,442 shares of Common Stock and Class A Common Stock of the Registrant outstanding.

TABLE OF CONTENTS

Item	Page
Amendment to PART II and Schedule 31.1	
<u>9A. Controls and Procedures</u>	2 4
<u>Signatures</u>	5
<u>Exhibit 31.1</u>	
<u>Exhibit 31.2</u>	

Table of Contents

EXPLANATORY NOTE

OVERVIEW

The Company is filing this Amendment No. 3 on Form 10-K/A to amend Part II, Item 9A Controls and Procedures of Form 10-K for the fiscal year ended November 30, 2009, which was filed on March 1, 2010. The purpose of this amendment is to add additional language clarifying that the Chief Executive Officer and Chief Financial Officer evaluated the Company's disclosure controls and procedures and to disclose whether based on this evaluation the disclosure controls and procedures were deemed effective or ineffective as of November 30, 2009. In addition, a revision has been made to Schedules 31.1 and 31.2, for both David Edell and Stephen A. Heit, respectively, adding additional language in paragraph four in compliance with Item 601 of Regulation S-K.

Item 9A. CONTROLS AND PROCEDURES

Under Section 404 of the Sarbanes-Oxley Act of 2002, The Company's fiscal 2009 annual report is required to be accompanied by a Section 404 Formal Report by management on the effectiveness of internal controls over financial reporting. The Company has engaged the services of CBIZ Risk & Advisory Services, LLC to assist in the development and implementation of procedures to determine and test the effectiveness of the Company's internal controls over financial reporting. The filing of the Company's November 30, 2010 annual report must contain an opinion by the Company's independent registered public accounting firm on the effectiveness of the Company's internal controls. The Company's officers are continually working to evaluate and confirm that the Company's data processing software systems and other procedures are effective and that the information created by the Company's systems adequately confirm the validity of the information upon which the Company relies.

The Company continually takes a thorough review of the effectiveness of its internal controls and procedures, including financial reporting. It is working to strengthen all of its procedures wherever necessary.

An evaluation was performed under the supervision of the Company's management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in the Exchange Act Rules 13a-15(e) and 15d-15(e)) as of the end of the period covered by this report. Based on that evaluation, the Company's management, including the Chief Executive Officer and Chief Financial Officer, concluded that, as of November 30, 2009, the Company's disclosure controls and procedures were effective to ensure that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Commission's rules and forms, and is accumulated and communicated to our management, including the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Table of Contents

Notwithstanding the foregoing, there can be no assurance that the Company's disclosure controls and procedures will detect or uncover all failures of persons within the Company to disclose material information otherwise required to be set forth in the Company's periodic reports. There are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures. Accordingly, even effective disclosure controls and procedures can only provide reasonable, not absolute, assurance of achieving their control objectives.

This annual report does not include an attestation report of the Company's independent registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's independent registered public accounting firm pursuant to temporary rules of the SEC that permit the Company to provide only management's report in this annual report.

Management's Report on Internal Control Over Financial Reporting

Under Section 404 of the Sarbanes-Oxley Act of 2002, our management, including our Chief Executive Officer and Chief Financial Officer, are required to assess the effectiveness of the Company's internal control over financial reporting as of November 30, 2009 and report, based on that assessment, whether the Company's internal controls over financial reporting are effective.

Management of the Company is responsible for establishing and maintaining adequate internal controls over financial reporting, as defined in Rules 13a-15(f) or 15d-15(f) under the Securities Exchange Act of 1934. The Company's internal control over reporting is designed to provide reasonable assurance regarding the reliability of the Company's financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

The Company's internal control over financial reporting includes those policies and procedures that: (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements. Internal control over reporting, because of its inherent limitations, may not prevent or detect misstatements. Projections of any evaluation of effectiveness for future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Table of Contents

The Company's management has assessed the effectiveness of its internal control over financial reporting as of November 30, 2009 using the criteria as set forth in Internal Control – Integrated Framework by the Committee of Sponsoring Organizations of the Treadway Commission. The Company's assessment included documenting, evaluating and testing of the design and operating effectiveness of its internal control over financial reporting. Management of the Company has reviewed the results with the Audit Committee of the Board of Directors. Based on the Company's assessment, management has concluded that, as of November 30, 2009, the Company's internal control over financial reporting was effective.

/s/ DAVID EDELL

David Edell, Chief Executive Officer

/s/ STEPHEN A. HEIT

Stephen A. Heit, Chief Financial Officer

Table of Contents**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(A) of the Securities Exchange Act of 1934, the Registrant has duly caused this Amended Annual Report to be signed on its behalf by the undersigned thereunto duly authorized.

CCA INDUSTRIES, INC.

By: /s/ Dunnan Edell

DUNNAN EDELL, President

Pursuant to the requirements of the Securities Exchange Act of 1934, this Amended Annual Report has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ David Edell DAVID EDELL	Chief Executive Officer, Director	June 15, 2010
/s/ Ira W. Berman IRA W. BERMAN	Chairman of the Board of Directors, Executive Vice President, Secretary	June 15, 2010
/s/ Dunnan Edell DUNNAN EDELL	President, Chief Operating Officer, Director	June 15, 2010
/s/ Stephen Heit STEPHEN HEIT	Executive Vice President, Chief Financial Officer	June 15, 2010
/s/ Drew Edell DREW EDELL	Vice President, Research & Development	June 15, 2010
/s/ Stanley Kreitman STANLEY KREITMAN	Director	June 15, 2010
/s/ Robert Lage ROBERT LAGE	Director	June 15, 2010
/s/ Jack Polak JACK POLAK	Director	June 15, 2010
/s/ James P. Mastrian JAMES P. MASTRIAN	Director	June 15, 2010

