

SENSIENT TECHNOLOGIES CORP
Form 10-K/A
March 03, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K/A
Amendment No. 1

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

For the Fiscal Year Ended December 31, 2010
OR

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

Commission File Number 1-7626
Sensient Technologies Corporation

WISCONSIN (State of Incorporation) 39-0561070 (IRS Employer Identification Number)
777 EAST WISCONSIN AVENUE
MILWAUKEE, WISCONSIN 53202-5304
(414) 271-6755 (Address of Principal Executive Offices)
SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

TITLE OF EACH CLASS NAME OF EACH EXCHANGE
ON WHICH REGISTERED

Common Stock, \$0.10 par value New York Stock Exchange, Inc.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes No

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 such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for at least 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 (§232.405 of this chapter) 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 <input type="checkbox"/> | Accelerated filer <input type="checkbox"/> | Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company <input type="checkbox"/> |
|---|---|--|---|

Indicate by check mark if 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 Common Stock held by non-affiliates of the Registrant as of June 30, 2010, was \$1,274,371,545. For purposes of this computation only, the Registrant's directors and executive officers were considered to be affiliates of the Registrant. Such characterization shall not be construed to be an admission or determination for any other purpose that such persons are affiliates of the Registrant.

There were 49,976,896 shares of Common Stock outstanding as of February 17, 2011.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of: (1) the Company's Annual Report to Shareholders for the fiscal year ended December 31, 2010 (see Parts I, II and IV of this Form 10-K), and (2) the Company's Notice of Annual Meeting and Proxy Statement of the Company dated March 15, 2011 (see Part III of this Form 10-K).

Explanatory Note

We are filing this Amendment No. 1 on Form 10-K/A (this Amendment) to our Annual Report on Form 10-K for the fiscal year ended December 31, 2010, which was filed on February 25, 2011 (the Original Form 10-K), to amend and restate Exhibit 13.1 to correct certain clerical errors on page two of that exhibit and to amend and restate Exhibit 21 to correct certain clerical errors in the captions to that exhibit. Exhibits 13.1 and 21, as amended and restated, are being filed with this Amendment. This Amendment also amends and restates Part IV, Item 15 of the Original Form 10-K to include in the exhibits filed with the Original Form 10-K the amended and restated Exhibits 13.1 and 21, and the new certifications of the registrant's Chief Executive Officer and Chief Financial Officer, with conforming changes, as Exhibits 31 and 32.

Except as stated above, this Amendment No. 1 to the Original Form 10-K does not amend any other information set forth in the Original Form 10-K, and we have not updated disclosures contained therein to reflect any events that may have occurred at a date subsequent to the date of the Original Form 10-K.

PART IV

Item 15. Exhibits and Financial Statement Schedules

Documents filed:

1 and 2: Financial Statements and Financial Statement Schedule. See below for List of Financial Statements and Financial Statement Schedule.

3: See Exhibit Index following this report.

List of Financial Statements and Financial Statement Schedule

| | Page Reference in 2010 Annual Report To Shareholders |
|--|--|
| 1. Financial Statements | |
| The following consolidated financial statements of Sensient Technologies Corporation and subsidiaries are incorporated by reference from the Annual Report to Shareholders for the year ended December 31, 2010: | |
| Reports of Independent Registered Public Accounting Firm | 47-48 |
| Consolidated Balance Sheets December 31, 2010 and 2009 | 28 |
| Consolidated Statements of Earnings Years ended December 31, 2010, 2009 and 2008 | 27 |
| Consolidated Statements of Shareholders Equity Years ended December 31, 2010, 2009 and 2008 | 30-31 |
| Consolidated Statements of Cash Flows Years ended December 31, 2010, 2009 and 2008 | 29 |
| Notes to Consolidated Financial Statements | 32-45 |
| | Page Reference in Form 10-K |
| 2. Financial Statement Schedule | |
| Report of Independent Registered Public Accounting Firm | 23 |
| Schedule II Valuation and Qualifying Accounts | 24 |
| All other schedules are omitted because they are inapplicable, not required by the instructions or the information is included in the consolidated financial statements or notes thereto. | |

SIGNATURE

Pursuant to the requirements of Section 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.

Date: March 3, 2011

SENSIENT TECHNOLOGIES CORPORATION

/s/ John L. Hammond
John L. Hammond
Senior Vice President, General Counsel
and Secretary

SENSIENT TECHNOLOGIES CORPORATION
EXHIBIT INDEX
2010 ANNUAL REPORT ON FORM 10-K/A

| Exhibit Number | Description | Incorporated by Reference From | Filed Herewith |
|-----------------------|---|---|-----------------------|
| 3.1 | Amended and Restated Articles of Incorporation adopted January 21, 1999 as amended as of April 21, 2005 | Exhibit 3.1 to Quarterly Report on Form 10-Q for the quarter ended March 31, 2005 (Commission File No.1-7626) | |
| 3.2 | Amended and Restated By-Laws of Sensient Technologies Corporation as amended as of December 9, 2010 | Exhibit 3.2 to Current Report on Form 8-K dated December 9, 2010 (Commission File No. 1-7626) | |
| 4.4 | Note Purchase Agreement dated as of June 27, 2006 | Exhibit 10.1 to Current Report on Form 8-K dated June 27, 2006 (Commission File No. 1-7626) | |
| 10 | Material Contracts | | |
| 10.1 | Management Contracts or Compensatory Plans | | |
| 10.1(a)(1) | Amended and Restated Executive Employment Contract dated August 17, 2007 between Registrant and Kenneth P. Manning (superseded) | Exhibit 10.1 to Current Report on Form 8-K dated August 17, 2007 (Commission File No. 1-7626) | |
| 10.1(a)(2) | Amended and Restated Executive Employment Contract dated as of October 27, 2008 between the Company and Kenneth P. Manning (superseded) | Exhibit 10.2 to Quarterly Report on Form 10-Q for the quarter ended September 30, 2008 (Commission File No. 1-7626) | |
| 10.1(a)(3) | Amended and Restated Executive Employment Contract dated as of February 5, 2009 between the Company and Kenneth P. Manning (superseded) | Exhibit 10.1 to Current Report on Form 8-K dated February 5, 2009 (Commission File No. 1-7626) | |
| 10.1(a)(4) | Amended and Restated Executive Employment Agreement Contract dated as of July 22, 2010 between the Company and Kenneth P. Manning | Exhibit 10.1 to Current Report on Form 8-K dated July 22, 2010 (Commission File No. 1-7626) | |
| 10.1(b) (1) | Form of Amended and Restated Change of Control Employment and Severance Agreement for Executive Officers (Executive Change in Control | Exhibit 10.1 to Quarterly Report on Form 10-Q for the quarter ended September 30, 2008 (Commission File No. 1-7626) | |

Agreement)

| | | |
|------------|---|---|
| 10.1(b)(2) | Form of Amendments to Executive Change in Control Agreement | Exhibit 10.1 to Current Report on Form 8-K dated March 23, 2010 (Commission File No. 1-7626) |
| 10.1(c) | Sensient Technologies Corporation 2002 Non-Employee Directors Stock Plan | Appendix C to Definitive Proxy Statement filed on Schedule 14A on March 15, 2004 (Commission File No. 1-7626) |
| 10.1(d) | Universal Foods Corporation 1994 Employee Stock Plan, as amended September 10, 1998 | Exhibit 10.2(f) to Annual Report on Form 10-K for the fiscal year ended September 30, 1998 (Commission File No. 1-7626) |

**SENSIENT TECHNOLOGIES CORPORATION
EXHIBIT INDEX
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| Exhibit Number | Description | Incorporated by Reference From | Filed Herewith |
|-----------------------|--|---|-----------------------|
| 10.1(d)(1) | Amendment of 1994 Employee Stock Plan dated as of November 6, 2000 | Exhibit 10.1(e)(1) to Annual Report on Form 10-K for the fiscal year ended December 31, 2000 (Commission File No. 1-7626) | |
| 10.1(e) | Universal Foods Corporation 1998 Stock Option Plan, as amended September 10, 1998 | Exhibit 10.2(h) to Annual Report on Form 10-K for the fiscal year ended September 30, 1998 (Commission File No. 1-7626) | |
| 10.1(e)(1) | Amendment of 1998 Stock Option Plan dated as of November 6, 2000 | Exhibit 10.1(f)(1) to Annual Report on Form 10-K for the fiscal year ended December 31, 2000 (Commission File No. 1-7626) | |
| 10.1(f) | 1999 Non-Employee Director Stock Option Plan | Appendix A to Definitive Proxy Statement filed on Schedule 14A on December 17, 1999 (Commission File No. 1-7626) | |
| 10.1(f)(1) | Amendment of 1999 Non-Employee Director Stock Option Plan dated as of November 6, 2000 | Exhibit 10.1(g)(1) to Annual Report of Form 10-K for the fiscal year ended December 31, 2000 (Commission File No. 1-7626) | |
| 10.1(g) | Sensient Technologies Corporation 2002 Stock Option Plan | Appendix B to Definitive Proxy Statement filed on Schedule 14A on March 22, 2002 | |
| 10.1(g)(1) | Amendment of No. 1 to the Sensient Technologies Corporation 2002 Stock Option Plan | Exhibit 10.11 to Quarterly Report on Form 10-Q for the quarter ended September 30, 2008 (Commission File No. 1-7626) | |
| 10.1(g)(2) | Form of Restricted Stock Agreement thereunder | Exhibit 10.1 to Current Report on Form 8-K dated December 1, 2005 (Commission File No. 1-7626) | |
| 10.1(h) | Sensient Technologies Corporation 2007 Restricted Stock Plan | Appendix B to the Proxy Statement for the Annual Meeting of Shareholders of the Company dated March 15, 2007 | |
| 10.1(h)(1) | | | |

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| | Amendment No. 1 to the Sensient Technologies Corporation 2007 Restricted Stock Plan | Exhibit 10.12 to Quarterly Report on Form 10-Q for the quarter ended September 30, 2008 (Commission File No. 1-7626) |
| 10.1(i) | Directors Deferred Compensation Plan, as amended and restated effective as of January 1, 2005 | Exhibit 10.3 to Quarterly Report on Form 10-Q for the quarter ended September 30, 2008 (Commission File No. 1-7626) |
| 10.1(i)(1) | Directors Unfunded Retirement Plan, Amended and Restated as of January 1, 2009 | Exhibit 10.1(i)(1) to Annual Report of Form 10-K for the fiscal year ended December 31, 2009 (Commission File No. 1-7626) |
| 10.1(j)(1) | Management Income Deferral Plan, as amended and restated effective as of December 31, 2004 (frozen portion) | Exhibit 10.5(a) to Quarterly Report on Form 10-Q for the quarter ended September 30, 2008 (Commission File No. 1-7626) |
| 10.1(j)(2) | Management Income Deferral Plan, as amended and restated effective as of January 1, 2005 (non-frozen portion) | Exhibit 10.5(b) to Quarterly Report on Form 10-Q for the quarter ended September 30, 2008 (Commission File No. 1-7626) |

SENSIENT TECHNOLOGIES CORPORATION
EXHIBIT INDEX
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|-----------------------|---|--|-----------------------|
| 10.1(k)(1) | Executive Income Deferral Plan, as amended and restated effective as of December 31, 2004 (frozen portion) | Exhibit 10.4(a) to Quarterly Report on Form 10-Q the quarter ended September 30, 2008 (Commission File No. 1-7626) | |
| 10.1(k)(2) | Executive Income Deferral Plan, as Amended and restated effective as of January 1, 2005 (non-frozen portion) | Exhibit 10.4(b) to Quarterly Report on Form 10-Q for the quarter ended September 30, 2008 (Commission File No. 1-7626) | |
| 10.1(l) | Amended and Restated Sensient Technologies Corporation Rabbi Trust A Agreement dated November 30, 2009 between Registrant and Wells Fargo Bank N.A. | Exhibit 10.1(l) to Annual Report on Form 10-K for the fiscal year ended December 31, 2009 (Commission File No. 1-7626) | |
| 10.1(m) | Amended and Restated Sensient Technologies Corporation Rabbi Trust B Agreement dated November 30, 2009 between Registrant and Wells Fargo Bank N.A. | Exhibit 10.1(m) to Annual Report on Form 10-K for the fiscal year ended December 31, 2009 (Commission File No. 1-7626) | |
| 10.1(n) | Amended and Restated Sensient Technologies Corporation Rabbi Trust C Agreement dated November 30, 2009 between Registrant and Wells Fargo Bank N.A. | Exhibit 10.1(n) to Annual Report on Form 10-K for the fiscal year ended December 31, 2009 (Commission File No. 1-7626) | |
| 10.1(o) | Incentive Compensation Plan for Elected Corporate Officers | Exhibit 10.10 to Quarterly Report on Form 10Q for the quarter ended September 30, 2008 (Commission File No. 1-7626) | |
| 10.1(p) | Management Incentive Plan for Group Presidents | Exhibit 10.9 to Quarterly Report on Form 10-Q for the quarter ended September 30, 2008 (Commission File No. 1-7626) | |
| 10.1(q) | Management Incentive Plan for Corporate Management | Exhibit 10.7 to Quarterly Report on Form 10-Q for the quarter ended September 30, 2008 (Commission File No. 1-7626) | |

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| 10.1(r) | Management Incentive Plan for Group/Division Management | Exhibit 10.8 to Quarterly Report on Form 10-Q for the quarter ended September 30, 2008 (Commission File No. 1-7626) |
| 10.1(s)(1) | Form of Agreement for Executive Officers (Supplemental Executive Retirement Plan A), as amended and restated effective as of January 1, 2005 | Exhibit 10.1(s) to Annual Report on Form 10-K for the fiscal year ended December 31, 2008 (Commission File No. 1-7626) |
| 10.1(s)(2) | Form of Amendment No.1 to the Sensient Technologies Corporation Amended and Restated Supplemental Executive Retirement Plan A (Effective as of January 1, 2005) | Exhibit 10.1(s)(2) to Annual Report on Form 10-K for the fiscal year ended December 31, 2010 (Commission File No. 1-7626) |
| 10.1(s)(3) | Form of Amendment No. 2 to the Sensient Technologies Corporation Amended and Restated Supplemental Executive Retirement Plan A (Effective as of January 1, 2005) | Exhibit 10.1 to Current Report on Form 8-K dated April 22, 2010 (Commission File No. 1-7626) |

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|-----------------------|--|---|-----------------------|
| 10.1(t)(1) | Form of Agreement for Executive Officers (Supplemental Executive Retirement Plan B), as amended and restated effective as of January 1, 2005 | Exhibit 10.1(t) to Annual Report on Form 10-K for the fiscal year ended December 31, 2008 (Commission File No. 1-7626) | |
| 10.1(t)(2) | Form of Amendment No. 1 to the Sensient Technologies Corporation Amended and Restated Supplemental Executive Retirement Plan B (Effective as of January 1, 2005) | Exhibit 10.1(t)(2) to Annual Report on Form 10-K for the fiscal year ended December 31, 2010 (Commission File No. 1-7626) | |
| 10.1(t)(3) | Form of Amendment No. 2 to the Sensient Technologies Corporation Amended and Restated Supplemental Executive Retirement Plan B (Effective as of January 1, 2005) | Exhibit 10.2 to Current Report on Form 8-K dated April 22, 2010 (Commission File No. 1-7626) | |
| 10.1(u)(1) | Supplemental Benefit Plan, as amended and restated effective as of December 31, 2004 (frozen portion) | Exhibit 10.6(a) to Quarterly Report on Form 10-Q for the quarter ended September 30, 2008 (Commission File No. 1-7626) | |
| 10.1(u)(2) | Supplemental Benefit Plan, as amended and restated effective as of January 1, 2005 (non-frozen portion) | Exhibit 10.6(b) to Quarterly Report on Form 10-Q for the quarter ended September 30, 2008 (Commission File No. 1-7626) | |
| 10.2 | Credit Agreement dated as of June 15, 2007 | Exhibit 10.1 to Current Report on Form 8-K dated June 15, 2007 (Commission File No. 1-7626) | |
| 10.3 | Credit Agreement dated as of October 7, 2008 | Exhibit 10.1 to Quarterly Report on Form 8-K dated October 7, 2008 (Commission File No. 1-7626) | |
| 13.1 | Annual Report to Shareholders for the year ended December 31, 2010 | | X |
| 14 | Code of Ethics for Senior Financial Officers | Exhibit 14 to Annual Report on Form 10-K for the fiscal year ended December 31, 2003 (Commission File No. 1-7626) | |

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| 21 | Subsidiaries of the Registrant | | X |
| 23.1 | Consent of Ernst & Young LLP | Exhibit 23.1 to Annual Report on Form 10-K for the fiscal year ended December 31, 2010 (Commission File No. 1-7626) | |
| 31 | Certifications of Sensient's Chairman and Chief Executive Officer and Senior Vice President and Chief Financial Officer, pursuant to Rule 13a-14(a) of the Exchange Act | | X |
| 32 | Certifications of Sensient's Chairman and Chief Executive Officer and Senior Vice President and Chief Financial Officer, pursuant to 18 United States Code § 1350 | | X |