

SHOE CARNIVAL INC

Form 10-Q/A

June 22, 2018

UNITED STATES

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 quarterly period ended **May 5, 2018**

or

Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _____ to _____

Commission

File 0-21360

Number:

Shoe

Carnival, Inc.

*(Exact name of
registrant as
specified in its
charter)*

Indiana

*(State or other jurisdiction of
incorporation or organization)*

35-1736614

(IRS Employer Identification Number)

7500 East Columbia Street

Evansville, IN

(Address of principal executive offices) (Zip code)

47715

(812) 867-6471

(Registrant's telephone number, including area code)

NOT APPLICABLE

(Former name, former address and former fiscal year, if changed since last report)

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 No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, 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 whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer”, “accelerated filer”, “smaller reporting company”, and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer’s classes of common stock, as of the latest practicable date.

Number of Shares of Common Stock, \$.01 par value, outstanding at June 5, 2018 was 16,076,566.

Explanatory Note

Shoe Carnival, Inc. (the “Company”) is filing Amendment No. 1 on Form 10-Q/A (this “Amendment”) to its Quarterly Report on Form 10-Q for the quarter ended May 5, 2018, as filed with the Securities and Exchange Commission on June 11, 2018 (the “Original Filing”), solely to correct a typographical error on the cover page of the Original Filing in which the box identifying the Company as a shell company was incorrectly checked “Yes.” The error has been corrected in this Amendment No. 1 by checking the “No” box in response to this item on the cover page. This Amendment also includes currently dated certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 from each of the Company’s Chief Executive Officer and its Chief Financial Officer, as required by Rule 12b-15 of the Securities Exchange Act of 1934, as amended, for amendments to a Quarterly Report on Form 10-Q.

This Amendment should be read in conjunction with the Original Filing. Except as specifically noted above, this Amendment does not amend, modify or update any disclosures contained in the Original Filing. Accordingly, the Original Filing continues to speak as of the date of the Original Filing, and this Amendment does not reflect events occurring after the Original Filing on June 11, 2018.

PART II - OTHER INFORMATION

ITEM 6. EXHIBITS

The following is a list of all exhibits filed as a part of this Form 10-Q/A:

EXHIBIT INDEX

Exhibit

| No. | Description |
|------|---|
| 31.1 | <u>Certification of Chief Executive Officer Pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u> |
| 31.2 | <u>Certification of Chief Financial Officer Pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u> |

SHOE CARNIVAL, INC.

SIGNATURE

Pursuant to the requirements 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: June 22, 2018 SHOE CARNIVAL, INC.
(Registrant)

By: /s/ W. Kerry Jackson
W. Kerry Jackson
Senior Executive Vice President,
Chief Operating and Financial Officer and Treasurer

(Duly Authorized Officer and Principal Financial Officer)