

STANDEX INTERNATIONAL CORP/DE/  
Form 10-Q/A  
January 10, 2012

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-Q/A**

**Amendment No. 2**

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

For the quarter ended September 30, 2011

Commission File Number 1-7233

**STANDEX INTERNATIONAL CORPORATION**

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

DELAWARE

*(State of incorporation)*

31-0596149

*(IRS Employer Identification No.)*

11 KEEWAYDIN DRIVE, SALEM, NEW HAMPSHIRE

*(Address of principal executive offices)*

03079

*(Zip Code)*

(603) 893-9701

*(Registrant's telephone number, including area code)*

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 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 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, non-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

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

YES  NO

The number of shares of Registrant's Common Stock outstanding on October 27, 2011 was 12,647,189.

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**EXPLANATORY NOTE**

The sole purpose of this Amendment No. 2 to Standex International Corporation's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2011 (the Form 10-Q), filed with the Securities and Exchange Commission on October 27, 2011, is to amend Item 5 Other Information which reported voting results for its Annual Meeting of stockholders held on October 26, 2011, including voting results for both the Company's non-binding stockholder advisory vote on executive compensation (the Say-on-Pay Vote) and the Company's non-binding stockholder advisory vote on frequency of future advisory votes to approve executive compensation. Except for the foregoing, this Amendment does not modify or update any disclosure contained in the original filing.

**ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

As previously reported in the Form 10-Q, more than a majority of shares voting at the 2011 Annual Meeting voted on a non-binding advisory basis, in favor of an annual frequency for future Say-on-Pay Votes. The Company intends, in light of that vote, to hold future Say-on-Pay Votes annually until the next requested vote on the frequency of Say-on-Pay Votes.

**Item 6. - EXHIBITS**

(a)

**Exhibits**

Exhibit No.

Description

31.1

Principal Executive Officer's Certification Pursuant to Rule 13a-14(a)/15d-14(a) and Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2

Principal Financial Officer's Certification Pursuant to Rule 13a-14(a)/15d-14(a) and Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

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Principal Executive Officer and Principal Financial Officer Certifications Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. \*

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Previously filed or furnished

**ALL OTHER ITEMS ARE INAPPLICABLE**

**SIGNATURES**

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.

STANDEX INTERNATIONAL CORPORATION

Date: January 10, 2012

/s/ Thomas D. DeByle

Thomas D. DeByle

Vice President/CFO/Treasurer

(Principal Financial & Accounting Officer)

Date: January 10, 2012

/s/ Sean C. Valashinas

Sean C. Valashinas

Chief Accounting Officer