

WILD OATS MARKETS INC  
Form 10-Q/A  
August 05, 2005

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

FORM 10-Q/A

(Amendment No. 1)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR SECTION 15(D) OF THE SECURITIES  
EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED  
SEPTEMBER 25, 2004

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR SECTION 15(D) OF THE SECURITIES  
EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD FROM  
\_\_\_\_\_ TO \_\_\_\_\_

Commission file number 0-21577

WILD OATS MARKETS, INC.

(Exact name of registrant as specified in its charter)

Delaware

84-1100630

(State or other jurisdiction of

(I.R.S. Employer Identification Number)

Incorporation or organization)

3375 Mitchell Lane

Boulder, Colorado 80301

(Address of principal executive offices, including zip code)

(303) 440-5220

(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  No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2):

Yes  No

As of November 1, 2004, there were 28,484,901 shares outstanding of the Registrant's Common Stock (par value \$.001 per share).

EXPLANATORY NOTE

The Registrant amends its Quarterly Report on Form 10-Q for the period ended September 25, 2004, to add attachments to Exhibit 10.2 that were inadvertently omitted. Exhibit 10.2 is an amendment to a credit facility that was terminated in March 2005. No other changes are made by this amendment and all other information included in the initial filing is unchanged.

PART IV.

Item 6. Exhibits

Exhibit Number	Description
10.1#**	<u>Form of Restricted Stock Unit Agreement used to evidence Restricted Stock Units granted under the Wild Oats Markets, Inc. 1996 Equity Incentive Plan.</u> (1)
10.2+	<u>Third Amendment to Second Amended and Restated Credit Agreement, dated as of November 4, 2004, by and among Wild Oats Markets, Inc., the lenders identified therein and Wells Fargo Bank, National Association, as administrative agent.</u> Portions have been omitted pursuant to a request for confidential treatment.
31.1**	<u>CEO Certification under Section 302 of Sarbanes-Oxley Act of 2002.</u> (1)
31.2**	<u>CFO Certification under Section 302 of Sarbanes-Oxley Act of 2002.</u> (1)
32.1**	<u>CEO Certification under Section 906 of Sarbanes-Oxley Act of 2002.</u> (1)
32.2**	<u>CFO Certification under Section 906 of Sarbanes-Oxley Act of 2002.</u> (1)

# Management Compensation Plan

\*\* Previously filed.

+ Included herewith.

(1) Incorporated by reference from the Registrant's Form 10-Q for the period ended September 25, 2004 (File No. 0-21577).

#### 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, in the City of Boulder, County of Boulder, State of Colorado, on the 5th day of August 2005

Wild Oats Markets, Inc.

(Registrant)

By: /s/

Freya R. Brier

Senior Vice President and General Counsel