

HORNE INTERNATIONAL, INC.

Form 10-K/A

April 02, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

(Amendment no. 1)

(Mark One)

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

For the fiscal year ended, December 25, 2011

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 Number: 000-50373

Horne International, Inc.

(Exact name of registrant as specified in its charter)

| | |
|---|---|
| Delaware (State or other jurisdiction of incorporation or organization) | 90-0182158 (I.R.S. Employer Identification No.) |
|---|---|

3975 University Drive, Suite 100

Fairfax, Virginia 22030
(Address of principal executive offices)

Registrant's telephone number, including area code: (703) 641-1100

Securities registered pursuant to sections 12(b) of the act:

None.

Securities registered pursuant to section 12(g) of the act:

Common Stock, par value \$.0001 per share

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

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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 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 definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

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 aggregate market value of the common stock held by non-affiliates of the registrant as of the close of business on June 30, 2011, was approximately 12.8 million based on the closing sale price of the registrant's common stock as reported on the Over the Counter Bulletin Board on that date.

As of March 23, 2012 there were 44,506,054 shares of the registrant's common stock, par value \$0.0001 per share, outstanding.

DOCUMENTS INCORPORATED BY REFERENCE. None.

Explanatory Note

Horne International, Inc. (the Company) is filing this Amendment No. 1 to the Company's Annual Report on Form 10-K originally filed with the Securities and Exchange Commission on March 26, 2012 for the year ended December 25, 2011 solely for the purpose of revising the items reported in our Original Filing for certain errors, which were inadvertently included in the Original Filing. The Form 10-K/A includes the consent letter from the Company's independent public auditors. Accordingly, this Form 10-K/A should be read in conjunction with our filings made with the SEC subsequent to the filing of the Original Annual Report, including any amendments to those filings. However, this Form 10-K/A includes Exhibits 31.1 and 32.1, new certifications by the Company's Chief Executive Officer and Chief Financial Officer as required by Rule 12b-15.

Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations

Our operating loss increased in 2011 by approximately \$251 thousand as compared to 2010, primarily due to the significant amount of low margin revenues. The Original filing cited \$244 million.

ITEM 12 Security Ownership of Certain Beneficial Owners and Management

Mr. Michael B. McElligott owns 8,133,911 shares representing 19.0% of the class of shares. This Information is based solely upon a Schedule 13G filed by Michael McElligott on April 12, 2011 rather than the Original Filing amount of 3,354,288 shares representing 7.5% of the class as reported in the BNY Mellon NOBO listing information from February 2011.

SIGNATURES

This Annual Report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated, 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 on this 23rd day of March 2012.

Horne International, Inc.

Date: March 23, 2012 By: /s/ EVAN AULD-SUSOTT
Name: Evan Auld-Susott
Title: Chief Executive Officer (PEO)

Date: March 23, 2012 By: /s/ DARRYL K. HORNE
Name: Darryl K. Horne
Title: President (PEO)

Date: March 23, 2012 By: /s/ JOHN A. MOORE, JR.
Name: John A. Moore, Jr.
Title: Director

Date: March 23, 2012 By: /s/ MARLA PERDUE
Name: Marla Perdue
Title: Interim Chief Financial Officer (PFO)

Power of Authority

Know by all persons by these presents, that each person whose signature appears below above constitutes and appoints jointly and severally, Evan Auld-Susott, Darryl K. Horne, Marla Perdue, and John A. Moore, Jr., and each one of them, his or her attorneys-in-fact, each with the power of substitution, for him or her in any and all capacities, to sign any and all amendments to this Annual Report on Form 10-K and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each said attorneys –in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof. .

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

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| SIGNATURE | TITLE | DATE |
|----------------------------|--|----------------|
| /s/ EVAN AULD-SUSOTT | Director | March 23, 2012 |
| /s/ DARRY K. HORNE | Principal Executive Officer and Director | March 23, 2012 |
| /s/ LILY L. XUMARLA PERDUE | Interim Chief Financial Officer | March 23, 2012 |
| /s/ JOHN A. MOORE, JR. | Director | March 23, 2012 |