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CHAMPION ENTERPRISES INC
Form 424B3
January 05, 2004

Filed pursuant to Rule 424(b)(3)

File # 333-104055

THIRD PROSPECTUS SUPPLEMENT DATED JANUARY 5, 2004

TO

PROSPECTUS DATED MAY 21, 2003

5,000,000 SHARES

CHAMPION ENTERPRISES, INC.

COMMON STOCK
(\$1.00 PAR VALUE)

This prospectus supplement supplements the prospectus dated May 21, 2003 of Champion Enterprises, Inc. ("Champion") relating to 5,000,000 shares of common stock, \$1.00 par value per share, of Champion issuable upon conversion of Convertible Promissory Notes held by the selling shareholders. This prospectus supplement should be read in conjunction with the prospectus and is qualified by reference to the prospectus, except to the extent that the information presented in this prospectus supplement supercedes the information contained in the prospectus.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS SUPPLEMENT OR THE PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this Prospectus Supplement is January 5, 2004.

The section of the Prospectus under the heading "Selling Shareholders" is amended to read in its entirety as follows:

Certain information concerning the selling shareholders is provided below. The following table was restated in a supplement to this Prospectus dated January 5, 2004 and reflects selling shareholder information as of that date.

| Name | Present Positions, Offices or Relationships with the Company and its Affiliates During the Past 3 Years | Beneficially owned as of date of this Prospectus | Shares of Common Stock Offered by this Prospectus |
|------------------|---|--|---|
| ---- | ----- | ----- | ----- |
| | (4) | (5) | |
| John Bushman (1) | Consultant | 65,054 | 1,160,38 |

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| | | | |
|---------------------------------|---|--------|----------|
| ICA Group, Inc. (2) | N/A | 75,546 | 1,368,59 |
| Investment Corp. of America (2) | N/A | 29,758 | 539,09 |
| Ed Lasater (3) | President | 62,130 | 385,77 |
| Roger Lasater (3) | Senior Vice President Sales & Marketing for Champion Enterprises, Inc. Formerly, EVP A-1 Homes Group LP, President, Western Region Retail of Champion Enterprises, Inc., President of Genesis Homes | 47,255 | 249,18 |
| Jeff Bushman (1) | Formerly, Regional Vice President | 16,728 | 303,05 |
| Gary Chipman | Regional Vice President | 14,116 | 212,69 |
| Jim Kirk | Formerly, Regional Vice President of Homes America of Arizona, Inc. | 24,336 | 209,89 |
| Harvey Andrews | Formerly, General Manager | 8,640 | 156,52 |
| Brad Bushman (1) | Formerly, General Manager Wholesale Division | 7,131 | 129,18 |
| Sandy Tucker | General Manager | 3,157 | 32,29 |
| Mike McGinnis | Director of Training Formerly, General Manager | 6,983 | 94,71 |
| Ben Spector | Formerly, General Manager | 3,287 | 59,56 |
| Gay Clary | General Manager | 7,661 | 5,19 |
| Andy Lasater (3) | Executive Vice President | 5,841 | 51,47 |
| Ron Borders | Formerly, Salesman, General Manager | 880 | 15,94 |
| Eddie Harrison | Regional Vice President Formerly, General Manager | 4,928 | 26,43 |

* Less than 1%

(1) John Bushman is the father of Jeff Bushman and Brad Bushman. Each of these three disclaims beneficial ownership of the shares held by the other two.

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(2) ICA Group, Inc. and Investment Corp. of America are both privately owned corporations. John Bushman, through the C&J Revocable Trust owns 84% of the common stock of each corporation and Ed Lasater owns the remaining 16%.

(3) Ed Lasater, Roger Lasater and Andy Lasater are all brothers. Each of these three disclaims beneficial ownership of the shares held by the other two.

(4) Unless otherwise indicated, the office or position listed is with A-1 Homes

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Group, LP, a subsidiary of Champion Enterprises, Inc.

- (5) Consists of shares of the Company's common stock beneficially owned by the selling shareholder excluding any shares to be received by the selling shareholder upon conversion into common stock of any payments due to the selling shareholder under the Convertible Promissory Notes.
- (6) Assumes sale of all common stock issuable upon conversion of the payments due to the selling shareholder under the Convertible Promissory Notes.