

FRANKLIN COVEY CO  
Form 10-Q/A  
January 26, 2012

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

FORM 10-Q/A  
Amendment No. 1

(Mark One)

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

For the quarterly period ended November 26, 2011

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file no. 1-11107

FRANKLIN COVEY CO.  
(Exact name of registrant as specified in its charter)

|   |  |
|---|--|
| Utah<br>(State of<br>incorporation)   | 87-0401551<br>(I.R.S.<br>employer<br>identification<br>number) |
| 2200 West<br>Parkway<br>Boulevard<br>Salt Lake City,<br>Utah<br>(Address of<br>principal<br>executive<br>offices) | 84119-2099<br>(Zip Code)                                       |

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Registrant's (801)  
telephone 817-1776  
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 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 definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large  Accelerated   
accelerated filer  
filer

Non-accelerated  (Do not check if a Smaller   
filer smaller reporting reporting  
company) company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of Common Stock as of the latest practicable date:

17,749,414 shares of Common Stock as of December 31, 2011

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EXPLANATORY NOTE

The sole purpose of this amendment to Franklin Covey Co.'s quarterly report on Form 10-Q (the Form 10-Q) for the period ended November 26, 2011, which was filed with the Securities and Exchange Commission on January 5, 2012, is to furnish Exhibit 101 to the Form 10-Q in accordance with Rule 405 of Regulation S-T, and no other changes have been made to that Form 10-Q. Exhibit 101 to this report provides the following items from the Form 10-Q formatted in eXtensible Business Reporting Language (XBRL): (i) the unaudited Condensed Consolidated Balance Sheets, (ii) the unaudited Condensed Consolidated Income Statements, (iii) the unaudited Condensed Consolidated Cash Flows Statements, and (iv) the Notes to Condensed Consolidated Financial Statements tagged as blocks of text.

Users of this data are advised that pursuant to Rule 406T of Regulation S-T these interactive files are not deemed filed for purposes of Sections 11 or 12 of the Securities Act of 1933 and Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under these sections. This Form 10-Q/A speaks as of the original filing date of the Form 10-Q, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures made in the original Form 10-Q.

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PART II. OTHER INFORMATION

Item 6. EXHIBITS

Exhibit  
No.

Description

- |      |   |
|------|---|
| 3.1  | Amended and Restated Bylaws of Franklin Covey Co., as amended by the First Amendment to the Amended and Restated Bylaws, dated December 16, 2011.*  |
| 31.1 | Rule 13a-14(a) Certifications of the Chief Executive Officer.*  |
| 31.2 | Rule 13a-14(a) Certifications of the Chief Financial Officer.*  |
| 32   | Section 1350 Certifications.*   |
| 101  | The following materials from the Franklin Covey Co. Quarterly Report on Form 10-Q for the period ended November 26, 2011 are formatted in eXtensible Business Reporting Language (XBRL): (i) the unaudited Condensed Consolidated Balance Sheets, (ii) the unaudited Condensed Consolidated Income Statements, (iii) the unaudited Condensed Consolidated Cash Flows Statements, and (iv) the Notes to Condensed Consolidated Financial Statements.** |

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\*Previously filed with Franklin Covey Co.'s Form 10-Q for the period ended November 26, 2011 on January 5, 2012.

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Furnished herewith.

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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.

FRANKLIN COVEY  
CO.

Date: January  
25,  
2012

By: /s/ Robert A.  
Whitman

Robert A.  
Whitman  
Chief Executive  
Officer

Date: January  
25,  
2012

By: /s/ Stephen D.  
Young

Stephen D.  
Young  
Chief Financial  
Officer