

TIER TECHNOLOGIES INC
Form 10-Q/A
February 16, 2005

**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 December 31, 2004

OR

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

Commission file number 000-23195

TIER TECHNOLOGIES, INC.

(Exact name of Registrant as specified in its charter)

California
(State or other jurisdiction
of incorporation or organization)

94-3145844
(I.R.S. Employer
Identification No.)

10780 Parkridge Blvd., 4th Floor
Reston, Virginia 20191
(Address of principal executive offices)

Not applicable

(Former name, former address, and former fiscal year, if changed since last report)

(571) 382-1090

(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 Rule 12b-2 of the Exchange Act).

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Yes No

As of February 7, 2005, the number of shares outstanding of the Registrant's Class B Common Stock was 19,919,103.

TIER TECHNOLOGIES, INC.

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We are filing this amendment solely to replace the document originally filed as Exhibit 10.5 hereto with the correct document.	

Item 6. Exhibits

(a) *Exhibits.*

Exhibit Number	Description
3.1	Amended and Restated Articles of Incorporation (1)
3.2	Amended and Restated Bylaws (2)
4.1	Form of Class B Common Stock Certificate (3)
4.2	See Exhibits 3.1 and 3.2 for provisions of the Amended and Restated Articles of Incorporation and Amended and Restated Bylaws of the Registrant defining rights of the holders of Class B Common Stock of the Registrant
10.1	Executive Employment Agreement dated November 9, 2004, by and between the Registrant and James Weaver (4)*
10.2	Form of Incentive Stock Option Agreement under the Registrant's Amended and Restated 1996 Equity Incentive Plan (4)
10.3	Form of Nonstatutory Stock Option Agreement under the Registrant's Amended and Restated 1996 Equity Incentive Plan (4)
10.4	Cross-collateralization Agreement dated December 13, 2004, by and between the Registrant and James L. Bildner (5)
10.5	Amendment dated January 24, 2005, by and between the Registrant and City National Bank, to the Credit and Security Agreement dated January 29, 2003, by and between the Registrant and City National Bank.
10.6	Summary of Board of Directors Compensation. *
31.1	Certification of Chief Executive Officer pursuant to Rules 13a-14(a) and 15d-14(a) promulgated under the Securities Exchange Act of 1934, as amended.
31.2	Certification of Chief Financial Officer pursuant to Rules 13a-14(a) and 15d-14(a) promulgated under the Securities Exchange Act of 1934, as amended.
31.3	Certification of Chief Executive Officer pursuant to Rules 13a-14(a) and 15d-14(a) promulgated under the Securities Exchange Act of 1934, as amended.
31.4	Certification of Chief Executive Officer pursuant to Rules 13a-14(a) and 15d-14(a) promulgated under the Securities Exchange Act of 1934, as amended.
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

* Management contract or compensatory plan required to be filed as an exhibit to this report.

Filed herewith.

Previously filed.

- (1) Filed as an exhibit to Form 10-K, filed on December 21, 1998, and incorporated herein by reference.
- (2) Filed as an exhibit to Form S-1/A (No. 333-37661), filed on November 17, 1997, and incorporated herein by reference.
- (3) Filed as an exhibit to Form S-1 (No. 333-37661), filed on October 10, 1997, and incorporated herein by reference.

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- (4) Filed as an exhibit to Form 8-K filed on November 12, 2004, and incorporated herein by reference.
- (5) Filed as an exhibit to Form 8-K filed on December 15, 2004, and incorporated herein by reference.

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