

CHAMPION ENTERPRISES INC
Form 424B3
October 01, 2001
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Filed pursuant to Rule 424(b)(3)
File # 333-64982

FIRST PROSPECTUS SUPPLEMENT DATED OCTOBER 1, 2001

TO

PROSPECTUS DATED JULY 19, 2001

2,425,373 SHARES

CHAMPION ENTERPRISES, INC.

COMMON STOCK
(\$1.00 PAR VALUE)

This prospectus supplement supplements the prospectus dated July 19, 2001 of Champion Enterprises, Inc. ("Champion") relating to 2,425,373 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 October 1, 2001.

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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 October 1, 2001 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 | Offered by this Prospectus |
|------|---|--|----------------------------|
| | | Shares of Common Stock ----- | |

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| | (1) | (2) | (3) |
|-----------------------------|---|--------|---------|
| John Bushman | Consultant | 51,137 | 562,875 |
| ICA Group, Inc. | N/A | 60,312 | 663,869 |
| Investment Corp. of America | N/A | 23,757 | 261,503 |
| Ed Lasater | President | 25,334 | 187,127 |
| Roger Lasater | President, Whitworth Management, Inc. | 11,731 | 120,873 |
| Jeff Bushman | Regional Vice President | 13,480 | 147,006 |
| Gary Chipman | Regional Vice President | 9,498 | 103,174 |
| Jim Kirk | Regional Vice President of Homes America of Arizona, Inc. | 9,374 | 101,812 |
| Harvey Andrews | General Manager | 7,022 | 75,926 |
| Brad Bushman | General Manager Wholesale Division | 5,818 | 62,664 |
| Sandy Tucker | General Manager | 1,548 | 15,665 |
| Mike McGinnis | General Manager | 4,298 | 45,943 |
| Ben Spector | General Manager | 2,749 | 28,891 |
| Gay Cleary | General Manager | 5,453 | 2,519 |
| Andy Lasater | Executive Vice President | 2,768 | 24,968 |
| Ron Borders | General Manager | 827 | 7,734 |
| Eddie Harrison | General Manager | 1,290 | 12,824 |

* Less than 1%

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- (1) Unless otherwise indicated, the office or position listed is with A-1 Homes Group, Inc., a wholly-owned subsidiary of Champion Enterprises, Inc.
- (2) 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 after October 1, 2001 under the Convertible Promissory Notes.

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- (3) Assumes conversion into common stock of all of the payments due to the selling shareholder under the Convertible Notes at a conversion price of \$10.72 per share, based upon the average of the high and low reported sales price of the Company's common stock for July 10, 2001. This conversion price and, therefore, the number of shares of common stock issuable upon conversion of the payments under the Convertible Promissory Notes are subject to adjustment.
- (4) Assumes sale of all common stock issuable upon conversion of the payments due to the selling shareholder under the Convertible Promissory Notes.

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