

Symmetry Medical Inc.
Form 11-K
June 25, 2013

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

(Mark one)

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

For the fiscal year ended December 31, 2012

OR

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

For the transition period from to

Commission file number 001-32374

Symmetry Medical Inc. Employee Stock Purchase Plan

(Full title of the plan and the address of the plan if different from that of the issuer named below)

**Symmetry Medical Inc.
3724 N. State Road 15
Warsaw, Indiana 46582**

(Name of issuer of the securities held pursuant to the plan and the address of its principal executive office)

Report of Independent Registered Public Accounting Firm

Audit and Compensation Committees

Symmetry Medical Inc.

Warsaw, Indiana

We have audited the accompanying statements of financial condition of Symmetry Medical Inc. 2004 Employee Stock Purchase Plan (Plan) as of December 31, 2012 and 2011, and the related statements of income and changes in plan equity for the years ended December 31, 2012, 2011 and 2010. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing auditing procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. Our audits also included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial condition of Symmetry Medical Inc. 2004 Employee Stock Purchase Plan as of December 31, 2012 and 2011, and the results of its operations for each of the years ended December 31, 2012, 2011 and 2010, in conformity with accounting principles generally accepted in the United States of America.

As further discussed in Note 3 to the financial statements, the Board of Directors of Symmetry Medical Inc., the Plan's sponsor, voted on February 12, 2013, to terminate the Plan. In accordance with accounting principles generally

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accepted in the United States of America, the Plan has not changed its basis of accounting from the ongoing plan basis to the liquidation basis, as the decision was made subsequent to December 31, 2012, and has been disclosed as a subsequent event matter.

BKD, LLP

Fort Wayne, Indiana

June 25, 2013

Symmetry
 Medical
 Inc. 2004
 Employee
 Stock
 Purchase
 Plan
 Statements
 of
 Financial
 Condition
 December
 31, 2012
 and 2011

	2012	2011
Assets		
Cash	\$18,513	\$22,181
Liabilities and Plan Equity		
Withdrawals and terminations payable	\$1,562	\$5,320
Plan equity	16,951	16,861
Total liabilities and Plan equity	\$18,513	\$22,181

Symmetry
Medical
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Employee
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of Income
and
Changes
in Plan
Equity
Years
Ended
December
31, 2012,
2011 and
2010

	2012	2011	2010
Additions			
Participant contributions	\$ 150,718	\$ 158,628	\$ 167,250
Contributions from Symmetry Medical Inc.	5,481	-	-
	156,199	158,628	167,250
Reductions			
Withdrawals and terminations paid	(5,057)	(7,047)	(272)
Purchase and distribution of stock (18,391, 16,216 and 17,887 shares)	(151,052)	(135,257)	(167,064)
	(156,109)	(142,304)	(167,336)
Changes in Plan Equity for the Year	90	16,324	(86)
Plan Equity, Beginning of Year	16,861	537	623
Plan Equity, End of Year	\$ 16,951	\$ 16,861	\$ 537

Symmetry Medical Inc. 2004 Employee Stock Purchase Plan

Notes to Financial Statements

December 31, 2012, 2011 and 2010

Note 1: Summary of Significant Accounting Policies

Plan Administration

The Compensation Committee (Committee) of the Board of Directors of Symmetry Medical Inc. (Company) administers the Symmetry Medical Inc. 2004 Employee Stock Purchase Plan (Plan). The Committee has the authority to interpret the Plan, to prescribe, amend and rescind rules and regulations relating to the Plan, and to make all other determinations necessary or advisable for the administration of the Plan. The administration, interpretation or application of the Plan by the Committee will be final, conclusive and binding upon all persons. The Company will bear the expenses of administering the Plan, except that any stamp duties or transfer taxes applicable to participation in the Plan may be charged to the accounts of the participants.

The purpose of the Plan is to provide employees of the Company the opportunity to purchase the Company's common stock through semiannual offerings financed by payroll deductions. Employees are eligible once they have completed three months of service and are an employee as of an offering date of an exercise period, provided they are expected on a regularly scheduled basis to work more than 30 hours per week for more than ten months per calendar year. Participants may elect to have up to 10% of compensation deducted from their pay annually to purchase shares. Participant contributions for any Plan year may not, in the aggregate, exceed an amount that allows the participant to purchase Company stock with an aggregate fair market value of more than \$25,000 on the date of the grant to purchase Company stock or allow for purchase of more than 750 shares of Company stock per exercise period. Participants can purchase shares at 95% of the closing price on the last day of each exercise period.

Effective April 16, 2011, the Plan was amended to remove waiting periods and eligibility requirements. The only limitation on enrollment in the Plan is the requirement that the participant be employed at the time of enrollment and as of the respective purchase dates.

Organization

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The Plan was originally adopted by the Board of Directors on December 2, 2004. A total of 600,000 shares of common stock have been reserved for issuance under the Plan. The number of shares reserved for issuance will be increased each year until Plan termination (see Note 3) by the lowest of 100,000 shares, 1% of all shares outstanding at the end of the previous year or a lower amount determined by the Board of Directors. The shares of common stock issued under the Plan may be newly issued shares or shares reacquired in private transactions or open market purchases. Shares are issued to participants in their name, and the shares are not included in Plan assets.

In 2010, the Company issued 8,063 shares at \$10.01 per share and 9,824 shares at \$8.79 per share in June and December, respectively, to participants in the Plan. As of December 31, 2010, the Plan had 107 participants.

In 2011, the Company issued 6,439 shares at \$9.71 per share and 9,777 shares at \$7.44 per share in May and November, respectively, to participants in the Plan. As of December 31, 2011, the Plan had 107 participants.

Symmetry Medical Inc. 2004 Employee Stock Purchase Plan

Notes to Financial Statements

December 31, 2012, 2011 and 2010

In 2012, the Company issued 10,079 shares at \$7.35 per share and 8,312 shares at \$9.26 per share in May and November, respectively, to participants in the Plan. As of December 31, 2012, the Plan had 94 participants.

In 2012, contributions from the Company were a result of an administrative error in over-funding the November 2012 share purchase.

Cash, consisting of allocated cash account balances of the Company, is carried at the balance of December participant deferrals.

Note 2: Income Tax Status

The Plan is not and will not be qualified under Section 401(a) of the Internal Revenue Code of 1986, as amended (Code). The Plan is intended to qualify as an employee stock purchase plan under Section 423 of the Code. Consequently, the difference between the purchase price and the fair market value of the stock purchase under the Plan is not includable in the participant's gross income for federal income tax purposes, unless a disqualifying distribution occurs.

Note 3: Subsequent Event

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On February 12, 2013, the Board of Directors of the Company decided to terminate the Plan in June 2013, following the May 2013 purchase date.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

SYMMETRY MEDICAL INC. EMPLOYEE STOCK PURCHASE PLAN

Date: June 25, 2013 By: /s/ RONDA L. HARRIS
Ronda L. Harris
Chief Accounting Officer