#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM 10-Q

(Mark One) [X]

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

95-3917584

(I.R.S. Employer

Identification Number)

For the quarterly period ended: April 3, 2011

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

For the transition period from

Commission file number 1-10233

#### MAGNETEK, INC.

(Exact name of Registrant as specified in its charter)

DELAWARE (State or other jurisdiction of

(State or other jurisdiction of incorporation or organization)

N49 W13650 Campbell Drive Menomonee Falls, Wisconsin 53051

(Address of principal executive offices)

(262) 783-3500

(Registrant's telephone number, including area code)

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

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 [ X ] No [ ]

### Edgar Filing: MAGNETEK, INC. - Form 10-Q

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 definition of "accelerated filer," "large accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):  Large accelerated filer [ ] Accelerated filer [ X ] Non-accelerated filerSmaller Reporting Company  [ ] [ ]
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  Yes [ ] No [X]
The number of shares outstanding of Registrant's Common Stock, as of April 30, 2011, was 31,342,915 shares.

#### FISCAL YEAR 2011 MAGNETEK FORM 10-Q

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#### PART I. FINANCIAL INFORMATION

#### Item 1 – Financial Statements

# MAGNETEK, INC. CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (Amounts in thousands, except per share data, unaudited)

	Three Months Ended	
	(13	(13
	Weeks)	Weeks)
		March
	April 3,	28,
	2011	2010
Net sales	\$27,831	\$19,185
Cost of sales	19,087	13,721
Gross profit	8,744	5,464
Operating expenses:		
Research and development	1,117	1,002
Pension expense	1,594	2,052
Selling, general and administrative	4,551	3,576
Income (loss) from operations	1,482	(1,166)
Non-operating income:		
Interest income	-	(11)
Income (loss) from continuing operations before income taxes	1,482	(1,155)
Provision for income taxes	241	251
Income (loss) from continuing operations	1,241	(1,406)
Loss from discontinued operations, net of tax	(270	) (207 )
Net income (loss)	\$971	\$(1,613)
Earnings per common share		
Basic and diluted:		
Earnings (loss) from continuing operations	\$0.04	\$(0.05)
Loss from discontinued operations	\$(0.01	) \$(0.01)
Net income (loss)	\$0.03	\$(0.05)
Weighted average shares outstanding:		
Basic	31,327	31,098
Diluted	31,858	31,098

See accompanying notes

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## MAGNETEK, INC. CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (Amounts in thousands, except per share data, unaudited)

	(40 Weeks)	March	
	April 3, 2011	2010	
Net sales	\$78,774		
Cost of sales	54,016		
Gross profit	24,758	16,964	
Operating expenses:			
Research and development	3,186	2,898	
Pension expense	4,905	6,155	
Selling, general and administrative	12,859	11,123	
Income (loss) from operations	3,808	(3,212	)
Non-operating income:			
Interest income	(1	) (27	)
Income (loss) from continuing operations before income taxes	3,809	(3,185	)
Provision for income taxes	528	612	
Income (loss) from continuing operations	3,281	(3,797	)
Loss from discontinued operations, net of tax	(803	) (836	)
Net income (loss)	\$2,478	\$(4,633	)
Earnings per common share			
Basic and diluted:	Φ0.10	A (0.10	
Earnings (loss) from continuing operations	\$0.10	\$(0.12	)
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Loss from discontinued operations	\$(0.03	) \$(0.03	)