

INOVIO BIOMEDICAL CORP
Form 10-K/A
October 01, 2007

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

Amendment No.1 to Form 10-K

FORM 10-K/A

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

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2006

OR

o **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. 001-14888

INOVIO BIOMEDICAL CORPORATION

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE

(State or other jurisdiction
of incorporation or organization)

33-0969592

(I.R.S. Employer Identification No.)

**11494 SORRENTO VALLEY ROAD
SAN DIEGO, CALIFORNIA**

(Address of principal executive offices)

92121-1318

(Zip Code)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: **(858) 597-6006**

SECURITIES REGISTERED PURSUANT TO SECTION 12(B) OF THE ACT:

COMMON STOCK, \$0.001 PAR VALUE

(Title of Class)

AMERICAN STOCK EXCHANGE

(Name of Each Exchange on Which Registered)

SECURITIES REGISTERED PURSUANT TO SECTION 12(G) OF THE ACT: **NONE**

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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the Company (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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

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

The aggregate market value of the voting and non-voting common equity (which consists solely of shares of Common Stock) held by non-affiliates of the Registrant as of June 30, 2006 was approximately \$63,899,267 based on \$2.07, the closing price on that date of the Registrant's Common Stock on the American Stock Exchange.

The number of shares outstanding of the Registrant's Common Stock, \$0.001 par value, was 38,176,204 as of March 8, 2007.

DOCUMENTS INCORPORATED BY REFERENCE

We have incorporated by reference into Part III of this Annual Report portions of our proxy statement for the 2007 Annual Meeting of Stockholders, for which a definitive proxy statement will be filed with the Securities and Exchange Commission within 120 days after the fiscal year to which this Annual Report relates.

EXPLANATORY NOTE

This Amendment No. 1 (the "Amendment") amends Inovio Biomedical Corporation's Annual Report on Form 10-K for the year ended December 31, 2006 filed on March 16, 2007 (the "Original Filing") to address comments received from the Staff of the Securities and Exchange Commission ("SEC Comments"). This Amendment provides currently-dated certifications from our principal executive and principal financial officers pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as amended, attached as Exhibits 31.1 and 31.2, respectively. The remainder of the Original Filing is unchanged and is not reproduced in this Amendment No. 1. This Amendment No. 1 speaks as of the filing date of the Original Filing and reflects only the provision of the updated certifications as noted above. No other information included in the Original Filing, including the Company's financial statements and the footnotes thereto, has been modified or updated in any way to reflect any events that occurred subsequent to March 16, 2007.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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 on September 28, 2007.

Inovio Biomedical Corporation

By: */s/ Avtar Dhillon*
 Avtar Dhillon
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1934, this report has been signed by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

| Signature | Title | Date |
|---|--|--------------------|
| <i>/s/ Avtar Dhillon</i> Avtar Dhillon | President, Chief Executive Officer (Principal Executive Officer), Director | September 28, 2007 |
| <i>/s/ Peter Kies</i> Peter Kies | Chief Financial Officer (Principal Accounting Officer and Principal Financial Officer) | September 28, 2007 |
| <i>/s/ James I. heppell</i> James L. Heppell | Director | September 28, 2007 |
| <i>/s/ RIAZ BANDALI</i> Riaz Bandali | Director | September 28, 2007 |
| <i>/s/ Tazdin Esmail</i> Tazdin Esmail | Director | September 28, 2007 |
| <i>/s/ Simon X. Benito</i> Simon X. Benito | Director | September 28, 2007 |
| <i>/s/ Robert Rieder</i> Robert Riederl | Director | September 28, 2007 |