

INSMED INC  
Form 10-Q/A  
March 06, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 10-Q/A**

AMENDMENT No. 2

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(Mark One)

**QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2005

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 0-30739

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**INSMED INCORPORATED**

(Exact name of registrant as specified in its charter)

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Virginia  
(State or other Jurisdiction of  
Incorporation or Organization)

4851 Lake Brook Drive

54-1972729  
(I.R.S. employer

identification no.)

(804) 565-3000

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**Glen Allen, Virginia 23060**  
(Address of principal executive offices)

(Registrant's telephone number including area code)

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Indicate by check X 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 X whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes:  No:

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

As of May 6, 2005, the latest practicable date, there were 44,987,287 shares of Insmmed Incorporated common stock outstanding.

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**EXPLANATORY NOTE**

This Amendment to the Quarterly Report on Form 10-Q amends the Quarterly Report on Form 10-Q, and Amendment No. 1 to the Quarterly Report on Form 10-Q of Insmmed Incorporated for the quarter ended March 31, 2005, filed with the Securities and Exchange Commission on May 10, 2005 and June 10, 2005, respectively (collectively, the Reports ), solely to correct the inadvertent omission of certain language provided in Exhibit 31.1 and Exhibit 31.2. Each certification, as corrected by this Amendment, was true and correct as of the date of the original filing of the applicable Report.

**SIGNATURE**

Pursuant to the requirements 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.

**INSMED INCORPORATED**

(Registrant)

Date: March 3, 2006

By: /s/ Kevin P. Tully, C.G.A.

Kevin P. Tully, C.G.A.

Executive Vice President and Chief Financial Officer

(Principal Financial and Accounting Officer)

**EXHIBIT INDEX**

**Exhibit**

| <b>Number</b> | <b>Exhibit Title</b>   |
|---------------|--|
| 31.1          | Certifications of Geoffrey Allan, Ph.D., Chairman of the Board and Chief Executive Officer of Insmmed Incorporated, pursuant to Securities Exchange Act Rules 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2          | Certifications of Kevin P. Tully, Principal Financial Officer, Treasurer and Controller of Insmmed Incorporated, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.   |
| 32.1**        | Certification of Geoffrey Allan, Ph.D., Chairman of the Board and Chief Executive Officer of Insmmed Incorporated, 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 Kevin P. Tully, Principal Financial Officer, Treasurer and Controller of Insmmed Incorporated, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*                               |

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\* This certification accompanies this Quarterly Report on Form 10-Q pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not be deemed filed by the Company for purposes of the Securities Exchange Act of 1934.

\*\* Previously filed.