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BIOPHAN TECHNOLOGIES INC  
Form 8-K/A  
May 06, 2005

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Earliest event reported) February 24, 2005

BIOPHAN TECHNOLOGIES, INC.

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(Exact name of registrant as specified in its charter)

Nevada	0-26057	82-0507874
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(State or other jurisdiction of incorporation)	(Commission file number)	(I.R.S. Employer Identification No.)

150 Lucius Gordon Drive, Suite 215 West Henrietta, New York	14586
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(Address of principal executive offices)	(Zip code)

(585) 214-2441

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(Registrant's telephone number including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 9.01 Financial Statements and Exhibits

(a) The financial statements included in this Report as Exhibits 99.1 and 99.2 are the audited financial statements of aMRIs GmbH and of MR:Comp GmbH as of and for the period ended February 23, 2005 together with notes thereto and the audit opinions of DHPG Dr. Harzem & Partner KG thereon.

(b) The pro forma financial information required by this item and filed as

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Exhibit 99.3 to this Report consists of the unaudited pro forma consolidated balance sheet of Biophan Technologies, Inc. and Subsidiaries as of February 28, 2005 and the unaudited pro forma statement of operations for the year then ended.

(c) Exhibits

- 23.1 Consent of DHPG Dr. Harzem & Partner KG
- 99.1 Audited Interim Financial Statements of aMRIs GmbH as of February 23, 2005
- 99.2 Audited Interim Financial Statements of MR:Comp GmbH as of February 23, 2005
- 99.3 Unaudited Pro Forma Financial Data

SIGNATURES

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 hereunto duly authorized.

BIOPHAN TECHNOLOGIES, INC.

Date: May 6, 2005

/s/ Robert J. Wood

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(Signature)

Robert J. Wood  
CFO, Treasurer, Secretary  
(Principal Financial Officer)