

Edgar Filing: BIOPHAN TECHNOLOGIES INC - Form 10-Q/A

BIOPHAN TECHNOLOGIES INC  
Form 10-Q/A  
January 09, 2006

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

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FORM 10-Q/A  
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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 August 31, 2005.

or

Transition Report Under Section 13 or 15(d) of The Securities Exchange Act of 1934 For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission File Number 0-26057

BIOPHAN TECHNOLOGIES, INC.

-----  
(Name of issuer in its charter)

Nevada

82-0507874

-----  
(State or other jurisdiction of  
incorporation or organization)

-----  
(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)

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(Zip code)

(585) 214-2441

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Issuer's telephone number

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 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 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

Explanatory Note

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The purpose of this amendment on Form 10-Q/A to our Quarterly Report on Form 10-Q for the quarterly period ended August 31, 2005 is to file in unredacted form Exhibit 10.2 (our License Agreement, dated June 30, 2005, with Boston Scientific Scimed, Inc.), which was originally filed in redacted form pursuant to a request for confidential treatment. We have withdrawn our request for confidential treatment. The Items of our Quarterly Report on Form 10-Q for the quarterly period ended August 31, 2005 which are amended herein are: Item 13. Exhibits and Financial Statement Schedules. Exhibits - Exhibits 10.2, 31.1 and 31.2 are being refiled herewith.

### ITEM 13. EXHIBITS

Exhibit No.	Exhibit Description	Location
10.2	License Agreement dated June 30, 2005 between Biophan and Boston Scientific Scimed, Inc.	Filed herewith
31.1	Certification of C.E.O. pursuant to Rule 13a-14(a)	Filed herewith
31.2	Certification of C.F.O. pursuant to Rule 13a-14(a)	Filed herewith

### SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

BIOPHAN TECHNOLOGIES, INC.

By: \s\ Robert J. Wood

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Name: Robert J. Wood  
Title: Vice President, Treasurer  
and CFO

Dated: January 9, 2006

### EXHIBIT INDEX

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