

IMARX THERAPEUTICS INC
Form 10-K/A
December 30, 2009

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

**FORM 10-K/A
Amendment No. 1**

- Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the fiscal year ended December 31, 2008**
- 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 001-33043**

**ImaRx Therapeutics, Inc.
(Exact Name of Registrant as Specified in Its Charter)**

**Delaware
(State or Other Jurisdiction of
Incorporation or Organization)**

**86-0974730
(I.R.S. Employer
Identification No.)**

**ImaRx Therapeutics, Inc.
c/o Stoel Rives LLP
201 S. Main Street, Suite 1100
Salt Lake City, Utah
(Address of Principal Executive Offices)**

**84111
(Zip Code)**

**(801) 578-6962
(Registrant's Telephone Number, Including Area Code)
Securities registered pursuant to Section 12(b) of the Act:
None**

**Securities registered pursuant to Section 12(g) of the Act:
Common Stock, \$0.0001 par value
(Title of Each Class)**

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 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 at least the past 90 days. YES NO

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 (§

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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 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, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated filer Accelerated Non-accelerated filer Smaller reporting company
filer (Do not check if a smaller 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

As of December 28, 2009, there were 11,665,733 shares of the Registrant's Common Stock outstanding. As of the last day of the most recently completed second fiscal quarter (June 30, 2009), the aggregate market value of the Common Stock of the Registrant held by non-affiliates was approximately \$1.38 million, based on the closing price per share of \$0.16 for the Registrant's Common Stock on such date. This amount excludes an aggregate of 3,016,847 shares of Common Stock held by officers and directors and each person known by the Registrant to own 10% or more of the outstanding Common Stock. Exclusion of shares held by any person should not be construed to indicate that such person possesses the power, directly or indirectly, to direct or cause the direction of the management or policies of the Registrant, or that the Registrant is controlled by or under common control with such person.

EXPLANATORY NOTE

The purpose of this Amendment No. 1 (this Form 10-K/A) to our Annual Report on Form 10-K for the fiscal year ended December 31, 2008, which was filed with the Securities and Exchange Commission (the SEC) on March 9, 2009 (the Annual Report), is to include revised versions of Exhibits 31.1 and 31.2. The versions of Exhibits 31.1 and 31.2 filed herewith have been revised in response to comments of the Staff of the SEC relating to the Staff 's review of our Annual Report.

Except as described above, no other changes are made to the Annual Report, and this Form 10-K/A does not amend, update or change any other Item or the disclosures in the Annual Report in any way. This Form 10-K/A does not reflect events occurring after the filing of the Annual Report or modify or update those disclosures, including any exhibits to the Annual Report, affected by subsequent events.

PART IV**ITEM 15. Exhibits and Financial Statement Schedules**

a) The following documents are filed as a part of this report:

(1) *Financial Statements*: The financial statements required by this item were previously filed with the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2008, as filed with the Securities and Exchange Commission on March 9, 2009.

(2) The information for financial statement schedules has been omitted since they are not applicable.

(b) Exhibits

Exhibit No	Exhibit Title	Filed Herewith	Form	Incorporated by Reference		
				Exhibit No.	File No.	Filing Date
3.1	Fourth Amended and Restated Certificate of Incorporation of the registrant		S-1	3.1	333-142646	5/4/2007
3.2	Amendment to Certificate of Incorporation of the registrant to effect a six-for-ten reverse stock split		S-1	3.2	333-142646	5/4/2007
3.3	Second Amendment to Certificate of Incorporation of the registrant to effect a one-for-three reverse stock split		S-1	3.3	333-142646	5/4/2007
3.4	Amended and Restated Certificate of Incorporation of the registrant		S-1	3.4	333-142646	5/4/2007
3.5	Bylaws of the registrant, as amended		S-1	3.5	333-142646	5/4/2007
3.6	Amended and Restated Bylaws of the registrant		S-1	3.6	333-142646	5/4/2007
4.1	Specimen certificate evidencing shares of common stock		S-1	4.1	333-142646	5/4/2007
10.1*	Form of Indemnification Agreement entered into between the registrant and each of its directors and officers		S-1	10.1	333-142646	5/4/2007
10.2			S-1	10.2	333-142646	5/4/2007

Second Amended and Restated Investors Rights Agreement, dated April 14, 2006, by and among the registrant and certain stockholders

10.3*	2000 Stock Plan and related agreements	S-1	10.3	333-142646	5/4/2007
10.4*	2007 Performance Incentive Plan and related agreements	S-1	10.4	333-142646	5/4/2007
10.5*	Bonus Plan	S-1	10.5	333-142646	5/4/2007
10.6	License Agreement, dated January 4, 2005, between the registrant and Dr. med. Reinhard Schlieff	S-1	10.6	333-142646	5/4/2007

Exhibit No	Exhibit Title	Filed Herewith	Form	Incorporated by Reference		
				Exhibit No.	File No.	Filing Date
10.7	Exclusive Sublicense Agreement, dated October 10, 2003, between the registrant and UNEMED Corporation		S-1	10.7	333-142646	5/4/2007
10.8	Assignment, Assumption and License Agreement, dated October 7, 1999, between the registrant and Bristol-Myers Squibb Medical Imaging, Inc. (as successor to DuPont Contrast Imaging, Inc.) dated October 7, 1999, and amendments thereto		S-1	10.8	333-142646	5/4/2007
10.9	License Agreement, dated February 10, 2006, between the registrant and the University of Arkansas for Medical Sciences		S-1	10.9	333-142646	5/4/2007
10.10	Asset Purchase Agreement, dated April 10, 2006, between the registrant and Abbott Laboratories, and amendments thereto		S-1	10.10	333-142646	5/4/2007
10.11	Escrow Agreement, dated April 14, 2006, between the registrant and Abbott Laboratories		S-1	10.11	333-142646	5/4/2007
10.12	Inventory Trademark License Agreement, dated April 14, 2006, between the registrant and Abbott Laboratories		S-1	10.12	333-142646	5/4/2007
10.13	Security Agreement, dated April 14, 2006, between the registrant and Abbott Laboratories		S-1	10.13	333-142646	5/4/2007

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10.14	Secured Promissory Note, dated April 14, 2006, between the registrant and Abbott Laboratories	S-1	10.14	333-142646	5/4/2007
10.15	Second Amended Executive Employment Agreement, dated May 15, 2006, between the registrant and Evan C. Unger	S-1	10.15	333-142646	5/4/2007
10.16	Consulting Agreement, dated October 20, 2006, between the registrant and Evan C. Unger	S-1	10.16	333-142646	5/4/2007
10.17	Confidential Separation Agreement and Mutual General Release of All Claims, dated November 28, 2006, between the registrant and Evan C. Unger	S-1	10.17	333-142646	5/4/2007
10.18*	Consulting Agreement, dated April 11, 2005, between the registrant and Greg Cobb	S-1	10.18	333-142646	5/4/2007

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10.19*	Amended Executive Employment Agreement, dated February 1, 2007, between the registrant and Greg Cobb		S-1	10.19	333-142646	5/4/2007
10.20*	Amended Executive Employment Agreement, dated February 1, 2007, between the registrant and Bradford A. Zakes		S-1	10.20	333-142646	5/4/2007
10.21	Agreement, dated March 31, 2006, by and among the registrant, John A. Moore and Edson Moore Healthcare Ventures		S-1	10.21	333-142646	5/4/2007
10.22	Subscription Agreement and Investor Questionnaire, dated March 2004, between the registrant and each of the signatory investors, offering price \$2.00 per share		S-1	10.22	333-142646	5/4/2007
10.23	Subscription Agreement and Investor Questionnaire, dated December 2004, between the registrant and each of the signatory investors, offering price \$3.00 per share		S-1	10.23	333-142646	5/4/2007
10.24	Subscription Agreement and Investor Questionnaire, dated September and October 2004, between the registrant and each of the signatory investors, offering price \$4.00 per share		S-1	10.24	333-142646	5/4/2007
10.25	Commercial Lease Triple Net, dated November 1, 2002, between the registrant		S-1	10.25	333-142646	5/4/2007

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and ImaRx Investments
L.L.C.

10.26	Standard Commercial Industrial Lease, dated December 30, 1997, between the registrant and Tucson Tech Park and addenda thereto	S-1	10.26	333-142646	5/4/2007
10.27	Note Extension and Amendment Agreement, dated October 25, 2007, between the registrant and Abbott Laboratories	8-K	10.1	001-33043	10/26/2007
10.28*	Amendment No. 2 to Executive Employment Agreement dated as of January 1, 2008 by and between the Company and Bradford A. Zakes	8-K	10.1	001-33043	2/7/2008
10.29*	Amendment No. 2 to Executive Employment Agreement dated as of January 1, 2008 by and between the Company and Greg Cobb	8-K	10.2	001-33043	2/7/2008

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Exhibit No	Exhibit Title	Filed Herewith	Form	Incorporated by Reference		
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10.30*	Executive Employment Agreement dated as of January 1, 2008 by and between the Company and Garen Manvelian		8-K	10.3	001-33043	2/7/2008
10.31*	Executive Employment Agreement dated as of January 1, 2008 by and between the Company and Kevin Ontiveros		8-K	10.4	001-33043	2/7/2008
10.32	Separation and Release of Claims Agreement with Greg Cobb		8-K	10.2	001-33043	6/10/2008
10.33	Separation and Release of Claims Agreement with Kevin Ontiveros		8-K	10.4	001-33043	6/10/2008
10.33	Consulting Agreement with Greg Cobb		8-K	10.3	001-33043	6/10/2008
10.34	Amended Executive Employment Agreement with Brad Zakes		8-K	10.1	001-33043	6/27/2008
10.35	Commercial Lease dated December 10, 2007, between the registrant and Cambric Partners		10-K	10.32	001-33043	8/31/2008
10.36	Sublease Agreement dated December 29, 2008 between the Registrant and Koronis Pharmaceuticals, Inc		10-K	10.36	001-33043	3/09/2009
23.1	Consent of Independent Registered Public Accounting Firm McKennon, Wilson & Morgan, LLP		10-K	23.1	001-33043	3/09/2009
23.2			10-K	23.2	001-33043	3/09/2009

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Consent of Independent
Registered Public
Accounting Firm Ernst &
Young, LLP

24.1	Power of Attorney (included in the signature page hereto)		10-K	24.1	001-33043	3/09/2009
31.1	Certification of Principal Executive Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	X				
31.2	Certification of Principal Financial Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	X				
32	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002		10-K	32	001-33043	3/09/2009

c) Financial Statements and Schedules See Item 15(a)(1) and 15(a)(2) above.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

IMARX THERAPEUTICS, INC.

By: /s/ Richard Love
Richard Love
Chairman of the Board

December 29, 2009
Date

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

Signature	Title	Date
/s/ Richard Love Richard Love	Chairman of the Board and Director	December 29, 2009
* /s/ Richard Otto Richard Otto	Director	December 29, 2009
* /s/ Thomas W. Pew Thomas W. Pew	Director	December 29, 2009
* /s/ Philip Ranker Philip Ranker	Director	December 29, 2009
* /s/ James M. Strickland James M. Strickland	Director	December 29, 2009

* By: /s/ Richard Love

ATTORNEY-IN-FACT

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Agreement dated as of
January 1, 2008 by and
between the Company and
Bradford A. Zakes

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31.2	Certification of Principal Financial Officer pursuant to Exchange Act Rules 13a-14(a) and	X				

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15d-14(a), as adopted
pursuant to Section 302 of
the Sarbanes-Oxley Act of
2002

32	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	10-K	32	001-33043	3/09/2009
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