

Edgar Filing: ORTHOLOGIC CORP - Form 10-K/A

ORTHOLOGIC CORP  
Form 10-K/A  
April 01, 2002

U.S. SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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, 2001

9 TRANSITION REPORT UNDER SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934

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

Commission files number: 0-21214

ORTHOLOGIC CORP.  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Delaware  
(STATE OR OTHER JURISDICTION OF  
INCORPORATION OR ORGANIZATION)

86-0585310  
(IRS EMPLOYER  
IDENTIFICATION NO.)

1275 West Washington Street, Tempe, Arizona 85281  
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

Issuer's telephone number: (602) 286-5520

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act:

Common Stock, par value \$.0005 per share  
(TITLE OF CLASS)

Rights to purchase 1/100 of a share of Series A Preferred Stock  
(TITLE OF CLASS)

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 report(s)), 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.

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant, based upon the closing bid price of the registrant's Common Stock as reported on the NASDAQ National Market on March 14, 2002 was approximately \$162,264,308. Shares of Common Stock held by each officer and director and by each person who owns 10% or more of the outstanding Common Stock have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily conclusive.

Edgar Filing: ORTHOLOGIC CORP - Form 10-K/A

The number of outstanding shares of the registrant's Common Stock on March 14, 2002 was 31,816,531.

This amendment to the OrthoLogic Corp.'s 10-K filed March 29, 2002 amends Item 14 to include the text of Exhibit 23.1 (the auditor's consent), which was inadvertently left off of the original Form 10-K exhibits.

1

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) and Rule 12B-15 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.

ORTHOLOGIC CORP.

Date: April 1, 2002

By /s/ Thomas R. Trotter

-----  
Thomas R. Trotter  
President and Chief Executive Officer

2

ORTHOLOGIC CORP.  
EXHIBIT INDEX TO REPORT ON FORM 10-K  
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2001  
(FILE NO. 0-21214)

EXHIBIT NO. ---	DESCRIPTION -----	INCORPORATED BY REFERENCE TO: -----	FIL HERE
3.1	Amended and Restated Certificate of Incorporation	Exhibit 3.1 to the Company's Form 10-Q for the quarter ended March 31, 1997 ("March 1997 10-Q")	
3.2	Amended and Restated Certificate of Incorporation dated May 9, 2000	Exhibit 3.2 to the Company's Form 10-Q for the quarter ended March 31, 2000	
3.3	Certificate of Designation in respect of Series A Preferred Stock	Exhibit 3.1 to Company's Form 10-Q for the quarter ended March 31, 1997 ("March 1997 10-Q")	
3.4	Bylaws of the Company	Exhibit 3.4 to Company's Amendment No. 2 to Registration Statement on Form S-1 (No. 33-47569) filed with the SEC on January 25, 1993 ("January 1993 S-1")	
4.1	Rights Agreement dated as of March 4, 1997, between the Company and Bank of New York, and Exhibits A, B and C thereto	Exhibit 4.1 to the Company's Registration Statement on Form 8-A filed with the SEC on March 6, 1997	
4.2	1987 Stock Option Plan of the Company, as amended and approved	Exhibit 4.4 to the Company's Form 10-Q for the quarter ended June 30,	

## Edgar Filing: ORTHOLOGIC CORP - Form 10-K/A

	by stockholders (1)	1997 ("June 1997 10-Q")
4.3	1987 Stock Option Plan of the Company (1)	Exhibit 4.5 to the Company's June 1997 10-Q
4.4	Stock Purchase Warrant dated March 2, 1998, issued to Silicon Valley Bank	Exhibit 4.10 to the Company's 1997 10-K
4.5	Antidilution Agreement dated March 2, 1998, by and between the Company and Silicon Valley Bank	Exhibit 4.11 to the Company's 1997 10-K
4.6	Amendment to Stock Purchase Warrant dated May 12, 1998, issued to Silicon Valley Bank	Exhibit 4.1 to the Company's form 10-Q for the quarter ended March 31, 1998
4.7	Form of Warrant	Exhibit 4.1 to the Company's Form 8-K filed on July 13, 1998
4.8	Registration Rights Agreement	Exhibit 4.2 to the Company's Form 8-K filed on July 13, 1998
4.9	1987 Stock Option Plan of the Company (1)	Exhibit 4.5 to the Company's June 1997 10-Q
10.1	License Agreement dated September 3, 1987, between the Company and Life Resonance's, Inc.	Exhibit 10.6 to January 1993 S-1
10.2	Form of Indemnification Agreement*	Exhibit 10.16 to January 1993 S-1
10.3	License Agreement dated December 2, 1992, between Orthotic Limited Partnership and Company	Exhibit 10.22 to January 1993 S-1
10.4	Co-promotion Agreement dated June 23, 1997, by and between the Company and Sanofi Pharmaceuticals, Inc.	Exhibit 10.1 to the Company's June 1997 10-Q
10.5	Single-tenant Lease-net dated June 12, 1997, by and between the Company and Chamberlain Development, L.L.C.	Exhibit 10.2 to the Company's Form 10-Q for the quarter ended September 30, 1997 ("September 1997 10-Q")
10.6	Employment Agreement dated October 20, 1997, by and between the Company and Thomas R. Trotter, including Letter of Incentive Option Grant, OrthoLogic Corp. 1987 Stock Option Plan (1)	Exhibit 10.3 to the Company's September 1997 10-Q
10.7	Employment Agreement effective as of December 15, 1997, by and between the Company and William C. Rieger (1)	Exhibit 10.40 to the Company's 1997 10-K
10.8	Registration Rights Agreement dated March 2, 1998, by and between the Company and Silicon Valley Bank	Exhibit 10.45 to the Company's 1997 10-K

## Edgar Filing: ORTHOLOGIC CORP - Form 10-K/A

10.9	Licensing Agreement with Chrysalis BioTechnology, Inc.	Exhibit 10.1 to the Company's September 1998 10-Q
10.10	1998 Management Bonus Program	Exhibit 10.2 to the Company's September 1998 10-Q
10.11	Securities Purchase Agreement	Exhibit 10.1 to the Company's Form 8-K filed on July 13, 1998
10.12	First Amendatory Agreement to March 4, 1997, Rights Agreement	Exhibit 10.1 to the Company's Form 8-K filed August 24, 1999
10.13	Credit and Security Agreement between the Company and Wells Fargo Business Credit, Inc. dated February 28, 2000	Exhibit 10.18 to the Company's 1999 form 10/KA

E-1

EXHIBIT NO. ---	DESCRIPTION -----	INCORPORATED BY REFERENCE TO: -----	FILED HERE ---
10.14	Lease Extension and Amendment Agreement dated September 29, 1998 between the Company and the Heritage Corp. for the Pickering property	Exhibit 10.19 to the Company's 1999 form 10/KA	
10.15	Termination of Co-Promotion Agreement/ Hyalgan between the Company and Sanofi Pharmaceuticals, Inc. (2)	Exhibit 10.2 to the Company's form 10Q for the quarter ended September 30, 2000	
10.16	Amendment of Marketing and Distribution Agreement Effective July 12, 2000. (2)	Exhibit 10.1 to the Company's form 10Q for the quarter ended June 30, 2000.	
10.17	Employment Agreement effective December 4, 2000 between the Company and Shane Kelly. (1)	Exhibit 10.22 to the Company's form 10Q for the quarter ended March 31, 2001.	
10.18	Employment Agreement effective January 2, 2001 between the Company and Donna Lucchesi. (1)	Exhibit 10.23 to the Company's form 10Q for the quarter ended March 31, 2001.	
10.19	Asset Purchase Agreement effective May 8, 2001 between the Company, OrthoLogic Canada, Ltd. and OrthoRehab Inc. (2)	Exhibit 10.1 to the Company's form 8-K filed July 26, 2001.	
10.20	First Amendment to the May 8, 2001 Asset Purchase Agreement. (2)	Exhibit 10.2 to the Company's form 8-K filed July 26, 2001.	
10.21	Employment Agreement effective June 1, 2001 between the Company and James Ryaby. (1)	Exhibit 10.21 to the Company's form 10-K for the year ended December 31, 2001.	

## Edgar Filing: ORTHOLOGIC CORP - Form 10-K/A

10.22	Employment Agreement effective May 1, 2001 between the Company and Sherry Sturman. (1)	Exhibit 10.22 to the Company's form 10-K for the year ended December 31, 2001.
10.23	Employment Agreement effective July 9, 2001 between the Company and Jeff Culhane. (1)	Exhibit 10.23 to the Company's form 10-K for the year ended December 31, 2001.
10.24	Employment Agreement effective May 1, 1998 between the Company and Ruben Chairez. (1)	Exhibit 10.24 to the Company's form 10-K for the year ended December 31, 2001.
21.1	Subsidiaries of Registrant	Exhibit 21.1 to the Company's form 10-K for the year ended December 31, 2001.
23.1	Independent Auditor's Consent and Report on Schedule	
99.1	Audit Committee Charter	Exhibit 99.1 to the Company's form 10-K filed April 2, 2001.

-----

- (1) Management contract or compensatory plan or arrangement
- (2) Filed under confidential treatment request with the Securities and Exchange Commission.
- \* The Company has entered into a separate indemnification agreement with each of its current direct and executive officers that differ only in party names and dates. Pursuant to the instructions accompanying Item 601 of Regulation S-K, the Company has filed the form of such indemnification agreement.