

ICOP DIGITAL, INC  
Form 8-K/A  
October 21, 2010

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

AMENDMENT NO. 1 TO  
FORM 8-K

CURRENT REPORT

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

Date of Report (date of earliest event reported): October 13, 2010

ICOP DIGITAL, INC.  
(Exact name of registrant as specified in its charter)

|   |                             |   |
|---|-----------------------------|---|
| Colorado  | 001-32560                   | 84-1403152                              |
| (State or other jurisdiction<br>of incorporation) | (Commission<br>File Number) | (I.R.S. Employer<br>Identification No.) |

Registrant's telephone number, including area code: 913-338-5550  
N/A

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Former name or former address, if changed since last report

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 240.14d-2(b))
- 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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing

The resignation of Bryan Ferguson as a director on August 24, 2010 left the Board with only two independent directors and only two directors on our audit committee, which is not in compliance with Nasdaq Listing Rule 5605.

On October 13, 2010, we received notification from the Nasdaq Stock Market informing us that we no longer comply with Nasdaq's independent director and audit committee requirements as set forth in Nasdaq Listing Rule 5605. Nasdaq has given us a cure period in which to regain compliance as follows:

- until the earlier of our next annual shareholders meeting or September 23, 2011; or
- if our next annual shareholders meeting is held before March 22, 2011, then we must regain compliance no later than March 22, 2011.

If we do not regain compliance by the applicable date, Nasdaq has informed us that our stock will be delisted, subject to our right to appeal any such delisting determination.

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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.

Dated October 21 2010

ICOP DIGITAL, INC.

By: /s/ David C. Owen  
Name: David C. Owen  
Title: Chief Executive Officer