

Rim Semiconductor CO  
Form SC 13G/A  
February 08, 2008

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 2)**

**RIM SEMICONDUCTOR COMPANY**

**(Name of Issuer)**

**COMMON STOCK**

**(Title of Class of Securities)**

**766714109**

**(CUSIP Number)**

**JANUARY 29, 2008**

**(Date of Event Which Requires Filing of this Statement)**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

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Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act, but shall be subject to all other provisions of the Act (however, see the Notes).

1) Names of Reporting Persons/

I.R.S. Identification Nos. of Above Persons (Entities Only)

UTEK Corporation

59-3603677

2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ..

(b) ..

3) SEC Use Only

4) Citizenship or Place of Organization

Delaware

(5) Sole Voting Power

Number of

Shares 60,000,000  
(6) Shared Voting Power

Beneficially

Owned by 0  
Each (7) Sole Dispositive Power

Reporting

Person 60,000,000  
(8) Shared Dispositive Power  
With

0

9) Aggregate Amount Beneficially Owned by Each Reporting Person

60,000,000

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ..

11) Percent of Class Represented by Amount in Row (9)

11.2%<sup>1</sup>

12) Type of Reporting Person (See Instructions)

CO

<sup>1</sup> Based on the number of outstanding shares of common stock of RIM Semiconductor Company disclosed in the Form 10-KSB for year ended October 31, 2007, plus shares issued in a transaction with UTEK Corporation and reported on Form 8-K January 29, 2008 and held by UTEK Corporation as of January 29, 2008.

Item 1 (a). Name of Issuer:

RIM Semiconductor Company

Item 1 (b). Address of Issuer's Principal Executive Offices:

305 NE 102nd Avenue, Suite 105

Portland, Oregon 97220

Item 2 (a). Name of Person Filing:

UTEK Corporation

Item 2 (b). Address of Principal Business Office or, if none, Residence:

2109 East Palm Avenue

Tampa, FL 33605

Item 2 (c). Citizenship:

Delaware

Item 2 (d). Title of Class of Securities:

Common Stock

Item 2 (e). CUSIP Number:

766714109

Item 3 (a). If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the filing person is a:

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);

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- (f) " An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) " A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) " A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) " A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

- (j) " Group, in accordance with §240.13d-1(b)(1)(ii)(J).

**Item 4. Ownership:**

With respect to the beneficial ownership of shares of common stock of RIM Semiconductor Company by UTEK Corporation, see Items 5 through 8, 9 and 11 of the cover pages to this Schedule 13G, which are incorporated herein by reference.

**Item 5. Ownership of Five Percent or Less of a Class:**

If this statement is filed to report that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following "

**Item 6. Ownership of More than Five Percent on Behalf of Another Person:**

Not applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:**

Not applicable

**Item 8. Identification and Classification of Members of the Group:**

Not applicable

**Item 9. Notice of Dissolution of Group:**

Not applicable

**Item 10. Certification:**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not being held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 7, 2008

/s/ Carole R. Wright  
Carole R. Wright, CPA Chief Financial Officer