

ACCEL8 TECHNOLOGY CORP
Form 10-K/A
April 18, 2011

AMENDMENT NO. 2 TO

FORM 10-K/A
U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

☒ ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended: July 31, 2010

☐ TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

For the transition period from _____ to _____

Commission file number 0-11485

ACCEL8 TECHNOLOGY CORPORATION
(Name of Registrant as Specified in its Charter)

Colorado	84-1072256
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

7000 North Broadway, Building 3-307, Denver, CO 80221
(Address of principal executive offices)

Registrant's telephone number: (303) 863-8088

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

(Title of class)	Name of Exchange on which registered
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Common Stock, no par value	NYSE Amex Equities
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Securities registered pursuant to Section 12(g) of the Act: None.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined by 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 issuer (1) has filed all reports required to be filed by Section 13 or 15(d) of the 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 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 (Section 229.405 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-B is not 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 small reporting company. See definition of "large accelerated filer", "accelerated filer" and "small reporting company" Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a small reporting company)

Small reporting company ☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act) Yes ☐ No ☒

The Registrant's revenues for the fiscal year ended July 31, 2010 were \$2,245,628.

The aggregate market value of the voting stock held by non-affiliates of the Registrant as of January 30, 2010 was approximately \$7,149,365 based upon the last reported sale on that date (including the shares of Common Stock held in the Rabbi Trust (as defined below)). For purposes of this disclosure, Common Stock held by persons who hold more than 5% of the outstanding voting shares and Common Stock held by officers and directors of the Registrant have been excluded in that such persons may be deemed to be "affiliates" as that term is defined under the rules and regulations promulgated under the Securities Act of 1933, as amended. This determination is not necessarily conclusive.

The number of shares of the Registrant's Common Stock outstanding as of September 15, 2010 was 10,757,317.

Documents incorporated by reference: None

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EXPLANATORY NOTE

Accelr8 Technology Corporation (the “Company,” “we,” “us” or “our”) is filing this Amendment No. 1 on Form 10-K/A (this “Amendment”) to its Annual Report on Form 10-K for the fiscal year ended July 31, 2010 (the “Original Filing” or “Form 10-K”), which was originally filed with the Securities and Exchange Commission (the “SEC”) on September 15, 2010 solely to include two amended and restated material contracts (the “Material Contracts”) that were filed as exhibits to the Form 10-K that had been redacted and were subject to a confidential treatment request. Each of the Material Contracts has been amended and restated only to include the name of the other party to the agreements, Novartis Vaccines and Diagnostics, Inc., which had been redacted in the Original Filing. Except as expressly set forth herein, this Amendment does not reflect events occurring after the date of the Original Filing or modify or update any of the other disclosures contained therein in any way. Accordingly, this Amendment should be read in conjunction with the Original Filing and the Company’s other filings with the SEC. This Amendment consists solely of the preceding cover page, this explanatory note, each of the amended and restated Material Contracts, the signature page and the certifications required to be filed as exhibits to this Amendment.

Item 15. Exhibits, Financial Statement Schedules

(a) Exhibits

10.1* Evaluation Agreement dated June 14, 2010 between Accelr8 Technology Corporation and Novartis Vaccines and Diagnostics, Inc. (1)

10.2* Letter of Intent dated June 14, 2010 between Accelr8 Technology Corporation and Novartis Vaccines and Diagnostics, Inc. (1)

31.1 Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. (1)

31.2 Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. (1)

32.1 Certification of Principal Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (incorporated by reference to Exhibit 32.1 to the Company's Form 10-K for the fiscal year ended July 31, 2010).

* Portions of these exhibits have been omitted and filed separately with the Office of the Secretary of the Securities and Exchange Commission pursuant to a confidential treatment request.

(1)Filed herewith.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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:

ACCEL8 TECHNOLOGY CORPORATION

Date: April 15, 2011

By: /s/ David C. Howson
David C. Howson, President

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 and on the dates indicated:

Date: April 15, 2011

By: /s/ Thomas V. Geimer
Thomas V. Geimer, Chairman,
Secretary, Chief Executive Officer,
and Chief Financial Officer

Date: April 15, 2011

By: /s/ Bruce McDonald
Bruce McDonald, Principal
Accounting Officer

Date: April 15, 2011

By:
John D. Kucera, Director

Date: April 15, 2011

By: /s/ Charles E. Gerretson
Charles E. Gerretson, Director