

Andina Acquisition Corp
Form 10-K/A
June 17, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

AMENDMENT NO. 1

TO

FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended February 28, 2013

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 **001-35436**

ANDINA ACQUISITION CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Cayman Islands

(State or Other Jurisdiction of Incorporation or Organization)

N/A

(I.R.S. Employer Identification Number)

Carrera 10 No. 28-49, Torre A. Oficina 20-05, Bogota, Colombia

(Address of Principal Executive Offices)

(Zip Code)

57-1-281-1811

(Registrant's Telephone Number, Including Area Code)

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

| <u>Title of each class</u> | <u>Name of each exchange on which registered</u> |
|--|--|
| Ordinary Shares, par value \$0.0001 per share | The NASDAQ Stock Market LLC |
| Warrants, each to purchase one Ordinary Share | The NASDAQ Stock Market LLC |
| Units, each to purchase one Ordinary Share and One Warrant | The NASDAQ Stock Market LLC |

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 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 15(d) of the Exchange 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 Exchange Act of 1934 during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirement 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 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 in response to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the 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 definition of "accelerated filer" and "large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

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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 August 31, 2012 (the last business day of the registrant's most recently completed second fiscal quarter), the aggregate market value of the ordinary shares held by non-affiliates of the registrant was approximately \$40,396,800 based on its last reported sales price of \$9.60 on Nasdaq Capital Market.

As of June 10, 2013, there were 5,250,000 ordinary shares, \$0.0001 par value per share, outstanding.

Documents Incorporated by Reference: None.

EXPLANATORY NOTE

This Amendment No. 1 to the Annual Report on Form 10-K of Andina Acquisition Corporation (the “Company”) for the period ended February 28, 2013 is filed solely for the purpose of filing Exhibit 10.8. Item 15 of the original Annual Report on Form 10-K filed on June 13, 2013 (the “Original Filing”) is restated herein in its entirety. Other than the foregoing, no changes have been made to the Original Filing.

The certifications pursuant to Section 302 and Section 906 of the Sarbanes-Oxley Act of 2002, filed as Exhibits 31 and 32, respectively, to the Original Filing, have been re-executed and re-filed as of the date of this Amendment No. 1.

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PART IV

Item 15. Exhibits, Financial Statement Schedules.

(a) The following documents are filed as part of this Form 10-K:

(1) Consolidated Financial Statements:

| | Page* |
|---|-------|
| Report of Independent Registered Public Accounting Firm | 37 |
| Balance Sheets | 38 |
| Statements of Operations | 39 |
| Statements of Changes in Shareholders' (Deficit) Equity | 40 |
| Statements of Cash Flows | 41 |
| Notes to Financial Statements | 42-56 |

* Page references in this index are to the Original Filing.

(2) Financial Statement Schedules:

None.

(3) The following exhibits are filed as part of this Form 10-K/A

| <u>Exhibit No.</u> | <u>Description</u> | <u>Included</u> | <u>Form Filing Date</u> |
|--------------------|--|-----------------|-------------------------|
| 3.1 | Amended and Restated Memorandum and Articles of Association. | By Reference | S-1/A March 15, 2012 |
| 4.1 | Specimen Unit Certificate. | By Reference | S-1/A February 28, 2012 |
| 4.2 | Specimen Ordinary Share Certificate. | By Reference | S-1/A January 23, 2012 |
| 4.3 | Specimen Warrant Certificate. | By Reference | S-1/A December 28, 2011 |
| 4.4 | | | 8-K March 22, 2012 |

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| | | | |
|-----|--|--------------|----------------------|
| | Warrant Agreement between Continental Stock Transfer & Trust Company and the Registrant. | By Reference | |
| 4.5 | Form of First Unit Purchase Option issued to EarlyBirdCapital, Inc. | By Reference | S-1/A March 12, 2012 |
| 4.6 | Form of Second Unit Purchase Option issued to EarlyBirdCapital, Inc. | By Reference | S-1/A March 7, 2012 |

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| <u>Exhibit No.</u> | <u>Description</u> | <u>Included</u> | <u>Form Filing Date</u> |
|--------------------|--|-----------------|-------------------------|
| 10.1 | Form of Letter Agreement among the Registrant, EarlyBirdCapital, Inc. and each of the Registrant's Officers, Directors and Initial Shareholders. | By Reference | S-1/A March 2, 2012 |
| 10.2 | Form of Investment Management Trust Agreement between Continental Stock Transfer & Trust Company and the Registrant. | By Reference | S-1/A March 15, 2012 |
| 10.3 | Form of Escrow Agreement between the Registrant, Continental Stock Transfer & Trust Company and the Initial Shareholders. | By Reference | S-1/A March 12, 2012 |
| 10.4 | Promissory Note issued to A. Lorne Weil. | By Reference | S-1/A November 18, 2011 |
| 10.5 | Form of Registration Rights Agreement among the Registrant and the Initial Shareholders. | By Reference | S-1/A March 7, 2012 |
| 10.6 | Form of Subscription Agreements among the Registrant, Graubard Miller and the Purchasers of Private Placement Warrants. | By Reference | S-1/A March 7, 2012 |
| 10.7 | Merger and Acquisition Agreement between the Company and EarlyBirdCapital, Inc. | By Reference | S-1/A March 12, 2012 |
| 10.8 | Advisory Services Agreement between the Company and Morgan Joseph TriArtisan LLC | Herewith | |
| 10.9 | Promissory Note issued to A. Lorne Weil 2006 Irrevocable Trust - Family Investment Trust. | By Reference | 10-K June 13, 2013 |
| 24 | Power of Attorney (included on signature page of this Form 10-K). | By Reference | 10-K June 13, 2013 |
| 31 | Certification of Principal Executive Officer and Principal Financial and Accounting Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. | Herewith | |
| 32 | Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 | Herewith | |
| 99.1 | Form of Audit Committee Charter. | By Reference | S-1/A January 23, 2012 |
| 99.2 | Form of Nominating Committee Charter. | By Reference | S-1/A January 23, 2012 |

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| <u>Exhibit No.</u> | <u>Description</u> | <u>Included</u> | <u>Form Filing Date</u> |
|--------------------|--|-----------------|-------------------------|
| 101.INS | XBRL Instance Document | By Reference | 10-K June 13, 2013 |
| 101.SCH | XBRL Taxonomy Extension Schema | By Reference | 10-K June 13, 2013 |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase | By Reference | 10-K June 13, 2013 |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase | By Reference | 10-K June 13, 2013 |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase | By Reference | 10-K June 13, 2013 |

SIGNATURES

Pursuant to the requirements of the Section 13 or 15 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 on the 17th day of June, 2013.

ANDINA ACQUISITION CORPORATION

By: /s/ B. Luke Weil
B. Luke Weil
Chief Executive Officer
(Principal executive officer and Principal financial and accounting officer)

In accordance with 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.

| <u>Name</u> | <u>Title</u> | <u>Date</u> |
|-------------------------|-------------------------|---------------|
| <u>/s/ B. Luke Weil</u> | Chief Executive Officer | June 17, 2013 |
| B. Luke Weil | | |
| * | Director | June 17, 2013 |
| Julio A. Torres | | |
| * | Director | June 17, 2013 |
| Eduardo Robayo | | |
| | Director | |
| Rudolf M. Hommes | | |
| * | Director | June 17, 2013 |
| Martha Byorum | | |

*

June 17, 2013

Director (Non-Executive Chairman)

A. Lorne Weil

* By B. Luke Weil, Power of Attorney

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