

IRADIMED CORP
Form 10-K/A
November 01, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K/A

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

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2015

OR

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

FOR THE TRANSITION PERIOD FROM TO

COMMISSION FILE NO. 001-36534

IRADIMED CORPORATION

(Exact Name of Registrant As Specified In Its Charter)

Delaware

73-1408526

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

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

1025 Willa Springs Drive
Winter Springs, Florida
(Address of principal executive offices)

32708
(Zip Code)

Registrant's telephone number, including area code: **(407) 677-8022**

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

Title of Each Class	Name of each exchange on which registered
Common Stock, \$0.0001 par value	Nasdaq Stock Market LLC (Nasdaq Capital Market)

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 Section 15(d) of the 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 Securities 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 checkmark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 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-K (§ 229.405 of this chapter) 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. Yes ☐ No ☒

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 the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

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

Large accelerated filer ☐

Accelerated filer ☒

Non-accelerated filer ☐

Smaller reporting company ☐

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

As of June 30, 2015, the last business day of the registrant's most recently completed second fiscal quarter, the aggregate market value of its shares held by non-affiliates was approximately \$81,912,000.

There were 11,034,810 shares outstanding of the registrant's common stock, par value \$0.0001 per share, as of February 29, 2016. The registrant's common stock is listed on the Nasdaq Capital Market under the stock symbol IRMD.

Documents Incorporated by Reference: Information required by Items 10, 11, 12, 13 and 14 of Part III are incorporated by reference from the Proxy Statement for the registrant's 2016 Annual Meeting of Stockholders. Except with respect to information specifically incorporated by reference in the Form 10-K, the Proxy Statement is not deemed to be filed as part hereof.

Explanatory Note

Iradimed Corporation (the Company) is filing this Amendment No. 1 to the Annual Report on Form 10-K/A (this Amendment) to amend the Company's annual report on Form 10-K for the year ended December 31, 2015, filed with the Securities and Exchange Commission (SEC) on March 10, 2016 (the Form 10-K) to amend certain certifications of the Chief Executive Officer and Chief Financial Officer of the Company pursuant to Item 601(b)(31) of Regulation S-K, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 that were inadvertently misstated in both of Exhibits 31.1 and 31.2 of the Form 10-K.

No other changes have been made to the Form 10-K. This Amendment speaks as of the original filing date of the Form 10-K and does not reflect events that may have occurred subsequent to the original filing date. This Amendment restates only those portions of the Form 10-K affected by the above noted changes. Accordingly, this Amendment should be read in conjunction with the Form 10-K and other filings made by the Company subsequent to our filing of the Form 10-K. As instructed by the SEC in a comment letter dated October 25, 2016, this Amendment includes only the amended certifications of the Company's Chief Executive Officer and Chief Financial Officer contained in paragraphs 1, 2, 4 and 5 of Exhibits 31.1 and 31.2 attached hereto.

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, in the City of Winter Springs, State of Florida, on November 1, 2016.

IRADIMED CORPORATION
(Registrant)

Dated: November 1, 2016

/s/ Roger Susi
By: Roger Susi
Chief Executive Officer and
President
(Principal Executive Officer)

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Roger Susi and Chris Scott as his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments to this Report on Form 10-K, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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 Company in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Roger Susi Roger Susi	Chief Executive Officer, President, and Chairman of the Board (principal executive officer)	November 1, 2016
/s/ Chris Scott Chris Scott	Chief Financial Officer and Secretary (principal financial and accounting officer)	November 1, 2016
/s/ Anthony Vuoto Anthony Vuoto	Director	November 1, 2016
/s/ Monty Allen Monty Allen	Director	November 1, 2016
/s/ Jonathan A. Kennedy Jonathan A. Kennedy	Director	November 1, 2016

EXHIBIT INDEX

Exhibit No.	Description
31.1	Amended Certification of Chief Executive Officer pursuant to Exchange Act Rule, 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Amended Certification of Chief Financial Officer pursuant to Exchange Act Rule, 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.