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AETHLON MEDICAL INC
Form 10-K/A
May 01, 2009

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
AMENDMENT TO FORM 10-K

(MARK ONE)

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

For the fiscal year ended March 31, 2008

OR

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

For transition period from _____ to _____

COMMISSION FILE NUMBER 0-21846

AETHLON MEDICAL, INC.
(Name of Small Business issuer in its charter)

NEVADA
(State or other jurisdiction of
incorporation or organization)

13-3632859
(I.R.S. Employer
Identification No.)

3030 Bunker Hill Street, Suite 4000,
San Diego, California
(Address of principal executive office)

92109
(Zip Code)

ISSUER'S TELEPHONE NUMBER (858) 459-7800

SECURITIES REGISTERED UNDER SECTION 12(b) OF THE EXCHANGE ACT:

NAME OF EACH EXCHANGE	
TITLE OF EACH CLASS	ON WHICH REGISTERED
-----	-----
NONE	NONE

SECURITIES REGISTERED UNDER SECTION 12(g) OF THE EXCHANGE ACT:

COMMON STOCK--\$.001 PAR VALUE
(TITLE OF CLASS)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act 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 requirements for the past 90 days. Yes No

Check if there is no disclosure of delinquent filers pursuant to Item 405 of Regulation S-B contained in this form, and no disclosure will 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-KSB or any amendment to this Form 10-KSB.

The registrant had no revenue for the fiscal year ended March 31, 2008. The

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aggregate market value of the Common Stock held by non-affiliates was approximately \$15,204,545 based upon the closing price of the Common Stock of \$0.39, as reported by the NASDAQ Over-the-Counter Bulletin Board ("OTCBB") on July 7, 2008.

The number of shares of the Common Stock of the registrant outstanding as of July 7, 2008 was 40,286,480.

TRANSITIONAL SMALL BUSINESS DISCLOSURE FORMAT (CHECK ONE):

Yes [] No [X]

EXPLANATORY NOTE: This Amendment to Form 10-K is filed in response to the comments of the Staff of the Securities and Exchange Commission for the purpose of correcting certain unintentional omissions from Exhibit 31.1 of the original filed Annual Form 10-KSB for the year ended March 31, 2008. A replacement Exhibit 31.1 is filed herewith. It represents the only change or modification to the original filed Report.

ITEM 13. EXHIBITS

The following document is filed as part of this amendment to report on Form 10-K:

- 31 Certification of our Chief Executive Officer and Chief Accounting Officer, pursuant to Securities Exchange Act rules 13a-14(a) and 15d-14(a) as adopted pursuant to Section 302 of the Sarbanes Oxley Act of 2002.*

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this amendment to report to be signed on its behalf by the undersigned, thereunto duly authorized, on the 1st day of May, 2009.

BY: /S/ JAMES A. JOYCE

JAMES A. JOYCE
CHAIRMAN, CHIEF EXECUTIVE OFFICER
AND ACTING CHIEF FINANCIAL OFFICER

In accordance with the Exchange Act, this amendment to report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Table with 3 columns: SIGNATURE, TITLE, DATE. Row 1: /S/ JAMES A. JOYCE, CHAIRMAN OF THE BOARD, May 1, 2009. Row 2: /S/ FRANKLYN S. BARRY, JR., DIRECTOR, May 1, 2009.

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/S/ EDWARD G. BROENNIMAN

DIRECTOR

May 1, 2009

EDWARD G. BROENNIMAN

/S/ RICHARD H. TULLIS

DIRECTOR

Mat 1, 2009

RICHARD H. TULLIS