

POWER EFFICIENCY CORP  
Form 10-Q/A  
October 01, 2010

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

AMENDMENT NO. 1

on

FORM 10-Q/A

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

For the quarterly period ended: March 31, 2010

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No. 0-31805

POWER EFFICIENCY CORPORATION  
(Exact Name of Issuer as Specified in its Charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)

22-3337365  
(I.R.S. Employer Identification No.)

839 Pilot Road, Suite A  
Las Vegas, NV 89119  
(Address of Principal Executive Offices)

(702) 697-0377  
(Issuer's Telephone Number,  
Including Area Code)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the past 12 months (or for such shorter period that the Company 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 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. (Check one):

Large Accelerated filer  Accelerated filer  Non-Accelerated filer  Smaller reporting company

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

The number of shares of common stock outstanding as of May 13, 2010 was 45,065,883.

Transitional Small Business Disclosure Format (check one): Yes  No

Indicate by check mark 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

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EXPLANATORY NOTE

Power Efficiency Corporation, (the “Company”) is filing this amendment to its Quarterly Report for the period ending March 31, 2010 on Form 10-Q in response to communications received from the Securities and Exchange Commission (the “Commission”). This amendment amends and restates in full Item 4T – Controls and Procedures, to disclosure changes made to our internal controls over financial reporting during the quarter to correct deficiencies that resulted in material weaknesses at December 31, 2009. Filed as exhibits hereto are certifications to conform to the requirements of Item 601(b)(31) of Regulation S-K, dated as of the date of the filing of this amendment.

No other changes have been made to the Quarterly Report, as previously filed on May 17, 2010. This amendment does not reflect subsequent events occurring after the filing date of the original Quarterly Report or, unless otherwise noted herein, modify or update any disclosures made in the original Quarterly Report.

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ITEM 4T. CONTROLS AND PROCEDURES

(a) Evaluation of Disclosure Controls and Procedures. Under the supervision and with the participation of its Chief Executive Officer and Chief Financial Officer, management has evaluated the effectiveness of the Company's disclosure controls and procedures as of the end of the period covered by this report pursuant to Rule 13a-15(b) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures are effective in ensuring that information required to be disclosed in the Company's Exchange Act reports is (1) recorded, processed, summarized and reported in a timely manner, and (2) accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

(b) Changes in Internal Controls. In connection with correcting material weaknesses identified by the Company's Chief Executive Officer and Chief Financial Officer in our assessment of Internal Control Over Financial Reporting as of December 31, 2009, we have corrected our model for our estimated volatility, corrected our tax provision model to include the deferred tax liability related to the tax amortization, as well as implemented reviews to ensure that our accounting methodology is correct as a control. We have implemented and will utilize these updated models and controls for all necessary transactions going forward.

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