

ARRHYTHMIA RESEARCH TECHNOLOGY INC /DE/
Form 10KSB/A
March 29, 2007

**SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549**

FORM 10-KSB/A

Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the fiscal year ended December 31, 2006

Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
001-9731
(Commission file number)

ARRHYTHMIA RESEARCH TECHNOLOGY, INC.
(Name of small business issuer in its charter)

| | |
|--|---|
| Delaware (State or other jurisdiction of incorporation of organization) | 72-0925679 (IRS Employer Identification Number) |
| 25 Sawyer Passway, Fitchburg, MA (Address of principal executive offices) | 01420 (Zip Code) |
| | (978) 345-5000 (Issuer's telephone number) |

Securities Registered under Section 12 (b) of the Act:

| | |
|---|--|
| Common Stock, \$.01 par value (Title of Each Class) | American Stock Exchange (Name of Each Exchange on Which Registered) |
|---|--|

Securities Registered under Section 12 (g) of the Act:

None

Check whether the issuer is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act.

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 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 in response 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.

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

State issuer's revenues for its most recent fiscal year. \$19,318,106

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the closing price of such stock as of March 21, 2007. \$ 61,599,740

On March 21, 2007 there were 2,706,680 shares of the issuer's common stock, par value \$.01, outstanding, which is the only class of common or voting stock of the issuer.

DOCUMENTS INCORPORATED BY REFERENCE

The registrant intends to file a definitive proxy statement pursuant to Regulation 14A within 120 days of the end of the fiscal year ended December 31, 2006. Portions of such proxy statement are incorporated by reference into Part III of this Form 10-KSB/A.

Transitional Small Business Disclosure Format (Check one): Yes ___ No X

EXPLANATORY NOTE

Arrhythmia Research Technology, Inc. is filing this Amendment No. 1 to its Annual Report on Form 10-KSB filed with the Securities and Exchange Commission on March 29, 2007 solely to furnish the exhibits to the Annual Report, which exhibits were inadvertently incorrectly transmitted in the initial filing. The text of the Annual Report remains unchanged.

SIGNATURES

In accordance with of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ARRHYTHMIA RESEARCH TECHNOLOGY, INC.

By: /s/ James E Rouse

James E. Rouse,
President and Chief Executive Officer
March 29, 2007

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.

| Signature | Capacity | Date |
|--|--|----------------|
| /s/ James E. Rouse James E. Rouse | President, Chief Executive Officer and Director (Principal Executive Officer) | March 29, 2007 |
| /s/ David A. Garrison David A. Garrison | Executive Vice President of Finance and Chief Financial Officer (Principal Financial and Accounting Officer) | March 29, 2007 |
| /s/ E. P. Marinos E. P. Marinos | Chairman of the Board | March 29, 2007 |
| /s/ Julius Tabin Julius Tabin | Director | March 29, 2007 |
| /s/ Paul F. Walter Paul F. Walter | Director | March 29, 2007 |
| /s/ Jason R. Chambers Jason R. Chambers | Director | March 29, 2007 |

EXHIBIT INDEX

| Exhibit Number | Description of Exhibit | Page |
|-----------------------|---|-------------|
| 3.0 | Articles of Incorporation | (a) |
| 3.1 | By-laws | (c) |
| 4.0 | Form of Certificate evidencing shares of the Company's Common Stock. | (a) |
| 4.6* | 2001 Stock Option Plan | (b) |
| 4.7* | 2003 Stock Bonus Plan | (f) |
| 4.8* | 2005 Stock Award Plan | (h) |
| 10.40* | Employment agreement between James E. Rouse and the Company dated October 5 th , 2001. | (d) |
| 10.41 | Asset Purchase Agreement, dated May 7, 2004, between Micron Products, Inc. and Shrewsbury Molders, Inc. | (g) |
| 10.42* | Amendment to the employment agreement between James E. Rouse and the Company dated October 5 th , 2001 effective October 4 th , 2006. | (i) |
| 10.43* | Employment agreement between James E. Rouse and the Company dated December 26 th , 2006. | X-1 |
| 10.44* | Employment agreement between David A. Garrison and the Company dated January 1 st , 2007. | X-2 |
| 21.0 | Subsidiaries | (e) |
| 23.1 | Consent of Carlin, Charron & Rosen, LLP | X-3 |
| 31.1 | Certification of the CEO pursuant to Rule 13a-14(a) or Rule 15(d)-14(a) | X-4 |
| 31.2 | Certification of the CFO pursuant to Rule 13a-14(a) or Rule 15(d)-14(a) | X-5 |
| 32.1 | Certification pursuant to 18 U.S.C. §1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 | X-6 |
| 32.2 | Certification pursuant to 18 U.S.C. §1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 | X-7 |

* Indicates a management contract or compensatory plan required to be filed as an exhibit.

(a) Incorporated by reference from the Company's Registration Statement on Form S-18 as filed with the Commission in April 1988, Registration Statement No. 33-20945-FW.

(b) Incorporated by reference from the Company's Form 10-K for fiscal year ended December 31, 2001 as filed with the Commission in March 2002.

(c) Incorporated by reference from the Company's Form 10-Q for period ended September 30, 2002 as filed with the Commission in November 2002.

(d) Incorporated by reference from the Company's Form 10-Q as exhibit 10.10 for period ended September 30, 2002 as filed with the Commission in November 2002.

(e) Incorporated by reference from the Company's Form 10-K for fiscal year ended December 31, 2002 as filed with the Commission in March 2003.

(f) Incorporated by reference from the Company's Registration Statement on Form S-8 as filed with the Commission in November 2004, Registration Statement No. 333-120329.

(g) Incorporated by reference from the Company's Form 8-K as filed with the Commission on May 21, 2004.

(h) Incorporated by reference from the Company's Registration Statement on Form S-8 as filed with the Commission in December 2005, Registration Statement No. 333-130678.

(i)

Incorporated by reference from the Company's Form 8-K as filed with the Commission on October 6, 2006.