

ARQULE INC
Form 10-Q/A
November 18, 2009

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 10-Q/A

(Amendment No. 1)

- Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

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For the Quarter Ended September 30, 2009

Commission File No. 000-21429

ArQule, Inc.

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(Exact Name of Registrant as Specified in its Charter)

Delaware
(State of Incorporation)

04-3221586
(I.R.S. Employer Identification Number)

19 Presidential Way, Woburn, Massachusetts 01801

(Address of Principal Executive Offices)

(781) 994-0300

(Registrant's Telephone Number, including Area Code)

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 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 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 (Section 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 whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See 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
(Do not check if a smaller reporting company)

Smaller reporting company

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

Number of shares outstanding of the registrant's Common Stock as of October 30, 2009:

Common Stock, par value \$.01

44,668,240 shares outstanding

Explanatory Note

ArQule, Inc. (the Registrant) is filing this Amendment No. 1 on Form 10-Q/A to amend its quarterly report on Form 10-Q for the quarterly period ended September 30, 2009, as filed with the Securities and Exchange Commission on November 6, 2009 (the Original Filing). The Registrant is filing this amendment to its Original Filing to correct the date in the Certification of its Chief Executive Officer and its Principal Financial Officer required under Section 906 of the Sarbanes-Oxley Act, filed as Exhibit 32 in the Original Filing. The Certification in the Original Filing stated that it was for the Quarterly Report of ArQule, Inc. on Form 10-Q for the quarter ending June 30, 2009. This Amendment No. 1 changes Exhibit 32 to state that this certification is for the quarterly report of ArQule, Inc. on Form 10-Q for the quarter ended September 30, 2009.

Except as indicated above, no other information in the Original Filing is amended by this Amendment No. 1. In addition, this Amendment No. 1 does not otherwise update information in the Original Filing to reflect facts or events occurring subsequent to the date of the Original Filing.

Part II OTHER INFORMATION

ITEM 6. EXHIBITS

**EXHIBIT
NO.**

DESCRIPTION

- | | |
|------|---|
| 31.1 | Rule 13a-14(a) Certificate of Chief Executive Officer, filed as Exhibit 31.1 to the Company s Quarterly Report on Form 10-Q for the quarter ended September 30, 2009 filed with the Commission on November 6, 2009 (File No. 000-21429) and incorporated herein by reference. |
| 31.2 | Rule 13a-14(a) Certificate of Principal Financial Officer, filed as Exhibit 31.2 to the Company s Quarterly Report on Form 10-Q for the quarter ended September 30, 2009 filed with the Commission on November 6, 2009 (File No. 000-21429) and incorporated herein by reference. |
| 32 | Rule 13a-14(b) Certificate of Chief Executive Officer and Chief Financial Officer, filed herewith. |

ARQULE, INC.

SIGNATURES

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Pursuant to the requirements of the Securities Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ArQule, Inc.

Date: November 18, 2009

/s/ PETER S. LAWRENCE
Peter S. Lawrence
President and Chief Operating Officer
(Principal Financial Officer)

/s/ ROBERT J. WEISKOPF
Robert J. Weiskopf
Vice President of Finance,
Corporate Controller and Treasurer
(Principal Accounting Officer)