

IMARX THERAPEUTICS INC
Form 10-Q/A
December 30, 2009

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

**FORM 10-Q/A
Amendment No. 1**

**Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the Quarterly Period ended June 30, 2009**

**Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the Transition Period from _____ to _____
Commission File Number 001-33043**

**ImaRx Therapeutics, Inc.
(Exact Name of Registrant as Specified in Its Charter)**

**Delaware
(State or Other Jurisdiction of
Incorporation or Organization)**

**86-0974730
(I.R.S. Employer
Identification No.)**

**ImaRx Therapeutics, Inc.
c/o Stoel Rives LLP
201 S. Main Street, Suite 1100
Salt Lake City, Utah
(Address of Principal Executive Offices)**

**84111
(Zip Code)**

**(801) 578-6962
(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 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 at least 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 (§ 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 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

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(Do not check if a 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

The number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date is as follows:

| Class | Outstanding at December 29, 2009 |
|--|---|
| Common Stock \$0.0001 par value | 11,665,733 |

EXPLANATORY NOTE

ImaRx Therapeutics, Inc. (the Company) is filing this Amendment No. 1 to its Quarterly Report on Form 10-Q for the quarter ended June 30, 2009 (the Report) for the sole purpose of amending Exhibit Nos. 31.1 and 31.2 to include the introductory language of paragraph 4 and the language of paragraph 4(b) of Item 601(b)(31) Regulation S-K

Except as described above, no other changes are made to Report, and this Form 10-Q/A does not amend, update or change any other Item or the disclosures in the Report in any way. This Form 10-Q/A does not reflect events occurring after the filing of the Report or modify or update those disclosures, including any exhibits to the Report, affected by subsequent events.

Item 6. Exhibits.**Exhibits**

| Exhibit No. | Exhibit Title | Filed Herewith | Form | Incorporated by Reference | | |
|----------------|--|-------------------|------|---------------------------|-----------|-----------------|
| | | | | Exhibit No. | File No. | Filing Date |
| 10.1 | Asset Purchase Agreement by and among WA 32609 and ImaRx Therapeutics, Inc. | | 10-Q | 10.1 | 001-33043 | August 11, 2009 |
| 31.1 | Rule 13a-14(a)/15d-14(a) Certification of Principal Executive Officer | X | | | | |
| 31.2 | Rule 13a-14(a)/15d-14(a) Certification of Principal Financial Officer | X | | | | |
| 32 | Section 1350 Certification of Periodic Financial Report by the Chief Executive Officer and Principal Financial and Accounting Office | | 10-Q | 32 | 001-33043 | August 11, 2009 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report on Form 10Q/A to be signed on its behalf by the undersigned, thereunto duly authorized.

IMARX THERAPEUTICS, INC.

Date: December 29, 2009

By: /s/ RICHARD LOVE
Richard Love,
Chairman of the Board
(Principal Executive Officer and Principal
Financial Officer)

EXHIBIT INDEX**Exhibit Index**

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