

OSIRIS THERAPEUTICS, INC.
Form 10-Q/A
May 22, 2008

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 March 31, 2008

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 **001-32966**

OSIRIS THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

71-0881115
(I.R.S. Employer Identification No.)

7015 Albert Einstein Drive, Columbia, Maryland 21046

(Address of principal executive offices) (Zip Code)

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443-545-1800

(Registrant's telephone number, including area code)

None

(Former name, former address and former fiscal year, if changed since last report)

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 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 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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding at May 9, 2008
Common Stock, par value \$0.001 per share	31,765,941

AMENDMENT NO. 1 TO FORM 10-Q

This Amendment No. 1 on Form 10-Q/A (the Amendment) amends our Quarterly Report on Form 10-Q for the quarter ended March 31, 2008 as originally filed with the Securities and Exchange Commission on May 12, 2008 (the Original Filing). This Amendment relates solely to Part II, Item 6 of the Original Filing, and solely amends paragraph 4 of Exhibits 31.1 and 31.2, certification of principal executive officer and principal financial officer, respectively. The text of Part II, Item 6 of the Original Filing, solely as it relates to Exhibits 31.1 and 31.2, respectively, is included herewith, and Exhibits 31.1 and 31.2, as so amended are filed herewith in their entirety, in each case for ease of reference.

Except for the revisions described above, this Amendment does not amend, modify or update the Original Filing in any respect. Without limiting the foregoing, this Amendment does not amend or modify Part II, Item 6 of the Original Filing as it relates to any exhibit included therewith, other than Exhibits 31.1 and 31.2. This Amendment does not reflect events that have occurred subsequent to the filing of the Original Filing and, accordingly, this Amendment should be read in conjunction with our filings made with the Securities and Exchange Commission subsequent to the date of the Original Filing.

PART II OTHER INFORMATION

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Item 6. Exhibits.

Exhibit Number	Description of Exhibit
31.1	Certification of Principal Executive Officer pursuant to Rule 13a-14(a) and 15D-14(a) under the Securities Exchange Act of 1934, as amended (Section 302 of the Sarbanes-Oxley Act of 2002).
31.2	Certification of Principal Financial Officer pursuant to Rule 13a-14(a) and 15D-14(a) under the Securities Exchange Act of 1934, as amended (Section 302 of the Sarbanes-Oxley Act of 2002).

SIGNATURE

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

Osiris Therapeutics, Inc.

Date: May 22, 2008

/s/ PHILIP R. JACOBY, JR.
Philip R. Jacoby, Jr.
Interim Chief Financial Officer