

MICROFLUIDICS INTERNATIONAL CORP

Form 10-Q/A

November 20, 2008

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q/A

(Amendment No. 1 to Form 10-Q)

(Mark One)

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

For the quarterly period ended September 30, 2008

OR

o 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: 0-11625

MICROFLUIDICS INTERNATIONAL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

04-2793022

(I.R.S. Employer Identification No.)

30 Ossipee Road, Newton, Massachusetts

(Address of principal executive offices)

02464

(Zip Code)

(617) 969-5452

(Registrant's telephone number, including area code)

MFIC CORPORATION

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

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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 (the Act) 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 the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(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 Act).

Yes No

As of November 18, 2008, 10,345,532 shares of the registrant's Common Stock, par value \$.01 per share, were outstanding.

Explanatory Note

This Amendment No. 1 on Form 10-Q/A (the Amendment) amends the quarterly report of Microfluidics International Corporation (the Company) on Form 10-Q for the quarter ended September 30, 2008 as filed with the Securities and Exchange Commission on November 18, 2008 (the Original Filing). This Amendment corrects a typographical error appearing on the cover page of the Original Filing regarding the number of shares of the Company s common stock outstanding as of November 18, 2008.

As required by Rule 12b-15 under the Exchange Act, new certifications by our principal executive officer and principal financial officer are filed as exhibits to this Amendment. All other disclosures and exhibits as filed in the Original Filing are hereby incorporated by reference as to such. Accordingly, this Amendment should be read in conjunction with our other filings made with the Securities and Exchange Commission.

There are no other changes to the Original Filing, other than those outlined in this document. This Amendment does not reflect events occurring after the filing of the Original Filing, nor does it modify or update the disclosures therein in any way other than as required to reflect the amendment set forth below.

Item 6. Exhibits

Exhibits

- 31.1 Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2 Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

SIGNATURES

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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.

**MICROFLUIDICS INTERNATIONAL
CORPORATION**

By: /s/ Michael C Ferrara
Michael C Ferrara
President and Chief Executive Officer

By: /s/ Brian E. LeClair
Brian E. LeClair
*Executive Vice-President and Chief Financial
Officer*

Dated: November 19, 2008