

CTI INDUSTRIES CORP  
Form 10-K/A  
April 19, 2006

**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**  
**FORM 10-K/A**  
**Amendment No. 1**  
**ANNUAL REPORT PURSUANT TO**  
**SECTION 13 OR 15(d) OF THE SECURITIES**  
**EXCHANGE ACT OF 1934**  
For the Fiscal Year Ended December 31, 2005

**Commission File Number**  
**000-23115**

**CTI INDUSTRIES CORPORATION**  
(Exact name of Registrant as specified in its charter)

Illinois  
(State or other jurisdiction of  
incorporation or organization)

36-2848943  
(I.R.S. Employer Identification Number)

22160 North Pepper Road Barrington, Illinois  
(Address of principal executive offices)

60010  
(Zip Code)

(847) 382-1000  
Registrant's telephone number, including area code

Securities registered pursuant to Sections 12(b) and 12(g) of the Act:

| Title of Class             | Name of each exchange<br>on which registered: |
|----------------------------|---|
| Common Stock, no par value | NASDAQ Capital Market                         |

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229,405 of this chapter) is not contained herein, and will not 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-K or any amendment to this

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Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of “accelerated filer and large accelerated filer” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer

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

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Based upon the closing price of \$1.85 per share of the Registrant's Common Stock as reported on NASDAQ Capital Market tier of The NASDAQ Stock Market on June 30, 2005, the aggregate market value of the voting common stock held by non-affiliates of the Registrant was then approximately \$1,918,931. (The determination of stock ownership by non-affiliates was made solely for the purpose of responding to the requirements of the Form and the Registrant is not bound by this determination for any other purpose.)

The number of shares outstanding of the Registrant's Common Stock as of March 31, 2006 was 2,036,474 (excluding treasury shares).

Documents Incorporated by Reference: None

**Introductory Note**

The Annual Report on Form 10-K for CTI Industries Corporation (the “Company”), for the year ending December 31, 2005, filed on April 14, 2006, is hereby being amended to include a revised Report of Independent Registered Public Accounting Firm from Eisner LLP, which was modified from the original filing. No other changes have been made to the Annual Report on Form 10-K.

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Board of Directors and Stockholders  
CTI Industries Corporation

We have audited the accompanying consolidated statements of operations, stockholders’ equity and cash flows of CTI Industries Corporation and subsidiaries (the “Company”) for the year ended December 31, 2003. These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated results of operations and cash flows of the Company for the year ended December 31, 2003, in conformity with generally accepted accounting principles in the United States of America.

/s/ Eisner LLP  
New York, New York  
February 18, 2004

With respect to the first paragraph of Note 6  
April 14, 2004

With respect to the third paragraph of Note 3  
October 1, 2004 (not presented herein)

**SIGNATURES**

In accordance with Section 13 or 15(d) of the Exchange Act the Registrant caused this report to be signed on its behalf by the undersigned thereunto duly authorized on April 19, 2006.

CTI INDUSTRIES CORPORATION

Date:

By: /s/ Howard W. Schwan

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Howard W. Schwan, President

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the Registrant in the capacities and on the dates indicated.

| <b>Signatures</b>                                     | <b>Title</b>  | <b>Date</b>    |
|---|---|----------------|
| /s/ Howard W. Schwan<br>_____<br>Howard W. Schwan     | President and Director  | April 19, 2006 |
| /s/ John H. Schwan<br>_____<br>John H. Schwan         | Chairman and Director   | April 19, 2006 |
| /s/ Stephen M. Merrick<br>_____<br>Stephen M. Merrick | Executive Vice President,<br>Secretary, Chief Financial<br>Officer and Director | April 19, 2006 |
| /s/ Stanley M. Brown<br>_____<br>Stanley M. Brown     | Director  | April 19, 2006 |
| /s/ Bret Tayne<br>_____<br>Bret Tayne                 | Director  | April 19, 2006 |
| /s/ Michael Avramovich<br>_____<br>Michael Avramovich | Director  | April 19, 2006 |
| /s/ John I. Collins<br>_____<br>John I. Collins       | Director  | April 19, 2006 |

