

AVI BIOPHARMA INC  
Form 10-Q/A  
February 15, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 10-Q/A**

(Amendment No. 1)

(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, 2011

OR

**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 001-14895

**AVI BIOPHARMA, INC.**

(Exact name of registrant as specified in its charter)

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**Oregon**  
(State or other jurisdiction of

**93-0797222**  
(I.R.S. Employer

incorporation or organization)

Identification No.)

**3450 Monte Villa Parkway, Suite 101, Bothell, Washington**  
(Address of principal executive offices)

**98021**  
(Zip Code)

**Registrant's telephone number, including area code: (425) 354-5038**

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 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  (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.

**Common Stock with \$0.0001 par value**  
(Class)

**135,743,120**  
(Outstanding as of October 26, 2011)

**Explanatory Note**

We are filing this Amendment No. 1 to our Quarterly Report on Form 10-Q for the quarter ended September 30, 2011 (the Amendment ) only to re-file Exhibit 10.3 in response to comments we received from the Securities and Exchange Commission on a confidential treatment request we made for certain portions of the exhibit in our original Form 10-Q. The re-filed exhibit discloses portions that had previously been redacted pursuant to our request for confidential treatment.

This Amendment does not reflect events occurring after the filing of our original Form 10-Q or modify or update those disclosures affected by subsequent events. No other modifications or changes have been made to our Form 10-Q for the quarter ended September 30, 2011 as originally filed or the exhibits filed therewith.

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**PART II - OTHER INFORMATION**
**Item 6. Exhibits.**

Exhibit No	Exhibit Description	Incorporated by Reference to Filings Indicated				
		Form	File No.	Exhibit	Date	Filed
10.3	Modification No. P00005 to Contract Number W9113M-10-C-0056 between U.S. Army Space and Missile Defense Command and AVI BioPharma, Inc. effective August 15, 2011.					X
31.1	Certification of the Company's President and Chief Executive Officer, Christopher Garabedian, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.					X
31.2	Certification of the Company's Vice President, Finance, Michael Jacobsen, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.					X

Portions of this exhibit are omitted and were filed separately with the Securities and Exchange Commission pursuant to an application requesting confidential treatment.

**SIGNATURES**

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.

Date: February 15, 2012

**AVI BIOPHARMA, INC.**

By: /s/ CHRISTOPHER GARABEDIAN  
Christopher Garabedian  
President and Chief Executive Officer

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**EXHIBIT INDEX**

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<b>No</b>	<b>Exhibit Description</b>					<b>Herewith</b>
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