

ANI PHARMACEUTICALS INC
Form 10-K/A
March 03, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

(Amendment No. 1)

(Mark one)

ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2013

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____.

Commission file number 001-31812

ANI PHARMACEUTICALS, INC.

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(Exact name of registrant as specified in its charter)

Delaware **58-2301143**
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

210 Main Street West
Baudette, Minnesota **56623**
(Address of principal executive offices) (Zip Code)

(218) 634-3500

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Name of each exchange on which registered |
|---|--|
| Common Stock, par value \$0.0001 per share | The NASDAQ Global Market |

Securities registered pursuant to Section 12(g) of the Act:

None

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 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 during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES x 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 Form 10-K. x

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 x

Indicate by check mark whether registrant is a shell company (as defined in Rule 12b-2 of the Act). YES " NO x

The aggregate market value of the voting and non-voting common stock held by non-affiliates of the registrant as of June 28, 2013, was \$36.8 million (based upon the last reported sale price of \$6.00 per share on June 28, 2013, on The NASDAQ Global Market).

As of February 14, 2014, 9,639,941 shares of common stock and 10,868 shares of Class C Special stock of the registrant were outstanding.

Explanatory Note

ANI Pharmaceuticals, Inc. (“ANI”) is filing this Amendment No. 1 to Form 10-K on Form 10-K/A (the “Form 10-K/A”) to amend its Annual Report on Form 10-K for the fiscal year ended December 31, 2013 (the “Form 10-K”), which was filed with the Securities and Exchange Commission (the “SEC”) on February 28, 2014. The purpose of this Form 10-K/A is solely to correct typographical errors in Exhibit 23.1. Exhibit 23.1 as originally filed inadvertently referenced incorrect Form S-8 and Form S-3 file numbers.

Pursuant to the rules of the SEC, Item 15 of Part IV has been amended to include the currently dated certifications of ANI’s principal executive officer and principal financial officer pursuant to Sections 302 of the Sarbanes-Oxley Act of 2002 as Exhibits 31.1 and 31.2 hereto. We are not including the certificate under Section 906 of the Sarbanes-Oxley Act of 2002 as no financial statements are being filed with this Form 10-K/A.

Except as described above, this Form 10-K/A does not amend any other information set forth in the Form 10-K, and we have not updated disclosures included therein to reflect any subsequent events. This Form 10-K/A should be read in conjunction with the Form 10-K and with our filings with the SEC subsequent to the Form 10-K.

PART IV.

Item 15. Exhibits, Financial Statement Schedules

(c) Exhibits

Exhibits included herein.

Exhibit number Exhibit description

| | |
|------|--|
| 23.1 | Consent of EisnerAmper LLP |
| 31.1 | Chief Executive Officer's Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2 | Chief Financial Officer's Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

ANI PHARMACEUTICALS, INC.

By: /S/ Arthur S. Przybyl
Arthur S. Przybyl
President and Chief Executive Officer
(principal executive officer)

Date: March 3, 2014

By: /S/ Charlotte C. Arnold
Charlotte C. Arnold
Vice President, Finance and

Chief Financial Officer

(principal financial officer)

Date: March 3, 2014

ANI Pharmaceuticals, Inc.

Exhibit Index

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