

Andina Acquisition Corp
Form 10-K/A
June 25, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K/A

(Mark One)

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

For the fiscal year ended February 29, 2012

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 **001-35436**

ANDINA ACQUISITION CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Cayman Islands

(State or Other Jurisdiction of Incorporation or Organization)

N/A

(I.R.S. Employer Identification Number)

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Carrera 10 No. 28-49, Torre A. Oficina 20-05, Bogota, Colombia
(Address of Principal Executive Offices) (Zip Code)

57-1-281-1811

(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 |
|--|---|
| Ordinary Shares, par value \$0.0001 per share | Nasdaq Capital Market |
| Warrants, Each to purchase one Ordinary Share | Nasdaq Capital Market |
| Units, each to purchase one Ordinary Share and One Warrant | Nasdaq Capital 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 15(d) of the Exchange 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 Exchange Act of 1934 during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirement for the past 90 days.

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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 No

Indicate by check mark if disclosure of delinquent filers in response to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the 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.

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 definition of "accelerated filer" and "large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

| | |
|--|---|
| Large accelerated filer <input type="checkbox"/> | Accelerated filer <input type="checkbox"/> |
| Non-accelerated filer <input type="checkbox"/> | Smaller reporting company <input checked="" type="checkbox"/> |

(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 Exchange Act).

Yes No

The Registrant was formed on September 21, 2011 and its fiscal year ended February 29, 2012. Accordingly, the Registrant was not in existence as of the last business day of the second fiscal quarter of 2012.

As of June 14, 2012, there were 5,250,000 Ordinary Shares, \$.0001 par value per share, outstanding.

Documents Incorporated by Reference: None.

Explanatory Note

The purpose of this amendment on Form 10-K/A to Andina Acquisition Corporation's Annual Report on Form 10-K for the fiscal year ended February 29, 2012, filed with the Securities and Exchange Commission on June 14, 2012 ("Form 10-K"), is solely to furnish Exhibit 101 to the Form 10-K, as required by Rule 405 of Regulation S-T.

No other changes have been made to the Form 10-K. This Form 10-K/A speaks as of the original filing date of the Form 10-K, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures made in Form 10-K.

Pursuant to Rule 406T of Regulation S-T, the interactive data files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of section 18 of the Securities and Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

SIGNATURES

Pursuant to the requirements of the Section 13 or 15 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 on the 25th day of June, 2012.

ANDINA ACQUISITION CORPORATION

By: /s/ Julio A. Torres

Julio A. Torres
Co-Chief Executive Officer
(Co-Principal executive officer and Co-Principal financial and accounting officer)

By: /s/ Eduardo Robayo

Eduardo Robayo
Co-Chief Executive Officer
(Co-Principal executive officer and Co-Principal financial and accounting officer)

POWER OF ATTORNEY

The undersigned directors and officers of Andina Acquisition Corporation hereby constitute and appoint Julio A. Torres and Eduardo Robayo, and each of them, with full power to act without the other and with full power of substitution and resubstitution, our true and lawful attorneys-in-fact with full power to execute in our name and behalf in the capacities indicated below, this annual report on Form 10-K and any and all amendments thereto and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, and hereby ratify and confirm all that such attorneys-in-fact, or any of them, or their substitutes shall lawfully do or cause to be done by virtue hereof.

In accordance with the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

| Name | Title | Date |
|--|--|---------------|
| /s/ Julio A. Torres Julio A. Torres | Co-Chief Executive Officer (Co-Principal Executive Officer and Co-Principal Financial and Accounting Officer) and Director | June 25, 2012 |

Name Title Date

| | | |
|--------------------------------------|---|---------------|
| /s/ Eduardo Robayo Eduardo Robayo | Co-Chief Executive Officer (Co-Principal Executive Officer and Co-Principal Financial and Accounting Officer) and Director | June 25, 2012 |
| * Rudolf M. Hommes | Director | June 25, 2012 |
| * Martha Byorum | Director | June 25, 2012 |
| * A. Lorne Weil | Director | June 25, 2012 |

* By: Julio A. Torres, Power of Attorney