

ARCA biopharma, Inc.
Form 10-Q/A
November 06, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q/A

(Amendment No. 1)

(Mark One)

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2009

OR

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
FOR THE TRANSITION PERIOD FROM _____ TO _____

Commission File Number 000-22873

ARCA BIOPHARMA, INC.

(Exact Name of Registrant as Specified in Its Charter)

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| | |
|--|---|
| Delaware (State or Other Jurisdiction of Incorporation or Organization) | 36-3855489 (I.R.S. Employer Identification Number) |
| 8001 Arista Place, Suite 200 Broomfield, CO (Address of Principal Executive Offices) | 80021 (Zip Code) |
| (720) 940-2200 (Registrant's Telephone Number, including Area Code) | |

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Sections 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.

| | |
|--|---|
| Large accelerated filer <input type="checkbox"/> | Accelerated filer <input type="checkbox"/> |
| Non-accelerated filer <input type="checkbox"/> (Do not check if smaller reporting company) | Smaller reporting company <input checked="" type="checkbox"/> |

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.

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| Class | Number of Shares Outstanding |
|--------------------------------|-------------------------------------|
| Common Stock \$0.001 par value | On May 8, 2009: 7,570,103 |

EXPLANATORY NOTE

This Amendment No. 1 on Form 10-Q/A (the Amendment) to ARCA biopharma, Inc.'s (the Company, we or us) Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2009, originally filed with the Securities and Exchange Commission (the Commission) on May 15, 2009 (Commission File No. 000-22873), is being filed solely for the purpose of revising portions of Exhibits 10.2 and 10.11 in order to disclose certain information for which confidential treatment had been requested and to include certain exhibits and schedules that were previously omitted, in response to comments made by the Commission to the Company's request for confidential treatment with respect to Exhibits 10.2 and 10.11. In addition, as required by Rule 12b-15 of the Securities Exchange Act of 1934, new certifications by our principal executive officer and principal financial officer are included herein as exhibits to this Amendment.

This Amendment does not update any other disclosure to reflect events occurring after the filing of the original Form 10-Q. Pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as amended, we have restated in its entirety each item of the original Form 10-Q affected by this Amendment.

PART II**ITEM 6. EXHIBITS**

The following documents are filed as part of this quarterly report on Form 10-Q/A. The Company will furnish a copy of any exhibit listed to requesting stockholders upon payment of the Company's reasonable expenses in furnishing those materials.

| Exhibit | |
|---------|--|
| Number | Description |
| 2.1 | Agreement and Plan of Merger and Reorganization, dated as of September 24, 2008, among Nuvelo, Inc., Dawn Acquisition Sub, Inc. and ARCA biopharma, Inc.(1) |
| 2.2 | Amendment No. 1 to Agreement and Plan of Merger and Reorganization dated October 28, 2008, by and among Nuvelo, Inc., Dawn Acquisition Sub, Inc. and ARCA biopharma, Inc.(2) |
| 3.1 | Amended and Restated Certificate of Incorporation of the Registrant, as amended.(3) |
| 3.2 | Amended and Restated Bylaws of the Registrant, as amended.(3) |
| 4.1 | Form of Common Stock Certificate.(4) |
| 4.2 | Warrant to Purchase Stock Agreement, dated July 17, 2007, by and between ARCA Discovery, Inc. and Silicon Valley Bank.(3) |
| 4.3 | Amendment No. 1 to Warrant to Purchase Stock Agreement, dated February 19, 2009, by and between ARCA biopharma, Inc. and SVB Financial Group.(3) |
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- 10.6 Third Amendment to Exclusive License Agreement, dated July 19, 2007, by and between ARCA biopharma, Inc. and the University of Colorado s License Equity Holdings, Inc.(7)
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- 10.30 ARCA biopharma, Inc. 2004 Stock Incentive Plan, Form of Executive Incentive Stock Option Agreement.(4)
- 10.31 ARCA biopharma, Inc. 2004 Stock Incentive Plan, Form of Non-Executive Incentive Stock Option Agreement.(4)
- 10.32 ARCA biopharma, Inc. 2004 Stock Incentive Plan, Form of Nonqualified Stock Option Agreement.(4)
- 10.33 ARCA biopharma, Inc. 2004 Equity Incentive Plan (f/k/a Nuvelo, Inc. 2004 Equity Incentive Plan), Form of Partial Acceleration Stock Option Agreement.(3)

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- 10.34 ARCA biopharma, Inc. 2004 Equity Incentive Plan (f/k/a Nuvelo, Inc. 2004 Equity Incentive Plan), Form of No Acceleration Stock Option Agreement.(3)
- 10.35 ARCA biopharma, Inc. 2004 Equity Incentive Plan (f/k/a Nuvelo, Inc. 2004 Equity Incentive Plan), Form of Director Stock Option Agreement.(3)
- 10.36 ARCA biopharma, Inc. 2004 Equity Incentive Plan (f/k/a Nuvelo, Inc. 2004 Equity Incentive Plan), Form of Notice of Grant of Stock Option.(3)
- 10.37 ARCA biopharma, Inc. 2004 Equity Incentive Plan (f/k/a Nuvelo, Inc. 2004 Equity Incentive Plan), Form of Notice of Director Grant of Stock Option.(3)
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- 32.1^ Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. sec. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

* Filed herewith.

^ Previously filed.
Compensatory plan or agreement.

§ Confidential treatment has been requested for portions of this document, which are omitted and filed separately with the SEC.

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SIGNATURE

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 hereunto duly authorized.

ARCA biopharma, Inc.

(Registrant)

By: /s/ Kathryn E. Falberg
Kathryn E. Falberg
Chief Financial Officer and Chief Operating Officer

Dated: November 6, 2009

EXHIBIT INDEX

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