

ENCISION INC
Form 10-K/A
March 05, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K/A

(Amendment No. 2)

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

For the fiscal year ended March 31, 2009

OR

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

For the transition period from to

Commission File No.: 0-28604

ENCISION INC.

(Exact name of registrant as specified in its charter)

Colorado
(State of incorporation)

84-1162056
(I.R.S. Employer Identification No.)

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6797 Winchester Circle, Boulder, Colorado
(Address of principal executive offices)

80301
(Zip Code)

Registrant's telephone number, including area code: **(303) 444-2600**

Securities registered under Section 12(b) of the Act: **Common Stock, no par value**

Securities registered under 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 Act.

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 Website, 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 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.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a small 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

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

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As of September 30, 2008, the aggregate market value of the shares of common stock held by non-affiliates of the issuer on such date was \$3,637,616. This figure is based on the closing sales price of \$1.05 per share of the issuer's common stock on September 30, 2008.

The number of shares outstanding of each of the issuer's classes of common equity, as of the last practicable date.

Common Stock, no par value
(Class)

6,455,100
(Outstanding at February 28, 2010)

EXPLANATORY NOTE

Encision Inc. (Company, we or our) is filing this Amendment No. 2 on Form 10-K/A (this Amendment) to our Annual Report on Form 10-K for the fiscal year ended March 31, 2009 filed with the Securities and Exchange Commission on June 29, 2009 (the Original Annual Report), as amended by Amendment No. 1 on Form 10-K/A filed with the Securities and Exchange Commission on September 15, 2009, for the sole purpose of amending the certifications of our Chief Executive Officer and our Principal Financial and Accounting Officer pursuant to Rule 13a-14 of the Securities Exchange Act of 1934, as amended, originally filed as Exhibits 31.1 and 31.2 to the Original Annual Report. The amended certifications (the Certifications) filed herewith as Exhibits 31.1 and 31.2 include certain language required by Rule 13a-14(a) and Item 601(b)(31)(i) of Regulation S-K that was inadvertently omitted from the certifications filed with the Original Annual Report and conform to the exact language as prescribed by Item 601(b)(31)(i) of Regulation S-K.

Except for the filing of the Certifications, this Amendment does not modify or update any previously reported financial statements or other disclosures in, or exhibits to, the Original Annual Report. Because no financial statements are contained in this Amendment, we are not filing as exhibits to this Amendment certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

PART IV

Item 15. Exhibits, Financial Statement Schedules.

(b) Exhibits - The following exhibits are attached to this report on Form 10-K/A:

31.1 Section 302 Certification of Principal Executive Officer

31.2 Section 302 Certification of Principal Financial and Accounting Officer

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.

Dated: March 5, 2010

ENCISION INC.

By: */s/ Marcia K. McHaffie*

Marcia K. McHaffie
Controller
Principal Accounting Officer & Principal Financial Officer