

HYDROMER INC  
Form 10-K/A  
March 31, 2009

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON D C. 20549**

**FORM 10-KSB/A**

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

For the fiscal year ended June 30, 2008

Commission File Number 0-10683

**HYDROMER, INC.**

(Exact name of registrant as specified in its charter)

New Jersey  
(State of incorporation)

22-2303576  
(I.R.S. Employer  
Identification No.)

35 Industrial Parkway, Branchburg, New Jersey  
(Address of principal executive offices)

08876-3424  
(Zip Code)

Registrant's telephone number, including area code:

(908) 722-5000

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Securities registered pursuant to Section 12 (b) of the Act: None

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

Common Stock Without Par Value

(Title of class)

Check whether the issuer (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 report(s) and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-B is not contained in this form, and no disclosure will 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-KSB or any amendment to this Form 10-KSB

The aggregate market value of the voting stock held by non-affiliates of the Registrant at September 1, 2008 was approximately \$1,200,286.

The number of shares of Registrant's Common Stock outstanding on September 1, 2008 was 4,772,318.

Portions of the Audited Financials Statements for the year ended June 30, 2008 are incorporated by reference in Part II of this report. Portions of the Proxy Statement of Registrant dated September 15, 2008 are incorporated by reference in Part III of this report.

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**POWER OF ATTORNEY**

The Company and each person whose signature appears below hereby appoint Manfred F. Dyck and Robert Y. Lee as attorneys-in-fact with full power of substitution, severally, to execute in the name and on behalf of the registrant and each such person, individually and in each capacity stated below, one or more amendments to the annual report which amendments may make such changes in the report as the attorney-in-fact acting deems appropriate and to file any such amendment to the report with the Securities and Exchange Commission.

**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.

HYDROMER, INC.

/s/ Manfred F. Dyck

President, Principal Executive Officer,

March 23, 2009

Manfred F. Dyck

Chairman of the Board of Directors

/s/ Robert Y. Lee

Chief Accounting Officer

March 23, 2009

Robert Y. Lee

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Pursuant to the requirements of the Securities and 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:

/s/ Manfred F. Dyck

President, Principal Executive Officer,

March 23, 2009

Manfred F. Dyck

Chairman of the Board of Directors

/s/ Robert H. Bea

Director

March 23, 2009

Robert H. Bea

/s/ Ursula M. Dyck

Director

March 23, 2009

Ursula M. Dyck

/s/ Dieter Heinemann

Director

March 21, 2009

Dieter Heinemann

/s/ Frederick L. Perl

Director

March 23, 2009

Frederick L. Perl, MD

/s/ Michael F. Ryan

Director

March 23, 2009

Michael F. Ryan, PhD