

Edgar Filing: BIOENVISION INC - Form 10-K/A

BIOENVISION INC
Form 10-K/A
February 15, 2007

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-K/A

(Mark One)

X Annual report pursuant to Section 13 or 15(d) of the Securities Exchange
--- Act of 1934.

For the fiscal year ended June 30, 2006.

OR

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: 001-31787

BIOENVISION, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

13-4025857

(IRS Employer
Identification No.)

345 Park Avenue, 41st Floor
New York, New York

(Address of principal executive offices)

10154

(Zip Code)

Registrant's telephone number, including area code: (212) 750-6700

Securities Registered Pursuant to Section 12(b) of the Act: None

Securities Registered Pursuant to Section 12(g) of the Act: Common Stock,
\$0.001 par value

Indicate by check mark if the registrant is a well-known seasoned issuer, as
defined in Rule 405 of the Securities Act. Yes ___ No X

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 X

Indicate by checkmark 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 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 requirements for
the past 90 days. Yes X No ___

Indicate by checkmark if disclosure of delinquent filers pursuant to Item 405 of

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Regulation S-K 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, or a non-accelerated filer. Large accelerated filer ___
Accelerated filer X Non-accelerated filer ___.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ___ No X

The aggregate market value of the voting stock held by non-affiliates computed by reference to the last price at which the stock was sold, as of February 9, 2007, was \$187,945,391.

The number of shares of Bioenvision common stock, par value \$.001 per share, outstanding as of February 9, 2007 was 43,059,406.

Explanatory Note

Bioenvision, Inc. is filing this Amendment No. 1 (this "Amendment") to its Annual Report on Form 10-K for the year ended June 30, 2006, filed with the Securities and Exchange Commission on September 11, 2006 (the "Original Filing"), solely for the purpose of correcting the officer certifications filed as Exhibits 31.1 and 31.2 to the Original Filing which inadvertently omitted subsection (b) of part 4. The corrected Exhibits 31.1 and 31.2 are filed as exhibits to this Amendment. Except as described above, this Amendment does not modify or update the disclosures in, or exhibits to, the Original Filing.

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SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned on February 14, 2007, thereunto duly authorized.

BIOENVISION, INC.

By /s/ Christopher B. Wood, M.D.

Christopher B. Wood, M.D.
Chairman and Chief Executive Officer
(Principal Executive Officer)

By /s/ James S. Scibetta

James S. Scibetta
Chief Financial Officer
(Principal Financial and Accounting Officer)

In accordance with the requirements of the Exchange Act, this report has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | |
|---|---|------|
| /s/ Christopher B. Wood, M.D. ----- Christopher B. Wood, M.D. | Chairman and Chief Executive Officer and Director (Principal Executive Officer) | Febr |
| /s/ James S. Scibetta ----- James S. Scibetta | Chief Financial Officer (Principal Financial and Accounting Officer) | Febr |
| * _____ Thomas S. Nelson, C.A. | Director | Feb |
| * _____ Michael Kauffman | Director | Feb |
| * _____ Andrew N. Schiff | Director | Febr |
| * _____ Steven A. Elms | Director | Febr |

* By: /s/ Christopher B. Wood, M.D.

Christopher B. Wood
Attorney-in-Fact

