

ACCEL8 TECHNOLOGY CORP  
Form 10-Q/A  
April 18, 2011

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q/A

(Mark One)

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

For the quarterly period ended October 31, 2010

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: 0-11485

ACCEL8 TECHNOLOGY CORPORATION  
(Exact name of registrant as specified in its charter)

COLORADO  
(State or other jurisdiction of incorporation or organization)

84-1072256  
(I.R.S. Employer Identification No.)

7000 N Broadway, Bldg. 3-307, Denver, CO 80221  
(Address of principal executive offices) (Zip Code)

(303) 863-8088  
(Registrant's telephone number, including area code)

\_\_\_\_\_  
(Former name, former address and former fiscal year, if changed since last report)

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 is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

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

As of December 14, 2010, there were 10,757,317 shares of common stock outstanding.

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Item 15. Exhibits, Financial Statement Schedules1

EXPLANATORY NOTE

Accelr8 Technology Corporation (the “Company,” “we,” “us” or “our”) is filing this Amendment No. 1 on Form 10-Q/A (this “Amendment No. 2”) to its Quarterly Report on Form 10-Q for the quarter ended October 30, 2010 which was originally filed with the Securities and Exchange Commission (the “SEC”) on December 14, 2010 (the “Original Filing”), solely to include certain disclosures relating to financial information in two material contracts (the “Material Contracts”) that were filed as exhibits to the Original Filing that had been redacted and were subject to a confidential treatment request. Each of the Material Contracts has been revised only to include certain of the financial terms of Material Contracts which had been redacted in the Original Filing. Except as expressly set forth herein, this Amendment does not reflect events occurring after the date of the Original Filing or modify or update any of the other disclosures contained in that filing in any way. Accordingly, this Amendment should be read in conjunction with the Original Filing and the Company’s other filings with the SEC. This Amendment consists solely of the preceding cover page, this explanatory note, each of the Material Contracts, the signature page and the certifications required to be filed as exhibits to this Amendment.

Item 6. Exhibits.

Exhibit No. Description

- |       |   |
|-------|---|
| 10.1* | Amendment No. 1 to Evaluation Agreement with Novartis Vaccines and Diagnostics, Inc. effective November 10, 2010 (1)      |
| 10.2* | Amendment No. 1 to Letter of Intent with Novartis Vaccines and Diagnostics, Inc. effective November 10, 2010 (1)          |
| 31.1  | Certification of Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. (1)                                   |
| 31.2  | Certification of Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. (1)                                   |
| 32.1  | Certification of Officer Pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| (1)   | Filed herewith.   |

\* Portions of these exhibits have been omitted and filed separately with the Office of the Secretary of the Securities and Exchange Commission pursuant to a confidential treatment request.

SIGNATURES\*

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 thereunto duly authorized.

Dated: April 18, 2011

ACCEL8 TECHNOLOGY CORPORATION

/s/ Thomas V. Geimer  
Thomas V. Geimer, Secretary,  
Chief Executive Officer and  
Chief Financial Officer

/s/ Bruce H. McDonald  
Bruce H. McDonald, Principal  
Accounting Officer