

Inrad Optics, Inc.  
Form 10-Q/A  
September 12, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**FORM 10-Q/A**

**Amendment No. 1**

(Mark One)

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

For the quarterly period ended JUNE 30, 2012

**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 0-11668

INRAD OPTICS, INC.

(Exact name of registrant as specified in its charter)

New Jersey 22-2003247  
(State or other jurisdiction of incorporation (I.R.S.  
or organization) Employer  
Identification  
Number)

181 Legrand Avenue, Northvale, NJ 07647  
(Address of principal executive offices)  
(Zip Code)

(201) 767-1910  
(Registrant's telephone number, including area code)

(Former name, former address and formal 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 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 definition 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     x

**The number of shares of the registrant's common stock outstanding, \$0.01 par value, as of September 11, 2012 was 11,877,124**

**EXPLANATORY NOTE**

The sole purpose of this Amendment to the Registrant’s Quarterly Report on Form 10-Q for the period ended June 30, 2012 (the”10-Q”), is to furnish the Interactive Data File exhibits required by Item 601(b)(101) of Regulation S-K. No other changes have been made to the 10-Q, and this Amendment has not been updated to reflect events occurring subsequent to the filing of the 10-Q.

Pursuant to Rule 406T of Regulation S-T, the interactive data files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under those section

**ITEM 6.**

**EXHIBITS**

- 4.1\* Subordinated Convertible Promissory Note dated April 1, 2011 held by Clarex, Ltd.
- 4.2\* Subordinated Convertible Promissory Note dated April 1, 2011 held by Welland, Ltd.
- 11.\* An exhibit showing the computation of per-share earnings is omitted because the computation can be clearly determined from the material contained in this Quarterly Report on Form 10-Q.
- 31.1\* Certificate of the Registrant’s Chief Executive Officer, Joseph J. Rutherford, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2\* Certificate of the Registrant’s Chief Financial Officer, William J. Foote, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1\* Certificate of the Registrant’s Chief Executive Officer, Joseph J. Rutherford, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2\* Certificate of the Registrant’s Chief Financial Officer, William J. Foote, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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|  | 101.ins** | Instance Document                                      |
|  | 101.sch** | XBRL Taxonomy Extension Schema Document                |
|  | 101.cal** | XBRL Taxonomy Extension Calculation Linkbase Document  |
|  | 101.def** | XBRL Taxonomy Extension Definition Linkbase Document   |
|  | 101.lab** | XBRL Taxonomy Extension Label Linkbase Document        |
|  | 101.pre** | XBRL Taxonomy Extension Presentation Linkbase Document |

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\* Previously filed.

\*\* Furnished, not filed, herewith.

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.

Inrad Optics, Inc.

By: /s/ Joseph J. Rutherford  
Joseph J. Rutherford  
President and Chief Executive Officer

By: /s/ William J. Foote  
William J. Foote  
Chief Financial Officer,  
Secretary and Treasurer

Date: September 12, 2012