

AQUACELL TECHNOLOGIES INC
Form 10KSB/A
August 04, 2005

Changes are Blacklined (====)

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

FORM 10-KSB-A
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AMENDMENT NO. 1
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(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, 2004

[] 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 1-16165

AQUACELL TECHNOLOGIES, INC.

(Name of small business issuer in its charter)

Delaware

33-0750453

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

10410 Trademark Street, Rancho Cucamonga, CA

91730

(Address of principal executive offices)

(Zip Code)

Issuer's telephone number: (909) 987-0456

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

Securities registered pursuant to Section 12(g) of the Act:
Common Stock, par value \$.001 per share

Check whether the issuer (1) 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 issuer was required to file such
reports), and (2) has been subject to such filing requirements for the past 90
days. Yes X No _____

Check if there is no disclosure of delinquent filers pursuant to Item 405 of
Regulation S-B contained herein, and will not be contained, to the best of
issuer'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. [X]

The information required in Part III by Items 9, 10, 11, 12, and 14 is
incorporated by reference to the issuer's proxy statement in connection with the
2004 Annual Meeting of Shareholders, which will be filed by the issuer within

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120 days after the close of its fiscal year.

State issuer's revenues for its most recent fiscal year: \$729,000.00.

As of September 23, 2004, the aggregate market value of the issuer's Common Stock (based on its reported last sale price on the American Stock Exchange) held by non-affiliates of the issuer was \$8,486,221.

At September 23, 2004 14,801,435 shares of issuer's Common Stock were outstanding.

PART I

ITEM 8A. CONTROLS AND PROCEDURES

As of the end of the period covered by this Report the Company carried out
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an evaluation, under the supervision and with the participation of the Company's management, including the Company's chief executive officer and chief financial officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures pursuant to Rules 13a-15(e) and 15d-15(e)
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adopted under the Securities Exchange Act of 1934. Based upon that evaluation, the chief executive officer and chief financial officer concluded that the Company's disclosure controls and procedures are effective. There were no significant changes in the Company's internal controls or in other factors that could significantly affect these controls as of the date of their evaluation.
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