

BIOCLINICA INC
Form 8-K/A
May 24, 2010

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

**FORM 8-K/A
AMENDMENT NO. 1
CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934
Date of report (Date of earliest event reported): March 25, 2010
BioClinica, Inc.
(Exact Name of Registrant as Specified in Charter)**

| | | |
|---------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------|
| Delaware | 001-11182 | 11-2872047 |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (IRS Employer Identification No.) |
| 826 Newtown-Yardley Road, Newtown, PA | | 18940 |
| (Address of Principal Executive Offices) | (267) 757-3000 (Registrant's telephone number, including area code) | (Zip Code) |
| | Not applicable | |

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425).
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12).
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b)).
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c)).

EXPLANATORY NOTE

This Current Report on Form 8-K/A (Amendment No. 1) amends the Current Report on Form 8-K filed by BioClinica, Inc. (the Company) on March 26, 2010 (the Initial Filing), in which the Company reported the completion of its acquisition of TranSenda International, LLC on March 25, 2010. This Amendment No. 1 is being filed to include the financial statements and pro-forma information required under Item 9.01 of Form 8-K. Except for the filing of such financial statements and pro forma information, this Amendment No. 1 does not modify or update any other disclosures in, or exhibits to the Initial Filing. The information previously reported in the Initial Filing is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired

The audited Balance Sheet of TranSenda International, LLC as of December 31, 2009, and the related audited Statement of Income, Statement of Members Deficit and Statement of Cash Flows for the year then ended and related footnotes, together with an auditor s report thereon of McGladrey & Pullen, LLP, are filed as Exhibit 99.1 to this Form 8-K/A and incorporated herein by reference.

(b) Pro Forma Financial Information

The unaudited Pro Forma Consolidated Financial Statements of the Company and TranSenda International, LLC for the fiscal year ended December 31, 2009 and the three months ended March 31, 2010 are filed as Exhibit 99.2 to this Form 8-K/A and incorporated herein by reference.

(d)Exhibits.

| Exhibit No. | Description |
|-------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 23.1 | Consent of Independent Auditor. |
| 99.1 | Audited Financial Statements of TranSenda International, LLC for the year ended December 31, 2009 and related footnotes together with report thereon of McGladrey & Pullen, LLP. |
| 99.2 | Pro Forma Condensed Consolidated Financial Statements of BioClinica, Inc. for the year ended December 31, 2009, and for the three months ended March 31, 2010. |

SIGNATURE

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, hereunto duly authorized.

BIOCLINICA, INC.

Dated: May 24, 2010

By: /s/ Mark L. Weinstein
Name: Mark L. Weinstein
Title: President and Chief Executive
Officer