

ORTHOLOGIC CORP
Form 10-K/A
March 15, 2005

**U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 10-K/A

(Amendment No. 1)

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

For the fiscal year ended December 31, 2004

**TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission files number: 0-21214

ORTHOLOGIC CORP.

(Exact name of registrant as specified in its charter)

Delaware
*(State or other jurisdiction of incorporation or
organization)*

86-0585310
(IRS Employer Identification No.)

1275 West Washington Street, Tempe, Arizona 85281
(Address of principal executive offices)

Registrant's telephone number: (602) 286-5520

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 \$.0005 per share
(Title of Class)

Rights to purchase 1/100 of a share of Series A Preferred Stock
(Title of Class)

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 report(s)), and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of 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. x

Indicate by check mark whether the registrant is an accelerated filer. Yes No

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant, based upon the closing bid price of the registrant's common stock as reported on the NASDAQ National Market on February 25, 2005 was approximately \$181,695,810. Shares of common stock held by each officer and director and by each person who owns 10% or more of the outstanding common stock have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily conclusive.

Documents incorporated by reference: Portions of the registrant's proxy statement related to its 2005 annual meeting of stockholders to be held on April 15, 2005 are incorporated by reference into Part II and III of this Form 10-K.

The number of outstanding shares of the registrant's common stock on February 9, 2005 was 38,011,642.

Explanatory Note

On February 28, 2005, OrthoLogic Corp. (the Company) filed its Annual Report on Form 10-K for its fiscal year ended December 31, 2004 (the 2004 Form 10-K). The Company is filing this Amendment No. 1 on Form 10-K/A to amend the original 2004 Form 10-K by replacing Exhibits 31.1 and 31.2 thereto with the corrected versions of these Exhibits submitted herewith. The original Exhibits 31.1 and 31.2 mistakenly omitted paragraph 4b regarding internal control over financial reporting and the introductory language in paragraph 4 of the certifications that refers to the certified officers responsibility for establishing and maintaining internal control over financial reporting for the registrant. The Company hereby amends the 2004 Form 10-K by resubmitting corrected versions of Exhibits 31.1 and 31.2 with the Amendment to correct these inadvertent clerical errors. This Amendment does not reflect events occurring after the filing of the original 2004 Form 10-K.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

Date: March 14, 2005

ORTHOLOGIC CORP.

By /s/ Thomas R. Trotter

Thomas R. Trotter
President and Chief Executive
Officer