

VIREXX MEDICAL CORP

Form 20-F/A

July 11, 2008

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

FORM 20-F/A

(Mark One)

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

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

For the fiscal year ended December 31, 2007

OR

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

OR

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

Commission file number: 1-32608

ViRexx Medical Corp.  
(Exact name of Registrant as specified in its charter)

Alberta, Canada  
(Jurisdiction of incorporation or organization)

8223 Roper Road NW, Edmonton, Alberta, Canada T6E 6S4  
(Address of principal executive offices)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class

Name of each exchange on which registered

Common Shares, No Par Value

The American Stock Exchange (“AMEX”)

The Common Shares are also traded on the Toronto Stock Exchange (“TSX”)

Securities registered or to be registered pursuant to Section 12(g) of the Act.

None  
(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

None  
(Title of Class)

As of December 31, 2007, there were 72,760,717 outstanding common shares of ViRexx Medical Corp.

Indicate by check mark if the registrant is a well-known seasoned issuer as defined in Rule 405 of the Securities Act.

Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes No

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 or a non-accelerated filer.

Large Accelerated filer

Accelerated filer

Non-accelerated filer

Indicate by check mark which financial statement item the registrant has elected to follow.

Item 17

Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

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Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of the securities under a plan confirmed by a court.

Yes No

## Table of Contents

FORWARD LOOKING STATEMENTS		5
PART I		5
Item 1.	Identity of Directors, Senior Management and Advisors	5
Item 2.	Offer Statistics and Expected Timetable	5
Item 3.	Key Information	5
A.	Selected financial data	5
B.	Capitalization and indebtedness	8
C.	Reasons for the offer and use of proceeds	8
D.	Risk factors	8
Item 4.	Information on ViRexx	20
A.	History and Development of ViRexx	20
B.	Business overview	22
C.	Organizational structure	40
D.	Property, plants and equipment	41
Item 4A.	Unresolved Staff Comments	41
Item 5.	Operating and Financial Review and Prospects	42
Item 6.	Directors, Senior Management and Employees	56
A.	Directors and senior management	56
B.	Compensation	63
C.	Board practices	65
D.	Employees	67
E.	Share ownership	67
F.	Pension and Retirement Plans and Payments upon Termination of Employment	71
Item 7.	Major Shareholders and Related Party Transactions	71
A.	Major shareholders	71
B.	Related party transactions	72
C.	Interests of experts and counsel	72
Item 8.	Financial Information	72
A.	Consolidated Statements and Other Financial Information	72
B.	Significant Changes	72
Item 9.	The Offer and Listing	73
A.	Offer and listing details	73
B.	Plan of distribution	74

C.	Markets	75
D.	Selling shareholders	75
E.	Dilution	75
F.	Expenses of the issue	75

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Item 10.	Additional Information	75
A.	Share capital	75
B.	Memorandum and articles of association	75
C.	Material contracts	79
D.	Exchange controls	80
E.	Taxation	82
F.	Dividends and paying agents	85
G.	Statement by experts	85
H.	Documents on display	85
I.	Subsidiary Information	86
Item 11.	Quantitative and Qualitative Disclosures About Market Risk	86
Item 12.	Description of Securities Other than Equity Securities	86
PART II		86
Item 13.	Defaults, Dividend Arrearages and Delinquencies	86
Item 14.	Material Modifications to the Rights of Security Holders and Use of Proceeds	86
Item 15.	Controls and Procedures	87
Item 16.	[Reserved]	87
Item 16A	Audit Committee Financial Expert	87
Item 16B	Code of Ethics	88
Item 16C	Principal Accountant Fees and Services	88
Item 16D	Exemption from the Listing Standards for Audit Committees	88
Item 16E	Purchases of Equity Securities by the Issuer and Affiliated Purchasers	88
PART III		89
Item 17.	Financial Statements	89
Item 18.	Financial Statements	89
Item 19.	Exhibits	89
SIGNATURES		90





## FORWARD LOOKING STATEMENTS

This Annual Report on Form 20-F (the “Annual Report”) contains “forward-looking statements” within the meaning of the United States Private Securities Litigation Reform Act of 1995. A holder of shares (“Shareholders”) can identify these forward looking statements when they see us using words such as “expect”, “anticipate”, “estimate”, “believe”, “may”, “poten”, “intends”, “plans” and other similar expressions or statements incorporating a modal verb such that an action, event or result “will”, “may”, “could” or “should” be taken, occur or be achieved, or the negative thereof, or other similar statements. These statements are only predictions and involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, or industry results, to be materially different from any future results, performance, or achievements expressed or implied by these forward-looking statements. Important factors that could cause or contribute to such differences include our ability to successfully develop our product candidates and commercialize them into saleable products, the introduction of competing products, the difficulty of predicting United States Food and Drug Administration (“FDA”), European Medicines Agency (“EMA”) and other regulatory authority approvals, the regulatory environment and changes in the health policies and structures of various countries, our ability to successfully identify, consummate and integrate acquisitions, our potential exposure to product candidates, product liability claims, our dependence on patent and other protections for our product candidates, fluctuations in currency, exchange and interest rates and operating results and other risks and uncertainties described under “ Item 3 - Key Information - Risk Factors ” and elsewhere in this Annual Report.

Forward-looking statements are based on the beliefs, opinions and expectations of our management on the date the statements are made. Although we believe that the forward-looking statements presented in this document are reasonable, we do not guarantee that they accurately or completely predict, reflect or state future results, levels of activity, performance, achievements or occurrence and we do not assume responsibility for failure to do so. Except as required by law we do not undertake to update forward-looking information to reflect actual results, new information, occurrence of future events, or changes in management’s beliefs, opinions or expectations. No undue reliance should be placed on such forward-looking statements.

## PART I

In this Annual Report, except where otherwise indicated, all references to the “Corporation,” “we,” “our” and “ViRexx” refer to ViRexx Medical Corp., its subsidiaries, and where the context requires, its predecessors. References to “dollars” as “CDN\$” or “\$” are to Canadian dollars and references to “U.S. \$” are to United States dollars.

### ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISORS

#### A. Directors and Senior Management

Not applicable

#### B. Advisors

Not applicable.

#### C. Auditors

Not applicable.

### Item 2. OFFER STATISTICS AND EXPECTED TIMETABLE

Not Applicable.

ITEM 3. KEY INFORMATION

A. Selected Financial Data

The selected consolidated financial data presented below is derived from the audited annual financial statements for the years ended December 31, 2007, December 31, 2006, December 31, 2005, December 31, 2004, and December 31, 2003.

The selected financial data should be read in conjunction with Item 5 - "Operating and Financial Review and Prospects," the financial statements and other financial information included elsewhere in this Annual Report.

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We prepared our audited consolidated financial statements in accordance with Canadian generally accepted accounting principles (“Canadian GAAP”). Canadian GAAP differs in certain material respects from United States generally accepted accounting principles (“U.S. GAAP”). For discussion of the principal differences between Canadian GAAP and U.S. GAAP as they pertain to us, see Note 24 to our audited consolidated financial statements for the three years ended December 31, 2007, included elsewhere in this Annual Report. Note 24 to our audited consolidated financial statements for the year ended December 31, 2007 also provides a reconciliation of our audited consolidated financial statements to U.S. GAAP.

Our fiscal year ends on December 31 and we designate our fiscal year by the year in which that fiscal year ends; e.g., fiscal year 2007 refers to our fiscal year ending December 31, 2007.

#### Selected Canadian GAAP Financial Data

(In thousands of Canadian dollars, except per share data)

	Years ended December 31,				
	2007 (1)	2006 (1)	2005 (1)	2004 (1)	2003 (1)
Revenues	—	—	—	—	—
Operating expenses:					
Research and development	\$ 4,761	\$ 5,937	\$ 4,750	\$ 1,797	\$ 383
Corporate administration	4,947	4,977	3,650	1,888	893
Amortization	2,502	2,771	2,499	71	31
Total operating expenses	12,210	13,685	10,899	3,756	1,307
Loss from operations	(12,210)	(13,685)	(10,899)	(3,756)	(1,307)
Interest income	212	400	222	143	8
Debt interest	-	-	(95)	(62)	(76)
Gain (loss) on foreign exchange	74	(30)	(46)	15	4
Impairment of acquired intellectual property	(24,991)	-	-	-	-
Gain (loss) on disposal of property and equipment	-	1	-	2	(13)
Loss before income taxes	(36,914)	(13,315)	(10,818)	(3,658)	(1,384)
Income tax recovery (expense)	5,347	(4,179)	3,358	-	-
Net loss and comprehensive loss	\$ (31,568)	\$ (17,493)	\$ (7,460)	\$ (3,658)	\$ (1,384)
Basic and diluted loss per common share	\$ (0.43)	\$ (0.25)	\$ (0.13)	\$ (0.14)	\$ (0.15)
Weighted average number shares outstanding (000's)	72,761	68,921	55,827	25,268	9,129
Dividends declared per share	-	-	-	-	-

(In thousands of Canadian dollars, except per share data)

	As at December 31,				
	2007 (1)	2006 (1)	2005 (1)	2004 (1)	2003 (1)

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Balance Sheet Data:

Cash, cash equivalents and short-term investments	\$	2,575	\$	10,742	\$	5,572	\$	9,463	\$	2,709
Total assets		3,291		38,950		36,286		45,722		3,742
Long-term liabilities		-		5,352		1,168		6,750		35
Total shareholders' equity	\$	1,182	\$	31,999	\$	34,448	\$	37,191	\$	2,095

(1) Derived from the audited consolidated financial statements for the year then ended.

## Selected U.S. GAAP Financial Data

(In thousands of Canadian dollars, except per share data)

	Years ended December 31,				
	2007 (1)	2006 (1)	2005 (1)	2004 (1)	2003 (1)
Revenues	—	—	—	—	—
<b>Operating expenses:</b>					
Research and development	\$ 4,761	\$ 5,937	\$ 4,750	\$ 1,797	\$ 383
Corporate administration	4,947	4,977	3,650	1,888	1,627
Amortization	124	150	142	69	29
Total operating expenses	9,832	11,064	8,542	3,754	2,039
Loss from operations	(9,832)	(11,064)	(8,542)	(3,754)	(2,039)
Interest income	212	400	222	143	8
Debenture Interest	-	-	(95)	(62)	(76)
Gain (loss) on foreign exchange	75	(31)	(46)	15	4
Gain (loss) on disposal of property and equipment	-	1	-	2	(13)
Acquired intellectual property	-	-	-	(27,804)	(75)
Loss before income taxes	(9,545)	(10,694)	(8,461)	(31,460)	(2,191)
Income tax expense	-	-	-	-	-
Net loss and comprehensive loss	\$ (9,545)	\$ (10,694)	\$ (8,461)	\$ (31,460)	\$ (2,191)
Basic and diluted loss per common share	\$ (0.13)	\$ (0.16)	\$ (0.15)	\$ (1.25)	\$ (0.24)
Weighted average number shares outstanding (000's)	72,761				