

iBio, Inc.
Form 10-Q/A
February 17, 2010

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington D.C. 20549
FORM 10-Q/A

þ Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended September 30, 2009

OR

o 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 000-53125

iBio, Inc.

(Exact name of small business registrant in its charter)

Delaware

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

**9 Innovation Way, Suite
100, Newark, DE**

*(Address of principal executive
offices)*

(302) 355-0650

(Registrant's telephone number, including Area Code)

26-2797813

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

19711

(Zip Code)

Not Applicable

(Former name, former address and former 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 and 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).

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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 the definitions 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 whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes

No

The number of shares outstanding of each of the issuer's class of common stock, as of the latest practicable date:

<i>Class</i>	<i>Outstanding at November 12, 2009</i>
Common Stock, \$0.001 par value	27,972,904 Shares

iBio, Inc.
(Formerly iBioPharma, Inc.)
FORM 10-Q/A
For the Three Months Ended September 30, 2009

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DISCLOSURE REGARDING FORWARD-LOOKING FINANCIAL STATEMENTS

Certain statements in this Quarterly Report on Form 10-Q/A may constitute forward-looking statements as defined in Section 27A of the Securities Act of 1933 (the Securities Act), Section 21E of the Securities Act of 1934 (the Exchange Act), the Private Securities Litigation Reform Act of 1995 (the PSLRA) or in releases made by the Securities and Exchange Commission, all as may be amended from time to time. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of iBio, Inc. or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Statements that are not historical fact are forward-looking statements. Forward-looking statements can be identified by, among other things, the use of forward-looking language, such as the words, plan , believe , expect , anticipate , intend , estimate , project , may , will , would , could , should , seeks , or scheduled to , or other similar terms or other variations of these terms or comparable language, or by discussion of strategy or intentions. These cautionary statements are being made pursuant to the Securities Act, the Exchange Act and the PSLRA with the intention of obtaining the benefits of the safe harbor provisions of such laws.

iBio, Inc. (the Company) cautions investors that any forward-looking statements made by the Company are not guarantees or indicative of future performance. Important assumptions and other important factors that could cause actual results to differ materially from those forward-looking statements with respect to the Company, include, but are not limited to, the risks and uncertainties affecting its business described in Item 1 of the Company s Annual Report filed on Form 10-K for the year ended June 30, 2009 and in registration statements and other securities filings by the Company. Although the Company believes that its plans, intentions and expectations reflected in or suggested by such forward-looking statements are reasonable, actual results could differ materially from a projection or assumption in any of its forward-looking statements, which are subject to change and inherent risks and uncertainties.

The forward-looking statements contained in this Quarterly Report on Form 10-Q/A are made only as of the date hereof and the Company does not have or undertake any obligation to update or revise any forward-looking statements whether as a result of new information, subsequent events or otherwise, unless otherwise required by law.

EXPLANATORY NOTE

This Amendment No. 1 to Form 10-Q/A for reflects the restatement of the financial statements for the three month period ended September 30 2009 related to the adoption of the guidance in Accounting Standards Codification 815-40, Derivatives and Hedging - Contracts in Entity s Own Equity as of July 1, 2009. Accordingly, Part I Item 2, Management s Discussion and Analysis of Financial Condition and Results of Operations, Part I Item 4T, Controls and Procedures, and the Certifications referenced in Part II Item 6 have been updated in this connection.

This Amendment speaks as of the original filing of our Form 10-Q and has not been updated to reflect events occurring subsequent to the original filing date.

PART I FINANCIAL INFORMATION**Item 1 FINANCIAL STATEMENTS**

iBio, Inc.
(Formerly iBioPharma, Inc.)
Condensed Balance Sheets

	September 30, 2009 (Unaudited) (Restated)	June 30, 2009 (Note 2)
Assets		
Current assets:		
Cash	\$ 3,376,995	\$ 1,039,244
Accounts receivable	205,868	209,795
Prepaid expenses and other current assets	70,924	16,569
 Total current assets	 3,653,787	 1,265,608
Fixed assets, net	13,921	14,878
Intangible assets, net	3,782,262	3,649,878
 Total assets	 \$ 7,449,970	 \$ 4,930,364
Liabilities and Stockholders Equity		
Current liabilities:		
Accounts payable and accrued expenses	\$ 776,583	\$ 542,140
Derivative instrument liability (see Note 6)	1,181,960	-
 Total liabilities	 1,958,543	 542,140
Commitments and contingencies		
Stockholders equity		
Preferred stock, no par value, 5,000,000 shares authorized, no shares outstanding	-	-
Common stock, \$0.001 par value, 50,000,000 shares authorized, 27,972,904 and 23,357,519 issued and outstanding as of September 30, 2009 and June 30, 2009, respectively	27,973	23,358
Additional paid-in capital	14,449,288	13,049,734
Accumulated deficit	(8,985,834)	(8,684,868)
 Total stockholders equity	 5,491,427	 4,388,224

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Total liabilities and stockholders' equity	\$	7,449,970	\$	4,930,364
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The accompanying notes are an integral part of these
unaudited condensed financial statements

iBio, Inc.
(Formerly iBioPharma, Inc.)
Condensed Statements of Operations
(Unaudited)

	Three months ended September 30,	
	2009 (Restated)	2008
Sales	\$ -	\$ 333,428
Cost of goods sold	-	135,648
Gross profit	-	197,780
Operating expenses:		
Research and development	104,212	323,985
General and administrative	468,207	423,413
Total operating expenses	572,419	747,398
Operating loss	(572,419)	(549,618)
Other income (expense):		
Interest income	2,098	7,354
Royalty income	9,130	-
Change in fair value of derivative instrument liability (see Note 6)	(982,571)	-
Other income	(971,343)	7,354
Loss before income taxes	(1,543,762)	(542,264)
Income tax expense	600	1,040
Net loss	\$ (1,544,362)	\$ (543,304)
Net loss per common share - Basic and diluted	\$ (0.06)	\$ (0.05)
Weighted average common shares outstanding - Basic and diluted	24,360,864	10,963,894

The accompanying notes are an integral part of these
unaudited condensed financial statements

iBio, Inc.
(Formerly iBioPharma, Inc.)
Condensed Statement of Stockholders Equity
(Unaudited)
(Restated)

	Preferred Stock		Common Stock		Additional Paid-In Capital	Accumulated Deficit	Total
	Shares	Amount	Shares	Amount			
Balance, June 30, 2009 and July 1, 2009 as previously reported	-	\$ -	23,357,519	\$ 23,358	\$ 13,049,734	\$ (8,684,868)	\$ 4,388,224
Cumulative effect of restatement for a change in accounting principle - Adoption of ASC 815-40 (see Note 6)	-	-	-	-	(1,442,785)	1,243,396	(199,389)
Balance, July 1, 2009 as restated	-	-	23,357,519	23,358	11,606,949	(7,441,472)	4,188,835
Issuance of common stock and warrants for cash at \$0.65 per share, net of expenses	-	-	4,615,385	4,615	2,802,436	-	2,807,051
Stock-based compensation expense	-	-	-	-	14,303	-	14,303
Issuance of warrants to consultant	-	-	-	-	25,600	-	25,600
Net loss	-	-	-	-	-	(1,544,362)	(1,544,362)
Balance, September 30, 2009	-	\$ -	27,972,904	\$ 27,973	\$ 14,449,288	\$ (8,985,834)	\$ 5,491,427

The accompanying notes are an integral part of these
unaudited condensed financial statements

iBio, Inc.
(Formerly iBioPharma, Inc.)
Condensed Statements of Cash Flows
(Unaudited)

	Three months ended September 30,	
	2009 (Restated)	2008
Cash flows from operating activities:		
Net loss	\$ (1,544,362)	\$ (543,304)
Adjustments to reconcile net loss to net cash used in operating activities:		
Change in fair value of derivative instrument liability (see Note 6)	982,571	-
Depreciation and amortization	78,436	64,431