

INTERLEUKIN GENETICS INC
Form 10-Q/A
September 04, 2003

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q/A
(Amendment No. 1)**

(Mark One)

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

For the quarterly period ended June 30, 2003
Commission File Number: 0-23413

INTERLEUKIN GENETICS, INC.

(Exact name of registrant as specified in its Charter)

Delaware

(State or other jurisdiction of incorporation or organization)

94-3123681

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

135 Beaver Street, Waltham, MA
(Address of principal executive offices)

02452
(Zip Code)

(781) 398-0700

Registrant's Telephone Number, including area code

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 an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes No

Title of Each Class
Common stock, \$.001 Par value

Outstanding at July 31, 2003
23,233,088

EXPLANATORY NOTE

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This Amendment No. 1 on Form 10-Q/A (the "Amendment") amends the Registrant's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2003, originally filed on August 11, 2003 (the "10-Q"). This Amendment is being filed to amend Part II, Item 6 of the 10-Q to include an exhibit which was inadvertently omitted therefrom. In addition, in connection with the filing of this Amendment and pursuant to the rules of the Securities and Exchange Commission, the Registrant is including with this Amendment certain currently dated certifications.

Except as described above, no other changes have been made to the 10-Q. The 10-Q, as amended by this Amendment, continues to speak as of the date of the original filing, and the Registrant has not updated the disclosures contained therein to reflect any events which occurred at a date subsequent to the original filing of the 10-Q.

PART II OTHER INFORMATION

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

a. Exhibits:

Exhibit 10.1: Promissory Note Issued to Pyxis Innovations, Inc. on June 30, 2003.

Exhibit 31.1: Certification of Chief Executive Officer pursuant to Section 302 of Sarbanes-Oxley Act of 2002.

Exhibit 31.2: Certification of Chief Financial Officer pursuant to Section 302 of Sarbanes-Oxley Act of 2002.

Exhibit 32: Certification pursuant to Section 906 of Sarbanes-Oxley Act of 2002.

b. Reports on Form 8-K:

On May 13, 2003 we filed a report on Form 8-K (which we amended by filing an 8-K/A on May 19) to announce the public dissemination of a press release reporting our results for the quarter ended March 31, 2003.

On May 30, 2003 we filed a report on Form 8-K to announce an amendment to the Stock Purchase Agreement, dated as of March 5, 2003, between us and Pyxis Innovations Inc.

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SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

INTERLEUKIN GENETICS, INC.

Date: September 4, 2003

By: /s/ PHILIP R. REILLY

Philip R. Reilly
Chairman of the Board and Chief Executive Officer
(Principal Executive Officer)

By: /s/ FENEL M. ELOI

Fenel M. Eloi
Chief Financial Officer, Secretary & Treasurer
(Principal Financial and Accounting Officer)

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EXHIBIT INDEX

Exhibit Number	Description
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