

ZIOPHARM ONCOLOGY INC  
Form 10-Q/A  
August 28, 2012

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Form 10-Q/A**

**(Amendment No. 1)**

(Mark  
One)

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

For the quarterly period ended June 30, 2012

OR

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

**Commission File Number 001-33038**

**ZIOPHARM Oncology, Inc.**

*(Exact name of registrant as specified in its charter)*

**Delaware**

**84-1475642**

*(State or other jurisdiction of (I.R.S. Employer*

*incorporation or organization) Identification No.)*

**1180 Avenue of the Americas, 20<sup>th</sup> Floor, New York, NY 10036**

**(646) 214-0700**

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*(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)*

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 than 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 during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes:  No:

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or 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   
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes:  No:

The number of shares of the registrant's Common Stock, \$.001 par value, outstanding as of July 29, 2012, was 79,567,946 shares.

**Explanatory Note**

ZIOPHARM Oncology, Inc. is filing this Amendment No. 1 to its Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2012 (“Form 10-Q”), which was filed with the Securities and Exchange Commission on August 2, 2012, for the sole purpose of furnishing XBRL Interactive Data Files. Under Rule 405(a)(2) of Regulation S-T, a filer may submit its first Interactive Data File containing detail-tagged footnotes or schedules within 30-days of the original filing date of the Form 10-Q. No other changes have been made to the Form 10-Q.

Except as specifically described above, this Amendment No. 1 does not reflect events occurring after the filing of the Form 10-Q, does not update disclosures contained in the Form 10-Q and does not modify or amend the Form 10-Q.

Pursuant to Rule 406T of Regulation S-T, the XBRL Interactive Data Files furnished as Exhibits 101.INS, 101.SCH, 101.CAL, 101.DEF, 101.LAB, and 101.PRE hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended or Section 18 of the Securities Exchange Act of 1934, as amended and otherwise are not subject to liability under such sections.

## Part II - Other Information

### Item 6. Exhibits

#### Exhibit

#### Number Exhibit Description

31.1\* Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

31.2\* Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

32.1\* Certifications pursuant to 18 U.S.C. Section 1350

101.INS\* XBRL Instance Document

101.SCH\* XBRL Taxonomy Extension Schema Document

101.CAL\* XBRL Taxonomy Extension Calculation Linkbase Document

101.DEF\* XBRL Taxonomy Definition Linkbase Document

101.LAB\* XBRL Taxonomy Extension Label Linkbase Document

101.PRE\* XBRL Taxonomy Extension Presentation Linkbase Document

\* Filed herewith.

**SIGNATURES**

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 thereunto duly authorized.

/s/ Jason A. Amello  
Jason A. Amello

Executive Vice President and Chief Financial Officer  
(Duly Authorized Officer and Principal Financial and Accounting Officer)  
Dated: August 28, 2012

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