

CARDIOGENESIS CORP /CA

Form 10KSB/A

July 29, 2008

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

**Form 10-KSB/A
(Amendment No. 2)
ANNUAL REPORT UNDER SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2007
Commission file number: 0-28288**

Cardiogenesis Corporation
(Name of small business issuer in its charter)

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

77-0223740
*(I.R.S. Employer
Identification Number)*

11 Musick, Irvine, CA
(Address of principal executive offices)

92618
Zip Code

(949) 420-1800
(Issuer's telephone number)

Securities registered under Section 12(g) of the Exchange Act:
Common Stock, no par value
(Title of Class)

Check whether the issuer is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act. Yes No
Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 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

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-B contained in this form, and no disclosure will 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-KSB or any amendment to this Form 10-KSB. Yes No

Indicated by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).

Yes No

State issuer's revenues for its most recent fiscal year: \$12,059,000

State the aggregate market value of the voting and non-voting common equity held by non-affiliates of the issuer computed by reference to the price at which the common equity was sold, or the average bid and asked price of such common equity, as of a specified date within the past 60 days: \$14,852,984 as of February 29, 2008.

State the number of shares outstanding of each of the issuer's classes of equity as of the latest practicable date: 45,274,395 shares of common stock, no par value, outstanding as of February 29, 2008.

DOCUMENTS INCORPORATED BY REFERENCE:

Certain portions of the following documents are incorporated by reference into Part III of this Form 10-KSB: The Registrant's Proxy Statement for the Annual Meeting of Shareholders.

Transitional Small Business Disclosure Format

Yes No

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SIGNATURES

Exhibit Index

EXHIBIT 31.1

EXHIBIT 31.2

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EXPLANATORY NOTE

This form 10-KSB/A (Amendment No. 2) amends the Form 10-KSB filed on March 25, 2008 by Cardiogenesis Corporation with respect to the year ended December 31, 2007, as further amended by Amendment No. 1 thereto, filed on July 7, 2008. This amendment is being filed in order to correct Exhibits 31.1 and 31.2 which inadvertently omitted certain required language. Other than the changes to these two Exhibits, no other portion of the Form 10-KSB has been amended.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Amendment No. 2 to be signed on its behalf by the undersigned, thereunto duly authorized.

CARDIOGENESIS CORPORATION

By: /s/ RICHARD P. LANIGAN
 Richard P. Lanigan
President

Date: July 29, 2008

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the Registrant in the capacities and on the date indicated.

| Signature | Title | Date |
|--|---|---------------|
| /s/ RICHARD P. LANIGAN Richard P. Lanigan | President <i>(Principal Executive Officer)</i> | July 29, 2008 |
| /s/ WILLIAM R. ABBOTT William R. Abbott | Senior Vice President, Chief Financial Officer, Secretary and Treasurer <i>(Principal Financial and Accounting Officer)</i> | July 29, 2008 |
| /s/ GARY S. ALLEN, M.D. Gary S. Allen, M.D. | Director | July 29, 2008 |
| /s/ PAUL J. MCCORMICK Paul J. McCormick | Director | July 29, 2008 |
| /s/ ROBERT L. MORTENSEN Robert L. Mortensen | Director | July 29, 2008 |
| /s/ MARVIN J. SLEPIAN, M.D. Marvin J. Slepian, M.D. | Director | July 29, 2008 |
| /s/ GREGORY D. WALLER Gregory D. Waller | Director | July 29, 2008 |

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| Exhibit No. | Description |
|--------------------|--|
| 31.1 | Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) of Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 31.2 | Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) of Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |