

UROPLASTY INC  
Form 8-K  
May 27, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
Form 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15 (d) of The Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): May 26, 2010  
Uroplasty, Inc.**

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

(State or other jurisdiction of  
incorporation or organization)

**(001-32632)**

Commission File No.

**41-1719250**

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

**5420 Feltl Road  
Minnetonka, Minnesota**

**55343**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code **(952) 426-6140**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 3.02. Unregistered Sale of Equity Securities**

Since March 31, 2010 and through May 26, 2010, holders of warrants issued on August 7, 2006 (the 2006 Warrants ) to purchase an aggregate of 242,000 shares of the common stock of Uroplasty, Inc. (the Company ) at a price of \$2.50 per share had exercised their 2006 Warrants for cash. In accordance with the call described in Item 3.03 below, the Company anticipates that the 2006 Warrants to purchase 522,500 shares that remain outstanding will be exercised before they expire on June 4, 2010.

**Item 3.03 Material Modification to Rights of Security Holders**

On May 26, 2010, the Company mailed to holders of the 2006 Warrants, a Call Notice notifying the holders that, in accordance with Section 4(b) of each 2006 Warrant, the Company had satisfied the conditions to call the 2006 Warrants, and was calling the 2006 Warrants. Accordingly, all of the 2006 Warrants that remain outstanding will expire unless exercised before 6:30 p.m., New York Time, on June 4, 2010.

**SIGNATURES**

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

UROPLASTY, INC.

By /s/ MAHEDI A. JIWANI  
Mahedi A. Jiwani, Chief Financial  
Officer

Dated: May 26, 2010