

ENCISION INC  
Form 10-K/A  
September 15, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 10-K/A**

(Amendment No. 1)

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

For the fiscal year ended March 31, 2009

OR

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

For the transition period from        to

Commission File No.: 0-28604

**ENCISION INC.**

(Exact name of registrant as specified in its charter)

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(State of incorporation)

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

**6797 Winchester Circle, Boulder, Colorado**  
(Address of principal executive offices)

**80301**  
(Zip Code)

Registrant's telephone number, including area code: **(303) 444-2600**

Securities registered under Section 12(b) of the Act: **Common Stock, no par value**

Securities registered under Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act.

Indicate by check mark whether the registrant (1) has 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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 229.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not 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-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a small 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   
Non-accelerated filer

Accelerated filer   
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

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As of September 30, 2008, the aggregate market value of the shares of common stock held by non-affiliates of the issuer on such date was \$3,637,616. This figure is based on the closing sales price of \$1.05 per share of the issuer's common stock on September 30, 2008.

The number of shares outstanding of each of the issuer's classes of common equity, as of the last practicable date.

**Common Stock, no par value**  
(Class)

**6,455,100**  
(Outstanding at September 11, 2009)

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**EXPLANATORY NOTE**

Encision Inc. ( we or our ) is filing this Amendment No. 1 on Form 10-K/A (this Amendment ) for the sole purpose of re-filing Exhibit 10.5 to our Annual Report on Form 10-K for the fiscal year ended March 31, 2009, which was filed with the Securities and Exchange Commission on June 29, 2009 (the Original Annual Report ).

In accordance with Rule 12b-15 of the Securities Exchange Act of 1934, as amended, we have set forth in this Amendment the text of Part IV, Item 15 in its entirety. This Amendment should be read in conjunction with the Original Annual Report, which continues to speak as of the date of the Original Annual Report. Except for Part IV, Item 15, this Amendment does not modify or update disclosures in the Original Annual Report, and this Amendment does not reflect events occurring after the filing of the Original Annual Report.

As a result of this Amendment, we are also filing as exhibits to this Amendment currently-dated certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. Because no financial statements are contained in this Amendment, we are not filing as exhibits to this Amendment certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

**PART IV**

**Item 15. Exhibits, Financial Statement Schedules.**

(a) Financial Statements - See the index to the Financial Statements of Encision Inc. that appears in Item 8 of this Report.

(b) Exhibits - The following exhibits are attached to this report on Form 10-K/A or are incorporated herein by reference:

3.1 Articles of Incorporation of the Company, as amended. (Incorporated by reference from Registration Statement #333-4118-D dated June 25, 1996).

3.2 Bylaws of the Company. (Incorporated by reference from Current Report on Form 8-K filed on October 30, 2007).

4.1 Form of certificate for shares of Common Stock. (Incorporated by reference from Registration Statement #333-4118-D dated June 25, 1996).

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10.1 Lease Agreement dated June 3, 2004 between Encision Inc. and DaPuzzo Investment Group, LLC (Incorporated by reference from Quarterly Report on Form 10-QSB filed on August 12, 2004).

10.2 Encision Inc. 2007 Stock Option Plan. (Incorporated by reference from Proxy Statement dated June 30, 2007).

10.3 Loan and Security Agreement between Encision Inc. and Silicon Valley Bank (Incorporated by reference from Current Report on Form 8-K filed on November 10, 2006).

10.4 Representation Agreement dated March 20, 2009 between Encision Inc. and Caldera Medical, Inc.

10.5\* Manufacturing, Supply and License Agreement dated April 3, 2009 between Encision Inc. and Intuitive Surgical Inc.\*\*

23.1 Consent of Independent Registered Public Accounting Firm, Gordon, Hughes and Banks, LLP.

31.1\* Section 302 Certification of Principal Executive Officer

31.2\* Section 302 Certification of Principal Financial and Accounting Officer

32.1 Section 906 Certifications

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Incorporated by reference to same exhibit number of our annual report on Form 10-K filed on June 29, 2009.

\* Filed herewith.

\*\* Certain portions of this exhibit have been omitted pursuant to a request for confidential treatment and have been filed separately with the Securities and Exchange Commission.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Exchange Act, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: September 15, 2009

ENCISION INC.

By:

/s/ Marcia K. McHaffie

Marcia K. McHaffie  
Controller  
Principal Accounting Officer & Principal Financial  
Officer