

INOVIO BIOMEDICAL CORP
Form 8-K/A
June 16, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): June 1, 2009

Inovio Biomedical Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

001-14888
(Commission

File Number)

33-0969592
(I.R.S. Employer

Identification No.)

11494 Sorrento Valley Road, San Diego,

California
(Address of principal executive offices)

92121-1318
(Zip Code)

Registrant's telephone number, including area code: **(858) 597-6006**

Edgar Filing: INOVIO BIOMEDICAL CORP - Form 8-K/A

Not Applicable

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:

- ☐ 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))
-

Explanatory Note

As described in the Current Report on Form 8-K of Inovio Biomedical Corporation (*Inovio*) dated June 1, 2009 (the *Initial 8-K*), on June 1, 2009 Inovio closed a business combination transaction with VGX Pharmaceuticals, Inc., a Delaware corporation (*VGX*) and Inovio Acquisition, LLC, a Delaware limited liability company and wholly-owned subsidiary of Inovio (*Submerger*), whereby VGX was merged with and into Submerger with Submerger as the surviving entity (the *Merger*) in accordance with the terms of that certain Amended and Restated Agreement and Plan of Merger dated December 5, 2008, as further amended on March 31, 2009.

Inovio is filing this amendment to the Initial 8-K to incorporate as part of the Initial 8-K the information set forth below under Item 9.01 as required by Item 9.01 of Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(a) *Financial Statements of Businesses Acquired.*

Pursuant to paragraph (a)(4) of Item 9.01 of Form 8-K, the attached financial statements were omitted from disclosure contained in the Initial 8-K. Attached hereto as Exhibit 99.1 and Exhibit 99.2, respectively, and incorporated herein by reference, are (i) the audited consolidated financial statements of VGX as of and for the years ended December 31, 2008 and 2007 and the period from December 12, 2000 (inception) through December 31, 2008, and (ii) the unaudited consolidated financial statements of VGX as of and for the quarter ended March 31, 2009.

(b) *Pro Forma Financial Information.*

The pro forma financial information required by this item with respect to the Merger will be filed as soon as practicable, and in any event not later than 71 days after the date on which the Initial 8-K was required to be filed.

(d) *Exhibits.*

- 99.1 Audited Consolidated Financial Statements of VGX as of and for the years ended December 31, 2008 and 2007 and the period from December 12, 2000 (inception) through December 31, 2008 (incorporated by reference to the Audited Consolidated Financial Statements of VGX as of and for the years ended December 31, 2008 and 2007 and the period from December 12, 2000 (inception) through December 31, 2008 included in the Joint Proxy Statement/Prospectus filed by Inovio with the Securities and Exchange Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, on May 1, 2009, relating to Inovio's Registration Statement on Form S-4, as amended (Registration No. 333-156035).
- 99.2 Unaudited Consolidated Financial Statements of VGX Pharmaceuticals, Inc. as of and for the quarter ended March 31, 2009.

SIGNATURES

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

Date: June 15, 2009

INOVIO BIOMEDICAL CORPORATION

By: */s/ Peter Kies*
Peter Kies, Chief Financial Officer