

Converted Organics Inc.  
Form 8-K/A  
July 14, 2010



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Item 9.01 Financial Statement and Exhibits

SIGNATURE

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**Explanatory Note**

On July 7, 2010, Converted Organics Inc., a Delaware corporation ( COIN ), filed a Current Report on Form 8-K to report that on July 6, 2010, a Membership Interest Purchase Agreement (the Purchase Agreement ) was entered into by and among COIN, TerraSphere, Inc. a newly formed Delaware corporation and wholly-owned subsidiary of COIN, TerraSphere Systems, LLC, a Massachusetts limited liability company ( TerraSphere ) and the individuals owners of TerraSphere.

This Amendment No. 1 to Form 8-K is being filed to amend Item 9.01 of the Form 8-K filed July 7, 2010 to include the historical financial statements of TerraSphere and the pro forma financial information relating to COIN s potential acquisition of TerraSphere. Such information should be read in conjunction with the Form 8-K filed by COIN on July 7, 2010.

**Item 9.01 Financial Statement and Exhibits.**

(a) *Financial statements of businesses acquired.*

The audited consolidated financial statements of TerraSphere Systems LLC as of December 31, 2009 and 2008 and for years ended December 31, 2009, 2008 and 2007, are filed as Exhibit 99.1 hereto.

The unaudited consolidated financial statements of TerraSphere Systems LLC as of March 31, 2010 and for the three month periods ended March 31, 2010 and 2009, are filed as Exhibit 99.2 hereto.

(b) *Pro forma financial information.*

The unaudited pro forma consolidated financial information with respect to the transaction described is filed as Exhibit 99.3 hereto.

(c) Not applicable.

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
23.1	Consent of CCR LLP
99.1	Audited consolidated financial statements of TerraSphere Systems LLC as of December 31, 2009 and 2008 and for years ended December 31, 2009, 2008 and 2007.
99.2	Unaudited consolidated financial statements of TerraSphere Systems LLC as of March 31, 2010 and for the three month periods ended March 31, 2010 and 2009.
99.3	Unaudited pro forma consolidated combined consolidated financial information of Converted Organics Inc.

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**SIGNATURE**

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 hereunto duly authorized.

**CONVERTED ORGANICS INC.**

Date: July 13, 2010

By: /s/ Edward J. Gildea  
Name: Edward J. Gildea  
Title: Chief Executive Officer