

CRYPTOLOGIC INC
Form 40-F/A
March 29, 2007

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**AMENDMENT NO. 1
TO
FORM 40-F**

Registration statement pursuant to Section 12 of the Securities Exchange Act of 1934

or

Annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended December 31, 2006

Commission File Number **000-30224**

CRYPTOLOGIC INC.

(Exact name of registrant as specified in its charter)

Ontario, Canada

(Province or Other Jurisdiction of
Incorporation or Organization)

7999

(Primary Standard Industrial Classification
Code)

Not Applicable

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

55 St. Clair Avenue West

3rd Floor

Toronto, Ontario

M4V 2Y7

(416) 545-1455

(Address and telephone number of registrant's principal executive offices)

**CT Corporation
111 8th Avenue
New York, NY 10011
(212) 894-8940**

(Name, address (including zip code) and telephone number (including area code) of agent for service in the United States)

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Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class:

Common Shares

Name of Each Exchange On Which Registered:

NASDAQ Global Select Market

Toronto Stock Exchange

London Stock Exchange

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

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: **None**

For annual reports, indicate by check mark the information filed with this form:

Annual Information Form

Audited Annual Financial Statements

Indicate the number of outstanding shares of each of the registrant's classes of capital or common stock as of the close of the period covered by the annual report:

| Class | Outstanding at December 31, 2006 |
|------------------------------------|-------------------------------------|
| Common shares, no par value | 13,641,234 |

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Indicate by check mark whether the Registrant by filing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934 (the Exchange Act). If Yes is marked, indicate the filing number assigned to the Registrant in connection with such Rule. Yes No

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 preceding 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

EXPLANATORY NOTE

The purpose of this Amendment No. 1 to the Registrant's Form 40-F for the fiscal year ended December 31, 2006 is to refile the Registrant's Annual Information Form dated March 28, 2006 and the Management's Discussion and Analysis. Two tables were incorrectly filed. No other changes were made to the Registrant's annual report on Form 40-F.

SIGNATURES

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this amendment to the annual report to be signed on its behalf by the undersigned, thereunto duly authorized.

CRYPTOLOGIC INC.

/s/ Lewis N. Rose _____

Lewis N. Rose

President and Chief Executive Officer

Date: March 29, 2007

EXHIBIT INDEX

The following documents are being filed with the Commission as exhibits to this annual report on Form 40-F.

| <u>Exhibit</u> | <u>Description</u> |
|----------------|--|
| 1. | Annual Information Form |
| 2. | Management's Discussion and Analysis |
| 3. | Annual Financial Statements* |
| 4. | Consent of KPMG LLP |
| 5. | Certifications of Chief Executive Officer and Chief Financial Officer pursuant to Rule 13(a)-14(a) or 15(d)-14 of the Securities Exchange Act of 1934. |
| 6. | Certifications of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350. |

* previously filed