

STRATASYS INC  
Form 10-Q/A  
January 13, 2011

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q/A  
Amendment No. 1

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the quarterly period ended March 31, 2010  
OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 1-13400

**STRATASYS, INC.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

36-3658792  
(I.R.S. Employer  
Identification No.)

7665 Commerce Way, Eden Prairie, Minnesota  
(Address of principal executive offices)

55344  
(Zip Code)

(952) 937-3000

(Registrant's telephone number, including area code)

Not Applicable

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 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 whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerate filer, or a smaller 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

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a 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 May 3, 2010 the Registrant had 20,510,787 shares of common stock, \$.01 par value, issued and outstanding.

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EXPLANATORY NOTE

This Amendment No. 1 on Form 10-Q/A (this "Amendment") to our Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2010, which was originally filed on May 10, 2010 (the "Original Filing"), is being filed in response to communications from the SEC in connection with a confidential treatment request with respect to Exhibit 10.1, Master OEM Agreement, dated as of January 18, 2010. Item 6 of Part II of the Original Filing is hereby amended to include a revised redacted version of Exhibit 10.1. We have also set forth in this Amendment updated officer certifications, as required by Rule 12b-15 under the Securities Exchange Act of 1934.

By this Amendment we have not amended, except as described above, or updated any information contained in the Original Filing, and this Amendment should be read in conjunction with our filings made with the SEC subsequent to the Original Filing.

PART II OTHER INFORMATION

Item 6. Exhibits

(a) Exhibits.

- 10.1 Master OEM Agreement between Hewlett-Packard Company and Stratasys, Inc. dated as of January 18, 2010.\* \*\*
- 10.2 Protective Rights Agreement between Stratasys, Inc. and Hewlett-Packard Company dated as of January 18, 2010. †
- 31.1 Certification of the Chief Executive Officer required by Rule 13a-14(a) or Rule 15d-14(a).\*\*
- 31.2 Certification of the Chief Financial Officer required by Rule 13a-14(a) or Rule 15d-14(a).\*\*
- 32.1 Certification of the Chief Executive Officer required by Rule 13a-14(b) or Rule 15d-14(b) and 18 U.S.C. 1350. †
- 32.2 Certification of the Chief Financial Officer required by Rule 13a-14(b) or Rule 15d-14(b) and 18 U.S.C. 1350. †

\*Portions of this exhibit are omitted and have been filed separately with the Secretary of the SEC pursuant to our application requesting confidential treatment under Rule 406 of the Securities Act of 1933, as amended, or Rule 24b-2 of the Securities Exchange Act of 1934.

\*\*Copies of these exhibits are included in Amendment No. 1 to the Quarterly Report on Form 10-Q filed with the SEC on January 13, 2011.

†Copies of these exhibits are included in the Quarterly Report on Form 10-Q filed with the SEC on May 10, 2010.

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SIGNATURES

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 thereunto duly authorized.

Date: January 13, 2011

Stratasys, Inc.

By: /s/ ROBERT F. GALLAGHER  
Robert F. Gallagher  
Chief Financial Officer

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