

PRIMEDEX HEALTH SYSTEMS INC

Form 10-Q/A

October 06, 2006

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington D.C. 20549

FORM 10-Q/A

(AMENDMENT NO. 2)

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

For the quarterly period ended July 31, 2006

or

o 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 0-19019

PRIMEDEX HEALTH SYSTEMS, INC.

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(Exact name of registrant as specified in charter)

New York

(State or other jurisdiction of
incorporation or organization)

13-3326724

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

1510 Cotner Avenue

Los Angeles, California

(Address of principal executive offices)

90025

(Zip Code)

(310) 478-7808

(Registrant's telephone number, including area code)

n/a

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(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 and 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 is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Exchange Act Rule 12b-2).

Yes No

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY

PROCEEDINGS DURING THE PRECEDING FIVE YEARS:

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

Yes No

APPLICABLE ONLY TO CORPORATE ISSUERS:

The number of shares outstanding of the registrant's common stock as of September 6, 2006 was 42,228,761 (excluding treasury shares).

Explanatory Note: Primedex Health Systems, Inc. ("Primedex") is filing this Amendment No. 2 to our Quarterly Report on Form 10-Q for the fiscal quarter ended July 31, 2006 to file as an exhibit the Agreement, dated August 1, 2006, between MorganFranklin and Primedex in its entirety. This agreement was previously filed as an exhibit to Amendment No. 1 to our Form 10-Q for the fiscal quarter ended July 31, 2006 with certain portions of the agreement omitted.

Item 6. Exhibits

- a. Exhibit 10.1 Agreement, dated August 1, 2006, between MorganFranklin Corporation and Primedex Health Systems, Inc.
 - b. Exhibit 31.1 Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
 - c. Exhibit 31.2 Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
 - d. Exhibit 32.1 Certification Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
 - e. Exhibit 32.1 Certification Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
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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.

PRIMEDEX HEALTH SYSTEMS, INC.
(Registrant)

Date: October 5, 2006

By /s/ HOWARD G. BERGER, M.D.
Howard G. Berger, M.D., President and Director
(Principal Executive Officer)

Date: October 5, 2006

By /s/ MARK D. STOLPER
Mark D. Stolper, Chief Financial Officer
(Principal Accounting Officer)
