

CARDIOGENESIS CORP /CA

Form 10-Q/A

July 29, 2008

**Table of Contents**

**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 March 31, 2008**  
**Commission file number 0-28288**

**CARDIOGENESIS CORPORATION**  
*(Exact name of small business issuer as specified in its charter)*

**California**

**77-0223740**

*(State of incorporation or organization)*

*(I.R.S. Employer  
Identification Number)*

**11 Musick**  
**Irvine, California 92618**  
*(Address of principal executive offices)*  
**(949) 420-1800**  
*(Issuer's telephone number)*

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act during the past 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, a non-accelerated filer, or a smaller reporting company. See definition of "accelerated filer," "large 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

State the number of shares outstanding of each of the issuer's classes of common equity as of the latest practicable date:

45,274,395 shares of Common Stock, no par value, as of April 30, 2008.

**TABLE OF CONTENTS**

SIGNATURES

Exhibit Index

EXHIBIT 31.1

EXHIBIT 31.2

---

**Table of Contents**

**EXPLANATORY NOTE**

This form 10-Q/A (Amendment No. 2) amends the Form 10-Q filed on May 15, 2008 by Cardiogenesis Corporation with respect to the quarter ended March 31, 2008, as further amended by Amendment No. 1 thereto, filed on July 7, 2008. This amendment is being filed in order to correct Exhibits 31.1 and 31.2 which inadvertently omitted certain required language. Other than the changes to these two Exhibits, no other portion of the Form 10-Q has been amended.

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Amendment No. 2 to be signed on its behalf by the undersigned thereunto duly authorized.

**CARDIOGENESIS CORPORATION**

Registrant

Date: July 29, 2008

/s/ Richard P. Lanigan  
Richard P. Lanigan  
President  
(Principal Executive Officer)

Date: July 29, 2008

/s/ William R. Abbott  
William R. Abbott  
Senior Vice President, Chief Financial  
Officer,  
Secretary and Treasurer  
(Principal Financial and Accounting  
Officer)

3

---

**Table of Contents**

**Exhibit Index**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 31.1               | Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) of Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 31.2               | Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) of Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |