

Andover Medical, Inc.  
Form 8-K/A  
July 17, 2007

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 8-K/A**

(Amendment No. 1)

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **May 4, 2007**

**ANDOVER MEDICAL, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**333-128526**  
(Commission  
File Number)

**51-0459931**  
(IRS Employer  
Identification No.)

**510 Turnpike Street, Suite 204**  
**N. Andover, MA**  
(Address of principal executive offices)

**11788**  
(Zip Code)

Registrant's telephone number, including area code: **(978) 557-1001**

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230-425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



**EXPLANATORY NOTE**

On May 4, 2007, Andover Medical, Inc. ( *AMI* ) completed its acquisition of Ortho Medical Products, Inc. ( *OMI* ). That transaction was originally reported on a Current Report on Form 8-K, filed with the Securities and Exchange Commission on May 10, 2007. This Amendment is being filed to provide the historical financial statements of OMI required by Item 9.01(a) and the pro forma financial information required by Item 9.01(b), which financial statements and information were not included in the original filing.

**Item 9.01. Financial Statements and Exhibits.**

(a) *Financial Statements of Businesses Acquired.*

The audited consolidated financial statements of OMI as of December 31, 2006 and 2005 and for the years then ended, are filed herewith as Exhibit 99.7 and incorporated in this Item 9.01(a) by reference.

(b) *Pro Forma Financial Information.*

The unaudited pro forma consolidated condensed financial statements of AMI as of December 31, 2006 and for the year ended December 31, 2006 are filed herewith as Exhibit 99.8 and incorporated in this Item 9.01(b) by reference.

(d) Exhibits.

**Exhibit**

| <b>Number</b> | <b>Description</b>  |
|---------------|---|
| 99.1          | Consulting Agreement dated as of May 4, 2007 by and between Marc Waldman and Ortho-Medical Products Inc.*                               |
| 99.2          | Financial Consulting Agreement dated as of May 4, 2007 by and between Marc Waldman and Andover Medical, Inc.*                           |
| 99.3          | Consulting Agreement dated as of May 4, 2007 by and between William Tobin and Ortho-Medical Products Inc.*                              |
| 99.4          | Financial Consulting Agreement dated as of May 4, 2007 by and between William Tobin and Andover Medical, Inc.*                          |
| 99.5          | Employment Agreement dated as of May 4, 2007 by and between Jeanne Wilde and Ortho-Medical Products Inc.*                               |
| 99.6          | Employment Agreement dated as of May 4, 2007 by and between Joseph Anastasio and Ortho-Medical Products Inc.*                           |
| 99.7          | Audited consolidated financial statements of Ortho Medical Products Inc. as of December 31, 2006 and 2005 and for the years then ended. |
| 99.8          | Unaudited pro forma consolidated condensed financial statements of AMI as of and for the year ended December 31, 2006.                  |

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\* Previously filed