

BIOENVISION INC
Form 10-Q/A
February 15, 2007
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q/A

(Mark One)

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

For the quarterly period ended December 31, 2006

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

Commission File # 001-31787

BIOENVISION, INC.

(Exact name of issuer as specified in its charter)

Delaware

13-4025857

State or other jurisdiction
of incorporation or organization

IRS Employer
ID No.

345 Park Avenue, 41st Floor, New York, NY 10154

(Address of principal executive offices)

(212) 750-6700

(Issuer's Telephone Number)

Indicate by checkmark 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 twelve months (or 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

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Indicate by checkmark 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 Rule 12b-2 of the Exchange Act). Yes No

As of February 9, 2007, there were 43,059,406 shares of the issuer's common stock, par value \$.001 per share (the Common Stock) outstanding.

Explanatory Note

Bioenvision, Inc. is filing this Amendment No. 1 (the Amendment) to its Quarterly Report on Form 10-Q for the quarter ended December 31, 2006, filed with the Securities and Exchange Commission on February 9, 2007 (the Original Filing) solely for the purposes of (i) correcting the officer certifications filed as Exhibits 31.1 and 31.2 to the Original Filing which inadvertently omitted subsection (b) of part 4 and (ii) correcting the dates on the signature page to the Original Filing and Exhibits 31.1, 31.2, 32.1 and 32.2 which due to an administrative error were each dated February __, 2007 in the edgar version of the filing, but which were actually signed and dated on February 9, 2007. The corrected signature page to the Original Filing appears below and the corrected Exhibits 31.1, 31.2, 32.1 and 32.2 are filed as Exhibits to this Amendment. Except as described above, this Amendment does not modify or update the disclosures in, or exhibits to, the Original Filing.

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: February 9, 2007 By: /s/ Christopher B. Wood M.D.

Christopher B. Wood M.D.

Chairman and Chief Executive Officer

(Principal Executive Officer)

Date: February 9, 2007 By: /s/James S. Scibetta

James S. Scibetta

Chief Financial Officer

(Principal Financial and Accounting Officer)

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this amended report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: February 14, 2007 By: /s/ Christopher B. Wood M.D.

Christopher B. Wood M.D.

Chairman and Chief Executive Officer

(Principal Executive Officer)

Date: February 14, 2007 By: /s/James S. Scibetta

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James S. Scibetta

Chief Financial Officer

(Principal Financial and Accounting Officer)
