

CONTINUCARE CORP

Form 10-K/A

April 28, 2008

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

FORM 10-K/A
Amendment No. 2

(Mark One)

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

For the fiscal year ended: June 30, 2007

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: 001-12115

CONTINUCARE CORPORATION

(Exact name of registrant as specified in its charter)

Florida

(State or other jurisdiction of
incorporation or organization)

59-2716023

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

**7200 Corporate Center Drive,
Suite 600**

Miami, Florida 33126

(Address of principal executive offices)

(305) 500-2000

(Registrant's telephone number, including area code:)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class
COMMON STOCK
\$.0001 PAR VALUE

Name of each exchange on which registered
AMERICAN STOCK EXCHANGE

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

The aggregate market value of the voting common stock held by non-affiliates of the registrant on December 31, 2006 was approximately \$79,025,000.

As of April 23, 2008, the registrant had outstanding 67,741,803 shares of Common Stock, \$.0001 par value per share.

Documents Incorporated by Reference: None.

EXPLANATORY NOTE

Continucare Corporation (the "Registrant") is filing this Amendment No. 2 to the Registrant's Annual Report on Form 10-K for the fiscal year ended June 30, 2007 for the sole purpose of revising the certifications filed as Exhibits 31.1 and 31.2 thereto in order to correct certain inadvertent omissions made therein. This Amendment No. 2 on Form 10-K/A is not intended to update any other information presented in the Annual Report as originally filed or as subsequently amended by Amendment No. 1 on Form 10-K/A to the Registrant's Annual Report filed on October 26, 2007.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a)(3) Exhibits

The following is a list of exhibits filed as part of this Amendment No. 2 to the Annual Report on Form 10-K/A.

Exhibit Number	Description	Method Filing
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	Filed herewith.
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	Filed herewith.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

CONTINUCARE CORPORATION

By: /s/ Richard C. Pfenniger, Jr.
 RICHARD C. PFENNIGER, JR.
 Chairman of the Board, Chief Executive
 Officer and President

Dated: April 28, 2008

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
/s/ Richard C. Pfenniger, Jr. Richard C. Pfenniger, Jr.	Chairman of the Board, Chief Executive Officer, President and Director (Principal Executive Officer)	April 28, 2008
/s/ Fernando L. Fernandez Fernando L. Fernandez	Senior Vice President Finance, Chief Financial Officer, Treasurer and Secretary (Principal Financial and Accounting Officer)	April 28, 2008
/s/ Luis Cruz, M.D. Luis Cruz, M.D.	Vice Chairman of the Board and Director	April 28, 2008
/s/ Robert J. Cresci Robert J. Cresci	Director	April 28, 2008
/s/ Phillip Frost, M.D. Phillip Frost, M.D.	Director	April 28, 2008
/s/ Neil Flanzraich Neil Flanzraich	Director	April 28, 2008
/s/ Jacob Nudel, M.D. Jacob Nudel, M.D.	Director	April 28, 2008
/s/ A. Marvin Strait A. Marvin Strait	Director	April 28, 2008

EXHIBIT INDEX

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