

ORTHOLOGIC CORP
Form S-3/A
October 24, 2006

As filed with the Securities and Exchange Commission on October 24, 2006

Registration No. 333-137754

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

AMENDMENT NO. 2 TO FORM S-3
REGISTRATION STATEMENT

Under
The Securities Act of 1933

OrthoLogic Corp.

(Exact name of registrant as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation or
organization)

86-0585310

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

**1275 West Washington Street
Tempe, Arizona 85281
(602) 286-5520**

(Address, including zip code, and telephone number,
including area code, of registrant's principal executive offices)

**John M. Holliman, III, Executive Chairman
and principal executive officer**

OrthoLogic Corp.

**1275 West Washington Street
Tempe, Arizona 85281
(602) 286-5520**

(Name, address, including zip code, and telephone number,
including area code, of agent for service)

Copy to:

Steven P. Emerick, Esq.

Quarles & Brady Streich Lang, LLP

One Renaissance Square, Two North Central Avenue

Phoenix, Arizona 85004

(602) 230-5517

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ____

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ____

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE

On October 3, 2006, we filed Registration Statement No. 333-137754 on Form S-3. On October 16, 2006, we filed Amendment No. 1 to Registration Statement No. 333-137754 filed on Form S-3 (Amended S-3). We are filing this Amendment No. 2 to Registration Statement No. 333-137754 filed on Form S-3 to amend the Amended S-3 by replacing Exhibit 23.1 thereto with the corrected version of the Exhibit submitted herewith. Exhibit 23.1 to the Amended S-3 contains an inadvertent typographical error.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Tempe, State of Arizona, on October 24, 2006.

ORTHOLOGIC CORP.

By: /s/ John M. Holliman, III
John M. Holliman, III
Executive Chairman

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the date indicated.*

| Signature | Title |
|--|--|
| /s/ John M. Holliman, III John M. Holliman, III | Executive Chairman (Principal Executive Officer), Chairman of the Board and Director |
| /s/ Les M. Taeger Les M. Taeger | Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) |
| ** | |
| Augustus A. White III, MD, Ph.D. | Director |
| ** | |
| Frederic J. Feldman, Ph.D. | Director |
| ** | |
| Michael D. Casey | Director |
| ** | |
| William M. Wardell, MD, Ph.D. | Director |
| ** | |
| Elwood D. Howse, Jr. | Director |

*Each of the above signatures is affixed as of October 24, 2006.

**By: /s/ John M. Holliman, III
John M. Holliman, III, attorney-in-fact

S-1

OrthoLogic Corp.
(the Company)
EXHIBIT INDEX
TO
AMENDMENT NO. 2 TO FORM S-3 REGISTRATION
STATEMENT

The following exhibits are filed with or incorporated by reference in this registration statement:

| Exhibit | Description | Incorporated Herein By Reference To | Filed Herewith |
|----------------|--|---|---------------------------|
| 4.1 | Rights Agreement dated as of March 4, 1997, between the Company and Bank of New York, and Exhibits A, B and C thereto | Exhibit 4.1 to the Company's Registration Statement on Form 8-A filed with the SEC on March 6, 1997 | |
| 4.2 | First Amendatory Agreement to March 4, 1997 Rights Agreement | Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on August 24, 1999 | |
| 4.3 | Amendment No. 2 to March 4, 1997 Rights Agreement | Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the SEC on October 20, 2003 | |
| 4.4 | Class A Warrant Agreement dated February 24, 2006, between OrthoLogic Corp. and PharmaBio Development Inc. (d/b/a NovaQuest) | Exhibit 4.1 to the Company's Current Report on Form 8-K, filed with the SEC on March 3, 2006 (the March 3rd 8-K) | |
| 4.5 | Amended and Restated Class B Warrant Agreement dated February 24, 2006, and amended and restated as of June 30, 2006, between OrthoLogic Corp. and PharmaBio Development Inc. (d/b/a NovaQuest) (asterisks located within exhibit denote information that has been deleted pursuant to a request for confidential treatment filed with the Securities and Exchange Commission) | Exhibit 4.5 to the Company's Amendment No. 1 to Registration Statement on Form S-3 filed with the SEC on September 22, 2006 (the September 22nd S-3) | |
| 4.6 | | | |

Amended and Restated Class C Exhibit 4.6 to the
Warrant Agreement dated September 22nd S-3
February 24, 2006, and
amended and restated as of
June 30, 2006, between
OrthoLogic Corp. and
PharmaBio Development Inc.
(d/b/a NovaQuest) (asterisks
located within exhibit denote
information that has been
deleted pursuant to a request
for confidential treatment filed
with the Securities and
Exchange Commission)

4.7 Amended and Restated Class D Exhibit 4.7 to the
Warrant Agreement dated September 22nd S-3
February 24, 2006, and

E-1

| Exhibit | Description | Incorporated Herein By Reference To | Filed Herewith |
|----------------|--|--|---------------------------|
| | amended and restated as of June 30, 2006, between OrthoLogic Corp. and PharmaBio Development Inc. (d/b/a NovaQuest) (asterisks located within exhibit denote information that has been deleted pursuant to a request for confidential treatment filed with the Securities and Exchange Commission) | | |
| 4.8 | Class A Warrant Agreement dated June 30, 2006, between OrthoLogic Corp. and PharmaBio Development Inc. (d/b/a NovaQuest) | Exhibit 4.1 to the Company's Current Report on Form 8-K, filed with the SEC on July 6, 2006 | |
| 5.1 | Opinion of Quarles & Brady Streich Lang LLP | Exhibit 5.1 to the Company's Registration Statement on Form S-3 filed with the SEC on October 3, 2006 (the October 3rd S-3) | |
| 10.1 | Common Stock and Warrant Purchase Agreement dated February 24, 2006, by and between the Company and PharmaBio Development Inc. (d/b/a NovaQuest) | Exhibit 10.1 to the Company's Registration Statement on Form S-3, filed with the SEC on April 13, 2006 (the April 13 th S-3) | |
| 10.2 | Registration Rights Agreement dated February 24, 2006, between PharmaBio Development Inc. (d/b/a NovaQuest) and the Company, | Exhibit 10.2 to the April 13 th S-3 | |
| 10.3 | Registration Rights Agreement dated February 27, 2006, by and among the Company, AzERx, Inc. and the other shareholders listed thereon | Exhibit 10.3 to the April 13 th S-3 | |
| 10.4 | Amendment No.1 to Registration Rights Agreement dated June 30, 2006, between | Exhibit 10.4 to the September 22nd S-3 | |

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PharmaBio Development Inc.
(d/b/a NovaQuest) and the
Company

| | | | |
|------|--|---|---|
| 23.1 | Consent of Deloitte & Touche LLP | | X |
| 23.2 | Consent of Quarles & Brady Streich Lang LLP | Included in Exhibit 5.1 to the October 3rd S-3 | |
| 24.1 | Powers of Attorney | Signature page to the October 3rd S-3 | |

E-2