

instaCare Corp.  
Form 10-K/A  
August 12, 2011

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

Washington, D.C. 20549

**FORM 10-K/A**  
**(Amendment No. 3)**

(Mark One)

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

For the fiscal year ended December 31, 2009

or

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

Commission file number 000-33187

**instaCare Corp.**

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(Exact name of registrant as specified in its charter)

**Nevada**

(State or other jurisdiction of incorporation or  
organization)

**91-2105842**

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

**2660 Townsgate Road, Suite 300**

**Westlake Village, California**

(Address of principal executive offices)

**91361**

(Zip Code)

Registrant's telephone number, including area code (805) 466-1973

Securities registered pursuant to Section 12(b) of the Exchange Act: None

Securities registered pursuant to Section 12(g) of the Exchange Act: Common Stock, \$0.001 par value

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 15(d) of the Act. Yes  . No  .

Indicate by checkmark 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 checkmark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's, 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.  .

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 the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company)  X.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No  X.

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed fiscal year. \$8,408,435 based on a share value of \$0.102.

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date. 82,435,641 shares of common stock, \$0.001 par value, outstanding on February 28, 2010.

DOCUMENTS INCORPORATED BY REFERENCE

None.

EXPLANATORY NOTE

instaCare. is filing this Amendment No. 3 to Form 10-K (the Amendment ) to amend its annual report for the fiscal year ended December 31, 2009, as filed with the Securities and Exchange Commission on March 24, 2011 (the Annual Report ). The purpose of this Amendment is to include as exhibits, loan agreements in electronic format as prescribe by Rule 102(a) of Regulation S-T and sections 2.1 of Volume II of the EDGAR Filer Manual.

**PART IV****Item 15. Exhibits, Financial Statement Schedules.**

The following information required under this item is filed as part of this report:

(a)

1. Financial Statements

	<u>Page</u>
Management Responsibility for Financial Information	30
Management's Report on Internal Control Over Financial Reporting	31
Report of Independent Registered Public Accounting Firm	F-1
Consolidated Balance Sheets	F-2
Consolidated Statements of Operations	F-3
Consolidated Statements of Stockholders Equity	F-4
Consolidated Statements of Cash Flows	F-5
Notes to Consolidated Financial Statements	F-6

(b) 2. Financial Statement Schedules

None.

(c) 3. Exhibit Index

<b>Exhibit</b> <b>number</b>	<b>Exhibit description</b>	<b>Filed</b> <b>herewith</b>	<b>Incorporated by reference</b>			
			<b>Form</b> <b>ending</b>	<b>Period</b> <b>ending</b>	<b>Exhibit</b> <b>No.</b>	<b>Filing</b> <b>date</b>
3(i)(a)	Articles of Incorporation March 2, 2001	Filed	10-SB		3a	9/27/01
3(i)(b)	Articles of Amendments to Articles of Incorporation May 9, 2001	Filed	10-SB		3b	9/27/01
3(i)(c)			10-QSB	6/30/02	3.1c	8/22/02

	Articles of Amendments to Articles of Incorporation Filed August 2, 2002			
3(ii)	Bylaws of CareDecision Corporation March 16, 2001	10-SB	3c	9/27/01
10.1	Subscription Agreement Mercator Momentum Fund, LP, Monarch Pointe Fund, LTD & Mercator Advisory Group, LLC February 7, 2005	SB-2/A	10.1	2/11/05
10.2	Certificate of Designation of Preferences and Rights of Series C Convertible Preferred Stock Mercator Momentum Fund, LP, Monarch Pointe Fund, LTD & Mercator Advisory Group, LLC February 2005	SB-2/A	10.2	2/11/05
10.3	Registration Rights Agreement Mercator Momentum Fund, LP, Monarch Pointe Fund, LTD & Mercator Advisory Group, LLC February 2005	SB-2/A	10.3	2/11/05
10.4	Warrant Agreement (\$0.02) Mercator Advisory Group, LLC February 7, 2005	SB-2/A	10.4	2/11/05
10.5	Warrant Agreement (\$0.02) Mercator Momentum Fund, LP February 7, 2005	SB-2/A	10.5	2/11/05
10.6	Warrant Agreement (\$0.02) - Monarch Pointe Fund, Ltd. February 7, 2005	SB-2/A	10.6	2/11/05
10.7	Warrant Agreement (\$0.03) - Mercator Advisory Group, LLC February 7, 2005	SB-2/A	10.7	2/11/05
10.8	Warrant Agreement (\$0.03) - Mercator Momentum Fund, LP February 7, 2005	SB-2/A	10.8	2/11/05
10.9	Warrant Agreement (\$0.03) Monarch Pointe Fund, Ltd. February 7, 2005	SB-2/A	10.9	2/11/05
10.10	Secured Convertible Promissory Note Pinnacle Investment Partners, LP March 24, 2004	SB-2/A	10.10	2/11/05
10.11	Pledge and Security Agreement Pinnacle Investment Partners, LP March 24, 2004	SB-2/A	10.11	2/11/05
10.12	Securities Purchase Agreement Pinnacle Investment Partners, LP March 24, 2004	SB-2/A	10.12	2/11/05



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10.13	Note Extension Agreement Pinnacle Investment Partners, LP September 24, 2004	SB-2/A	10.13	2/11/05
10.14	Note Extension Pinnacle Investment Partners, LP February 10, 2005	SB-2/A	10.14	2/11/05
10.15	Intangible Property, License Acquisition Agreement CN Pharmacy, Svetislav Milic, & Nathan Kaplan June 7, 2005	8-K	10.1	10/21/05
10.16	Secured Promissory Note Mercator Momentum Fund, LP August 25, 2005	8-K	10.2	10/21/05
10.17	Secured Promissory Note Monarch Pointe Fund, LTD August 25, 2005	8-K	10.3	10/21/05
10.18	Amended and Restated Promissory Note Centurion Credit Resources LLC December 4, 2009			X
10.19	Omnibus Loan Document Modification and Reaffirmation Agreement December 4, 2009			X
10.20	Escrow Agreement December 4, 2009			X
10.21	Promissory Note Centurion Credit Resource, LLC November 19, 2007			X
10.22	Loan and Security Agreement Centurion Credit Resources, LLC November 19, 2007			X
10.23	Deposit Account Control Agreement Centurion Credit Resources, LLC November 19, 2007			X
23.2	Consent of Independent Registered Public Accounting Firm Form S-8			X
31.1	Certification of Principal Executive and Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002			X
32.1	Certification of Principal Executive and Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002			X



**SIGNATURES**

In accordance with Section 13 or 15(d) of the Securities Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**instaCare Corp.**

By: */s/ Keith Berman*

Keith Berman, Chief Financial  
Officer

Date: March 23, 2011

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

<u>Name</u>	<u>Title</u>	<u>Date</u>
<i>/s/ Keith Berman</i> Keith Berman	Chief Financial Officer, Director, President, Secretary (Principal Executive Officer and Principal Accounting Officer)	August 10, 2011
<i>/s/ Robert Jagunich</i> Robert Jagunich	Director	August 10, 2011