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LYNCH CORP
Form 10-K/A
May 18, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-K/A

ANNUAL REPORT
PURSUANT TO SECTIONS 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE
ACT OF 1934

FOR THE FISCAL YEAR ENDED: DECEMBER 31, 2005

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: 1-106

LYNCH CORPORATION

(Exact name of Registrant as Specified in Its Charter)

INDIANA

38-1799862

(State or other
jurisdiction of
Incorporation or
Organization)

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

140 GREENWICH AVE,
4TH FL,
GREENWICH,
CONNECTICUT

06830

(Address of Principal
Executive Offices)

(Zip Code)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (203) 622-1150

SECURITIES REGISTERED PURSUANT TO SECTION 12(B) OF THE ACT:

TITLE OF EACH CLASS

NAME OF EACH EXCHANGE ON
WHICH REGISTERED

Common Stock,
\$0.01 Par Value

American Stock Exchange

SECURITIES REGISTERED PURSUANT TO SECTION 12(G) OF THE ACT: NONE

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

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 [X]

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 [X] No []

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulations S-K is not contained herein, and will not be contained, to the best of the 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. [X]

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2). Yes [] No [X]

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 X

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

The aggregate market value of voting and non-voting common equity held by non-affiliates of the Registrant (based upon the closing price of the Registrant's Common Stock on the American Stock Exchange on June 30, 2005 of \$8.30 per share) was \$8.3 million. (In determining this figure, the Registrant has assumed that all of the Registrant's directors and officers are affiliates. This assumption should not be deemed a determination or an admission by the Registrant that such individuals are, in fact, affiliates of the Registrant.

The number of outstanding shares of the registrant's common stock was 2,154,702 as of March 21, 2006.

DOCUMENTS INCORPORATED BY REFERENCE: Certain portions of the registrant's definitive Proxy Statement for the 2006 Annual Meeting of Shareholders, which will be filed with the Securities and Exchange Commission not later than May 1, 2006, are incorporated by reference in Part III of this Report.

EXPLANATORY NOTE

This Amendment No. 1 to Lynch Corporation's Annual Report on Form 10-K amends Lynch Corporation's Annual Report on Form 10-K for the year ended December 31, 2005, initially filed with the Securities and Exchange Commission on March 29, 2006, and is being filed to modify the certifications filed as Exhibits 31(a) and 31(b), which have been re-executed as of the date of this Amendment No. 1. No other revisions have been made to the Registrant's financial statements or any other disclosures contained in the original Annual Report on Form 10-K.

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