

Andover Medical, Inc.  
Form 8-K/A  
September 12, 2007

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

Washington, DC 20549

**FORM 8-K/A**

(Amendment No. 2)

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **May 11, 2007**

**ANDOVER MEDICAL, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**333-128526**  
(Commission  
File Number)

**51-0459931**  
(IRS Employer  
Identification No.)

**510 Turnpike Street, Suite 204**  
**N. Andover, MA**  
(Address of principal executive offices)

**11788**  
(Zip Code)

Registrant's telephone number, including area code: **(978) 557-1001**

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230-425)
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



**EXPLANATORY NOTE**

This amended Form 8-K is being filed solely to include the signature required by General Instruction E to such form.

**Item 9.01. Financial Statements and Exhibits.**

(a) *Financial Statements of Businesses Acquired.*

The audited consolidated financial statements of RSI as of December 31, 2006 and 2005 and for the years then ended, are filed herewith as Exhibit 99.1 and incorporated in this Item 9.01(a) by reference.

(b) *Pro Forma Financial Information.*

The unaudited pro forma consolidated condensed statement of operations of AMI for the year ended December 31, 2006 and the six months ended June 30, 2007 are filed herewith as Exhibit 99.2 and incorporated in this Item 9.01(b) by reference.

(d) Exhibits.

**Exhibit**

| <b>Number</b> | <b>Description</b>   |
|---------------|--|
| 2.1           | Stock Purchase Agreement dated May 11, 2007 by and among Rainier Acquisition Corp, Rainier Surgical Incorporated and Garth Luke.*                      |
| 2.2           | Employment Agreement dated May 11, 2007 by and among Rainier Surgical Incorporated and Garth Luke.*  |
| 2.3           | Net Lease dated as of May 11, 2007 by and among RSI Property Management LLC and Rainier Surgical Incorporated.*  |
| 2.4           | Credit Agreement by and between Andover Medical Inc., its subsidiaries and TD BankNorth, NA.*  |
| 2.5           | Stock Pledge Agreement by and between Andover Medical Inc., its subsidiaries and TD BankNorth, NA.*  |
| 2.6           | Subsidiary Guaranty*   |
| 2.7           | Security Agreement by and between Andover Medical Inc., its subsidiaries and TD BankNorth, NA.*  |
| 99.1          | Audited consolidated financial statements of Rainer Surgical Inc. as of December 31, 2006 and 2005 and for the years then ended.                       |
| 99.2          | Unaudited pro forma consolidated condensed statement of operations of AMI for the year ended December 31, 2006 and the six months ended June 30, 2007. |

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\* Previously filed

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: September 12, 2007

**ANDOVER MEDICAL, INC.**

By: /s/ Edwin A. Reilly  
Name: Edwin A. Reilly  
Title: Chief Executive Officer