

DUSA PHARMACEUTICALS INC  
Form 10-Q/A  
August 02, 2012

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

WASHINGTON, DC 20549

**FORM 10-Q/A**

(Mark One)

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

For the quarterly period ended: June 30, 2012

**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: 001-31533

**DUSA PHARMACEUTICALS, INC.**

(Exact Name of Registrant as Specified in Its Charter)

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| <b>New Jersey</b><br>(State of Other Jurisdiction of<br>Incorporation or Organization) | <b>22-3103129</b><br>(I.R.S. Employer<br>Identification No.) |
| <b>25 Upton Drive, Wilmington, MA</b><br>(Address of Principal Executive Offices)      | <b>01887</b><br>(Zip Code)                                   |
| <b>(978) 657-7500</b><br>(Registrant's Telephone Number, Including Area Code)          |  |

(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

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 whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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. (Check one):

|  |   |
|--|---|
| Large accelerated filer <input type="checkbox"/>   | Accelerated filer <input checked="" type="checkbox"/> |
| Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company <input type="checkbox"/>    |

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

As of August 1, 2012, the registrant had 25,001,008 shares of Common Stock, no par value per share, outstanding.

**EXPLANATORY NOTE**

The sole purpose of this Amendment No. 1 to the Quarterly Report on Form 10-Q of DUSA Pharmaceuticals, Inc. for the quarterly period ended June 30, 2012, filed with the Securities and Exchange Commission on August 2, 2012 (the Form 10-Q ), is to furnish Exhibit 101 in accordance with Rule 405 of Regulation S-T. Exhibit 101 to this report provides the consolidated financial statements and related notes from the Form 10-Q formatted in XBRL (eXtensible Business Reporting Language), which did not properly merge in the original XBRL transmission.

No other changes have been made to the Form 10-Q. This Amendment No. 1 to the Form 10-Q speaks as of the original filing date of the Form 10-Q, does not reflect events that may have occurred after the original filing date and does not modify or update in any way disclosures made in the original Form 10-Q.

Pursuant to Rule 406T of Regulation S-T, the interactive data files on Exhibit 101 hereto are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

**SIGNATURES**

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 thereunto duly authorized.

**DUSA Pharmaceuticals, Inc.**

By: /s/ Robert F. Doman  
Robert Doman  
President and Chief Executive Officer (principal  
executive officer)

Dated: August 2, 2012

By: /s/ Richard C. Christopher  
Richard C. Christopher  
Vice President, Finance and Chief Financial Officer  
(principal financial officer)

Dated: August 2, 2012

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**EXHIBIT INDEX**

|         |   |
|---------|---|
| 3(a.1)  | Certificate of Incorporation, as amended, filed as Exhibit 3(a) to the Registrant's Form 10-K for the fiscal year ended December 31, 1998, and is incorporated herein by reference.**   |
| 3(a.2)  | Certificate of Amendment to the Certificate of Incorporation, as amended, dated October 28, 2002 and filed as Exhibit 99.3 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2002, filed November 12, 2002, and is incorporated herein by reference.** |
| 3(b)    | Amended and Restated By-laws of the Registrant, filed as Exhibit 3(b) to the Registrant's Annual report on Form 10-K for the fiscal year ended December 31, 2011, filed on March 6, 2012, and is incorporated herein by reference.**  |
| 10.1    | Amended and Restated Employment Agreement between Registrant and Robert F. Doman dated May 22, 2012.**  |
| 10.2    | Amended and Restated Employment Agreement between Registrant and Richard C. Christopher dated May 18, 2012.**   |
| 10.3    | Amended and Restated Employment Agreement between Registrant and William F. O Dell dated May 18, 2012.**  |
| 10.4    | Amended and Restated Employment Agreement between Registrant and Mark C. Carota dated May 18, 2012.**   |
| 10.5    | Amended and Restated Employment Agreement between Registrant and Scott L. Lundahl dated May 18, 2012.**   |
| 10.6    | Amended and Restated Employment Agreement between Registrant and Stuart L. Marcus, MD, PhD dated May 18, 2012.**  |
| 10.7    | Amended and Restated Employment Agreement between Registrant and Michael J. Todisco dated May 18, 2012.**   |
| 31(a)   | Certification pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934.**  |
| 31(b)   | Certification pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934.**  |
| 32(a)   | Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.**   |
| 32(b)   | Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.**   |
| 99.1    | Press Release dated August 2, 2012.**   |
| 101.INS | XBRL Instance Document  |
| 101.SCH | XBRL Taxonomy Extension Schema  |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase  |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase  |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase   |
| 101.DEF | XBRL Taxonomy Extension Definition Document   |

\*\* Previously filed