

INVESTTOOLS INC
Form 10-Q/A
August 17, 2005

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q/A

(Amendment No. 1)

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

FOR QUARTER ENDED June 30, 2005

Commission File Number: 0-31226

INVESTTOOLS INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or
organization)

13947 South Minuteman Drive
Draper, UT
(Address of principal executive offices)

76-0685039
(I.R.S. Employer Identification No.)

84020
(Zip Code)

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Registrant's telephone number, including area code:

(801) 816-6913

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 and 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 is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

Yes

No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

\$.01 par value per share Common Stock: 45,035,190 as of Aug 2, 2005

Explanatory Note

This Form 10-Q/A (Amendment No. 1) amends our Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2005, as initially filed with the Securities and Exchange Commission (the SEC) on August 9, 2005, and is being filed to correct the percentages disclosed in the Cost of Revenue as a Percent of Total Sales Transaction Volume table under Item 2 on Page 18. These amounts were miscalculated in the original Form 10-Q. We have included in this Form 10-Q/A the amended Cost of Revenue as a Percent of Total Sales Transaction Volume table from Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations on Page 18 of the original Form 10-Q. No other revisions were made to the original Form 10-Q filed on August 9, 2005.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Cost of Revenue as a Percent of Total Sales Transaction Volume

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	Three Months Ended June 30,		Six Months Ended June 30,	
	2005	2004	2005	2004
Partner commissions	17%	27%	20%	26%
Payroll costs	20%	14%	19%	13%
Other	18%	13%	19%	14%
Total cost of revenue	55%	54%	58%	53%

PART II - OTHER INFORMATION

Item 6. Exhibits

(a)Exhibits:

31.1 *Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002*

31.2 *Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002*

32.1 Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

32.2 *Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*

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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.

INVESTools Inc.

/s/ IDA K. KANE
Ida K. Kane
Chief Financial Officer
A duly authorized officer of the Registrant

Date: August 17, 2005