

ARCA biopharma, Inc.  
Form 10-Q/A  
November 06, 2009

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

**WASHINGTON, D.C. 20549**

**FORM 10-Q/A**

**(Amendment No. 1)**

**(Mark One)**

**QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2009**

**OR**

**TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**FOR THE TRANSITION PERIOD FROM \_\_\_\_\_ TO \_\_\_\_\_**

**Commission File Number 000-22873**

**ARCA BIOPHARMA, INC.**

**(Exact Name of Registrant as Specified in Its Charter)**

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<b>Delaware</b> (State or Other Jurisdiction of Incorporation or Organization)	<b>36-3855489</b> (I.R.S. Employer Identification Number)
<b>8001 Arista Place, Suite 200 Broomfield, CO</b> (Address of Principal Executive Offices)	<b>80021</b> (Zip Code)
<b>(720) 940-2200</b> (Registrant's Telephone Number, including Area Code)	

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Sections 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.

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

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

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<b>Class</b>	<b>Number of Shares Outstanding</b>
Common Stock \$0.001 par value	On May 8, 2009: 7,570,103

**EXPLANATORY NOTE**

This Amendment No. 1 on Form 10-Q/A (the Amendment) to ARCA biopharma, Inc.'s (the Company, we or us) Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2009, originally filed with the Securities and Exchange Commission (the Commission) on May 15, 2009 (Commission File No. 000-22873), is being filed solely for the purpose of revising portions of Exhibits 10.2 and 10.11 in order to disclose certain information for which confidential treatment had been requested and to include certain exhibits and schedules that were previously omitted, in response to comments made by the Commission to the Company's request for confidential treatment with respect to Exhibits 10.2 and 10.11. In addition, as required by Rule 12b-15 of the Securities Exchange Act of 1934, new certifications by our principal executive officer and principal financial officer are included herein as exhibits to this Amendment.

This Amendment does not update any other disclosure to reflect events occurring after the filing of the original Form 10-Q. Pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as amended, we have restated in its entirety each item of the original Form 10-Q affected by this Amendment.

**PART II**

**ITEM 6. EXHIBITS**

The following documents are filed as part of this quarterly report on Form 10-Q/A. The Company will furnish a copy of any exhibit listed to requesting stockholders upon payment of the Company's reasonable expenses in furnishing those materials.

Exhibit	Description
2.1	Agreement and Plan of Merger and Reorganization, dated as of September 24, 2008, among Nuvelo, Inc., Dawn Acquisition Sub, Inc. and ARCA biopharma, Inc.(1)
2.2	Amendment No. 1 to Agreement and Plan of Merger and Reorganization dated October 28, 2008, by and among Nuvelo, Inc., Dawn Acquisition Sub, Inc. and ARCA biopharma, Inc.(2)
3.1	Amended and Restated Certificate of Incorporation of the Registrant, as amended.(3)
3.2	Amended and Restated Bylaws of the Registrant, as amended.(3)
4.1	Form of Common Stock Certificate.(4)
4.2	Warrant to Purchase Stock Agreement, dated July 17, 2007, by and between ARCA Discovery, Inc. and Silicon Valley Bank.(3)
4.3	Amendment No. 1 to Warrant to Purchase Stock Agreement, dated February 19, 2009, by and between ARCA biopharma, Inc. and SVB Financial Group.(3)
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- 4.11 Amendment No. 1 to Warrant to Purchase Stock Agreement, dated February 19, 2009, by and between ARCA biopharma, Inc. and InterWest Partners IX, L.P.(3)
- 4.12 Warrant to Purchase Stock Agreement, dated October 10, 2008, by and between ARCA biopharma, Inc. and Atlas Venture Fund VII, L.P.(3)
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- 4.14 Warrant to Purchase Stock Agreement, dated October 10, 2008, by and between ARCA biopharma, Inc. and The Peierls Foundation, Inc.(3)
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- 4.16 Warrant to Purchase Stock Agreement, dated October 10, 2008, by and between ARCA biopharma, Inc. and Skyline Venture Partners Qualified Purchaser Fund IV, L.P.(3)
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- 10.3§ Exclusive License Agreement, dated October 14, 2005, by and between ARCA biopharma, Inc. and the University of Colorado s License Equity Holdings, Inc.(7)
- 10.4§ First Amendment to Exclusive License Agreement, dated June 23, 2006, by and between ARCA biopharma, Inc. and the University of Colorado s License Equity Holdings, Inc.(7)
- 10.5§ Second Amendment to Exclusive License Agreement, dated July 20, 2006, by and between ARCA biopharma, Inc. and the University of Colorado s License Equity Holdings, Inc.(7)

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- 10.6 Third Amendment to Exclusive License Agreement, dated July 19, 2007, by and between ARCA biopharma, Inc. and the University of Colorado s License Equity Holdings, Inc.(7)
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- 10.13§ Amendment No. 2 to Development, Commercialization and Licensing Agreement, dated June 10, 2008, by and between ARCA biopharma, Inc. and Laboratory Corporation of America Holdings, Inc.(7)
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- 10.19 First Amendment to Loan and Security Agreement, dated January 21, 2009, by and between ARCA biopharma, Inc. and Silicon Valley Bank.(3)
- 10.20 Second Amendment to Loan and Security Agreement, dated March 23, 2009, by and between ARCA biopharma Colorado, Inc. and Silicon Valley Bank.(3)
- 10.21 Third Amendment to Loan and Security Agreement, dated April 6, 2009, by and between ARCA biopharma Colorado, Inc. and Silicon Valley Bank.(5)
- 10.22 Fourth Amendment to and Assumption of Loan and Security Agreement, dated April 10, 2009, by and between ARCA biopharma, Inc., ARCA biopharma Colorado, Inc. and Silicon Valley Bank.(5)
- 10.23 ARCA Discovery, Inc. 2004 Stock Incentive Plan.(4)
- 10.24 Amendment No. 1 to the ARCA Discovery, Inc. 2004 Stock Incentive Plan.(4)
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- 10.29 Amendment No. 6 to the ARCA Discovery, Inc. 2004 Stock Incentive Plan.(4)
- 10.30 ARCA biopharma, Inc. 2004 Stock Incentive Plan, Form of Executive Incentive Stock Option Agreement.(4)
- 10.31 ARCA biopharma, Inc. 2004 Stock Incentive Plan, Form of Non-Executive Incentive Stock Option Agreement.(4)
- 10.32 ARCA biopharma, Inc. 2004 Stock Incentive Plan, Form of Nonqualified Stock Option Agreement.(4)
- 10.33 ARCA biopharma, Inc. 2004 Equity Incentive Plan (f/k/a Nuvelo, Inc. 2004 Equity Incentive Plan), Form of Partial Acceleration Stock Option Agreement.(3)

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- 10.34 ARCA biopharma, Inc. 2004 Equity Incentive Plan (f/k/a Nuvelo, Inc. 2004 Equity Incentive Plan), Form of No Acceleration Stock Option Agreement.(3)
- 10.35 ARCA biopharma, Inc. 2004 Equity Incentive Plan (f/k/a Nuvelo, Inc. 2004 Equity Incentive Plan), Form of Director Stock Option Agreement.(3)
- 10.36 ARCA biopharma, Inc. 2004 Equity Incentive Plan (f/k/a Nuvelo, Inc. 2004 Equity Incentive Plan), Form of Notice of Grant of Stock Option.(3)
- 10.37 ARCA biopharma, Inc. 2004 Equity Incentive Plan (f/k/a Nuvelo, Inc. 2004 Equity Incentive Plan), Form of Notice of Director Grant of Stock Option.(3)
- 10.38 Form of Indemnification Agreement between ARCA biopharma, Inc. and its directors and officers.(3)
- 10.39 Amended and Restated Employment and Retention Agreement, dated June 4, 2008, by and between ARCA biopharma, Inc. and Michael R. Bristow.(3)
- 10.40 Amended and Restated Employment and Retention Agreement, dated July 7, 2008, by and between ARCA biopharma, Inc. and Richard B. Brewer.(3)
- 10.41 Amended and Restated Employment Agreement, dated June 12, 2008, by and between ARCA biopharma, Inc. and Christopher D. Ozeroff.(3)
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- 10.47 Employment Agreement, dated February 23, 2009, by and between ARCA biopharma, Inc. and Kathryn E. Falberg.(3)
- 31.1\* Certification of Chief Executive Officer pursuant to Rule 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2\* Certification of Chief Financial Officer pursuant to Rule 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1^ Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. sec. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

\* Filed herewith.

^ Previously filed.  
Compensatory plan or agreement.

§ Confidential treatment has been requested for portions of this document, which are omitted and filed separately with the SEC.

- (1) Previously filed with the SEC as an Exhibit to and incorporated herein by reference from Nuvelo, Inc. s Form 8-K, filed September 25, 2008, File No. 000-22873.
- (2) Previously filed with the SEC as an Exhibit to and incorporated herein by reference from Nuvelo, Inc. s Form 8-K, filed October 29, 2008, File No. 000-22873.
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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.

ARCA biopharma, Inc.

(Registrant)

By: /s/ Kathryn E. Falberg  
**Kathryn E. Falberg**  
*Chief Financial Officer and Chief Operating Officer*

Dated: November 6, 2009

**EXHIBIT INDEX**

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