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Cardima (CADM)

SUMMARY

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TOPICS

DATA CENTRAL

STOCK CHART

SEC FILINGS

BALANCE INCOME CASH FLOW

Annual Reports

- 10-K (Mar 29, 2010)
10-K (Mar 19, 2009)
10-K (Jul 15, 2008)
10-K (Apr 15, 2008)
10-K (May 30, 2007)
10-K (Apr 17, 2007)

10-K (May 2, 200) Go

Quarterly Reports

- 8-K
Other

CARDIMA INC 10-K 2005

Documents found in this filing:

- Amendment No. 1 To Form 10-K
Certification of the Chief Executive Officer of Cardima, Inc.
Certification of the Interim Chief Financial Officer of Cardima, Inc.
Graphic
Complete submission text file



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SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM 10-K/A

Amendment No. 1

[X] Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

For the fiscal year ended December 31, 2004

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: 0-22419

CARDIMA, INC.

(Exact name of registrant as specified in its charter)

Delaware (State or Other Jurisdiction of Incorporation or Organization)

94-3177883 (I.R.S. Employer Identification No.)

47266 Benicia Street Fremont, California 94538-7330 (510) 354-0300

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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Securities Registered Pursuant to Section 12 (b) of The Act: None

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Securities Registered Pursuant To Section 12 (g) of The Act:**Common Stock, \$0.001 par value per share****Series A Participating Preferred Stock Purchase Rights**

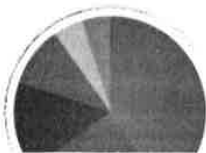
Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) had been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation 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.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Securities Exchange Act of 1934). Yes No

As of June 30, 2004, the last day of the Registrant's most recently completed second fiscal quarter, there were 84,275,268 shares of the Registrant's Common Stock outstanding, and the aggregate market value of such shares held by non-affiliates of the Registrant (based on the closing sale price of such shares on the Nasdaq SmallCap Market on June 30, 2004) was \$43,823,139. Shares of Registrant's Common Stock held by each executive officer and director and by each person who owned 5% or more of the outstanding shares of the Registrant's Common Stock have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

As of March 15, 2005, there were 101,437,889 shares of Registrant's Common Stock outstanding.



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CARDIMA, INC.

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EXPLANATORY NOTE

We are filing this Amendment No. 1 on Form 10-K/A (this "Amendment") to our Annual Report on Form 10-K for the fiscal year ended December 31, 2004 filed with the Securities and Exchange Commission on March 31, 2005 (the "Annual Report") in order to submit the information required to be included in Part III of the Annual Report within the time period required by General Instruction G (3) to Form 10-K. The Amendment amends and restates its entirety only Part III, Items 10 through 14. It does not affect any other Items in the Annual Report. Additional exhibits including additional certifications of our principal executive officer and principal financial officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, are also being filed with this Amendment.

PART III

Item 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

Directors of the Registrant

The following sets forth certain information regarding our directors as of March 31, 2005.

Name of Nominee*	Age	Principal Occupation	Director Since
Gabriel B. Vegh	65	Chief Executive Officer and Chairman of our Board of Directors	1992
Jesse D. Erickson	73	Retired Executive of Kaiser Aluminum and Retired Director and Chairman of the Investment Committee of S. H. Cowell Foundation	2001
Rodolfo C. Quijano, Ph. D., M.D.	69	Chief Technical Officer of 3F Therapeutics, Inc.	1999
Phillip Radlick, Ph.D.	67	Independent Consultant	1994
Lawrence J. Siskind	52	Partner, Harvey Siskind Jacobs LLP	2001

Mr. Gabriel B. Vegh, our founder, has been our Chief Executive Officer since June 2000 and Chairman of our Board of Directors since May 2001. Mr. Vegh has been one of our directors since November 1992, and served as our President from June 2000 to May 2001. He was our Executive Vice President from January 1995 until June 2000, and our Chief Operating Officer from November 1994 through January 1995. Mr. Vegh was our President from May 1993 through November 1994, and our Chief Financial Officer from May 1993 through July 1996. Prior to joining us, from August 1985 until May 1993, Mr. Vegh was the Vice President, Operations of Target Therapeutics, Inc., which is now a division of Boston Scientific Corporation. From February 1983 until August 1985, Mr. Vegh was General Manager, Pilot Operations of Advanced Cardiovascular Systems, Inc., which is now a division of Guidant Corporation. Mr. Vegh received a B.S. in Mechanical Engineering from the New Jersey Institute of Technology.

Mr. Jesse D. Erickson has been one of our directors since May 2001. Mr. Erickson was the President of the S. H. Cowell Foundation, a private charitable foundation in San Francisco, from 1991 to 1998. He then served as director and chairman of the investment committee of the S. H. Cowell Foundation until 2001 when he retired.



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Mr. Erickson worked for Kaiser Aluminum & Chemical Corporation for 32 years, holding various executive positions including President of Kaiser Aluminum International, Chief Administrative Officer and Sheet and Plate Division Manager. He retired from Kaiser in 1989 as a Senior Vice President. Mr. Erickson received a B.S. in Business and Chemical Engineering from the Massachusetts Institute of Technology.

Dr. Rodolfo C. Quijano has been one of our directors since November 1999. Dr. Quijano is a founder of VenPro, Inc. and served as its Chief Technical Officer from 1997 to 2003, and has been Chief Technical Officer of 3F Therapeutics, Inc. since 1998. Dr. Quijano serves on the Board of Directors of Orqis, Inc. (formerly ForeFlow, Inc.), of which he is also the founder. Previously, Dr. Quijano was the General Manager of Hepatix, AG, from 1993 to 1994 and from 1987 to 1993 was the Vice President of Research and Development, Regulatory Affairs and Clinical Research for the Edwards Cardiovascular Surgery Division of Baxter Healthcare. Dr. Quijano received a B.S. in Chemistry from the University of Alabama and a Ph.D. from the University of Central America.

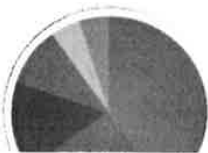
Dr. Phillip Radlick has been one of our directors since November 1994. Dr. Radlick is currently an independent consultant in the healthcare industry. Dr. Radlick served as President and Chief Executive Officer of Lipid Sciences, Inc., a publicly held biotechnology company, from June 2000 until October 2002. Dr. Radlick was our President and Chief Executive Officer from November 1994 to June 2000. Prior to joining us, from November 1992 until October 1994, Dr. Radlick was the President and Chief Executive Officer of Hepatix, Inc., a start-up medical device company. From November 1986 until November 1992, Dr. Radlick was the President of Edward's Cardiovascular Surgery Division, a division of Baxter Healthcare responsible for the development, manufacture and sale of cardiovascular products. Dr. Radlick received a B.S. in Chemistry and a Ph.D. in Organic Chemistry from the University of California, Los Angeles.

Mr. Lawrence J. Siskind has been one of our directors since December 2001. Mr. Siskind is currently a partner of Harvey Siskind Jacobs LLP, a law firm in San Francisco, California where he specializes in litigation, registration and transactional advice regarding domestic and international copyrights, trademarks, trade secrets and unfair competition. Mr. Siskind was appointed by President Reagan in 1987 to serve as the nation's first Special Counsel for Immigration Related Unfair Employment Practices, returning to private practice in 1989. In 1996, former California Governor Pete Wilson appointed Mr. Siskind to serve as a charter member of the State Commission on Academic Content and Performance Standards. In 1998, former Governor Wilson appointed Mr. Siskind to his Advisory Council on Electronic Commerce. Mr. Siskind received a B.A. from Harvard University and a J.D. from Harvard Law School.

Executive Officers

In addition to Mr. Vegh, our Chief Executive Officer, whose information appears above, set forth below are each of our other executive officers. There are no family relationships among any of our directors or executive officers.

Mr. Barry D. Michaels (age 54) has been our Chief Financial Officer since July 2003. Mr. Michaels has been an independent consultant to medical device and technology companies since 1997, with more than 24 years of combined industry experience. In addition to his consulting practice, Mr. Michaels served as Chief Financial Officer of Lipid Sciences, a biotechnology company, from May 2001 through January 2003. Prior to joining Lipid Sciences, Mr. Michaels served as the Chief Financial Officer of IntraTherapeutics, Inc., an endovascular company, from March 2000 until its acquisition by Sulzer Medica in May 2001. From June 1993 through July 1997 Mr. Michaels served as the Chief Financial Officer of Webster Laboratories, now known as Biosense-Webster, the largest electrophysiology company in the world. Mr. Michaels additionally served as interim President of the company following its acquisition by Johnson & Johnson in 1996. Mr. Michaels began his medical industry career in 1979 with American Hospital Supply, now known as Baxter Healthcare, where he held various management and executive positions in accounting and finance through 1988, most recently as Vice President and Controller of the



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