POSITRON CORP
Form 10-Q/A
December 23, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q/A

(Mark One)

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

For the quarterly period ended   JUNE 30, 2010

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 000-29449

POSITRON CORPORATION

(Exact Name of Registrant as specified in its charter)

Texas	76-0083622
(State or Other Jurisdiction of Incorporation or Organization)	(IRS Employer Identification No.)

7715 Loma Ct., Suite A, Fishers, IN	46038
(Address of Principal Executive Offices)	(Zip Code)

Registrant's Telephone Number, Including Area Code: (317) 576-0183

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 T   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 T

Indicate by check mark whether the registrant is a larger accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "large accelerated filer, accelerated filer and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one)

Large accelerated filer	£	Accelerated filer £
Non-accelerated filer	£	Smaller reporting company T

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

<div align="center">Yes £   No T</div>

The numbers of shares outstanding of each of the issuer's classes of common equity, as of August 23, 2010, are as follows:

Class of Securities	Shares Outstanding
Common Stock, $0.01 par value	773,452,547

<div align="center">Explanatory Note</div>

This Amendment No. 1 to the Quarterly Report on Form 10-Q filed by Positron Corporation, a Texas corporation ("we," "our," "us," or the "Company"), on August 23, 2010 is being filed to (i) clarify a note to the financial statements regarding customer deposits, and (ii) include corrected Exhibit 31 and 32 certifications for our principal executive and financial officers.

1

POSITRON CORPORATION
FOR THE QUARTER ENDED JUNE 30, 2010
TABLE OF CONTENTS

2

PART 1 – FINANCIAL INFORMATION

ITEM 1. Financial Statements

POSITRON CORPORATION AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
(In thousands, except share data)

	June 30, 2010 (Unaudited)	December 31, 2009
ASSETS		
Current assets:		
Cash and cash equivalents	$ 3,411	$ 165
Accounts receivable	155	74
Inventories	741	615
Due from affiliates	34	69
Prepaid expenses	50	--
Deposits – Attrius systems	1,149	--
Total current assets	5,540	923
Property and equipment, net	169	56
Other assets	13	9
Total assets	$ 5,722	$ 988
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities:		
Accounts payable, trade and accrued liabilities	$ 2,084	$ 3,200
Customer deposits	1,059	669
Notes payable	35	575
Convertible notes payable	1,323	1,323
Unearned revenue	43	51
Due to related parties		25
Derivative liabilities for convertible debentures	2,104	2,104
Total current liabilities	6,648	7,947
Deposits for unissued securities	4,166	--
Total liabilities	10,814	7,947
Stockholders' deficit:		
Series A Preferred Stock: $1.00 par value; 8% cumulative, convertible, redeemable; 5,450,000 shares authorized; 457,599 shares issued and outstanding	457	457
Series B Preferred Stock: convertible, redeemable 9,000,000 shares authorized; 6,071,588 and 6,729,421 shares issued and outstanding	5,755	6,413
Series G Preferred Stock: $1.00 par value; 8% cumulative, convertible, redeemable; 3,000,000 shares authorized; 29,200 and 62,391 shares issued and outstanding	29	62

Series S Preferred Stock: $1.00 par value; convertible, redeemable; 100,000 shares authorized; 100,000 shares issued and outstanding	100		100	
Common Stock: $0.01 par value; 800,000,000 shares authorized; 679,010,878 and 391,023,773 shares outstanding	6,790		3,910	
Additional paid-in capital	82,892		73,568	
Other comprehensive loss	(113	)	(125	)
Accumulated deficit	(100,987	)	(91,329	)
Treasury Stock: 60,156 common shares at cost	(15	)	(15	)
Total stockholders' deficit	(5,092	)	(6,959	)
Total liabilities and stockholders' deficit	$ 5,722		$ 988	

See accompanying notes to financial statements

3

POSITRON CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share data)
(Unaudited)

	Three Months Ended		Six Months Ended	
	June 30, 2010	June 30, 2009	June 30, 2010	June 30, 2009
Revenues:	$934	$334	$1,401	$701
Costs of revenues:	919	199	1,102	438
Gross profit	15	135	299	263