

BioMETRX  
Form 8-K/A  
November 30, 2006

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

**FORM 8-K/A3**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): May 27, 2005

**MARKETSHARE RECOVERY, INC.**

(Exact name of registrant as specified in its charter)

Delaware  
(State of Incorporation)

0-15807  
(Commission File Number)

31-1190725  
(IRS Employer  
Identification No.)

33 South Service Road, Suite 111  
Jericho, NY 11753  
(Address of Principal Executive Offices)

(516) 750-9733  
(Registrant's telephone number, including area code)

95 Broadhollow Road, Suite 101  
Melville, NY 11747  
(former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.24d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.23e-4(c))



EXPLANATORY NOTE

*bioMETRX, Inc. is filing this Amendment No. 3 to its Current Report on Form 8-K originally filed with the Securities and Exchange Commission ("SEC") on June 3, 2005, and the amendments to this Form 8-K filed on June 8, 2005 and September 1, 2005. We are only filing herewith revised proforma financial information. Accordingly, unless otherwise expressly stated, this Amendment No. 3 does not reflect events occurring after the filing of the original 8-K or modify or update in any way disclosures contained in the original Form 8-K.*

Item 9.01 Financial Statements and Exhibits

The Financial Statement required by Item 310 of Regulation S-B is stated in U.S. dollars and are prepared in accordance with U.S. Generally Accepted Accounting Principles.

(a) Financial Statements of bioMetrx Technologies, Inc.

Report of Independent Registered Public Accounting Firm\*

Balance Sheets as of December 31, 2004 and March 31, 2005 (unaudited).\*

· Statement of operations for the years ended December 31, 2004 and 2003 and the period from February 1, 2001 (inception) to March 31, 2005 unaudited and three months ended March 31, 2005 (unaudited).\*

· Statements of cash flows for the years ended December 31, 2004 and 2003 and the period from February 1, 2001 (inception) to March 31, 2005 unaudited and for the three months ended March 31, 2005 (unaudited).\*

· Statements of changes in stockholders' equity for the period from February 1, 2001 (inception) to December 31, 2004 and for the three months ended March 31, 2005 (unaudited).\*

Notes to Financial Statements\*

(b) Pro Forma Financial Information

· Unaudited Pro forma condensed combined balance sheet as of March 31, 2005.\*\*

· Unaudited Pro forma combined condensed statement of operations for the year ended December 31, 2004 and March 31, 2005.\*\*

· Unaudited Pro forma combined condensed statement of operations for the three months ended March 31, 2005\*\*

Notes to pro forma condensed combined financial statements.\*\*

(c)

Exhibits

2.1 Agreement and Plan of Merger dated as of April 27, 2005 (Incorporated by reference to Exhibit 10.1 to our Form 8-K report dated April 27, 2005)

99.1 Press Release dated May 31, 2005 (Incorporated by reference to Exhibit 99.1 to our Form 8-K/A report dated May 27, 2005)

99.2

Descriptive Memorandum dated June 8, 2005\*

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\* Previously filed.

\*\* Filed herewith.

**MARKETSHARE RECOVERY, INC. & SUBSIDIARIES**  
**PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEET**

March 31, 2005  
(Unaudited)

	Marketshare Recovery Inc.	Biometrx Technologies, Inc.	Pro Forma Dr.	Adjustments Cr.	Pro Forma Balances
<b>ASSETS</b>					
Current Assets:					
Cash	-	299,354	3	25,000	324,354
Cash in Escrow	45,000	-			45,000
Restricted Cash	-	275,000			275,000
Marketable Securities	6,545	-			6,545
Due from Related Party	-	75,000		5      75,000	-
Loans Receivable- Stockholder	-	231,404			231,404
<b>Total Current Assets</b>	<b>51,545</b>	<b>880,758</b>			<b>882,303</b>
<b>Other Assets:</b>					
Security Deposit	-	2,860			2,860
<b>TOTAL ASSETS</b>	<b>\$ 51,545</b>	<b>\$ 883,618</b>			<b>885,163</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>					
Current Liabilities:					
Loan Payable- Stockholder	109,736	-			109,736
Advances on Letter of Intent	75,000	-	5	75,000	-
Accrued Expenses	180,940	73,426			254,366
Accrued Taxes Payable	-	40,989			40,989
Accrued Payroll	-	835,000	3	470,000	365,000
Commissions Payable	-	105,000			105,000
<b>Total Current Liabilities</b>	<b>365,676</b>	<b>954,415</b>			<b>875,091</b>
<b>Stockholders' Deficit</b>					

Common Stock \$.001

par value:

50,000,000 shares

authorized:

3,806,221 shares

issued and

outstanding

Common Stock \$.001

par value:

20,000,000 shares

authorized:

11,162,999 shares

issued and

outstanding

3,806