

CLACENDIX, INC.  
Form 10KSB/A  
May 30, 2008

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-KSB/A**

(Amendment No. 1)

**IXI ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the fiscal year ended December 31, 2007**

**TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from \_\_\_\_\_.**

**Commission File No.: 0-13117**

**CLACENDIX, INC.**

(Name of Small Business Issuer in Its Charter)

**Delaware**

(State or Other Jurisdiction of

**22-2413505**

Incorporation or Organization)

(IRS Employer Identification Number)

**2001 Route 46 Parsippany, NJ 07054**

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(Address of Principal Executive Offices)

Issuer's telephone number (973) 402-4251

**Securities registered under Section 12(b) of the Exchange Act:**

Name of Each Exchange

Title of Each Class

On Which Registered

None

None

**Securities registered under Section 12(g) of the Exchange Act:**

**Common Stock, \$.001 par value**

(Title of Class)

Check whether the issuer is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act.

Check whether the issuer: (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 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

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-B is not contained in this form, and no disclosure will be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this Form 10-KSB.

Indicate by checkmark if the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act)

Yes

No

The issuer's revenues for the year ended December 31, 2007 totaled \$ 3,314,503.

The aggregate market value of voting stock held by non-affiliates, based on the closing price of the Common Stock, par value \$0.001 (the "Common Stock") on February 4, 2008 of \$0.04, as reported on the OTC Bulletin Board was \$1,321,886. Shares of Common Stock held by each officer and director and by each person who owns 5% or more of the outstanding 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 any other purpose.

There were 33,047,161 shares of Common Stock outstanding as of March 31, 2008.

**Transitional Small Business Disclosure Format (check one):**

Yes  No

**EXPLANATORY NOTE**

This Amendment No. 1 on Form 10-KSB/A to the Annual Report on Form 10-KSB of Clacendix, Inc. (the Company ) for the year ended December 31, 2007 (the Original Filing ), which was filed with the Securities and Exchange Commission on April 15, 2008, is being filed to amend the Original Filing as follows:

§

ITEM 13 Exhibits is being revised to reflect the addition of Exhibit 23.1 - Independent Registered Public Accounting Firm s Consent and to clarify that certain exhibits are incorporated by reference to an earlier filing.

Except for the amendments described above, this Form 10-KSB/A does not modify or update other disclosures in, or exhibits to, the Original Filing.



**Item 13. Exhibits**

(a) Exhibits:

Exhibit No.	Description
3.1	Certificate of Incorporation of the Company, as amended through December 31, 2005. /(12)/
3.2	By-Laws of the Company. /(1)/
4.1	1994 Stock Option Plan of the Company. /(12)/
4.2	1998 Stock Option Plan of the Company. /(1)/+
4.3	2000 Stock Option Plan of the Company. /(12)/
4.4	2006 Stock Option Plan of the Company. /(12)/
4.5	Warrant Agreement by and between the Company and Creso Capital Partners dated September 9, 2005./(12)/
4.6	Form of Warrant Agreement by and between the Company and Mehrdad Nadooshan dated November 30, 2005. /(12)/
4.7	Form of Warrant Agreement by and between the Company and McGat Enterprises, LLC. dated January 29, 2007. /(17)/
10.1	Equipment Lease Agreement dated October 29, 2003 by and between the Company and GE Capital Corporation. /(11)/
10.2	Stock Purchase Agreement dated August 11, 2000 by and between the Company and the parties identified therein. /(2)/
10.3	Purchase Agreement by and between the Company and the Selling Shareholders set forth therein dated February 7, 2002. /(4)/
10.4	Severance Agreement dated September 2, 2004 by and between the Company and William Whitney. /(11)/ +
10.5	Severance Agreement dated September 2, 2004 by and between the Company and Henry Gold. /(11)/ +

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- 10.6 Employment Agreement dated August 31, 2004 by and between the Company and Henry A. Hill. /(10)/+
- 10.7 Employment Agreement dated February 25, 2002 by and between the Company and William Whitney. /(6)/+
- 10.8 Amended and Restated Employment Agreement dated September 8, 2003, by and between the Company and Norman E. Corn. /(7)/+
- 10.9 First Amendment to the Amended and Restated Employment Agreement dated September 8, 2003 by and between the Company and Norman E. Corn dated November 10, 2004. /(11)/+
- 10.10 Employment Agreement dated September 15, 2003 by and between the Company and Patrick E. Delaney. /(5)/+
- 10.11 First Amendment to the Employment Agreement dated September 15, 2003 by and between the Company and Patrick E. Delaney dated November 10, 2004. /(11)/+

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Exhibit No.	Description
10.12	Option Agreement dated January 28, 2004 by and between the Company and Norman E. Corn. /(11)/+
10.13	Option Agreement dated January 28, 2004 by and between the Company and Patrick E. Delaney. /(11)/+
10.14	Lease Agreement dated July 21, 2003 by and between the Company and 116 Corporate Boulevard, LLC, Inc. /(8)/
10.15	Agreement dated February 25, 2005 by and between the Company and Sprint/Untied Management Company. /(11)/
10.16	Agreement dated October 28, 2004 by and between the Company and General Dynamics Network systems. /(11)/
10.17	Final Settlement Agreement dated October 11, 2005 by and between the Company and Mr. Gray. /(12)/
10.18	Agreement to Reprice and Exercise Warrants dated April 25, 2006 by and between the Company and the parties identified herein. /(13)/
10.19	Agreement dated January 26, 2007 by and between the Company and McGat Enterprises, LLC. /(17)/
10.20	Business Finance Agreement dated September 9, 2005 by and between the Company and Bridge Bank , National Association. /(14)/
10.21	Purchase Agreement by and between the Company and the purchasers named therein dated March 31, 2005. /(15)/
10.22	Registration Rights Agreement by and between the Company and the investors named therein dated March 31, 2005. /(15)/
10.23	Form of Incentive Stock Option Agreement under ION Networks, Inc. 2006 Stock Incentive Plan. /(16)/+
10.24	Form of Nonqualified Stock Option Agreement under ION Networks, Inc. 2006 Stock Incentive Plan. /(16)/+



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- 10.25 Form of Restrictive Stock Option Agreement under ION Networks, Inc. 2006 Stock Incentive Plan. /(16)/+
- 10.26 Lease Extension dated May 11, 2006 by and between the Company and 116 Corporate Boulevard, LLC to the Lease Agreement dated July 21, 2003. /(17)/
- 10.27 Asset Purchase Agreement by and between Cryptek, Inc. and ION Networks, Inc. dated November 19, 2007. /(18)/
- 10.28 Letter Agreement dated December 19, 2007, between the Company and Norman E. Corn. \*/+
- 10.29 Letter Agreement dated December 19, 2007, between the Company and Patrick E. Delaney. \*/+
- 21.1 List of Subsidiaries. /(11)/
- 23.1 Independent Registered Public Accounting Firm s Consent \*
- 31.1 Certification of CEO Pursuant to Section 302 of the Sarbanes Oxley Act of 2002. \*

Exhibit No.	Description
31.2	Certification of CFO Pursuant to Section 302 of the Sarbanes Oxley Act of 2002. *
32.1	Certification of CEO Pursuant to Section 906 of the Sarbanes Oxley Act of 2002. *
32.2	Certification of CFO Pursuant to Section 906 of the Sarbanes Oxley Act of 2002. *

(1) Incorporated by reference to the Company's Registration Statement on Form S-8 filed on April 22, 1999.

(2) Incorporated by reference to the Company's Annual report on Form 10-KSB filed on June 29, 2001.

(3) Incorporated by reference to the Company's Annual Report on Form 10-KSB for the fiscal year ended March 31, 2002, as filed on July 1, 2002.

(4) Incorporated by reference to the Company's Registration Statement on Form S-3 filed on March 4, 2002.

(5) Incorporated by reference to the Company's Quarterly Report on Form 10-QSB filed on November 17, 2003.

(6) Incorporated by reference to the Company's Annual Report on Form 10-KSB for the fiscal year ended December 31, 2002, as filed on April 15, 2003.

(7) Incorporated by reference to the Company's Quarterly Report on Form 10-QSB filed on September 12, 2003.

(8) Incorporated by reference to the Company's Annual Report on Form 10-KSB filed for the year ended December 31, 2003.

(9) Incorporated by reference to the Company's Quarterly Report on Form 10-QSB filed on August 13, 2004.

(10) Incorporated by reference to the Company's Quarterly Report on Form 10-QSB filed on November 15, 2004.

(11) Incorporated by reference to the Company's Annual Report on Form 10-KSB filed for the year ended December 31, 2004.

(12) Incorporated by reference to the Company's Annual Report on Form 10-KSB filed for the year ended December 31, 2005.

(13) Incorporated by reference to Exhibit 99 to the registrant's Form 8-K with the SEC on May 1, 2006.

(14) Incorporated by reference to the Company's Quarterly Report on Form 10-QSB filed on November 4, 2005.

(15) Incorporated by reference to the registrant's Form 8-K with the SEC on April 5, 2005.

(16) Incorporated by reference to the registrant's Form 8-K with the SEC on November 14, 2006.

(17) Incorporated by reference to the Company's Annual Report on Form 10-KSB filed for the year ended December 31, 2006.

(18) Incorporated by reference to the Company's Quarterly Report on Form 10-QSB filed on November 19, 2007.

\* Filed herewith

+ Management contract for compensatory plan or arrangement

**SIGNATURES**

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: May 30, 2008

**CLACENDIX, INC.**

By:

/s/ Norman E. Corn

Norman E. Corn

Chief Executive Officer and

Director