

10-Q/A 1 y74160e10vqza.htm AMENDMENT NO.1 TO FORM 10-Q

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

**FORM 10-Q/A**

**Amendment No. 1**

(Mark One)

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2008

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: 333-109381

**Hights Cross Communications, Inc.**

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

**Delaware**  
*(State or Other Jurisdiction of  
Incorporation)*

**13-4087398**  
*(I.R.S. Employer  
Identification Number)*

**10 New King Street**  
**White Plains, NY**  
*(Address of Principal Executive Offices)*

**10604**  
*(Zip Code)*

**Registrant's Telephone Number, Including Area Code:**  
**(914) 289-9400**

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  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. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The registrant had 9,958,112 shares of Common Stock, par value \$0.0003 per share, outstanding as of May 15, 2008.

### EXPLANATORY NOTE

Haight Cross Communications, Inc. (the "Company") hereby amends, as set forth below, its Report on Form 10-Q for the quarterly period ended March 31, 2008, filed on May 15, 2008 (the "Original Report") solely with regard to Part II, Item 6, Exhibits, including certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, of the Original Report.

Part II, Item 6 of the Original Report is hereby amended as set forth below. The Company does not hereby make any other changes to the Original Report.

## PART II

### Item 6. Exhibits

#### EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>	<u>Page or Method of Filing</u>
3.1	Second Amended and Restated Certificate of Incorporation of Haight Cross Communications, Inc.	Incorporated by reference to Exhibit 3.1 of the Company's Annual Report on Form 10-K filed April 19, 2004.
3.1(a)	Certificate of Amendment dated August 10, 2007 to Second Amended and Restated Certificate of Incorporation of Haight Cross Communications, Inc.	Incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K filed August 16, 2007.
3.1(b)	Certificate of Amendment dated June 28, 2007 to Second Amended and Restated Certificate of Incorporation of Haight Cross Communications, Inc.	Incorporated by reference to Exhibit 3.1(a) of the Company's Quarterly Report on Form 10-Q filed November 14, 2007.
3.1(c)	Certificate of Amendment dated January 29, 2008 to Second Amended and Restated Certificate of Incorporation of Haight Cross Communications, Inc.	Incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K filed January 31, 2008.
3.1(d)	Certificate of Elimination of Shares of Haight Cross Communications, Inc. Designated as Series C Preferred Stock dated January 30, 2008.	Incorporated by reference to Exhibit 3.2 of the Company's Current Report on Form 8-K filed January 31, 2008.
3.2	Bylaws of Haight Cross Communications, Inc.	Incorporated by reference to Exhibit 3.2 of the Company's Registration Statement on Form S-4 (Reg. No. 333-109381) filed October 2, 2003.
3.2(a)	Amendment to Bylaws of Haight Cross Communications, Inc.	Incorporated by reference to Exhibit 3.2 of the Company's Current Report on Form 8-K filed August 16, 2007.
3.2(b)	Amendment to Bylaws of Haight Cross Communications, inc.	Incorporated by referenced to Exhibit 3.1 of the Company's Current Report on Form 8-K filed September 27, 2007
31.1	Rule 13a-14(a)/15d-14(a) Certification of Paul J. Crecca	Filed herewith
31.2	Rule 13a-14(a)/15d-14(a) Certification of Mark Kurtz	Filed herewith
32.1	Certification of Paul J. Crecca pursuant to 18 U.S.C. Section 1350, as adopted pursuant to	Filed herewith

Section 906 of the Sarbanes-Oxley Act of 2002

32.2

Certification of Mark Kurtz pursuant to 18 U.S.C.  
Section 1350, as adopted pursuant to Section  
906 of the Sarbanes-Oxley Act of 2002

Filed herewith

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