

HYDROMER INC  
Form 10KSB/A  
May 22, 2006

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON D.C. 20549

**FORM 10-KSB/A**

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

For the fiscal year ended June 30, 2005

Commission File Number 0-10683

**HYDROMER, INC.**

(Exact name of registrant as specified in its charter)  
New Jersey  
(State of incorporation)  
Identification No.)

22-2303576  
(I.R.S. Employer  
Identification No.)

35 Industrial Pkwy, Branchburg, New Jersey  
(Address of principal executive offices) (Zip Code)

08876-3424

Registrant's telephone number, including area code:

(908) 722-5000

Securities registered pursuant to Section 12 (b) of the Act: None

Securities registered pursuant to Section 12 (g) of the Act:

Common Stock Without Par Value  
(Title of class)

Check whether the issuer (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 report(s) and (2) has been subject to such filing requirements for the past 90 days. Yes x 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 x

The aggregate market value of the voting stock held by non-affiliates of the Registrant at September 1, 2005 was approximately \$5,086,336.

The number of shares of Registrant's Common Stock outstanding on September 1, 2005 was 4,623,942.

Portions of the Audited Financials Statements for the year ended June 30, 2005 are incorporated by reference in Part II of this report. Portions of the Proxy Statement of Registrant dated September 15, 2005 are incorporated by reference

in Part III of this report.

**Explanation for filing of Amendment:**

Inclusion of Item # 8a, which was inadvertently omitted, to properly reflect the required Item 307 information of Regulation S-B.

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**Item # 8a. DISCLOSURE CONTROLS AND PROCEDURES**

As of the period covered by this report, the Company carried out an evaluation, under the supervision and with the participation of our management, including the Chief Executive Officer and President and the Chief Financial Officer, of the effectiveness of the design and operation of the disclosure controls and procedures.

Based upon this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, our disclosure controls and procedures were effective and that there were no changes to our Company's internal control over financial reporting that have materially affected, or is reasonably likely to materially affect the Company's internal control over financial reporting during the period covered by the Company's annual report.

Exhibits

31.1 Certification of Chief Executive Officer

31.2 Certification of Chief Financial Officer

**POWER OF ATTORNEY**

The Company and each person whose signature appears below hereby appoint Manfred F. Dyck and Robert Y. Lee as attorneys-in-fact with full power of substitution, severally, to execute in the name and on behalf of the registrant and each such person, individually and in each capacity stated below, one or more amendments to the annual report which amendments may make such changes in the report as the attorney-in-fact acting deems appropriate and to file any such amendment to the report with the Securities and Exchange Commission.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

HYDROMER, INC.

/s/ Manfred F. Dyck Manfred F. Dyck	President, Principal Executive Officer, Chairman of the Board of Directors	May 19, 2006
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/s/ Robert Y. Lee Robert Y. Lee	Chief Accounting Officer	May 19, 2006
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Pursuant to the requirements of the Securities and Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

/s/ Manfred F. Dyck Manfred F. Dyck	President, Principal Executive Officer, Chairman of the Board of Directors	September 12, 2005
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/s/ Robert H. Bea Robert H. Bea	Director	September 9, 2005
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/s/ Maxwell Borow Maxwell Borow, MD	Director	September 13, 2004
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/s/ Ursula M. Dyck Ursula M. Dyck	Director	September 13, 2005
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/s/ Dieter Heinemann Dieter Heinemann	Director	September 12, 2005
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/s/ Klaus J.H. Meckeler Klaus J.H. Meckeler, MD	Director	September 15, 2004
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/s/ Frederick L. Perl Frederick L. Perl, MD	Director	September 12, 2005
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/s/ Michael F. Ryan  
Michael F. Ryan, PhD

Director

September 12, 2005

