

Edgar Filing: Orgenesis Inc. - Form 10-Q/A

Orgenesis Inc.  
Form 10-Q/A  
November 14, 2011

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 10-Q/A  
(Amendment No. 1)

Quarterly Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended August 31, 2011

Transition Report pursuant to 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 000-54329

ORGENESIS INC.

(Exact name of small business issuer as specified in its charter)

NEVADA  
(State or other jurisdiction  
of incorporation or organization)

98-0583166  
(IRS Employer  
Identification No.)

1001 SW 5th Avenue, Suite 1100, Portland, Oregon, 97204  
(Address of principal executive offices)

(503) 206-0935  
(Registrant's telephone number, including area code)

BUSINESS OUTSOURCING SERVICES, INC.  
(Former name, former address and former fiscal year,  
if changed since last report)

Check whether the issuer (1) 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 issuer 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 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 (ss.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

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," "non-accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

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

State the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 80,500,000 common shares as of October 17, 2011

The purpose of this Amendment No. 1 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended August 31, 2011, filed with the Securities and Exchange Commission on October 17, 2011 (the "Form 10-Q"), is solely to furnish Exhibit 101 to the Form 10-Q. Exhibit 101 provides the financial statements and related notes from the Form 10-Q formatted in XBRL (Extensible Business Reporting Language).

No other changes have been made to the Form 10-Q. This Amendment No. 1 to the Form 10-Q continues to speak as of the original filing date of the Form 10-Q, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures made in the original Form 10-Q.

Pursuant to rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Act of 1934, as amended, and otherwise are not subject to liability under those sections.

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### ITEM 6. EXHIBITS

| Exhibit<br>Number<br>----- | Description of Exhibit<br>-----   |
|----------------------------|---|
| 3.1                        | Articles of Incorporation. (Attached as Exhibit 3.1 to our Registration Statement on Form S-1 originally filed with the SEC on April 2, 2009 and incorporated herein by reference.)   |
| 3.2                        | Bylaws. (Attached as Exhibit 3.2 to our Registration Statement on Form S-1 originally filed with the SEC on April 2, 2009 and incorporated herein by reference.)                      |
| 3.3                        | Articles of Merger dated effective August 31, 2011 attached as an exhibit to our current report on Form 8-K filed with the SEC on September 2, 2011 and incorporated by reference     |
| 3.3                        | Certificate of Change dated effective August 31, 2011 attached as an exhibit to our current report on Form 8-K filed with the SEC on September 2, 2011 and incorporated by reference  |
| 3.4                        | Certificate of Amendment to Articles of Incorporation attached as an exhibit to our current report on Form 8-K filed with the SEC on September 21, 2011 and incorporated by reference |
| 3.5                        | Amended & Restated Bylaws attached as an exhibit to our current report on Form 8-K filed with the SEC on September 21, 2011 and incorporated by reference                             |
| 10.1                       | Letter of Intent dated August 4, 2011 with Prof. Sarah Ferber and Ms.   |

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Vered Caplan attached as an exhibit to our current report on Form 8-K filed with the SEC on August 8, 2011 and incorporated by reference.

- 31.1\* Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 31.2\* Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 32.1\* Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 101\*\* Interactive Data Files pursuant to Rule 405 of Regulation S-T.

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\* Previously filed  
\*\* Filed herewith

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SIGNATURES

In accordance with the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Orgenesis Inc.

Date: November 14, 2011

By: /s/ Guilbert Cuison

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Guilbert Cuison  
Title: President, Secretary Director

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