

INTERNATIONAL MICROCOMPUTER SOFTWARE INC /CA/
Form 10KSB/A
October 18, 2005

**UNITED STATES
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**

TRANSITION REPORT UNDER SECTION 13 OR 15(D) OF THE EXCHANGE ACT OF 1934
For the Transition Period from _____ to _____

Commission File No. **0-15949**

INTERNATIONAL MICROCOMPUTER SOFTWARE, INC.

(Name of Small business issuer in its charter)

CALIFORNIA

(State or other jurisdiction of incorporation or
organization)

94-2862863

(I.R.S. Employer Identification No.)

100 ROWLAND WAY, NOVATO, CALIFORNIA

(Address of principal executive offices)

94945

(Zip code)

(415) 878-4000

Issuer's telephone number

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

Securities registered pursuant to Section 12(g) of the Act: **Common stock, no par value**

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 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.

Issuer's revenues for its most recent fiscal year: **\$13,874,000.**

The aggregate market value of the voting and non-voting common stock held by non-affiliates computed by reference to the average bid and asked price of the common stock as of **August 24, 2005** was approximately **\$21,770,000.**

As of **August 24, 2005, 29,968,802** Shares of Issuer's common stock, no par value, were outstanding.

Documents incorporated by reference: **None**

Transitional small business disclosure format: Yes [] No [X]

EXPLANATORY NOTE

The purpose of this Form 10-KSB/A is to replace Exhibits 31.1 and 31.2 of Annual Report on Form 10-KSB (the "Form 10-K") of INTERNATIONAL MICROCOMPUTER SOFTWARE, INC. (the "Company") for its fiscal year ended June 30, 2005, as filed with the Securities and Exchange Commission on September 28, 2005. Except as set forth in this Form 10-KSB/A, this Form 10-KSB/A does not reflect any events that occurred after the filing of the Form 10-KSB or modify, amend or update any disclosures contained in the Form 10-KSB to reflect any subsequent events. Except as set forth in this Form 10-KSB/A, the Company is not making any changes to, or updating any disclosures contained in, the Form 10-KSB.

SIGNATURES

Pursuant to the requirement of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Novato, State of California on September 28, 2005.

INTERNATIONAL MICROCOMPUTER SOFTWARE, INC.

By: /s/ MARTIN WADE III
Martin Wade III
Chief Executive Officer

By: /s/ ROBERT O'CALLAHAN
Robert O'Callahan
Chief Financial Officer (Principal Accounting Officer)

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS that each individual whose signature appears below constitutes and appoints Martin Wade III and Robert O'Callahan, and each of them, his attorneys-in-fact, and agents, each with the power of substitution and re-substitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Report on Form 10-KSB, and to file the same, with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the Requirement of the Securities Exchange Act of 1934, the following persons in the capacities and on September 28, 2005, have signed this report below.

By: /s/ BRUCE GALLOWAY
Bruce Galloway
Director & Chairman of the Board of Directors

By: /s/ MARTIN WADE III
Martin Wade III
Director

By: /s/ DONALD PERLYN
Donald Perlyn
Director

By: /s/ EVAN BINN
Evan Binn
Director

By: /s/ ROBERT MAYER
Robert Mayer
Director

By: /s/ ROBERT S. FALCONE
Robert S. Falcone
Director

By: /s/ RICHARD J. BERMAN
Richard J. Berman
Director

INDEX TO EXHIBITS

| Number | Exhibit Title |
|---------------|--|
| 31.1 | Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 31.2 | Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |