

PreMD Inc.
Form 20-F/A
August 10, 2006

As filed with the Securities and Exchange Commission on August 10, 2006

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 20-F/A
Amendment No. 1**

(Mark One)

**REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

OR

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

For the fiscal year ended December 31, 2005

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

PreMD Inc.

(Formerly IMI International Medical Innovations Inc.)

(Exact name of Registrant as specified in its charter)

Not Applicable

(Translation of Registrant's Name into English)

Canada

(Jurisdiction of incorporation or organization)

4211 Yonge Street, Suite 615

Toronto, Ontario M2P 2A9, Canada

(Address of principal executive offices)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

| Title of each class | Name of each exchange on which registered |
|----------------------------|--|
| Common Shares | The American Stock Exchange and |

The Toronto Stock Exchange

Securities registered or to be registered pursuant to Section 12(g) of the Act. None.

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act. None.

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report: 21,547,762 as of December 31, 2005.

Indicate by check mark if the registrant is a well known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or (15)(d) of the Securities Exchange Act of 1934.

Yes No

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 periods that the registrant was required to file such reports), and (2) has been subject to such reporting requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer Accelerated Filer Non-Accelerated Filer

Indicate by check mark which financial statement item the registrant has elected to follow.

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If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

EXPLANATORY NOTE

This Amendment No. 1 on Form 20-F/A (the “Amendment”) is being filed solely to update the confidential treatment request for Exhibits 4.12 and 4.13 to the Annual Report on Form 20-F of PreMD Inc. (the “Company”) for the fiscal year ended December 31, 2005, which was filed on April 12, 2006 and as a result we are updating the Exhibit Table contained at Part III, Item 19.

This Amendment does not revise any other information presented in the Company’s Annual Report on Form 20-F for the fiscal year ended December 31, 2005 as originally filed. In connection with this Amendment No. 1, the Company is including the certifications required by Rule 13a-14(a) of the Securities and Exchange Act of 1934, as amended.

This Amendment does not reflect events occurring after the filing of the original Form 20-F and does not modify or update the disclosure therein in any way, other than as required to reflect the amendments discussed above. As a result, this Amendment continues to speak as of December 31, 2005.

PART III

ITEM 19. Exhibits.

- 1.1 Articles of Amalgamation of the Corporation. Previously filed as an exhibit to the Corporation's Registration Statement on Form 20-F filed on June 18, 2002 (File No. 001-31360).
- 1.2 By-laws of the Corporation. Previously filed as an exhibit to the Corporation's Registration Statement on Form 20-F filed on June 18, 2002 (File No. 001-31360).
- 1.3 Articles of Amendment of the Corporation to change the name of the Corporation from IMI International Medical Innovations Inc. to PreMD Inc. dated September 26, 2005. Previously filed as an exhibit to the Corporation's Annual Report on Form 20-F for the year ended December 31, 2005 (File No. 001-31360).

- Certificate of Amendment of the Corporation to change the name of the Corporation from IMI International Medical Innovations Inc. to PreMD Inc. dated September 26, 2005. Previously filed as an exhibit to the Corporation's Annual Report on Form 20-F for the year ended December 31, 2005 (File No. 001-31360).
- 1.4

- Certificate of 7% Convertible Debenture due August 30, 2009 and issued August 30, 2005. Previously filed as an exhibit to the Corporation's Annual Report on Form 20-F for the year ended December 31, 2005 (File No. 001-31360).
- 2.1

- Certificate of Common Stock Purchase Warrant dated August 30, 2005. Previously filed as an exhibit to the Corporation's Annual Report on Form 20-F for the year ended December 31, 2005 (File No. 001-31360).
- 2.2

- 4.1* Supply Agreement by and between the Registrant and Diagnostic Chemicals Limited dated June 19, 2001. Previously filed as an exhibit to the Corporation's Registration Statement on Form 20-F filed on June 18, 2002 (File No. 001-31360).

- 4.2* Cholesterol 1,2,3 - Skin Cholesterol Measurement System - Product Development, Manufacturing and Marketing and Sales Agreement by and between the Registrant and X-Rite, Inc. dated May 14, 1999. Previously filed as an exhibit to the Corporation's Registration Statement on Amendment No. 1 to the Form 20-F filed on October 28, 2002 (File No. 001-31360).

- 4.3 Employment Agreement by and between the Registrant and Ronald Hosking dated February 2, 2006. Previously filed as an exhibit to the Corporation's Annual Report on Form 20-F for the year ended December 31, 2005 (File No. 001-31360).

- 4.4 Employment Agreement by and between the Registrant and Tim Currie dated January 10, 2006. Previously filed as an exhibit to the Corporation's Annual

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Report on Form 20-F for the year ended December 31, 2005 (File No. 001-31360).

- 4.5 Employment Agreement by and between the Registrant and Dr. H.B. Brent Norton dated Jan. 1, 2001. Previously filed as an exhibit to the Corporation's Registration Statement on Form 20-F filed on June 18, 2002 (File No. 001-31360).
 - 4.6 Employment Agreement by and between the Registrant and Michael Evelegh dated Jan 1, 2001. Previously filed as an exhibit to the Corporation's Registration Statement on Amendment No.1 to the Form 20-F filed on October 28, 2002 (File No. 001-31360).
 - 4.7 Lease Agreement by and among the Registrant, and 448048 Ontario Inc. dated November 19, 2004. Previously filed as an exhibit to the Corporation's Annual and Transition Report of Foreign Private Issuers on Form 20-F filed on June 30, 2005 (File No. 001-31360).
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- 4.8 McMaster Bioscience Incubation Centre Host Agreement between McMaster University and the Registrant dated November 17, 2005. Previously filed as an exhibit to the Corporation's Annual Report on Form 20-F for the year ended December 31, 2005 (File No. 001-31360).
- 4.9* License, Development and Supply Agreement between McNeil PDI Inc. and the Registrant dated May 9, 2002. Previously filed as an exhibit to the Corporation's Registration Statement on Amendment No. 4 to the Form 20-F filed on March 7, 2003 (File No. 001-31360).
- 4.10* Amendment to License, Development and Supply Agreement by and between McNeil PDI Inc. and the Registrant dated December 20, 2002. Previously filed as an exhibit to the Corporation's Registration Statement on Amendment No. 4 to the Form 20-F filed on March 7, 2003 (File No. 001-31360).
- 4.11* License, Development and Supply Agreement by and between McNeil PDI Inc., McNeil Consumer & Specialty Pharmaceuticals Division of McNeil-PPC, Inc., IMI International Medical Innovations Inc. (Switzerland) and the Registrant, dated May 28, 2004. Previously filed as an exhibit to a 6K filed on June 9, 2004 (File No. 001-31360)
- 4.12* Amendment dated December 9, 2005 to the License, Development and Supply Agreement by and between McNeil PDI Inc. and the Registrant dated May 10, 2002 as amended December 20, 2002. Previously filed as an exhibit to the Corporation's Annual Report on Form 20-F for the year ended December 31, 2005 (File No. 001-31360) and included herewith, as amended, pursuant to an updated request for confidential treatment.
- 4.13* Amendment dated December 9, 2005 to the License, Development and Supply Agreement by and between McNeil PDI Inc., McNeil Consumer & Specialty Pharmaceuticals Division of McNeil-PPC, Inc., IMI International Medical Innovations Inc. (Switzerland) and the Registrant, dated May 28, 2004. Previously filed as an exhibit to the Corporation's Annual Report on Form 20-F for the year ended December 31, 2005 (File No. 001-31360) and included herewith, as amended, pursuant to an updated request for confidential treatment.
- 4.14 Code of Ethics/Code of Business Conduct previously filed as an Exhibit to the Corporation's Registration Statement on Form 20-F filed on June 4, 2003 (File No. 001-31360)
- 4.15 Fiscal 2005 consolidated financial statements and notes to the consolidated financial statements previously filed under Form 6-K on March 30, 2006 (File No. 001-31360) and Form 6-K/A on April 5, 2006 (File No. 001-31360)
- 4.16 Underwriting Agreement between Orion Securities Inc., Loewen, Ondaatje, McCutcheon Limited and the Registrant dated August 30, 2005. Previously filed as an exhibit to the Corporation's Annual Report on Form 20-F for the year ended December 31, 2005 (File No. 001-31360).

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Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act.

12.2 Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act.

13.1 Certification of Chief Executive Officer and Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act. Previously filed as an exhibit to the Corporation's Annual Report on Form 20-F for the year ended December 31, 2005 (File No. 001-31360).

* Certain confidential information contained in this exhibit, marked by brackets with asterisks, has been omitted and filed separately with the Securities and Exchange Commission pursuant to Rule 24b-2 of the Securities Exchange Act of 1934, as amended.

SIGNATURE

PreMD Inc., hereby certifies that it meets all of the requirements for filing on Form 20-F/A and that it has duly caused and authorized the undersigned to sign this Annual Report on its behalf.

PreMD INC.

By:

/s/ RONALD HOSKING

Its:

**Ronald Hosking
Vice President, Finance and Chief
Financial Officer**

Date: August 10, 2006