

Xcorporeal, Inc.
Form 10KSB/A
September 19, 2008

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

**Form 10-KSB/A
Amendment No. 2**

ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE FISCAL YEAR ENDED DECEMBER 31, 2007

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD FROM TO

Commission file number **001-31608**

XCORPOREAL, INC.

(Name of small business issuer in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

75-2242792

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

12121 Wilshire Blvd., Suite 350

(Address of principal executive offices)

Los Angeles, California 90025

(City, State and Zip Code)

Issuer's telephone number **(310) 923-9990**

Securities registered under Section 12(b) of the Exchange Act: None

Securities registered under Section 12(g) of the Exchange Act:

Common stock, \$0.0001 par value per share

(Title of class)

Check whether issuer (1) filed all reports 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.

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

State issuer's revenues for its most recent fiscal year: **\$0**

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was sold, as of a specified date within the past 60 days: **\$3,232,273 as of September 16, 2008**

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: **14,704,687 shares of common stock as of September 16, 2008**

Transitional Small Business Disclosure Format (Check one): Yes No

EXPLANATORY NOTE

Xcorporeal, Inc. ("we," "us" or "our") is filing this Amendment No. 2 on Form 10-KSB/A to amend our annual report on Form 10-KSB for the fiscal year ended December 31, 2007, as filed with the Securities and Exchange Commission on March 25, 2008 (the "Original Report"). The purpose of this Amendment No. 2 is to revise our discussion of the effectiveness of our internal control over financial reporting as of the end of the period covered by the Original Report. This Amendment is being filed for the purpose of responding to comments received by us from the staff of the Securities and Exchange Commission with respect to Amendment No. 1 to Form 10-KSB filed on August 1, 2008.

As required by Rule 12b-15 of the Securities Exchange Act of 1934, as amended, the complete text of Part II, Item 8A has been set forth in this Amendment No. 2 including those portions which have not been modified from the Original Report. As a result of these modifications, the certifications pursuant to the Sarbanes-Oxley Act of 2002, filed as exhibits to the Original Report have been re-executed and re-filed as of the date of this Amendment No. 2.

Except with respect to our discussion of our conclusion as to the effectiveness of our internal control over financial reporting as set forth in Part II, Item 8A, we have not modified or updated any of our prior disclosure from the Original Report, and this Amendment No. 2 does not reflect the occurrence of any events following the date of the Original Report. Accordingly, this Amendment No. 2 should be read in conjunction with our filings made with the Securities and Exchange Commission subsequent to the filing of the Original Report, including any amendments to those filings.

PART II

Item 8A. Controls and Procedures

Disclosure Controls and Procedures

Our management, with the participation of our Executive Chairman and Chief Financial Officer, conducted an evaluation of the effectiveness of our disclosure controls and procedures as of the end of the period covered by this Annual Report (December 31, 2007), as is defined in Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended. Our disclosure controls and procedures are intended to ensure that the information we are required to disclose in the reports that we file or submit under the Securities Exchange Act of 1934 is (i) recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and (ii) accumulated and communicated to our management, including the Executive Chairman and Chief Financial Officer, as the principal executive and financial officers, respectively, to allow timely decisions

regarding required disclosures.

Based on that evaluation, our Executive Chairman and Chief Financial Officer concluded that, as of the end of the period covered by this Annual Report, our disclosure controls and procedures were not effective solely due to our failure to adequately report such officers' conclusion with respect to disclosure controls and procedures.

Our management has concluded that the financial statements included in this Form 10-KSB present fairly, in all material respects our financial position, results of operations and cash flows for the periods presented in conformity with generally accepted accounting principles.

It should be noted that any system of controls, however well designed and operated, can provide only reasonable, and not absolute, assurance that the objectives of the system will be met. In addition, the design of any control system is based in part upon certain assumptions about the likelihood of future events.

Management's Report on Internal Control Over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over our financial reporting (as defined in Rule 13a-15(f) and 15d-15(f) of the Exchange Act). Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America.

Our internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets, (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States of America, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors, and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. Our management, with the participation of our Executive Chairman and Chief Financial Officer, conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, our Executive Chairman and Chief Financial Officer concluded that, as of the end of the period covered by this Annual Report, our internal control over financial reporting was effective.

There have been no changes in our external controls over financial reporting during our most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect our internal control over financial reporting.

This Annual Report does not include an attestation report of our independent registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by our registered public accounting firm pursuant to temporary rules of the SEC that permit us to provide only management's report in this Annual Report.

Changes in Internal Control Over Financial Reporting

During the year ended December 31, 2007, we made the following changes in our internal control over financial reporting:

- In August 2007, we appointed a Chief Financial Officer with education and background in accounting and finance, substantial experience as CFO of publicly traded companies, and adequate knowledge of financial accounting, internal control, and generally accepted accounting

principles.

- Effective February 2007, our board of directors formed an Audit Committee composed of three independent directors, including a chairman who meets the requirements as an audit committee financial expert based on his experience and abilities.
 - A thorough review of our financial reporting structures, internal control structures, and regulatory filings was conducted by our CFO to ensure our controls and procedures are adequate and effective.
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Item 13: Exhibits

No.	Description
31.1	Rule 13a-14(a) Certification of Chief Executive Officer
31.2	Rule 13a-14(a) Certification of Chief Financial Officer
32.1	Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by its duly authorized representatives.

XCORPOREAL, INC.

By: /s/ Terren S. Peizer
Terren S. Peizer
Executive Chairman
Title

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:

Signature	Title(s)	Date
<u>/s/ Terren S. Peizer</u> Terren S. Peizer	Executive Chairman of the Board of Directors (Principal Executive Officer)	September 19, 2008
<u>/s/ Daniel S. Goldberger</u> Daniel S. Goldberger	Chief Executive Officer and Director	September 19, 2008
<u>/s/ Robert Weinstein</u> Robert Weinstein	Chief Financial Officer (Principal Financial and Accounting Officer)	September 19, 2008
<u>/s/ Marc G. Cummins</u> Marc G. Cummins	Director	September 19, 2008
<u>/s/ Victor Gura, M.D.</u> Victor Gura, M.D.	Chief Medical & Scientific Officer and Director	September 19, 2008
<u>/s/ Kelly McCrann</u> Kelly McCrann	Director	September 19, 2008
	Director	

/s/ Hans Polaschegg, Ph.D.
Hans Polaschegg, Ph.D.

September 19,
2008

/s/ Jay A. Wolf
Jay A. Wolf

Director

September 19,
2008