

GREYSTONE LOGISTICS, INC.  
Form 10KSB/A  
February 09, 2009

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

FORM 10-KSB  
Amendment No. 2

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

For the Fiscal Year Ended May 31, 2008

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

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

Commission file number 000-26331

GREYSTONE LOGISTICS, INC.

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(Name of small business issuer in its charter)

Oklahoma  
(State or other jurisdiction of incorporation or  
organization)

75-2954680  
(I.R.S. Employer Identification No.)

1613 East 15th Street, Tulsa, Oklahoma  
(Address of principal executive offices)

74120  
(Zip Code)

(918) 583-7441

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(Issuer's Telephone Number)

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

Title of each class

Name of each exchange on which registered

None

None

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

Common Stock, \$0.0001 par value

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(Title of class)

Check whether the issuer is not required to file reports pursuant to Section 12 or 15(d) of the Exchange Act.

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

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

The issuer's revenue for the year ended May 31, 2008, was \$21,081,114.

As of August 15, 2008, the aggregate market value of the voting common stock held by non-affiliates of the registrant, computed by using the average of the high and low price on such date, was \$1,258,620.

As of August 15, 2008, the issuer had outstanding a total of 26,111,201 shares of its \$0.0001 par value common stock.

#### DOCUMENTS INCORPORATED BY REFERENCE

None.

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



Explanatory Note

This Form 10-KSB/A is being filed by Greystone Logistics, Inc. (the "Company"), as Amendment No. 2 to the Company's Annual Report on Form 10-KSB for the period ended May 31, 2008, for the sole purpose of correcting the officers' certifications attached hereto as Exhibits 31.1 and 31.2. The corresponding certifications in Amendment No. 1 incorrectly referred to the "quarterly report on Form 10-Q" in paragraph 1. The information contained herein has not been updated to reflect events or developments that may have occurred subsequent to May 31, 2008.

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

GREYSTONE LOGISTICS, INC.  
(Registrant)

Date: 02/09/09

/s/ Warren F. Kruger  
Warren F. Kruger, Chairman,  
President and Chief Executive  
Officer

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Date: 02/09/09

/s/ Warren F. Kruger  
Warren F. Kruger, Chairman,  
President and Chief Executive  
Officer

Date: 02/09/09

/s/ Robert B. Rosene, Jr.  
Robert B. Rosene, Jr., Director

Date: 02/09/09

/s/ Robert H. Nelson  
Robert H. Nelson, Chief Financial Officer

