

LOGIC DEVICES INC  
Form 10-K/A  
April 14, 2009  
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**FORM 10-K/A**

**Amendment No. 1**

Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

**For the Fiscal Year Ended September 30, 2008**

or

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

For the Transition Period \_\_\_\_\_ to \_\_\_\_\_

Commission File Number

**0-17187**

**LOGIC DEVICES INCORPORATED**

(Exact name of registrant as specified in its charter)

**California**  
(State of Incorporation)

**94-2893789**  
(I.R.S. Employer Identification No.)

**1375 Geneva Drive, Sunnyvale, CA 94089**

(Address of principal executive offices, including Zip Code)

**(408) 542-5400**

(Registrant's telephone number, including Area Code)

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**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  
Yes  No

Indicate by check mark if the registrant is not required to file report pursuant to Section 13 or Section 15(d) of the Act.  
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 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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not 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-K or any amendment to this Form 10-K.

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

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

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

The aggregate market value of the voting and non-voting common stock held by non-affiliates computed by reference to the closing price of the common stock as of March 31, 2008, the last day of the registrant's most recently completed second quarter was \$5,055,500.

As of December 18, 2008, the Registrant had 6,814,438 shares of its common stock issued and outstanding.

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**EXPLANATORY NOTE**

This Amendment No. 1 to the Annual Report on Form 10-K/A is being filed as Amendment No. 1 to the Annual Report on Form 10-K for the fiscal year ended September 30, 2008 for LOGIC Devices Incorporated. This Annual Report on Form 10-K/A is filed with the Securities and Exchange Commission solely for the purpose of revising paragraph 4 of Exhibit 31.1 and Exhibit 31.2, the Certifications of the President and Chief Financial Officer, to include additional references to their responsibilities for establishing and maintaining internal control over financial reporting.

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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

LOGIC DEVICES INCORPORATED

Dated: April 14, 2009

By: /s/ William J. Volz

William J. Volz, President  
and

Principal Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this report has been signed below by the following persons in the capacities and on the dates indicated.

| Signature                                       | Title   | Dated          |
|---|---|----------------|
| <u>/s/ William J. Volz</u><br>William J. Volz   | President and Director<br>(Principal Executive Officer)                 | April 14, 2009 |
| <u>/s/ Kimiko Milheim</u><br>Kimiko Milheim     | Chief Financial Officer<br>(Principal Financial and Accounting Officer) | April 14, 2009 |
| <u>/s/ Howard L. Farkas</u><br>Howard L. Farkas | Chairman of the Board of Directors                                      | April 14, 2009 |
| <u>/s/ Brian P. Cardozo</u><br>Brian P. Cardozo | Director  | April 14, 2009 |
| <u>/s/ Steven R. Settles</u>                    | Director  | April 14, 2009 |

Steven R. Settles