UROPLASTY INC
Form 424B3
August 26, 2005

PROSPECTUS SUPPLEMENT NO. 2 Filed pursuant to Rule 424(b)(3)
(To Prospectus dated July 29, 2005) Registration No. 333-126737

UROPLASTY, INC.
2,147,142 Shares of Common Stock
and
1,180,928 Shares of Common Stock
Issuable Upon Exercise of Warrants

This prospectus supplement relates to shares of our common stock that may be sold at various times by certain selling shareholders. You should read this prospectus supplement no. 2 together with the prior prospectus supplement and prospectus dated July 29, 2005, which are to be delivered with this prospectus supplement.

This prospectus supplement contains our Current Report on Form 8-K relating to the 510(k) premarket clearance of the I-Stop sling. This report was filed with the Securities and Exchange Commission on August 26, 2005. The attached information supplements and supersedes, in part, the information contained in the prospectus.

Our common stock is quoted on the OTC Bulletin Board under the symbol UPST.OB. On August 25, 2005 the closing bid price of our common stock as reported on the OTC Bulletin Board was $2.80 per share.

This investment is speculative and involves a high degree of risk. See Risk Factors on page 6 of the prospectus to read about factors you should consider before buying shares of the common stock.

Neither the SEC nor any state securities commission has approved or disapproved these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

Prospectus Supplement dated August 26, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K
Current Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
Date of Report: August 26, 2005
UROPLASTY, INC.
(Exact name of registrant as specified in charter)

000-20989	**41-1719250**
(Commission File No.)	(IRS Employer Identification No.)

Minnesota
(State or other jurisdiction of incorporation or organization)
2718 Summer Street NE
Minneapolis, Minnesota 55413-2820
(Address of principal executive offices)
612-378-1180
(Registrant s telephone number, including area code)
Not Applicable
(Former Name and Address)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

o Written communications pursuant to Rule 425 of the Securities Act (17 CFR 230.425)
o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01 Other Events

The following forward-looking statements are subject to risks and uncertainties. We may not meet our expectations set out below for business and financial reasons. In addition to the specific risks described below, we recommend that you carefully consider the risk factors described in our other SEC filings in evaluating us.

Uroplasty announces the U.S. Food and Drug Administration 510(k) premarket clearance of I-STOP , a polypropylene, tension-free, mid-urethral sling for the treatment of female urinary incontinence. Through an exclusive manufacturing and distribution agreement between Uroplasty, Inc. and CL Medical, Lyon, France, Uroplasty will introduce the I-STOP sling throughout the United States.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits:

99.1 Press Release, dated August 26, 2005

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: August 26, 2005

UROPLASTY, INC.

By: /s/ SAM B. HUMPHRIES
Sam B. Humphries
President and Chief Executive Officer

Exhibit 99.1

UROPLASTY, INC. ANNOUNCES ENTRY OF THE I-STOP SLING TO THE UNITED STATES MARKET

MINNEAPOLIS, MN, August 26, 2005 Uroplasty, Inc. (OTC Bulletin Board: UPST.OB), a medical device company that develops, manufactures and markets innovative, proprietary products for the treatment of voiding dysfunctions, announced today the FDA 510(k) premarket clearance of **I-STOP**, a polypropylene, tension-free, mid-urethral sling for the treatment of female urinary incontinence.

Through an exclusive manufacturing and distribution agreement between Uroplasty, Inc. and CL Medical, Lyon, France, Uroplasty will introduce the I-STOP sling to urologists, urogynecologists and gynecologists throughout the United States, the world s largest medical market.

Successfully launched in major European markets, I-STOP is solely distributed by Uroplasty in the United Kingdom. With the introduction into the United States, Uroplasty recognizes the enormous contribution of I-STOP to its platform of minimally invasive treatments for voiding dysfunctions.

About Uroplasty, Inc.

Uroplasty is a medical device company that develops, manufactures and markets innovative, proprietary products for the treatment of voiding dysfunctions. Products we market and have under development include:

I-STOP is a biocompatible, polypropylene, tension-free sling for the treatment of female urinary incontinence. We are the exclusive distributor of the product in the United Kingdom and the United States.

The Urgent® PC neuromodulation system is a minimally invasive nerve stimulation device designed for office-based treatment of overactive bladder symptoms of urge incontinence, urinary urgency and urinary frequency. Using percutaneous tibial nerve stimulation, the product delivers an electrical pulse that travels to the sacral nerve plexus, a control center for bladder function. In April 2005, we acquired the exclusive rights to manufacture and distribute the product in the United States, Canada and all countries recognizing the CE mark. We do not yet sell the Urgent PC system.

Macroplastique® Implants, our key product, is a proprietary, implantable soft tissue bulking product for the treatment of both male and female urinary incontinence. When Macroplastique is injected into tissue around the urethra, it stabilizes and bulks tissues close to the urethra, thereby providing the surrounding muscles with increased capability to control the release of urine. Macroplastique is also used to treat vesicoureteral reflux, predominately a pediatric condition in which the urine flows backward from the bladder to the kidney. Macroplastique has been sold for urological indications outside the United States since 1991. Our other proprietary, implantable soft tissue bulking agents that we sell outside the United States include **PTQ Implants** for fecal incontinence, **VOX® Implants** for vocal cord rehabilitation and **Bioplastique® Implants** for dermal augmentation.

The Private Securities Litigation Reform Act of 1995 provides a safe harbor for certain forward-looking statements. This press release contains forward-looking statements relating to regulatory activities, which reflect and affect our views regarding future events and financial performance. These forward-looking

statements are subject to certain risks and uncertainties, including those identified below, which could cause actual results to differ materially from historical results or those anticipated. The words aim, believe, expect, anticipate, intend, estimate and other expressions which indicate future events and trends identify forward-looking statements. Actual future results and trends may differ materially from historical results or those anticipated depending upon a variety of factors, including, but not limited to: the effect of government regulation, including when and if we receive approval for marketing of our products in the United States; the impact of international currency fluctuations on our cash flows and operating results; the impact of technological innovation and competition; acceptance of our products by physicians and patients, particularly since our principal product contains silicone; our historical reliance on a single product for most of our current sales; our ability to commercialize our recently licensed product lines; our intellectual property and the ability to prevent competitors from infringing our rights; the ability to receive third party reimbursement for our products; the results of our current human clinical trial; our continued losses and the possible need to raise additional capital in the future; our ability to manage our international operations; our ability to hire and retain key technical and sales personnel; our dependence on key suppliers; future changes in applicable accounting rules; and volatility in our stock price. FDA 510(k) premarket clearance of the I-STOP product does not assure that we can successfully and profitably market it in the United States.

FOR FURTHER INFORMATION: visit Uroplasty s web page at www.uroplasty.com or contact Mr. Humphries.

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