

ROCKWELL MEDICAL, INC.  
Form 10-K/A  
June 04, 2014

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K/A**

(Mark One)

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

For the fiscal year ended December 31, 2013

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 000-23661

**ROCKWELL MEDICAL, INC.**

(Exact name of registrant as specified in its charter)

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**Michigan**  
(State or other jurisdiction of  
incorporation or organization)

**38-3317208**  
(I.R.S. Employer  
Identification No.)

**30142 Wixom Road**  
**Wixom, Michigan**  
(Address of principal executive offices)

**48393**  
(Zip Code)

**(248) 960-9009**

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

| <b>Title of Each Class:</b> | <b>Name of each exchange on which registered:</b> |
|-----------------------------|---|
| Common Stock, no par value  | Nasdaq Global Market                              |

Securities registered pursuant to Section 12(g) of the Act:

**(None)**

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 reports 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 whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) 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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

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(Check one):

Large accelerated filer

Accelerated filer

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

Smaller reporting company

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

The aggregate market value of the registrant's voting and non-voting common equity held by non-affiliates of the registrant on June 30, 2013 (computed by reference to the closing sales price of the registrant's Common Stock as reported on the NASDAQ Global Market on such date) was \$135,645,000. For purposes of this computation, shares of common stock held by our executive officers, directors and common shareholders with 10% or more of the outstanding shares of Common Stock were excluded. Such determination should not be deemed an admission that such officers, directors and beneficial owners are, in fact, affiliates.

Number of shares outstanding of the registrant's Common Stock, no par value, as of February 28, 2014: 40,748,161 shares.

**Documents Incorporated by Reference**

Portions of the Registrant's definitive Proxy Statement pertaining to the 2014 Annual Meeting of Shareholders (the Proxy Statement) filed pursuant to Regulation 14A are herein incorporated by reference in Part III of this Annual Report on Form 10-K.

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**EXPLANATORY NOTE**

This amendment to our Annual Report on Form 10-K for the year ended December 31, 2013, which was filed on March 7, 2014, is being filed solely to provide Exhibit 23.1 Consent of Plante & Moran, PLLC relating to the registrant and its subsidiary, which was inadvertently omitted from the filing. No items in the Form 10-K are affected by this omission and therefore no item in the Form 10-K is being amended hereby. All information in the Form 10-K speaks as of the date of filing except as expressly set forth therein and the registrant has not undertaken to update any of the disclosures therein to reflect any events that occurred at a date subsequent to the date of filing.

**SIGNATURE**

Pursuant to the requirements of Section 13 or 15(d) 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.

ROCKWELL MEDICAL, INC. (Registrant)

By: */s/ THOMAS E. KLEMA*  
Thomas E. Klema  
Vice President and Chief Financial Officer

Date: June 3, 2014

**EXHIBITS**

The following documents are filed as part of this amendment. Exhibits not required for this amendment have been omitted. Our Commission file number is 000-23661.

23.1 Consent of Plante & Moran, PLLC.

31.1 Certification of Chief Executive Officer Pursuant to Rule 13a-14(a).

31.2 Certification of Chief Financial Officer Pursuant to Rule 13a-14(a).