

CLEARONE COMMUNICATIONS INC  
Form 10-K/A  
November 16, 2009

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-K/A  
(Amendment No. 3)

(Mark One)

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

For the fiscal year ended June 30, 2008

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 001-33660  
CLEARONE COMMUNICATIONS, INC.  
(Exact name of registrant as specified in its charter)

Utah 87-0398877  
(State or other (I.R.S.  
jurisdiction of Employer  
incorporation or Identification  
organization) No.)

5225 Wiley Post Way, Suite 500  
Salt Lake City, Utah 84116  
(Address of principal executive offices, including zip code)

(801) 975-7200  
(Registrant's telephone number, including area code)

Securities registered under  
Section 12(b) of the Act: Name of each exchange on  
Title of each class which registered  
Common Stock, \$0.001 par The NASDAQ Capital  
value Market

Securities registered under 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

Edgar Filing: CLEARONE COMMUNICATIONS INC - Form 10-K/A

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Exchange 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 the 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 definition of "larger accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Larger Accelerated  
Accelerated Filer   
Filer   
Non-Accelerated Smaller  
Filer  Reporting  
Company

Indicate by check mark whether the issuer is a shell company (as defined in Rule 12b-2 of the Securities Act).

Yes  No

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 last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter. The aggregate market value of the shares of voting common stock held by non-affiliates was approximately \$48,415,000 at December 31, 2007, based on the \$5.42 closing price for the Company's common stock on the NASDAQ Capital Market on such date. For purposes of this computation, all officers, directors, and 10% beneficial owners of the registrant are deemed to be affiliates. Such determination should not be deemed to be an admission that such officers, directors, or 10% beneficial owners are, in fact, affiliates of the registrant.

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date. The number of shares of ClearOne common stock outstanding as of September 9, 2008 was 10,230,968.

---

EXPLANATORY NOTE

ClearOne Communications, Inc., (the “Company”) is filing this Amendment No. 3 on Form 10-K/A (“Amendment No. 3”) to amend our Annual Report on Form 10-K for the fiscal year ended June 30, 2008, as filed with the Securities and Exchange Commission (“SEC”) on September 10, 2008 (the “Original Filing”) and amended on October 15, 2008 (“Amendment No.1”) and October 6, 2009 (“Amendment No. 2”). This Amendment No. 3 is filed to rectify the certifications filed as Exhibits 31.1 and 31.2 to Amendment No. 2.

Except with respect to the foregoing, we have not modified or updated any of our prior disclosure made in our Amendment No. 2 or exhibits thereto, and this Amendment No. 3 does not reflect the occurrence of any events following the date of Amendment No. 2. Accordingly, this Amendment No. 3 should be read in conjunction with our filings made with the SEC subsequent to our Original Filing.

PART IV.

The following documents are included as exhibits to this report.

| Exhibit<br>No. | Title of Document                                    |
|----------------|--|
| 31.1           | Section 302 Certification of Chief Executive Officer |
| 31.2           | Section 302 Certification of Chief Financial Officer |

SIGNATURES

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.

CLEARONE COMMUNICATIONS, INC.

November 16, 2009

By: /s/ Zeynep Hakimoglu  
Zeynep Hakimoglu  
President, Chief Executive Officer, and Chairman

Pursuant to the requirements of the Securities 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  | Date              |
|--|--|-------------------|
| /s/ Zeynep Hakimoglu<br>Zeynep Hakimoglu     | President, Chief Executive<br>Officer, and Chairman<br>(Principal Executive Officer) | November 16, 2009 |
| /s/ Narsi Narayanan<br>Narsi Narayanan       | Vice President of Finance<br>(Principal Financial and<br>Accounting Officer)         | November 16, 2009 |
| /s/ Brad R. Baldwin<br>Brad R. Baldwin       | Director   | November 16, 2009 |
| /s/ Larry R. Hendricks<br>Larry R. Hendricks | Director   | November 16, 2009 |
| /s/ Scott M. Huntsman<br>Scott M. Huntsman   | Director   | November 16, 2009 |