

GEN RX INC  
Form 10-Q/A  
January 15, 2009  
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# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

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## FORM 10-Q

(Amendment No. 1)

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

For the Quarterly Period ended June 30, 2008

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**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: 0-24496

**GEN/RX, INC.**

(Exact name of registrant as specified in its charter)

**New York**  
(State or other jurisdiction  
of incorporation)

**11-2728666**  
(I.R.S. Employer  
Identification No.)

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**600 Woodmere Boulevard**

**Woodmere, New York 11598**

(Address of principal executive offices, including zip code)

**(516) 569-3800**

(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, \$0.004 par value per share**

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 is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding at August 13, 2008
Common Stock, \$0.004 par value per share	20,878,711 shares



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**Caution Regarding Forward-Looking Information**

Certain statements contained in this report including, without limitation, statements containing the words believes, anticipates, expects and words of similar import, constitute forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements.

**Such factors include, among other things, international, national and local general economic and market conditions; demographic changes; the ability of the company to obtain, sustain, manage or forecast its growth; the ability of the Company to successfully make and integrate businesses; fluctuations and difficulty in forecasting operating results; changes in business strategy or development plans; business disruptions and other factors referenced in this and other reports.**

Given these uncertainties, you are cautioned not to place undue reliance on such forward-looking statements. The Company disclaims any obligation to update any such factors or to publicly announce the result of any revisions to any of the forward-looking statements contained herein to reflect future events or developments.

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**EXPLANATORY NOTE**

This Amendment No. 1 on Form 10-Q/A ( Amendment No. 1 ) is being filed to amend the disclosure under Item 4T, Controls and Procedures, of Part I of the Quarterly Report on Form 10-Q (the Form 10-Q ) of Gen/Rx, Inc. (the Company ) for the fiscal quarter ended June 30, 2008, which was originally filed with the Securities and Exchange Commission (the SEC ) on August 14, 2008. We have modified Part I Item 4T, Controls and Procedures, in this Amendment No. 1 in response to comments contained in a letter received from the SEC dealing with our disclosure in the Form 10-Q regarding management s evaluation of the effectiveness of the Company s disclosure controls and procedures as of as of June 30, 2008. In addition, we are also including current Exhibits 31 and 32, the certifications of our Chief Executive Officer and Chief Financial Officer required by Item 601(b)(31)(i) of Regulation S-K as of the date of this Amendment No. 1. Except as described in this Explanatory Note and as contained in this Amendment No. 1, we have not modified or updated other disclosures presented in the Form 10-Q. This Amendment No. 1 does not reflect events occurring after the filing of the Form 10-Q or modify or update those disclosures, including the exhibits to the Form 10-Q. Accordingly, this Amendment No. 1 should be read in conjunction with our Form 10-Q and filings with the SEC subsequent to the filing of the Form 10-Q.

**PART I**

**ITEM 4T. Controls and Procedures**

**Evaluation of Disclosure Controls and Procedures**

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports filed pursuant to the Securities Exchange Act of 1934, as amended (the Exchange Act ) is recorded, processed, summarized and reported within the time periods specified in the SEC s rules, regulations and related forms and that such information is accumulated to allow timely decisions regarding required disclosure. Our sole officer and director conducted an evaluation of our disclosure controls and procedures, as such term is defined in Rule 13a-15(e) under the Exchange Act as of the end of the period covered by this report. Based on this evaluation, our sole officer, acting principal executive officer and acting principal financial officer, concluded that our disclosure controls and procedures were not effective as of June 30, 2008 to provide reasonable assurance that information required to be summarized and reported within the time periods specified in the SEC s rules and forms, and is accumulated as appropriate to allow timely decisions regarding required disclosures.

**Changes in Internal Control Over Financial Reporting**

There were no changes in our internal control over financial reporting that occurred during the period covered by the Form 10-Q/A that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.



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**PART II. OTHER INFORMATION**

**ITEM Exhibits**  
**6.**

Exhibits

31	Rule 13a-14(a)/15d-14(a) Certification
32	Section 1350 Certification

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**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.

GEN/Rx, Inc.

Date: January 15, 2009

By: /s/ Jack Margareten  
Jack Margareten  
Acting President and Chief Executive Officer,  
Chief Financial Officer and Sole Director

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**EXHIBIT INDEX**

31	Rule 13a-14(a)/15d-14(a) Certification
32	Section 1350 Certification