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ESCALON MEDICAL CORP
Form 8-K/A
June 22, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K/A

(Amendment No. 2)

CURRENT REPORT

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

Date of Report (Date of earliest event reported) July 23, 2004

Escalon Medical Corp.

(Exact name of registrant as specified in its charter)

| | | |
|--|--------------------------------------|---|
| Pennsylvania | 0-20127 | 33-0272839 |
| ----- (State or other jurisdiction of incorporation) | ----- (Commission File Number) | ----- (IRS Employer Identification No.) |
| 575 East Swedesford Road, Suite 100, Wayne, PA | | 19087 |
| ----- (Address of principal executive offices) | | ----- (Zip Code) |

Registrant's telephone number, including area code 610-688-6830

N/A

(Former name or former address, if changed since last report.)

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 (see General Instruction A.2. below):

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

Introductory Statement:

We are submitting this Form 8-K/A to file revised Exhibit 99.1, the

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Independent Auditors' Report of Baker Tilly.

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired.

Drew Scientific

Independent Auditors' Report

Consolidated Balance Sheet as of March 31, 2004

Consolidated Statement of Income for the Year Ended March 31, 2004

Consolidated Statement of Shareholders' Equity as of March 31, 2004

Consolidated Statement of Cash Flows for the Year Ended March 31, 2004

Notes to Consolidated Financial Statements for the Year Ended March 31, 2004

Independent Auditors' Report

Consolidated Balance Sheet as of March 31, 2003

Consolidated Statement of Income for the Year Ended March 31, 2003

Consolidated Statement of Shareholders' Equity as of March 31, 2003

Consolidated Statement of Cash Flows for the Year Ended March 31, 2003

Notes to Consolidated Financial Statements for the Year Ended March 31, 2003

(b) Unaudited Pro Forma Condensed Consolidated Financial Statements.

Pro Forma Consolidated Balance Sheet as of June 30, 2004

Pro Forma Consolidated Statement of Operations for Twelve Months Ended

June 30, 2004

Pro Forma Notes to Consolidated Financial Statements for the Year Ended June 30, 2004

(c) Exhibits.

| Exhibit No. | Exhibit Description |
|-------------|---|
| 23.1 | Consent of Baker Tilly, independent auditors. (*) |
| 23.2 | Consent of Richard L. Weisheit, P.C., independent auditors. (*) |
| 99.1 | Financial Statements of Business Acquired. (*) |
| 99.2 | Pro Forma Financial Information. (**) |

* Filed herewith

** Incorporated by reference to Exhibit 99.2 filed with the Company's Form 8-K/A on October 10, 2004.

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 hereunto duly authorized.

ESCALON MEDICAL CORP.

Date: June 21, 2006

By: /s/ Richard J. DePiano

Richard J. DePiano
Chairman and
Chief Executive Officer