

PERFORMANCE TECHNOLOGIES INC \DE\
Form 10-K/A
December 29, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Form 10-K/A

Amendment No. 1

(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, 2010**
- 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 0-27460

**PERFORMANCE TECHNOLOGIES,
INCORPORATED**

(Exact name of registrant as specified in its charter)

Delaware

16-1158413

**(State or Other Jurisdiction of Incorporation or
Organization)**

(I.R.S. Employer Identification No.)

**205 Indigo Creek Drive
Rochester, New York**

**14626
(Zip Code)**

(Address of principal executive offices)

**Registrant's telephone number, including area code:
(585) 256-0200**

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

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock, par value \$.01 per share	The Nasdaq Stock Market, LLC

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 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. (Check one):

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

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

The aggregate market value of the voting stock held by non-affiliates of the registrant as of the close of business on June 30, 2010 was approximately \$20,057,002, based on the closing price of the registrant's common stock on the NASDAQ Global Market on that date.

The number of shares outstanding of the registrant's Common Stock, \$.01 par value, was 11,116,397 as of March 30, 2011.

Explanatory Note

Performance Technologies, Incorporated (“PT”) previously filed as Exhibit 2.1 to its Form 10-K for the fiscal year ended December 31, 2010 a partially redacted copy of the Asset Sale Agreement dated as of January 11, 2011 by and among GENBAND US LLC, GENBAND CANADA ULC, GENBAND IP COMPANY and PERFTECH (PTI) CANADA CORP., a wholly-owned subsidiary of PT. This Amendment No. 1 to the Form 10-K (“Amendment No. 1”) is being filed by PT in connection with the withdrawal of its application for Confidential Treatment with respect to the redacted portions of that exhibit for which PT had previously sought Confidential Treatment pursuant to applications under Rule 24b-2 under the Securities and Exchange Act of 1934, as amended, and Rule 406 under the Securities Act of 1933, as amended. An unredacted copy of Exhibit 2.1 that includes the previously redacted information for which PT has withdrawn its request for Confidential Treatment is attached as Exhibit 2.1 to this Amendment No. 1.

Rule 12b-15 under the Securities and Exchange Act of 1934, as amended, requires that this Amendment No. 1 include as exhibits the certifications required of our principal executive officer and principal accounting officer under Section 302 of the Sarbanes-Oxley Act of 2002. Accordingly, Item 15 of Part IV of the Form 10-K has been amended to reflect both the filing of the revised Exhibit 2.1 and the filing of these currently dated certifications.

This Amendment No. 1 does not reflect events occurring after the filing of our Form 10-K on April 1, 2011 or modify or update those disclosures affected by subsequent events. Except for the items described above or contained in this Amendment No. 1, this Amendment No. 1 continues to speak as of the date of the original Form 10-K, and does not modify, amend or update in any way the financial statements or any other item or disclosures in the original Form 10-K. Accordingly, this Amendment No. 1 should be read in conjunction with the original Form 10-K and other filings made with the Securities and Exchange Commission.

PART IV**ITEM 15 - Exhibits and Financial Statement Schedule****(3) List of Exhibits**

The following exhibits that are marked with an asterisk are filed herewith. Other exhibits are incorporated by reference as indicated below.

Exhibit	Ref.	
<u>Number</u>	<u>Number</u>	<u>Description</u>
2.1 2011	(*)	Asset Sale Agreement between Registrant and GENBAND dated as of January 11, 2011
2.2 of January 11, 2011	(8)	Intellectual Property License Agreement between Registrant and GENBAND dated as of January 11, 2011
3.1	(1)	Restated Certificate of Incorporation
3.2	(2)	Certificate of Amendment
3.3	(1)	Amended By-laws
3.3	(7)	Amendment to By-laws
4.1	(1)	Form of Common Stock Certificate
4.5	(3)	Rights Agreement
4.6	(4)	2001 Incentive Stock Option Plan
4.7	(6)	2003 Omnibus Incentive Plan
10.16 18, 1992	(1)	License Agreement between the Registrant and Spider Systems Limited dated March 18, 1992

10.30	(1)	Form of Stock Option Agreement
10.33a	(5)	Lease Agreement dated as of May 19, 2001 between the Registrant and Christa PT, LLC
10.33b	(5)	First Amendment to Lease dated as of July 19, 2001 between the Registrant and Christa PT, LLC
10.33c	(5)	Second Amendment to Lease dated as of July 31, 2001 between the Registrant and Christa PT, LLC
21.1	(9)	List of Subsidiaries
31.1	(*)	Certification of Chief Executive Officer
31.2	(*)	Certification of Chief Financial Officer
32.1	(10)	Section 1350 Certification

(1) Incorporated by reference to the Registrant's Registration Statement on Form S-1 filed November 22, 1995 (Registration No. 33-99684).

(2) Incorporated by reference to Exhibit 3.2 of the Annual Report on Form 10-K filed on March 30, 2000.

(3) Incorporated by reference to Exhibit 4 of the Registrant's Registration Statement on Form 8-A12G filed November 8, 2000 (Registration No. 000-27460).

(4) Incorporated by reference to Appendix A to Registrant's Definitive Proxy Statement filed on April 27, 2001.

(5) Incorporated by reference to Exhibits 10.33(a)-(c) of the Quarterly Report on Form 10-Q filed on August 14, 2001.

(6) Incorporated by reference to Appendix A to Registrant's Definitive Proxy Statement filed on April 30, 2003.

(7) Incorporated by reference to Exhibit 99.2 of the Current Report on Form 8-K filed December 28, 2007.

(8) Exhibit 2.2 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2010.

(9) Exhibit 21.1 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2010.

(10) Exhibit 32.1 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2010.

(*) Included with this report.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Performance Technologies, Incorporated

Date: December 29, 2011

By:/s/ John M. Slusser

John M. Slusser

President and

Chief Executive Officer

By:/s / Dorrance W. Lamb

Dorrance W. Lamb

Senior Vice President and

Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1934, the following persons on behalf of the registrant and in the capacities and on the dates indicated have signed this report.

Signature

Title

Date

/s/John M. Slusser

Chairman of the Board,

December 29, 2011

John M. Slusser
President, Chief Executive
Officer (Principal Executive
Officer)

/s/Dorrance W. Lamb Senior Vice President and December 29, 2011
Dorrance W. Lamb Chief Financial Officer (Principal
Financial and Accounting
Officer)

/s/Dennis C. Connors Director December 29, 2011
Dennis C. Connors

/s/Charles E. Maginness Director December 29, 2011
Charles E. Maginness

/s/Stuart B. Meisenzahl Director December 29, 2011
Stuart B. Meisenzahl

/s/Robert L. Tillman Director December 29, 2011
Robert L. Tillman