

ARCA biopharma, Inc.  
Form 10-Q/A  
August 21, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 10-Q/A**

**(Amendment No. 1)**

(Mark One)

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

**FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2009**

**OR**

**TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**FOR THE TRANSITION PERIOD FROM \_\_\_\_\_ TO \_\_\_\_\_**

Commission File Number 000-22873

**ARCA BIOPHARMA, INC.**

(Exact Name of Registrant as Specified in Its Charter)

Delaware

36-3855489

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(State or Other Jurisdiction of

(I.R.S. Employer

Incorporation or Organization)

Identification Number)

8001 Arista Place, Suite 200, Broomfield, CO  
(Address of Principal Executive Offices)

80021  
(Zip Code)

(720) 940-2200

(Registrant's Telephone Number, including Area Code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Sections 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 Web site, 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 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.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if 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 registrant's classes of common stock, as of the latest practicable date.

Class	Number of Shares Outstanding
Common Stock \$0.001 par value	On August 3, 2009: 7,591,319

**EXPLANATORY NOTE**

On August 10, 2009, ARCA biopharma, Inc. (the Company) filed a Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2009 (the Original Report). The Original Report reported the approval of the Amended and Restated ARCA biopharma, Inc. 2004 Equity Incentive Plan (the Plan) by the Company's stockholders, but the Company inadvertently omitted to file a copy of the Plan as an exhibit to the Original Report. Accordingly, this Form 10-Q/A is filed for the purpose of filing the Plan as an exhibit hereto. The other disclosures made in the Original Report are unchanged.

**PART II**

**ITEM 6. EXHIBITS**

The following documents are filed as part of this quarterly report on Form 10-Q/A. The Company will furnish a copy of any exhibit listed to requesting stockholders upon payment of the Company's reasonable expenses in furnishing those materials.

<b>Exhibit Number</b>	<b>Description</b>
10.1*	Amended and Restated ARCA biopharma, Inc. 2004 Equity Incentive Plan.
31.1 <sub>i</sub>	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2 <sub>i</sub>	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1 <sub>i</sub>	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. sec. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

\* Filed herewith.

<sub>i</sub> Compensatory plan or agreement.

<sub>i</sub> Previously filed.

**SIGNATURE**

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.

**ARCA biopharma, Inc.** (Registrant)

By:                   /s/ Kathryn E. Falberg  
                          **Kathryn E. Falberg**  
                          *Chief Financial Officer and Chief*

*Operating Officer*

Dated: August 21, 2009

**EXHIBIT INDEX**

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