

GREENMAN TECHNOLOGIES INC

Form 10-K/A

January 20, 2011

U.S. Securities and Exchange Commission

Washington, D.C. 20549

Form 10-K

(Amendment No. 1)

(Mark One)

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

For the fiscal year ended September 30, 2010

OR

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

Commission File Number **1-13776**

GreenMan Technologies, Inc.

(Name of small business issuer in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

71-0724248

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

205 South Garfield, Carlisle, Iowa
(Address of principal executive offices)

50047
(Zip Code)

Issuer's telephone number **(781) 224-2411**

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

Title of each class

Common Stock, \$.01 par value

(Title of each class)

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 issuer 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 issuer (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 Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T 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 in response to Item 405 of Regulation S-B 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. [X]

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 Act. (Check one):

Large Accelerated Filer

Accelerated Filer

Non-accelerated Filer (do not check if a smaller reporting company) 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

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 sold, or the average bid and asked price of such common equity, as of March 31, 2010, the last business day of the registrant’s most recent completed second quarter was approximately \$9,505,000.

As of January 13, 2011, 35,450,060 shares of common stock of issuer were outstanding.

EXPLANATORY PARAGRAPH

This Amendment No. 1 on Form 10-K/A (this “Amendment”) amends our Annual Report on Form 10-K for the fiscal year ended September 30, 2010, originally filed on January 13, 2011 (the “Original Annual Report”). We are filing this Amendment for the sole purpose of restating Item 12 in its entirety to include information inadvertently omitted from the Original Annual Report. Except as noted, no attempt has been made in this Amendment to modify or update other disclosures presented in the Original Annual Report. This Amendment does not reflect events occurring after the filing of the Original Annual Report or modify or update those disclosures, including the exhibits to the Original Annual Report affected by subsequent events. Accordingly, this Amendment should be read in conjunction with our filings with the SEC subsequent to the filing of the Original Annual Report, including any amendments to those filings.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The following tables set forth certain information regarding beneficial ownership of our common stock as of September 30, 2010:

- by each of our directors and executive officers;
- by all of our directors and executive officers as a group; and
- by each person (including any “group” as used in Section 13(d) of the Securities Exchange Act of 1934) who is known by us to own beneficially 5% or more of the outstanding shares of common stock.

Unless otherwise indicated below, to the best of our knowledge, all persons listed below have sole voting and investment power with respect to their shares of common stock, except to the extent authority is shared by spouses under applicable law. As of September 30, 2010, 33,300,060 shares of our common stock were issued and outstanding.

Security Ownership of Management and Directors

<u>Name (1)</u>	<u>Number of Shares</u>	<u>Percentage</u>
	<u>Beneficially Owned</u>	<u>of Class (2)</u>
	<u>(2)</u>	
Dr. Allen Kahn (3)	4,694,250	14.07%
Maury Needham (4)	1,675,839	4.99%
Lyle Jensen (5)	1,593,522	4.67%
Charles E. Coppa (6)	746,028	2.22%
Lew F. Boyd (7)	417,678	1.25%
Kevin Tierney, Sr. (8)	39,000	*
Thomas Galvin	25,000	*
All officers and directors as a group (7 persons)	9,191,317	26.35%

* less than 1%

(1) Except as noted, each person's address is care of GreenMan Technologies, Inc., 205 South Garfield, Carlisle, Iowa, 50047.

(2) Pursuant to the rules of the Securities and Exchange Commission, shares of common stock that an individual or group has a right to acquire within 60 days pursuant to the exercise of options or warrants are deemed to be outstanding for the purpose of computing the percentage ownership of such individual or group, but are not deemed to be outstanding for the purpose of computing the percentage ownership of any other person shown in the table.

(3) Includes 57,500 shares of common stock issuable pursuant to immediately exercisable stock options.

(4) Includes 297,500 shares of common stock issuable pursuant to immediately exercisable stock options. Also includes 59,556 shares of common stock owned by Mr. Needham's wife.

(5) Includes 858,500 shares of common stock issuable pursuant to immediately exercisable stock options.

(6) Includes 264,100 shares of common stock issuable pursuant to immediately exercisable stock options.

(7) Includes 91,500 shares of common stock issuable pursuant to immediately exercisable stock options.

(8) Includes 10,000 shares of common stock issuable pursuant to immediately exercisable stock options

PART IV

Item 15. Exhibits, Financial Statement Schedules

(b) The following exhibits are filed with this report:

Exhibit No.	Description
31.1	--Certification of Chief Executive Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a)
31.2	--Certification of Chief Financial Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a)

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the Registrant caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

GreenMan Technologies, Inc.

/s/ Lyle Jensen

Lyle Jensen

Chief Executive Officer

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the Registrant in the capacities and on the dates indicated.

Signature	Title(s)	Date
<u>/s/ Maurice E. Needham</u> Maurice E. Needham	Chairman of the Board	January 19, 2011
<u>/s/ Lyle Jensen</u> Lyle Jensen	Chief Executive Officer, President and Director	January 19, 2011
<u>/s/ Charles E. Coppa</u> Charles E. Coppa	Chief Financial Officer, Treasurer and Secretary (Principal Financial Officer and Principal Accounting Officer)	January 19, 2011
<u>/s/ Lew F. Boyd</u> Lew F. Boyd	Director	January 19, 2011
<u>/s/ Dr. Allen Kahn</u> Dr. Allen Kahn	Director	January 19, 2011
<u>/s/ Kevin Tierney, Sr.</u> Kevin Tierney, Sr.	Director	January 19, 2011
<u>/s/ Thomas Galvin</u> Thomas Galvin	Director	January 19, 2011