

SECURITIES AND EXCHANGE COMMISSION

FORM 10-K/A

Annual report pursuant to section 13 and 15(d) [amend]

Filing Date: **2013-01-09** | Period of Report: **2011-12-31**  
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FILER

**TENGION INC**

CIK: [1296391](#) | IRS No.: **200214813** | State of Incorpor.: **DE** | Fiscal Year End: **1231**  
Type: **10-K/A** | Act: **34** | File No.: [001-34688](#) | Film No.: **13519592**  
SIC: **2836** Biological products, (no disgnostic substances)

Mailing Address  
3929 WESTPOINT BLVD.  
SUITE G  
WINSTON-SALEM NC 27103

Business Address  
3929 WESTPOINT BLVD.  
SUITE G  
WINSTON-SALEM NC 27103  
336-722-5855

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

**FORM 10-K/A**  
**(Amendment No. 2)**

(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, 2011**

**OR**

**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 **001-34688**

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**Tengion, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**20-0214813**

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

**3929 Westpoint Boulevard, Suite G**  
**Winston-Salem, NC 27103**

(Address of principal executive offices)

**(336) 722-5855**

(Registrant's telephone number, including area code)

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

| <u>Title of each Class</u>                       | <u>Name of Exchange on which registered</u> |
|--|---|
| <b>Common Stock, par value \$0.001 per share</b> | <b>NASDAQ Global Market</b>                 |

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 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 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 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 or a non-accelerated filer, as defined in Rule 12b-2 of the Exchange Act.

Large accelerated filer [ ] Accelerated filer [ ] Non-accelerated filer [ ] Smaller reporting company [X]

Indicate by check mark whether the registrant is a shell company, as defined in Rule 12b-2 of the Exchange Act. Yes [ ] No [X]

The aggregate market value of the registrant's common stock held by non-affiliates of the registrant as of June 30, 2011 was \$19,786,913. This calculation excludes 732,049 shares held on June 30, 2011 by directors, executive officers and affiliates. As of January 7, 2013, there were 2,466,914 shares of the registrant's common stock outstanding.

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## EXPLANATORY NOTE

This Amendment No. 2 to Form 10-K (this “Amendment”) amends our Annual Report on Form 10-K for the fiscal year ended December 31, 2011 originally filed on March 28, 2012, as amended by Amendment No. 1 filed on April 24, 2012 (the “Original Filing”). Due to a clerical error, we failed to provide the entire certification as required by Item 601(b)(31). This Amendment corrects the certification required by Item 601(b)(31).

Except as described above, no other changes have been made to the Original Filing. The Original Filing continues to speak as of the date filed, and we have not updated the disclosures contained therein to reflect any events which occurred subsequent to the filing date of the Original Filing.

## PART II – OTHER INFORMATION

### Item 6. EXHIBITS

#### (a) Exhibits

| <u>Exhibit No.</u> | <u>Description</u>  |
|--------------------|---|
| 31.1               | <a href="#">Certification of John L. Micolot, President and Chief Executive Officer of the Registrant, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Rule 13a-14(a)/15d-14(a) certification).</a>                |
| 31.2               | <a href="#">Certification of A. Brian Davis, Chief Financial Officer and Vice President of Finance of the Registrant, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Rule 13a-14(a)/15d-14(a) certification).</a> |

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## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

TENGION, INC.

Date: January 9, 2013

By: /s/ John L. Miclot  
John L. Miclot  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities, and on the dates indicated below.

| <b>Signature</b>                              | <b>Title</b>  | <b>Date</b>     |
|---|---|-----------------|
| <u>/s/ John L. Miclot</u><br>John L. Miclot   | President and Chief Executive Officer, Director<br>(Principal Executive Officer)                      | January 9, 2013 |
| <u>/s/ A. Brian Davis</u><br>A. Brian Davis   | Chief Financial Officer and Vice President of Finance<br>(Principal Financial and Accounting Officer) | January 9, 2013 |
| <u>*</u><br>David I. Scheer                   | Chairman of the Board of Directors  | January 9, 2013 |
| <u>*</u><br>Carl-Johan Dalsgaard, M.D., Ph.D. | Director  | January 9, 2013 |
| <u>*</u><br>Diane K. Jorkasky, M.D.           | Director  | January 9, 2013 |
| <u>*</u><br>Richard E. Kuntz, M.D., M.Sc.     | Director  | January 9, 2013 |
| <u>*</u><br>Lorin J. Randall                  | Director  | January 9, 2013 |

\* By: /s/ A. Brian Davis  
A. Brian Davis  
Attorney-in-fact



**CERTIFICATION PURSUANT TO  
SECTION 302 OF  
THE SARBANES-OXLEY ACT OF 2002**

I, John L. Miclot, certify that:

1. I have reviewed this Amendment No. 2 of Tengion, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: January 9, 2013

/s/ John L. Miclot

John L. Miclot  
President and Chief Executive Officer  
(Principal Executive Officer)

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**CERTIFICATION PURSUANT TO  
SECTION 302 OF  
THE SARBANES-OXLEY ACT OF 2002**

I, A. Brian Davis, certify that:

1. I have reviewed this Amendment No. 2 of Tengion, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: January 9, 2013

/s/ A. Brian Davis

A. Brian Davis  
Chief Financial Officer and Vice President, Finance  
(Principal Financial and Accounting Officer)

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