SIGA TECHNOLOGIES INC
Form 10-K/A
October 20, 2010

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K/A

(Amendment No. 1)

(Mark One)

x	Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 For the fiscal year ended December 31, 2009
	Or
o	Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 For the transition period from _____ to _____

Commission File No. 0-23047

SIGA Technologies, Inc.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	13-3864870 (IRS Employer Identification. No.)
35 East 62nd Street New York, NY (Address of principal executive offices)	10065 (zip code)

Registrant's telephone number, including area code: (212) 672-9100

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

Title of each class	Name of each exchange on which registered
common stock, $.0001 par value	Nasdaq Global Market

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 o No x.

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act Yes o No x.

Note—Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Exchange Act from their obligations under those Sections.

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 x No o.

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 o No o.

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/A or any amendment to this Form 10-K/A. o.

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 definition of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (check one): Large Accelerated Filer o Accelerated Filer x Non-Accelerated Filer o Smaller Reporting Company o.

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

The aggregate market value of the voting and non-voting common stock held by non-affiliates of the registrant, based upon the closing sale price of the common stock on June 30, 2009 as reported on the Nasdaq Capital Market was approximately $314,569,000.

As of February 23, 2010 the registrant had outstanding 43,228,135 shares of common stock.

DOCUMENTS INCORPORATED BY REFERENCE

The following document is incorporated herein by reference:

Document	Parts Into Which Incorporated
Proxy Statement for the Company's 2010 Annual Meeting of Stockholders	Part III

SIGA TECHNOLOGIES, INC.
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EXPLANATORY NOTE

We are filing this Amended Annual Report on Form 10-K/A (the "Amended Filing" or "Form 10-K/A") to our Annual Report on Form 10-K for the year ended December 31, 2009 (the "Original Filing") to amend and restate our audited consolidated financial statements and related disclosures for the years ended December 31, 2009 and December 31, 2008, as well as selected financial statements (excluding footnotes) for the quarterly periods from June 30, 2008 through December 31, 2009 included in Item 8 – "Restated Financial Statements and Supplementary Data." The Original Filing was filed with the Securities and Exchange Commission ("SEC") on March 10, 2010.

Background of the Restatement

On September 28, 2010, the Company concluded, based on the recommendation of management, that the previously issued consolidated financial statements for the years ended December 31, 2009 and 2008 included in the Company's most recently filed Form 10-K, and each of the quarterly periods from June 30, 2008 through June 30, 2010 included in the Company's quarterly reports on Forms 10-Q (collectively, the "Affected Periods") are no longer reliable because they failed to incorporate non-cash charges resulting from required adjustments to certain outstanding warrants (the "Warrants"). These adjustments were triggered by the application of certain anti-dilution provisions included in the agreements governing the Warrants and have resulted in the issuance of additional warrants to acquire shares of common stock and additional non-cash charges which were not recorded in the appropriate accounting periods. The Company has determined that the financial statements in the Affected Periods should be restated to reflect these non-cash charges.

These non-cash charges arise because the Company accounts for the Warrants as required by the Derivatives and Hedging Topic of the FASB Accounting Standards Codification ("ASC 815"), which requires that free-standing derivative financial instruments that require net cash settlement be classified as assets or liabilities at the time of the transaction, and recorded at their fair value. ASC 815 also requires that any subsequent change in the fair value of the derivative instruments be reported in earnings or loss for so long as the derivative contracts are classified as assets or liabilities.

The cumulative effect of these non-cash adjustments on the Company's financial statements is a 4% increase in accumulated deficit in the amount of $3.3 million as of December 31, 2009. This amount also reflects the sum of adjustments to net loss for the seven quarters in the period ended December 31, 2009. Moreover, the adjustment results in the issuance of additional warrants to acquire approximately 710,000 shares of common stock. These adjustments neither impact the net cash used in operating activities nor change the cash and cash equivalents account balances for the Affected Periods.

Restatement of Other Financial Statements

Along with the filing of this Form 10-K/A, we are concurrently filing amendments to our Quarterly Reports on Form 10-Q for each of the quarterly periods ended March 31, 2010 and June 30, 2010 to restate our unaudited consolidated financial statements and related financial information for those quarterly periods for the effects of the restatement.

Except for the amendments discussed in the preceding paragraph, we do not intend to file any other amended Annual Reports on Form 10-K or Quarterly Reports on Form 10-Q for periods affected by the restatement. The consolidated financial statements and related financial information contained in any of the Company's prior filings with the SEC for the Affected Periods should no longer be relied upon.

Internal Control Considerations

Management determined that there was a control deficiency in its internal control over financial reporting that constitutes a material weakness, as discussed in Part II - Item 9A of the Amended Filing. A material weakness is a deficiency, or combination of control deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis. For a discussion of management's consideration of the Company's disclosure controls and procedures and the material weakness identified, see Part II - Item 9A included in this Amended Filing.

For the convenience of the reader, this Amended Filing sets forth the Original Filing as modified and superseded where necessary to reflect the restatement. The following items have been amended principally as a result of, and to reflect, the restatement:

- Part I – Item 1A. Risk Factors
- Part II – Item 6. Selected Financial Data
- Part II – Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations;
- Part II – Item 8. Financial Statements and Supplementary Data;
- Part II – Item 9A. Controls and Procedures; and
- Part IV – Item 15(b). Exhibits.

In accordance with applicable SEC rules, this Amended Filing includes certifications from our Chief Executive Officer and Chief Financial Officer dated as of the date of this filing.

The sections of the Form 10-K which were not amended are unchanged and continue in full force and effect as originally filed. This Amended Filing is as of the date of the Original Filing on the Form 10-K and has not been updated to reflect events occurring subsequent to the Original Filing date other than those associated with the restatement of the Company's audited consolidated financial statements.

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Item 1. Business

There are no changes to this section as disclosed in our Annual Report on Form 10-K for the year ended December 31, 2009.

Item 1A. Risk Factors

This report contains forward-looking statements and other prospective information relating to future events. These forward-looking statements and other information are subject to risks and uncertainties that could cause our actual results to differ materially from our historical results or currently anticipated results including the following:

Risks Related to Our Financial Position and Need for Additional Financing

We have incurred operating losses since our inception and expect to incur net losses and negative cash flow for the foreseeable future.

We incurred net losses of approximately $19.4 million (restated), $10.2 million (restated), and $5.6 million, for the years ended December 31, 2009, 2008, and 2007, respectively. On January 1, 2009, we recognized a $2.7 million increase in our opening accumulated deficit balance reflecting the cumulative effect of a change in accounting principle recorded in connection with certain warrants to acquire shares of the Company's common stock. As of December 31, 2009, 2008, and 2007, our accumulated deficit was approximately $94.3 million (restated), $72.2 million (restated), and $62.0 million, respectively. We expect to continue to have significant operating expenses. We will need to generate significant revenues to achieve and maintain profitability.

We cannot guarantee that we will achieve sufficient revenues for profitability. Even if we do achieve profitability, we cannot guarantee that we can sustain or increase profitability on a quarterly or annual basis in the future. If revenues grow slower than we anticipate, or if operating expenses exceed our expectations or cannot be adjusted accordingly, then our business, results of operations, financial condition and cash flows will be materially and adversely affected. Because our strategy might include acquisitions of other businesses, acquisition expenses and any cash used to make these acquisitions will reduce our available cash.

Our business will suffer if we are unable to raise additional equity funding.

Unless and until we successfully sell any of our products, such as pursuant to the BARDA Smallpox RFP, we will continue to be dependent on our ability to raise money through the exercise of existing options or warrants or through the issuance of new equity. There is no guarantee that we will continue to be successful in raising such funds. If we are unable to raise additional equity funds, we may be forced to discontinue or cease certain operations. We currently have sufficient operating capital to finance our operations beyond the next twelve months. Our annual operating needs vary from year to year depending upon the amount of revenue generated through grants, contracts and licenses and the amount of projects we undertake, as well as the amount of resources we expend, in connection with acquisitions all of which may materially differ from year to year and may adversely affect our business.

Any additional equity that we raise may contain terms, such as liquidation and other preferences that are not favorable to us or our stockholders. If we raise additional funds through collaboration and licensing arrangements with third parties, it may be necessary to relinquish valuable rights to our technologies or product candidates or grant licenses on terms that may not be favorable to us.

Risks Related to Our Common Stock

Our stock price is, and we expect it to remain, volatile, which could limit investors' ability to sell stock at a profit.

The volatile price of our stock makes it difficult for investors to predict the value of their investments, to sell shares at a profit at any given time, or to plan purchases and sales in advance. A variety of factors may affect the market price of our common stock. These include, but are not limited to:

- publicity regarding actual or potential clinical results relating to products under development by our competitors or us;
- initiating, completing or analyzing, or a delay or failure in initiating, completing or analyzing, pre-clinical or clinical trials or the design or results of these trials;
- achievement or rejection of regulatory approvals by our competitors or us;
- announcements of technological innovations or new commercial products by our competitors or us;
- developments concerning proprietary rights, including patents;
- developments concerning our collaborations;
- regulatory developments in the United States and foreign countries;
- economic or other crises and other external factors;
- period-to-period fluctuations in our revenues and other results of operations; and
- changes in financial estimates by securities analysts.

Additionally, because the volume of trading in our stock fluctuates significantly at times, any information about SIGA in the media may result in significant volatility in our stock price.

We will not be able to control many of these factors, and we believe that period-to-period comparisons of our financial results will not necessarily be indicative of our future performance.

In addition, the stock market in general, and the market for biotechnology companies in particular, has experienced extreme price and volume fluctuations that may have been unrelated or disproportionate to the operating performance of individual companies. These broad market and industry factors may seriously harm the market price of our common stock, regardless of our operating performance.

We have identified a material weakness in our internal control over financial reporting that resulted in the restatement of our consolidated financial statements included in this Annual Report on Form 10-K/A. This material weakness could continue to adversely affect our ability to report our results of operations and financial condition accurately and in a timely manner.

Our management is responsible for maintaining internal control over financial reporting designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with GAAP. Our management assessed the effectiveness of our internal control over financial reporting as of December 31, 2009, and identified a material weakness related to the failure to ensure timely application of certain anti-dilution provisions contained in certain outstanding warrant arrangements. As a result of this material weakness, our management concluded that our internal control over financial reporting and our disclosure controls and procedures were not effective as of December 31, 2009. See Part II — Item 9A, "Controls and Procedures."

A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of our annual or interim consolidated financial statements will not be prevented or detected on a timely basis. The effectiveness of any controls or procedures is subject to certain limitations, and as a result, there can be no assurance that our controls and procedures will detect all errors or fraud. A control can provide only reasonable, not absolute, assurance that the objectives of the control system will be attained. We also cannot assure you that other material weaknesses will not arise as a result of our past failure to maintain adequate internal controls and procedures or that circumvention of those controls and procedures will not occur. Additionally, even our improved controls and procedures may not be adequate to prevent or identify errors or irregularities or ensure that our financial statements are prepared in accordance with generally accepted accounting principles. If we cannot maintain and execute adequate internal control over financial reporting or implement required new or improved controls that provide reasonable assurance of the reliability of the financial reporting and preparation of our financial statements for external use, we could suffer harm to our reputation, fail to meet our public reporting requirements on a timely basis, or be unable to properly report on our business and the results of our operations, and the market price of our securities could be materially adversely affected.

A future issuance of preferred stock may adversely affect the rights of the holders of our common stock.

Our certificate of incorporation allows our Board of Directors to issue up to 10,000,000 shares of preferred stock and to fix the voting powers, designations, preferences, rights and qualifications, limitations or restrictions of these shares without any further vote or action by the stockholders. The rights of the holders of common stock will be subject to, and could be adversely affected by, the rights of the holders of any preferred stock that we may issue in the future. The issuance of preferred stock, while providing desirable flexibility in connection with our future activities, could also have the effect of making it more difficult for a third party to acquire a majority of our outstanding voting stock, thereby delaying, deferring or preventing a change in control.

Concentration of ownership of our capital stock could delay or prevent a change of control.

Our directors, executive officers and principal stockholders beneficially own a significant percentage of our common stock. They also have, through the exercise or conversion of certain securities, the right to acquire additional common stock. As a result, these stockholders, if acting together, have the ability to significantly influence the outcome of corporate actions requiring shareholder approval. Additionally, this concentration of ownership may have the effect of delaying or preventing a change in control of SIGA. As of December 31, 2009, directors, officers and principal stockholders beneficially owned approximately 31.0% of our outstanding stock.

Risks Related to Our Dependence on U.S. Government Contracts and Grants

Most of our immediately foreseeable future revenues are contingent upon grants and contracts from the U. S. government , and we may not achieve sufficient revenues from these agreements to attain profitability.

Until and unless we successfully sell any of our products, our ability to generate revenues will largely depend on our ability to enter into additional research grants, collaborative agreements, strategic alliances, contracts and license agreements with third parties or maintain the agreements we currently have in place. Substantially all of our revenues for the years ended December 31, 2009, 2008, and 2007, respectively, were derived from grants and contracts. Our current revenue is primarily derived from contract work being performed for the NIH under grants and two major contracts which are scheduled to expire from September 2011 through September 2013.

Our future business may be harmed as a result of the government contracting process, which is a competitive bidding process that involves risks not present in the commercial contracting process.

We expect that a significant portion of the business that we will seek in the near future will be under government contracts or subcontracts awarded through competitive bidding. Competitive bidding for government contracts presents a number of risks that are not typically present in the commercial contracting process, including:

- the need to devote substantial time and attention of management and key employees to the preparation of bids and proposals for contracts that may not be awarded to us;
- the need to accurately estimate the resources and cost structure that will be required to perform any contract that we might be awarded;
- the risk that the government will issue a request for proposal to which we would not be eligible to respond;

- the risk that third parties may submit protests to our responses to requests for proposal that could result in delays or withdrawals of those requests for proposal; and

- the expenses that we might incur and the delays that we might suffer if our competitors protest or challenge contract awards made to us pursuant to competitive bidding, and the risk that any such protest or challenge could result in the resubmission of bids based on modified specifications, or in termination, reduction or modification of the awarded contract.

The U.S. government may choose to award future contracts for the supply of smallpox anti-virus and other biodefense product candidates that we are developing to our competitors instead of to us. If we are unable to win particular contracts, we may not be able to operate in the market for products that are provided under those contracts for a number of years. For example, BARDA has issued a request for proposal for treatment courses for symptomatic individuals exposed to smallpox for the SNS. We have submitted a proposal responding to this request for proposal. We expect that our ability to secure an award will depend primarily on the technical merits of ST-246®. The U.S. government may purchase another company's product candidate instead. If we are unable to consistently win new contract awards over an extended period, or if we fail to anticipate all of the costs and resources that will be required to secure such contract awards, our growth strategy and our business, financial condition, and operating results could be materially adversely affected.

The success of our business with the U.S. government depends on our compliance with regulations and obligations under our U.S. government contracts and various federal statutes and regulations.

Our business with the U.S. government is subject to specific procurement regulations and a variety of other legal compliance obligations. These laws and rules include those related to:

- procurement integrity;

- export control;

- government security regulations;

- employment practices;

- protection of the environment;

- accuracy of records and the recording of costs; and

- foreign corrupt practices.

In addition, before awarding us any contracts, the U.S. government could require that we respond satisfactorily to a request to substantiate our commercial viability and industrial capabilities. Compliance with these obligations increases our performance and compliance costs. Failure to comply with these regulations and requirements could lead to suspension or debarment, for cause, from government contracting or subcontracting for a period of time. The termination of a government contract or relationship as a result of our failure to satisfy any of these obligations would have a negative impact on our operations and harm our reputation and ability to procure other government contracts in the future.

Unfavorable provisions in government contracts, some of which may be customary, may harm our future business, financial condition and potential operating results.

Government contracts customarily contain provisions that give the government substantial rights and remedies, many of which are not typically found in commercial contracts, including provisions that allow the government to:

- terminate existing contracts, in whole or in part, for any reason or no reason;

- unilaterally reduce or modify contracts or subcontracts, including through the use of equitable price adjustments;

- cancel multi-year contracts and related orders if funds for contract performance for any subsequent year become unavailable;
- decline to exercise an option to renew a contract;
- exercise an option to purchase only the minimum amount specified in a contract;

- decline to exercise an option to purchase the maximum amount specified in a contract;
- claim rights to products, including intellectual property, developed under the contract;
- take actions that result in a longer development timeline than expected;
- direct the course of a development program in a manner not chosen by the government contractor;
- suspend or debar the contractor from doing business with the government or a specific government agency;
- pursue criminal or civil remedies under the False Claims Act and False Statements Act; and
- control or prohibit the export of products.

Generally, government contracts contain provisions permitting unilateral termination or modification, in whole or in part, at the government's convenience. Under general principles of government contracting law, if the government terminates a contract for convenience, the terminated company may recover only its incurred or committed costs, settlement expenses and profit on work completed prior to the termination.

If the government terminates a contract for default, the defaulting company is entitled to recover costs incurred and associated profits on accepted items only and may be liable for excess costs incurred by the government in procuring undelivered items from another source. Our government contracts could be terminated under these circumstances. Some government contracts grant the government the right to use, for or on behalf of the U.S. government, any technologies developed by the contractor under the government contract. If we were to develop technology under a contract with such a provision, we might not be able to prohibit third parties, including our competitors, from using that technology in providing products and services to the government.

Risks Related to Product Development

Our business depends significantly on our success in completing development of and commercializing drug candidates that are still under development. If we are unable to commercialize these drug candidates, or experience significant delays in doing so, our business will be materially harmed.

We have invested a substantial majority of our efforts and financial resources in the development of our drug candidates. Our ability to generate near-term revenue is particularly dependent on the success of our smallpox antiviral drug candidate ST-246®. The commercial success of our drug candidates will depend on many factors, including:

- successful development, formulation and cGMP scale-up of drug manufacturing that meets FDA requirements;
- successful development of animal models;
- successful completion of non-clinical development, including studies in approved animal models;
- our ability to pay the expense of filing, prosecuting, defending and enforcing patent claims and other intellectual property rights.
- successful completion of clinical trials;
- receipt of marketing approvals from the FDA and similar foreign regulatory authorities;
- a determination by BARDA that our biodefense drug candidates should be purchased for the SNS prior to FDA approval;
- establishing commercial manufacturing processes of our own or arrangements on reasonable terms with contract manufacturers;

- manufacturing stable commercial supplies of drug candidates, including availability of raw materials;
- launching commercial sales of the product, whether alone or in collaboration with others; and
- acceptance of the product by potential government customers, physicians, patients, healthcare payors and others in the medical community.

We expect to rely on FDA regulations known as the "animal rule" to obtain approval for our biodefense drug candidates. The animal rule permits the use of animal efficacy studies together with human clinical safety trials to support an application for marketing approval. These regulations are relatively new, and we have limited experience in the application of these rules to the drug candidates that we are developing. It is possible that results from these animal efficacy studies may not be predictive of the actual efficacy of our drug candidates in humans. If we are not successful in completing the development and commercialization of our drug candidates, our business could be harmed.

We will not be able to commercialize our drug candidates if our pre-clinical development efforts are not successful, our clinical trials do not demonstrate safety or our clinical trials or animal studies do not demonstrate efficacy.

Before obtaining regulatory approval for the sale of our drug candidates, we must conduct extensive pre-clinical development, clinical trials to demonstrate the safety of our drug candidates and clinical or animal trials to demonstrate the efficacy of our drug candidates. Pre-clinical and clinical testing is expensive, difficult to design and implement, can take many years to complete and is uncertain as to outcome. Success in pre-clinical testing and early clinical trials does not ensure that later clinical trials or animal efficacy studies will be successful, and interim results of a clinical trial or animal efficacy study do not necessarily predict final results.

A failure of one or more of our clinical trials or animal efficacy studies can occur at any stage of testing. We may experience numerous unforeseen events during, or as a result of, pre-clinical testing and the clinical trial or animal efficacy study process that could delay or prevent our ability to receive regulatory approval or commercialize our drug candidates, including:

- regulators or institutional review boards may not authorize us to commence a clinical trial or conduct a clinical trial at a prospective trial site;
- we may decide, or regulators may require us, to conduct additional preclinical testing or clinical trials, or we may abandon projects that we expect to be promising, if our pre-clinical tests, clinical trials or animal efficacy studies produce negative or inconclusive results;
- we might have to suspend or terminate our clinical trials if the participants are being exposed to unacceptable health risks;
- regulators or institutional review boards may require that we hold, suspend or terminate clinical development for various reasons, including noncompliance with regulatory requirements;
- the cost of our clinical trials could escalate and become cost prohibitive;
- any regulatory approval we ultimately obtain may be limited or subject to restrictions or post-approval commitments that render the product not commercially viable;
- we may not be successful in recruiting a sufficient number of qualifying subjects for our clinical trials; and
- the effects of our drug candidates may not be the desired effects or may include undesirable side effects or the drug candidates may have other unexpected characteristics.

We are in various stages of product development and there can be no assurance of successful commercialization.

In general, our research and development programs are at an early stage of development. To obtain FDA approval for our biological warfare defense products we will be required to perform at least one animal efficacy model and provide animal and human safety data. Our other products will be subject to the usual FDA regulatory requirements which include a number of phases of testing in humans.

The FDA has not approved any of our biopharmaceutical product candidates. Any drug candidate we develop will require significant additional research and development efforts, including extensive pre-clinical and clinical testing and regulatory approval, prior to commercial sale. We cannot be sure our approach to drug discovery will be effective or will result in the development of any drug. We cannot predict with certainty whether any drug resulting from our research and development efforts will be commercially available within the next several years, or if they will be available at all.

Even if we receive initially positive pre-clinical or clinical results, such results do not mean that similar results will be obtained in later stages of drug development, such as additional pre-clinical testing or human clinical trials. All of our potential drug candidates are prone to the risks of failure inherent in pharmaceutical product development, including the possibility that none of our drug candidates will or can:

- be safe, non-toxic and effective;
- otherwise meet applicable regulatory standards;
- receive the necessary regulatory approvals;
- develop into commercially viable drugs;
- be manufactured or produced economically and on a large scale;
- be successfully marketed;
- be reimbursed by government and private insurers; and
- achieve customer acceptance.

In addition, third parties may preclude us from marketing our drugs through enforcement of their proprietary rights that we are not aware of, or third parties may succeed in marketing equivalent or superior drug products. Our failure to develop safe, commercially viable drugs would have a material adverse effect on our business, financial condition and results of operations.

Risks Related to Commercialization

Because we must obtain regulatory clearance or otherwise operate under strict legal requirements in order to test and market our products in the U. S., we cannot predict whether or when we will be permitted to commercialize our products.

A pharmaceutical product cannot generally be marketed in the U.S. until it has completed rigorous pre-clinical testing and clinical trials and an extensive regulatory clearance process implemented by the FDA. Pharmaceutical products typically take many years to satisfy regulatory requirements and require the expenditure of substantial resources depending on the type, complexity and novelty of the product and its intended use.

Before commencing clinical trials in humans, we must submit and receive clearance from the FDA by means of an IND application. Institutional review boards and the FDA oversee clinical trials and such trials:

- must be conducted in conformance with the FDA regulations;
- must meet requirements for institutional review board oversight;
- must meet requirements for informed consent;
- must meet requirements for good clinical and manufacturing practices;
- are subject to continuing FDA oversight;
- may require large numbers of test subjects; and
- may be suspended by us or the FDA at any time if it is believed that the subjects participating in these trials are being exposed to unacceptable health risks or if the FDA finds deficiencies in any of the Company's IND applications or the conduct of these trials.

Before receiving FDA clearance to market a product in the absence of a medical or public health emergency, we must demonstrate that the product is safe and effective on the patient population that will be treated. Data we obtain from pre-clinical and clinical activities are susceptible to varying interpretations that could delay, limit or prevent regulatory clearances. Additionally, we have limited experience in conducting and managing the clinical trials and manufacturing processes necessary to obtain regulatory clearance.

If full regulatory clearance of a product is granted, this clearance will be limited only to those states and conditions for which the product is demonstrated through clinical trials to be safe and efficacious. We cannot ensure that any compound developed by us, alone or with others, will prove to be safe and efficacious in clinical trials and will meet all of the applicable regulatory requirements needed to receive full marketing clearance.

The biopharmaceutical market in which we compete and will compete is highly competitive.

The biopharmaceutical industry is characterized by rapid and significant technological change. Our success will depend on our ability to develop and apply our technologies in the design and development of our product candidates and to establish and maintain a market for our product candidates. There also are many companies, both public and private, including major pharmaceutical and chemical companies, specialized biotechnology firms, universities and other research institutions engaged in developing pharmaceutical and biotechnology products. Many of these companies have substantially greater financial, technical, research and development resources, and human resources than us. Competitors may develop products or other technologies that are more effective than any that are being developed by us or may obtain FDA approval for products more rapidly than us. If we commence commercial sales of products, we still must compete in the manufacturing and marketing of such products, areas in which we have no experience. Many of these companies also have manufacturing facilities and established marketing capabilities that would enable such companies to market competing products through existing channels of distribution. Three companies with similar profiles are VaxGen, Inc., which is developing vaccines against anthrax, smallpox and HIV/AIDS; Avant Immunotherapeutics, Inc., which has vaccine programs for agents of biological warfare; and Chimerix, Inc., which is developing an alternative smallpox therapeutic.

Our potential products may not be acceptable in the market or eligible for third-party reimbursement resulting in a negative impact on our future financial results.

Any product we develop may not achieve market acceptance. The degree of market acceptance of any of our products will depend on a number of factors, including:

- the establishment and demonstration in the medical community of the clinical efficacy and safety of such products;
- the potential advantage of such products over existing treatment methods;
- the cost of our products relative to their perceived benefits; and
- reimbursement policies of government and third-party payors.

Physicians, patients or the medical community in general may not accept or utilize any product we may develop. Our ability to generate revenues and income with respect to drugs, if any, developed through the use of our technology will depend, in part, upon the extent to which reimbursement for the cost of such drugs will be available from third-party payors, such as government health administration authorities, private healthcare insurers, health maintenance organizations, pharmacy benefits management companies and other organizations. Third-party payors are increasingly disputing the prices charged for pharmaceutical products. If third-party reimbursement was not available or sufficient to allow profitable price levels to be maintained for drugs we develop, it could adversely affect our business.

If our products harm people, we may experience product liability claims that may not be covered by insurance.

We face an inherent business risk of exposure to potential product liability claims in the event that drugs we develop are alleged to cause adverse effects on patients. Such risk exists for products being tested in human clinical trials, as well as products that receive regulatory approval for commercial sale. We have obtained and intend to keep in place product liability insurance with respect to drugs we develop. However, we may not be able to obtain such insurance. Even if such insurance is obtainable, it may not be available at a reasonable cost or in a sufficient amount to protect us against liability.

We may be required to perform additional clinical trials or change the labeling of our products if we or others identify side effects after our products are on the market, which could harm sales of the affected products.

If we or others identify side effects after any of our products are on the market, or if manufacturing problems occur:

- regulatory approval may be withdrawn;
- reformulation of our products, additional clinical trials, changes in labeling of our products may be required;
- changes to or re-approvals of our manufacturing facilities may be required;
- sales of the affected products may drop significantly;
- our reputation in the marketplace may suffer; and
- lawsuits, including class action suits, may be brought against us.

Any of the above occurrences could harm or prevent sales of the affected products or could increase the costs and expenses of commercializing and marketing these products.

Healthcare reform and controls on healthcare spending may limit the price we charge for any products and the amounts that we can sell.

The U.S. government and private insurers have considered ways to change, and have changed, the manner in which healthcare services are provided in the U.S. Potential approaches and changes in recent years include controls on healthcare spending and the creation of large purchasing groups. In the future, the U.S. government may institute further controls and limits on healthcare spending, including through the Medicare and Medicaid programs. These controls and limits might affect the payments we could collect from sales of any products. Uncertainties regarding future healthcare reform and private market practices could adversely affect our ability to sell any of our products profitably in the U.S. At present, we do not foresee any change in FDA regulatory policies that would adversely affect our development programs.

Laws and regulations governing international operations may preclude us from developing, manufacturing and selling certain product candidates outside of the United States and require us to develop and implement costly compliance programs.

As we continue to expand our operations outside of the United States, we must comply with numerous laws and regulations relating to international business operations. The creation and implementation of international business practices compliance programs is costly and such programs are difficult to enforce, particularly where reliance on third parties is required.

The Foreign Corrupt Practices Act, or FCPA, prohibits any U.S. individual or business from paying, offering, or authorizing payment or offering of anything of value, directly or indirectly, to any foreign official, political party or candidate for the purpose of influencing any act or decision of the foreign entity in order to assist the individual or business in obtaining or retaining business. The FCPA also obligates companies whose securities are listed in the United States to comply with certain accounting provisions requiring the company to maintain books and records that accurately and fairly reflect all transactions of the corporation, including international subsidiaries, and to devise and maintain an adequate system of internal accounting controls for international operations. The anti-bribery provisions of the FCPA are enforced primarily by the U.S. Department of Justice. The SEC is involved with enforcement of the books and records provisions of the FCPA.

Compliance with the FCPA is expensive and difficult, particularly in countries in which corruption is a recognized problem. In addition, the FCPA presents particular challenges in the pharmaceutical industry, because, in many countries, hospitals are operated by the government, and doctors and other hospital employees are considered foreign officials. Certain payments to hospitals in connection with clinical studies and other work have been deemed to be improper payments to government officials and have led to FCPA enforcement actions.

Various laws, regulations and executive orders also restrict the use and dissemination outside of the United States, or the sharing with certain non-U.S. nationals, of information classified for national security purposes, as well as certain products and technical data relating to those products. Our expanding presence outside of the United States will require us to dedicate additional resources to compliance with these laws, and these laws may preclude us from developing, manufacturing, or selling certain products and product candidates outside of the United States, which could limit our growth potential and increase our development costs.

The failure to comply with laws governing international business practices may result in substantial penalties, including suspension or debarment from government contracting. Violation of the FCPA can result in significant civil and criminal penalties. Indictment alone under the FCPA can lead to suspension of the right to do business with the U.S. government until the pending claims are resolved. Conviction of a violation of the FCPA can result in long term disqualification as a government contractor. The termination of a government contract or relationship as a result of our failure to satisfy any of our obligations under laws governing international business practices would have a negative impact on our operations and harm our reputation and ability to procure government contracts. The SEC also may suspend or bar issuers from trading securities on United States exchanges for violations of the FCPA’s accounting provisions.

Risks Related to Manufacturing and Manufacturing Facilities

Problems related to large-scale commercial manufacturing could cause us to delay product launches or experience shortages of products.

Our drug candidates require several manufacturing steps, and may involve complex techniques to assure quality and sufficient quantity, especially as the manufacturing scale increases. Our products must be made consistently and in compliance with a clearly defined manufacturing process. Accordingly, it is essential to be able to validate and control the manufacturing process to assure that it is reproducible. Slight deviations anywhere in the manufacturing process, including obtaining materials, filling, labeling, packaging, storage and shipping and quality control and testing, some of which all pharmaceutical companies, including SIGA, experience from time to time, may result in lot failures, delay in the release of lots, product recalls or spoilage. We will not be able to sell any lot that fails to satisfy release testing specifications.

If third parties do not manufacture our drug candidates or products in sufficient quantities and at an acceptable cost or in compliance with regulatory requirements and specifications, the development and commercialization of our drug candidates could be delayed, prevented or impaired.

We currently rely on third parties to manufacture drug candidates that we require for pre-clinical and clinical development. In addition, we indicated in our response to the BARDA Smallpox RFP that we intend to manufacture ST-246® using contract manufacturers. Any significant delay in obtaining adequate supplies of our drug candidates could adversely affect our ability to develop or commercialize these drug candidates. We expect that we will rely on third parties for a portion of the manufacturing process for commercial supplies of drug candidates that we successfully develop. If our contract manufacturers are unable to scale-up production to generate enough materials for commercial launch, the success of those products may be jeopardized. Our current and anticipated future dependence upon others for the manufacture of our drug candidates may adversely affect our ability to develop drug candidates and commercialize any product that receives regulatory approval on a timely and competitive basis.

We currently rely on third parties to demonstrate regulatory compliance and for quality assurance with respect to the drug candidates manufactured for us. We intend to continue to rely on these third parties for these purposes with respect to production of commercial supplies of drugs that we successfully develop. Manufacturers are subject to ongoing, periodic, unannounced inspection by the FDA and corresponding state and foreign agencies or their designees to ensure strict compliance with applicable regulations.

We cannot be certain that our present or future manufacturers will be able to comply with these regulations and other FDA regulatory requirements or similar regulatory requirements outside the U.S. While our contracts call for compliance with all applicable regulatory requirements, we do not control compliance by these manufacturers with these regulations and standards. If we or these third parties fail to comply with applicable regulations, sanctions could be imposed on us, which could significantly and adversely affect supplies of our drug candidates.

Our activities may involve hazardous materials, use of which may subject us to environmental regulatory liabilities.

Our biopharmaceutical research and development sometimes involves the controlled use of hazardous and radioactive materials and biological waste. We are subject to federal, state and local laws and regulations governing the use, manufacture, storage, handling and disposal of these materials and certain waste products. Although we believe that our safety procedures for handling and disposing of these materials comply with legally prescribed standards, the risk of accidental contamination or injury from these materials cannot be completely eliminated. In the event of an accident, we could be held liable for damages, and this liability could exceed our resources. The research and development activities of our company do not produce any unusual hazardous products. We do use small amounts of radioactive isotopes commonly used in pharmaceutical research, which are stored, used and disposed of in accordance with Nuclear Regulatory Commission regulations. We maintain liability insurance in the amount of approximately $5,000,000 and we believe this should be sufficient to cover any contingent loss.

We believe that we are in compliance in all material respects with applicable environmental laws and regulations and currently do not expect to make material additional capital expenditures for environmental control facilities in the near term. However, we may have to incur significant costs to comply with current or future environmental laws and regulations.

Risks Related to Sales of Biodefense Products to the U.S. Government

Our business could be adversely affected by a negative audit by the U.S. government.

U.S. government agencies such as the Defense Contract Audit Agency (the “DCAA”), routinely audit and investigate government contractors. These agencies review a contractor’s performance under its contracts, cost structure and compliance with applicable laws, regulations and standards.

The DCAA also reviews the adequacy of, and a contractor’s compliance with, its internal control systems and policies, including the contractor’s purchasing, property, estimating, compensation and management information systems. Any costs found to be improperly allocated to a specific contract will not be reimbursed, while such costs already reimbursed must be refunded. If an audit uncovers improper or illegal activities, we may be subject to civil and criminal penalties and administrative sanctions, including:

- termination of contracts;
- forfeiture of profits;

- suspension of payments;
- fines; and
- suspension of prohibition from doing business with the U.S. government.

In addition, we could suffer serious reputational harm if allegations of impropriety were made against us.

We may be subject to sanction for past non-compliance with certain regulatory audit requirements.

In June 2009 we became aware that we did not comply with certain Department of Health and Human Services ("DHHS") regulations requiring the submission of yearly audited statements to the Office of the Inspector General ("OIG") Office of Audit Services. On September 30, 2009, we submitted the required audits and related statements to the OIG Office of Audit Services. We have asked that the OIG not take any enforcement action in this matter. There can be no assurance that no enforcement action will be taken in this matter and, if taken, whether such enforcement action would have a material adverse impact on our operations.

Laws and regulations affecting government contracts might make it more costly and difficult for us to successfully conduct our business.

We must comply with numerous laws and regulations relating to the formation, administration and performance of government contracts, which can make it more difficult for us to retain our rights under these contracts. These laws and regulations affect how we do business with federal, state and local government agencies. Among the most significant government contracting regulations that affect our business are:

- the Federal Acquisition Regulations, and agency-specific regulations supplemental to the Federal Acquisition Regulations, which comprehensively regulate the procurement, formation, administration and performance of government contracts;
- the business ethics and public integrity obligations, which govern conflicts of interest and the hiring of former government employees, restrict the granting of gratuities and funding of lobbying activities and incorporate other requirements such as the Anti-Kickback Act and Foreign Corrupt Practices Act;
- export and import control laws and regulations; and
- laws, regulations and executive orders restricting the use and dissemination of information classified for national security purposes and the exportation of certain products and technical data.

Risks Related to Regulatory Approvals

If we are not able to obtain required regulatory approvals, we will not be able to commercialize our drug candidates, and our ability to generate revenue will be materially impaired.

Our drug candidates and the activities associated with their development and commercialization, including their testing, manufacture, safety, efficacy, recordkeeping, labeling, storage, approval, advertising, promotion, sale and distribution, are subject to comprehensive regulation by the FDA and other regulatory agencies in the United States and by comparable authorities in other countries. Failure to obtain regulatory approval for a drug candidate will prevent us from commercializing the drug candidate. We have limited experience in preparing, filing and prosecuting the applications necessary to gain regulatory approvals and expect to rely on third party contract research organizations and consultants to assist us in this process. Securing FDA approval requires the submission to the FDA of extensive pre-clinical and clinical data, information about product manufacturing processes and inspection of facilities and supporting information in order to establish the drug candidate's safety and efficacy. Our future products may not be effective, may be only moderately effective, or may prove to have significant side effects, toxicities, or other characteristics that may preclude our obtaining regulatory approval or prevent or limit commercial use.

Failure to obtain regulatory approval in international jurisdictions could prevent us from marketing our products abroad.

We intend to have our products marketed outside the United States. To market our products in the European Union and many other foreign jurisdictions, we may need to obtain separate regulatory approvals and comply with numerous and varying regulatory requirements. The approval procedure varies among countries and can involve additional testing. The time required to obtain approval may differ from that required to obtain FDA approval.

The foreign regulatory approval process may include all of the risks associated with obtaining FDA approval. We may not obtain foreign regulatory approvals on a timely basis, if at all. Approval by the FDA does not ensure approval by regulatory authorities in other countries or jurisdictions, and approval by one foreign regulatory authority does not ensure approval by regulatory authorities in other foreign countries or jurisdictions or by the FDA. We and our potential future collaborators may not be able to file for regulatory approvals and may not receive necessary approvals to commercialize our products in any market.

The Fast Track designation for ST-246® may not actually lead to a faster development or regulatory review or approval process.

We have obtained a “Fast Track” designation from the FDA for ST-246®. However, we may not experience a faster development process, review or approval compared to conventional FDA procedures. The FDA may withdraw our Fast Track designation if the FDA believes that the designation is no longer supported by data from our clinical development program. Our Fast Track designation does not guarantee that we will qualify for or be able to take advantage of the FDA’s expedited review procedures or that any application that we may submit to the FDA for regulatory approval will be accepted for filing or ultimately approved.

Risks Related to Our Dependence on Third Parties

If third parties on whom we rely for clinical trials or certain animal trials do not perform as contractually required or as we expect, we may not be able to obtain regulatory approval for or commercialize our drug candidates and our business may suffer.

We do not have the ability to independently conduct the clinical trials, and certain animal trials, required to obtain regulatory approval for our products. We depend on independent investigators, contract research organizations and other third party service providers to conduct trials of our drug candidates and expect to continue to do so. We rely heavily on these third parties for successful execution of our trials, but do not exercise day-to-day control over their activities. We are responsible for ensuring that each of our trials is conducted in accordance with the general investigational plan and protocols for the trial. Moreover, the FDA requires us to comply with standards, commonly referred to as Good Clinical Practices, for conducting and recording and reporting the results of clinical trials to assure that data and reported results are credible and accurate and that the rights, integrity and confidentiality of trial participants are protected.

Our reliance on third parties that we do not control does not relieve us of these responsibilities and requirements. Third parties may not complete activities on schedule, or may not conduct our trials in accordance with regulatory requirements or our stated protocols. The failure of these third parties to carry out their obligations could delay or prevent the development, approval and commercialization of our drug candidates.

Risks Related to Our Intellectual Property

Our ability to compete may decrease if we do not adequately protect our intellectual property rights.

Our commercial success will depend in part on our ability to obtain and maintain patent protection for our proprietary technologies, drug targets and potential products and to effectively preserve our trade secrets. Because of the substantial length of time and expense associated with bringing potential products through the development and regulatory clearance processes to reach the marketplace, the pharmaceutical industry places considerable importance on obtaining patent and trade secret protection. The patent positions of pharmaceutical and biotechnology companies can be highly uncertain and involve complex legal and factual questions. No consistent policy regarding the breadth of claims allowed in biotechnology patents has emerged to date. Accordingly, we cannot predict the type and breadth of claims allowed in these patents.

We have a nonexclusive license from Washington University with respect to one issued U.S. patent. We are also exclusive owner of six U.S. patents and eleven U.S. patent applications. We are also the exclusive owner of two U.S. provisional patent applications. The issued patents have varying lives.

We included a summary of our patent positions as of December 31, 2009 in Part I, Item 1 of the 2009 Annual Report on Form 10-K.

We also rely on trade secrets, know-how, continuing technological innovation and licensing opportunities. In an effort to maintain the confidentiality and ownership of trade secrets and proprietary information, we require our employees, consultants and some collaborators to execute confidentiality and invention assignment agreements upon commencement of a relationship with us. These agreements may not provide meaningful protection for our trade secrets, confidential information or inventions in the event of unauthorized use or disclosure of such information, and adequate remedies may not exist in the event of such unauthorized use or disclosure.

If our technologies are alleged or found to infringe the patents or proprietary rights of others, we may be sued, we may have to pay damages or be barred from pursuing a technology, or we may have to license those rights to or from others on unfavorable terms. Even if we prevail, such litigation may be costly.

Our commercial success will depend significantly on our ability to operate without infringing the patents or proprietary rights of third parties. Our technologies, or the technologies of third parties on which we may depend, may infringe the patents or proprietary rights of others. If there is an adverse outcome in any dispute concerning rights to these technologies, then we could be subject to significant liability, required to license disputed rights from or to other parties and/or required to cease using a technology necessary to carry out our research, development and commercialization activities. At present, we are unaware of any patent infringement claim relating to any of our products that is likely to be asserted.

The costs to establish or defend against claims of infringement or interference with patents or other proprietary rights can be expensive and time-consuming, even if the outcome is favorable. An outcome of any patent or proprietary rights administrative proceeding or litigation that is unfavorable to us may have a material adverse effect on us. We could incur substantial costs if we are required to defend ourselves in suits brought by third parties or if we initiate such suits. We may not have sufficient funds or resources in the event of litigation. Additionally, we may not prevail in any such action.

Any dispute resulting from claims based on patents and proprietary rights could result in a significant reduction in the coverage of the patents or proprietary rights owned, optioned by or licensed to us and limit our ability to obtain meaningful protection for our rights. If patents are issued to third parties that contain competitive or conflicting claims, we may be legally prohibited from researching, developing or commercializing potential products or be required to obtain licenses to these patents or to develop or obtain alternative technology. We may be legally prohibited from using technology owned by others, may not be able to obtain any license to the patents or technologies of third parties on acceptable terms, if at all, or may not be able to obtain or develop alternative technologies.

In December 2006, PharmAthene, Inc. (“PharmAthene”) filed an action against us in the Delaware Court of Chancery captioned PharmAthene, Inc. v. SIGA Technologies, Inc., C.A. No. 2627-N. In its amended complaint, PharmAthene asks the Court to order us to enter into a license agreement with PharmAthene with respect to ST-246®, as well as issue a declaration that we are obliged to execute such a license agreement, and award damages resulting from our supposed breach of that obligation. PharmAthene also alleges that we breached an obligation to negotiate such a license agreement in good faith, as well as seeks damages for promissory estoppel and unjust enrichment based on supposed information, capital and assistance that PharmAthene allegedly provided to us during the negotiation process. In January 2008, the Court of Chancery denied our motion to dismiss the original complaint, and discovery proceeded. In May 2009, PharmAthene amended its complaint with respect to its claim for breach of an obligation to negotiate in good faith, and we filed our answer to the amended complaint and counterclaim denying the new claim and asserting defenses.

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PharmAthene has submitted an expert report asserting several alternative theories of damages, including amounts in a wide range of up to one billion dollars. We believe that the expert's damages analyses are flawed and methodologically unsound. We also continue to believe that we have meritorious defenses to the claims. No trial date has been set. It is not currently possible to estimate a range of loss, if any.

In addition, like many biopharmaceutical companies, we may from time to time hire scientific personnel formerly employed by other companies involved in one or more areas similar to the activities conducted by us. It is possible that we and/or these individuals may be subject to allegations of trade secret misappropriation or other similar claims as a result of their prior affiliations.

Other Risks

We may have difficulty managing our growth.

We might experience growth in the number of our employees and the scope of our operations. This potential future growth could place a significant strain on our management and operations. Our ability to manage this potential growth will depend upon our ability to broaden our management team and our ability to attract, hire and retain skilled employees. Our success will also depend on the ability of our officers and key employees to continue to implement and improve our operational and other systems and to hire, train and manage our employees.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

There are no changes to this section as disclosed in our Annual Report on Form 10-K for the year ended December 31, 2009.

Item 3. Legal Proceedings

There are no changes to this section as disclosed in our Annual Report on Form 10-K for the year ended December 31, 2009.

Item 4. Reserved

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

There are no changes to this section as disclosed in our Annual Report on Form 10-K for the year ended December 31, 2009.

Item 6. Restated Selected Financial Data (in thousands, except share and per share data)

As discussed in the Explanatory Note to this Amended Filing, the Company is amending and restating its audited consolidated financial statements and related disclosures for the years ended December 31, 2009 and December 31, 2008, as included in this Item, as well as selected consolidated financial data (excluding footnotes) in each of the quarterly periods from June 30, 2008 through December 31, 2009 included in Item 8 – "Restated Financial Statements and Supplementary Data."

The selected financial data for the five fiscal years ended December 31, 2009 were derived from financial information including our restated audited consolidated financial statements. The following table should be read in conjunction with Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operations" and Item 8 "Restated Financial Statements and Supplementary Data."

The year ended December 31,	Revenues	Selling, general and administrative	Research and development	Patent preparation fees
2009	$ 13,812	$ 7,533	$ 17,423	$ 734
2008	8,066	4,608	11,613	582
2007	6,699	3,704	9,943	515
2006	7,258	4,624	9,149	295
2005	8,477	2,481	8,295	232

The year ended December 31,	Operating loss	Net loss	Net loss per share: basic and diluted	Weighted average shares outstanding: basic and diluted
2009	$ (11,879)	$ (19,400) *	$ (0.52) *	37,463,255
2008	(8,737)	(10,153) *	(0.29) *	34,732,625
2007	(7,463)	(5,639)	(0.17)	33,330,814
2006	(6,810)	(9,899)	(0.35)	28,200,130
2005	(2,532)	(2,288)	(0.09)	24,824,824

As of and for the year ended December 31,	Total assets	Cash and cash equivalents	Long term obligations	Total stockholders' equity	Net cash used in operating activities
2009	$ 25,915	$ 14,496	$ 9,734 *	$ 7,152*	$ (8,471)
2008	8,797	2,322	4,477 *	1*	(7,198)
2007	10,589	6,832	3,243	5,228	(5,448)
2006	14,028	10,640	4,696	7,282	(4,438)
2005	6,132	1,772	642	3,231	(1,392)

* Represents amounts that have been restated; refer to Note 3 to the Consolidated Financial Statements for further detail.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion should be read in conjunction with our restated consolidated financial statements and notes to those statements and other financial information appearing elsewhere in this Annual Report. In addition to historical information, the following discussion and other parts of this Annual Report contain forward-looking information that involves risks and uncertainties.

Restatement

As discussed in the Explanatory Note to this Amended Filing, the Company is amending and restating its audited consolidated financial statements and related disclosures for the years ended December 31, 2009 and December 31, 2008, as included in Item 6 – "Restated Selected Financial Data," as well as selected consolidated financial data (excluding footnotes) in each of the quarterly periods from June 30, 2008 through December 31, 2009 included in Item 8 – "Restated Financial Statements and Supplementary Data." The Original Filing was filed with the Securities and Exchange Commission ("SEC") on March 10, 2010.

The following discussion and analysis of our financial condition and results of operations incorporates the restated amounts. For this reason, the data set forth in this section may not be comparable to discussion and data in our previously filed Annual Reports on Form 10-K for the year ended December 31, 2009.

Overview

Since our inception on December 28, 1995, SIGA has pursued the research, development and commercialization of novel products for the prevention and treatment of serious infectious diseases, including products for use in defense against biological warfare agents such as smallpox and Arenaviruses. Our lead product, ST-246®, is an orally administered antiviral drug that targets orthopox viruses. In December 2006 the FDA granted Orphan Drug designation to ST-246® for the prevention and treatment of smallpox. In September 1, 2008, we were awarded a five-year, $55.0 million contract from the NIAID, to support the development of additional formulations and orthopox-related indications for ST-246, our lead orthopox drug candidate. In September 2008, we were awarded $20.0 million from the NIAID in supplemental funding to our existing $16.5 million contract, to accelerate process development related to large-scale manufacturing and packaging of ST-246® and commercial-scale validation. The term of the contract was extended through September 28, 2011. In May 2009, we submitted the BARDA Smallpox RFP, and, in June 2009, BARDA informed us that our response to the BARDA Smallpox RFP was deemed technically acceptable and in the competitive range. There can be no assurance that SIGA or any other company will receive an award pursuant to this RFP. Further, any award on this RFP would be subject to negotiation of final contract terms and specifications; thus, the final terms under any contract with BARDA may be materially different than those indicated in the RFP.

Our anti-viral programs are designed to prevent or limit the replication of the viral pathogen. As a result of the success of our efforts to develop products for use against agents of biological warfare, we have not spent significant resources to further the development of our anti-infective technologies.

Critical Accounting Estimates

The methods, estimates and judgments we use in applying our accounting policies have a significant impact on the results we report in our consolidated financial statements, which we discuss under the heading "Results of Operations" following this section of our Management's Discussion and Analysis. Some of our accounting policies require us to make difficult and subjective judgments, often as a result of the need to make estimates of matters that are inherently uncertain. Our most critical accounting estimates include the assessment of recoverability of goodwill, which could affect goodwill impairments; and the assessment of recoverability of long-lived assets, which primarily would affect operating income if an impairment exists. Below, we discuss these policies further, as well as the estimates and judgments involved. Other key accounting policies, including revenue recognition, are less subjective and involve a lower degree of estimates and judgment.

Significant Accounting Policies

The following is a brief discussion of the more significant accounting policies and methods used by us in the preparation of our consolidated financial statements. Note 2 of the Notes to the Consolidated Financial Statements includes a summary of all of the significant accounting policies.

Share-based Compensation

The Company accounts for its stock-based compensation programs under the provisions Financial Accounting Standards Board Accounting Standards Codification ("FASB ASC") 718Compensation – Stock Compensation ("ASC 718"), which requires the measurement and recognition of compensation expense for all share-based payment awards made to employees and directors including employee stock options and employee stock purchases related to the Employee Stock Purchase Plan ("employee stock purchases") based on estimated fair values. ASC 718 requires companies to estimate the fair value of share-based awards on the grant date using an option pricing model. The value of the portion of the award that is ultimately expected to vest is recorded as expense over the requisite periods in the Company's consolidated statement of operations. SIGA calculates the fair value of options awarded under its Employee Stock Purchase Plan using the Black-Scholes model with weighted average assumptions for the expected volatility, risk-free interest rate, expected holding period, and dividend yield. It is reasonably likely that future assumptions may change, in which case the fair value of future option awards may exceed or fall short of historical calculated fair values.

Fair value of financial instruments

The carrying value of cash and cash equivalents, accounts receivables, short-term investments, accounts payable and accrued expenses approximates fair value due to the relatively short maturity of these instruments. Common stock warrants, which are classified as liabilities under the provisions of FASB ASC 815 Derivatives and Hedging ("ASC 815"), are recorded at their fair market value as of each reporting period.

The Company applies FASB ASC 820 Fair Value Measurements and Disclosures ("ASC 820") for financial assets and liabilities that are required to be measured at fair value, and non-financial assets and liabilities that are not required to be measured at fair value on a recurring basis.

ASC 820 provides that the measurement of fair value requires the use of techniques based on observable and unobservable inputs. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect our market assumptions. The inputs create the following fair value hierarchy:

- Level 1 – Quoted prices for identical instruments in active markets.
- Level 2 – Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations where inputs are observable or where significant value drivers are observable.
- Level 3 – Instruments where significant value drivers are unobservable to third parties.

SIGA uses model-derived valuations where inputs are observable in active markets to determine the fair value of certain common stock warrants on a recurring basis and classify such warrants in Level 2. At December 31, 2009 and December 31, 2008, the fair value of such warrants was as follows:

	2009 (Restated)	2008 (Restated)
Common stock warrants classified as current liabilities	$ 3,260,000	$ -
Common stock warrants classified as long term liabilities	9,733,870	4,476,770
Total	$ 12,993,870	$ 4,476,770

ASC 820-10 applies to non-financial assets and non-financial liabilities measured on a nonrecurring basis and was effective January 1, 2009. The adoption of this standard had no impact on the Company in 2009.

As of December 31, 2009 the Company held approximately $5.0 million in United States Treasury Bills, classified as a Level 1 security. SIGA does not hold any Level 3 securities.

Revenue Recognition

The Company recognizes revenue from contract research and development and research progress payments in accordance FASB ASC 605 Revenue Recognition, ("ASC 605"). In accordance with ASC 605, revenue is recognized when persuasive evidence of an arrangement exists, delivery has occurred, the fee is fixed and determinable, collectability is reasonably assured, contractual obligations have been satisfied and title and risk of loss have been transferred to the customer. The Company recognizes revenue from non-refundable up-front payments, not tied to achieving a specific performance milestone, over the period which the Company is obligated to perform services or based on the percentage of costs incurred to date, estimated costs to complete and total expected contract revenue. Payments for development activities are recognized as revenue is earned, over the period of effort. Substantive at-risk milestone payments, which are based on achieving a specific performance milestone, are recognized as revenue when the milestone is achieved and the related payment is due, providing there is no future service obligation associated with that milestone. In situations where the Company receives payment in advance of the performance of services, such amounts are deferred and recognized as revenue as the related services are performed.

Goodwill

Goodwill is recorded when the purchase price paid for an acquisition exceeds the estimated fair value of the net identified tangible and intangible assets acquired.

The Company evaluates goodwill for impairment annually, in the fourth quarter of each year. In addition, the Company would test goodwill for recoverability between annual evaluations whenever events or changes in circumstances indicate that the carrying amounts may not be recoverable. Examples of such events could include a significant adverse change in legal matters, liquidity or in the business climate, an adverse action or assessment by a regulator or government organization, loss of key personnel, or new circumstances that would cause an expectation that it is more likely than not that we would sell or otherwise dispose of a reporting unit. Goodwill impairment is determined using a two-step approach in accordance with FASB ASC 350-20 Intangibles - Goodwill and Other – Goodwill. The impairment review process compares the fair value of the reporting unit in which goodwill resides to its carrying value. In 2009, the Company operated as one business and one reporting unit. Therefore, the goodwill impairment analysis was performed on the basis of the Company as a whole using the market capitalization of the Company as an estimate of its fair value. In the past, our market capitalization has been significantly in excess of the Company's carrying value. It is reasonably likely that the future market capitalization of SIGA may exceed or fall short of our current market capitalization, in which case a different amount for potential impairment would result. The use of the discounted expected future cash flows to evaluate the fair value of the Company as a whole is will possibly produce different results than the Company's market capitalization.

Cumulative Effect of Changes in Accounting Principles

On January 1, 2009, the Company adopted the provisions of Financial Accounting Standards Board ("FASB") ASC 815-40, Derivatives and Hedging – Contracts in Entity's Own Equity ("ASC 815-40"). In accordance with ASC 815-40, the cumulative effect of the change in accounting principle recorded by SIGA in connection with certain warrants to acquire shares of the Company's common stock (see Note 5), was recognized by SIGA as an adjustment to the opening balance of retained earnings as summarized in the following table:

	As reported on December 31, 2008 (Restated)	As adjusted on January 1, 2009 (Restated)	Effect of change in accounting principle
Common stock warrants	$ -	$ 2,710,000	$ 2,710,000
Accumulated deficit	(72,158,791)	(74,868,791)	(2,710,000)

Recent accounting pronouncements

In September 2009, the FASB issued ASU 2009-13, Multiple Element Arrangements ("ASU 2009-13"). ASU 2009-13 addresses the determination of when the individual deliverables included in a multiple arrangement may be treated as separate units of accounting. ASU 2009-13 also modifies the manner in which the transaction consideration is allocated across separately identified deliverables and establishes definitions for determining fair value of elements in an arrangement. This standard must be adopted by us for new arrangements and material modifications to existing arrangements no later than January 1, 2011 with earlier adoption permitted. We are currently evaluating the impact, if any, that this standard update will have on our consolidated financial statements.

Results of Operations

The following table sets forth certain consolidated statements of income data as a percentage of net revenue for the periods indicated:

	2009	2008	2007
Revenue	100%	100%	100%
Selling, general and administrative	55%	57%	55%
Research and development	126%	144%	148%
Patent preparation fees	5%	7%	8%
Operating loss	86%	108%	111%

Years ended December 31, 2009, 2008, and 2007.

Revenues from research and development contracts and grants for the years ended December 31, 2009 and 2008, were $13.8 million and $8.1 million, respectively. The increase of $5.7 million, or 71.2%, is mainly due to an increase of $4.2 million in revenue recognized from our existing program for the large-scale manufacturing and packaging of ST-246®. Revenue recognized from our $55 million contract with the NIH to support the development of additional formulations and orthopox-related indications of ST-246® increased by $1.5 million.

Revenues from research and development contracts and grants for the years ended December 31, 2008 and 2007, were $8.1 million and $6.7 million, respectively. The increase of $1.4 million or 20.4% in revenue recorded for the year ended December 31, 2008 reflects an increase of $3.0 million in revenues recognized from grants and contracts with the NIH supporting our lead programs. Revenue recognized from our programs with the USAF was $38,000 and $1.9 million for the years ended December 31, 2008 and 2007, respectively. In 2008, we completed our two, one-year programs with the USAF.

Selling, General and Administrative expenses (“SG&A”) for the years ended December 31, 2009 and 2008 were $7.5 million and $4.6 million, respectively, reflecting an increase of approximately $2.9 million or 63.5%. Higher SG&A expenses were mainly due to an increase of $204,000 in accounting services resulting from additional governmental audits, an increase of $998,000 in stock based compensation charges, a $71,000 increase in insurance premiums, an increase of $133,000 in foreign and public relations consulting, and an increase of $1.3 million in general corporate and litigation legal support.

Selling, General and Administrative expenses for the years ended December 31, 2008 and 2007 were $4.6 million and $3.7 million, respectively. The increase of $900,000 or 24% is due to an increase of $456,000 in legal fees attributed to litigation support, an increase of $83,000 in insurance costs, an increase of $230,000 in non-cash compensation recorded in accordance with ASC 718, and an increase of $71,000 in business development costs incurred in the current period.

Research and development (“R&D”) expenses were $17.4 million for the year ended December 31, 2009, an increase of $5.8 million or 50% from the $11.6 million incurred during the year ended December 31, 2008. Expenditures related to the manufacturing, packaging, and stability of ST-246® increased $3.3 million. Other costs related ST-246® as well as the development of our other lead drug candidates increased $1.2 million from the prior year. Employee compensation expenses increased $978,000 mainly due to the hiring of additional expert R&D and support personnel. As of December 31, 2009 and 2008, the Company had 49 and 36 full time R&D employees, respectively.

Research and development ("R&D") expenses for the years ended December 31, 2008 and 2007 were $11.6 million and $9.9 million, respectively. The increase of $1.7 million or 17% is mainly due to higher expenditures related to clinical and pre-clinical testing of our lead drug candidates, which increased $1.7 million from the prior year. Employee related expenses for the year ended December 31, 2008 increased $674,000 from the prior year, reflecting a transition to highly specialized workforce and an increase in non-cash stock based compensation expense. Travel expenses for the year ended December 31, 2008 increased $148,000 from the prior year. These increases were offset by a decline of $790,000 in depreciation and amortization mainly related to fully depreciated leasehold improvements and fully amortized intangible assets; and a decline of $324,000 in expenditures related to our agreements with the USAF, which were completed during 2008.

During the years ended December 31, 2009, 2008, and 2007, we spent $10.9 million, $5.4 million, and $3.2 million, respectively, on the development of ST-246®. During the year ended December 31, 2009, we spent $1.5 million on internal human resources dedicated to the drug's development and $9.4 million mainly on packaging and manufacturing. During the year ended December 31, 2008, we spent $1.2 million on internal human resources dedicated to the drug's development and $4.2 million mainly on clinical trials and manufacturing. For the year ended December 31, 2007, we spent $924,000 on internal human resources and $2.24 million mainly on manufacturing and clinical testing. From inception of the ST-246® development program to-date, we invested a total of $26.0 million in the program, of which $5.2 million supported internal human resources, and $20.8 million were used mainly for manufacturing, clinical and pre-clinical work. These resources reflect SIGA's research and development expenses directly related to the program. They exclude additional expenditures such as the cost to acquire the program, patent costs, allocation of indirect expenses, and the value of other services received from the NIH and the DoD.

During the years ended December 31, 2009, 2008, and 2007, we spent $384,000, $930,000, and $1.3 million, respectively, to support the development of ST-193, a drug candidate for Lassa fever virus, ST-294, a drug candidate for certain arenavirus pathogens, and other drug candidates for hemorrhagic fevers. During the year ended December 31, 2009, we invested $155,000 in internal human resources dedicated to the development of these drugs, and $228,000 mainly to support the testing of chemical compounds. During the year ended December 31, 2008, we invested $254,000 in internal human resources dedicated to the development of these drugs, and $676,000 mainly to support pre-clinical testing. For the year ended December 31, 2007, we spent $227,000 on internal human resources and $1.1 million mainly on pre-clinical testing. From inception of our programs to develop ST-193, ST-294, and other drug candidates for hemorrhagic fevers, to-date, we spent a total of $5.9 million related to the programs, of which $2.2 million and $3.7 million were expended on internal human resources and pre-clinical work, respectively. These resources reflect SIGA's research and development expenses directly related to the programs. They exclude additional expenditures such as the cost to acquire the programs, patent costs, allocation of indirect expenses, and the value of other services received from the NIH and the DoD.

The agreements with the USAF and US Army ended in the second quarter of 2008. For the years ended December 31, 2008, and 2007, we spent $102,000, and $1.3 million, respectively, in expenses related to our USAF and US Army Agreements. For the year ended December 31, 2008, we spent $77,000 on internal human resources and $26,000 for external R&D services. During the year ended December 31, 2007, we spent $910,000 on internal human resources and $372,000 for external R&D services. Costs related to our work on the USAF Agreements from September 2005 to date were $3.4 million, of which we spent $1.8 million and $1.6 million on internal human resources and external R&D services, respectively. These resources reflect SIGA's research and development expenses directly related to these agreements. They exclude additional expenditures such as patent costs and allocation of indirect expenses.

The majority of our product programs are in the early stage of development. As a result, we cannot make reasonable estimates of the potential cost for most of our programs to be completed or the time it will take to complete the programs. Our lead product, ST-246, is an orally administered anti-viral drug that targets the smallpox virus. In December 2005, the FDA accepted our IND application for ST-246® and granted it Fast-Track status. In December 2006, the FDA granted Orphan Drug designation to ST-246, for the prevention as well as the treatment of smallpox. We expect that costs to complete the development of ST-246® for adult therapeutic use will approximate $20 million to $25 million, that the development could be completed in 18 months to 36 months, and that a New Drug Application could be filed as the development process is completed. There is a high risk of non-completion of any program, including ST-246, because of the lead time to program completion, scientific issues that may arise and uncertainty of the costs. Net cash inflow from any product developed from our programs is at least one to three years away. However, we could receive additional grants, contracts or technology licenses in the short-term. The potential cash and timing is not known and we cannot be certain if they will ever occur.

The risk of failure to complete any program is high, as each, other than our smallpox program, is in the relatively early stage of development. Products for the biological warfare defense market, such as the ST-246® smallpox anti-viral, could generate revenues in one to three years. We believe the products directed toward this market are on schedule. We expect the future research and development cost of our biological warfare defense programs to increase as potential products enter animal studies and safety testing, including human safety trials. Funds for future development will be partially paid for by NIH contracts and grants, additional government funding and from future financing. If we are unable to obtain additional federal grants and contracts or funding in the required amounts, the development timeline for these products would slow or possibly be suspended. Delay or suspension of any of our programs could have an adverse impact on our ability to raise funds in the future, enter into collaborations with corporate partners or obtain additional federal funding from contracts or grants.

Patent preparation expenses for the years ended December 31, 2009 and 2008 were $734,000 and $582,000, respectively. The increase of $153,000 or 26.2% is mainly related to our efforts to protect our lead drug candidates in expanded geographic territories.

Patent preparation expenses for the years ended December 31, 2008 and 2007 were $582,000 and $515,000, respectively. The increase of $66,000 or $12.9% is mainly due to additional filings related to our lead drug candidates.

Total operating loss for the years ended December 31, 2009 and 2008 was $11.9 million and $8.7 million, respectively. The increase of $3.2 million or 36.0% in net operating loss is a result of the continued expansion of SIGA's R&D and specialized personnel, the increase of $1.1 million in non-cash stock based compensation, and an increase of $1.3 million in general corporate and litigation related legal fees.

Total operating loss for the years ended December 31, 2008 and 2007 was $8.7 million and $7.5 million, respectively. The increase of $1.2 million or 17% in net operating loss relates mainly to the growth in SIGA's operations, including the transition to highly specialized R&D workforce, manufacturing of our lead drug candidate for testing, and clinical and pre-clinical testing of our leading programs. Our net operating loss also increased as a result of additional general corporate and litigation related legal fees.

Changes in the fair value of certain warrants to acquire common stock are recorded as gains or losses. For the years ended December 31, 2009, 2008, and 2007, we recorded a loss of $7.5 million (restated), a loss of $1.5 million (restated), and a gain of $1.4 million, respectively, reflecting changes in the fair market value of warrants and rights to purchase common stock during the respective years. The warrants and rights to purchase common stock of SIGA were recorded at fair market value and classified as liabilities.

Other income for the years ended December 31, 2009, 2008, and 2007, was $1,000, $94,000, and $394,000, respectively. Other income in 2009, 2008, and 2007 represented interest income on our cash and cash equivalents. Interest income declined as a result of lower cash balances and a decline in interest rates.

Liquidity and Capital Resources

On December 31, 2009, we had $14.5 million in cash and cash equivalents and $5.0 million in short-term investments. During the year ended December 31, 2009, we received net proceeds of $7.4 million from exercises of warrants and options to purchase shares of the Company's Common stock and net proceeds of $18.6 million, after offering related expenses, from the sale of 2,725,339 shares of common stock at $7.35 per share.

On September 23, 2009, the Company was awarded a two-year, $1.7 million grant from the NIAID of the NIH, to support the development of broad spectrum, small-molecule inhibitors of bunyaviruses. The grant was awarded under the Recovery Act.

In September 2009, SIGA received a three-year, $3.0 million Phase II grant from the NIH to fund the continued development of ST-246® treatment of smallpox vaccine-related adverse events.

Operating activities

Net cash used in operations during the years ended December 31, 2009, 2008, and 2007 was $8.5 million, $7.2 million and $5.4 million, respectively. The increase in net cash used in operations is mainly due to the use of additional cash to support the growth in SIGA's operations, including the transition to a highly specialized R&D workforce, funds used to support general corporate and litigation related legal fees, the stability, packaging, and manufacturing of ST-246®, and clinical and pre-clinical testing of our leading programs.

On December 31, 2009 and 2008, our accounts receivable balance was $2.4 million and $2.0 million, respectively. The increase in our account receivable balances reflects the expanded work performed during November and December of 2009 under our two contracts with the NIAID. Funds outstanding under these contracts were collected during January and February, 2010. Our accounts payable and accrued expenses balance was $4.2 million and $3.0 million on December 31, 2009 and 2008, respectively. The increase of $1.2 million in our accounts payable and accrued expenses balance mainly reflects the expanded work performed under our two contracts with the NIAID in November and December, 2009.

Investing activities

Capital expenditures during the years ended December 31, 2009, 2008, and 2007 were approximately $340,000 for each of 2009 and 2008, and $1.2 million in 2007. During the year ended December 31, 2009, we invested $5.0 million in U.S. Treasury bills that mature in April 2010.

Financing activities

Cash provided by financing activities was $26.0 million, $3.0 million, and $2.9 million during the years ended December 31, 2009, 2008, and 2007, respectively. During the years ended December 31, 2009 and 2008, we received net proceeds of $7.4 and $3.2 million, respectively, from exercises of options and warrants to purchase common stock.

In December 2009 we received net proceeds of $18.6 million from the sale of 2,725,339 shares of common stock, par value $0.0001 per share, for $7.35 per share, pursuant to subscription agreements with the investors who participated in the offering.

Other

On June 19, 2008, we entered into a letter agreement (the "Letter Agreement"), with MacAndrews & Forbes, LLC ("M&F"), a related party, for M&F's commitment to invest ("the Investment Commitment"), at SIGA's discretion, up to $8 million over a one-year period (the "Investment Period") in exchange for (i) SIGA common stock at per share price equal to the lesser of (A) $3.06 or (B) the average of the volume-weighted average price per share for the 5 trading days immediately preceding each funding date, and (ii) warrants to purchase 40% of the number of SIGA shares acquired by M&F, exercisable at 115% of the common stock purchase price on such funding date (the "Consideration Warrants"). The Consideration Warrants will be exercisable for up to four years following the issuance of such warrants. M&F has the option, during the Investment Period, to invest in the Company under the same investment terms (the "Investment Option").

On April 29, 2009, SIGA and M&F entered into a letter agreement (the "Extension Agreement") extending the Investment Period of the Company's Letter Agreement with M&F through June 19, 2010 and increasing the number of draws pursuant to the Investment Commitment and the Investment Option to no more than six. On April 30, 2009, we issued M&F 490,196 shares of common stock and 196,078 warrants to acquire common stock in exchange for total proceeds of $1.5 million. The warrants are exercisable until April 30, 2013, for an exercise price of $3.519 per share. On September 17, 2009 the Company issued M&F 326,797 shares of common stock and 130,719 warrants to acquire common stock in exchange for total proceeds of $1.0 million. The warrants are exercisable until September 17, 2013, for an initial exercise price of $3.519 per share. The number of shares issuable pursuant to the warrants granted under the Letter Agreement, as amended, as well as the exercise price of those warrants, may be subject to adjustment as a result of the effect of future equity issuances on certain anti-dilution provisions in the amended Letter Agreement. As of December 31, 2009, $5.5 million of the commitment remains outstanding.

We have incurred cumulative net losses and expect to incur additional losses to perform further research and development activities. We do not have commercial products and have limited capital resources. We will need additional funds to complete the development of our products. Our plans with regard to these matters include continued development of our products as well as seeking additional capital through a combination of collaborative agreements, strategic alliances, research grants, and future equity and debt financing. Although we continue to pursue these plans, there is no assurance that we will be successful in obtaining future financing on commercially reasonable terms or that we will be able to secure funding from anticipated government contracts and grants.

We believe that our existing funds combined with cash flows primarily from continuing government grants and contracts will be sufficient to support our operations for at least the next 12 months. The success of the Company is dependent upon commercializing its research and development programs and the Company's ability to obtain adequate future financing. If the Company is unable to raise adequate capital and/or achieve profitable operations, future operations might need to be scaled back or discontinued. The financial statements do not include any adjustments relating to the recoverability of the carrying amount of recorded assets and liabilities that might result from the outcome of these uncertainties.

Our technical operations are based in our research facility in Corvallis, Oregon. We continue to seek to fund a major portion of our ongoing antiviral, antibiotic and vaccine programs through a combination of government grants, contracts and strategic alliances. While we have had success in obtaining strategic alliances, contracts and grants, there is no assurance that we will continue to be successful in obtaining funds from these sources. Until additional relationships are established, we expect to continue to incur significant research and development costs and costs associated with the manufacturing of product for use in clinical trials and pre-clinical testing. It is expected that general and administrative costs, including patent and regulatory costs, necessary to support clinical trials and research and development will continue to be significant in the future. We expect to incur operating losses for the foreseeable future and there can be no assurance that we will ever achieve profitable operations.

Contractual Obligations, Commercial Commitments and Purchase Obligations

As of December 31, 2009, our purchase obligations are not material. We lease certain facilities and office space under operating leases. Our obligations under such leases do not extend past December 31, 2011. Minimum future rental commitments under operating leases having non-cancelable lease terms in excess of one year are as follows:

2010	562,808
2011	573,077
	$ 1,135,885

Off-Balance Sheet Arrangements

SIGA does not have any off-balance sheet arrangements.

Subsequent Events

The Company implemented FASB ASC 855 Subsequent Events ("ASC 855") on June 15, 2009. This standard establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued. The adoption of ASC 855 did not impact the Company's financial position or results of operations. The Company evaluated all events and transactions that occurred after December 31, 2009. During this period, the Company did not have any material recognizable or reportable subsequent events.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Our investment portfolio includes cash, cash equivalents and short-term investments. Our main investment objectives are the preservation of investment capital and the maximization of after-tax returns on our investment portfolio. We believe that our investment policy is conservative, both in the duration of our investments and the credit quality of the investments we hold. We do not utilize derivative financial instruments, derivative commodity instruments or other market risk sensitive instruments, positions or transactions to manage exposure to interest rate changes. Accordingly, we believe that, while the securities we hold are subject to changes in the financial standing of the issuer of such securities and our interest income is sensitive to changes in the general level of U.S. interest rates, we are not subject to any material risks arising from changes in interest rates, foreign currency exchange rates, commodity prices, equity prices or other market changes that affect market risk sensitive instruments.

Item 8. Restated Financial Statements and Supplementary Data

Index to the Restated Consolidated Financial Statements

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of SIGA Technologies, Inc.:

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of operations, of changes in stockholders' equity and of cash flows present fairly, in all material respects, the financial position of SIGA Technologies, Inc. and its subsidiary (the "Company") at December 31, 2009 and 2008, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2009 in conformity with accounting principles generally accepted in the United States of America. Management and we previously concluded that the Company maintained effective internal control over financial reporting as of December 31, 2009. However, management has subsequently determined that a material weakness in internal control over financial reporting, related to the accounting for certain anti-dilution provisions contained in outstanding warrant agreements, existed as of that date. Accordingly, Management's Report on Internal Control over Financial Reporting appearing under Item 9A has been restated and our present opinion on internal control over financial reporting, as presented herein, is different from that expressed in our previous report. Also in our opinion, the Company did not maintain, in all material respects, effective internal control over financial reporting as of December 31, 2009, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) because a material weakness in internal control over financial reporting relating to ensuring completeness and accuracy of anti-dilution provisions contained in outstanding warrant agreements that were not accounted for on a timely basis, existed as of that date. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the annual or interim financial statements will not be prevented or detected on a timely basis. The material weakness referred to above is described in Management's Report on Internal Control over Financial Reporting appearing under Item 9A. We considered this material weakness in determining the nature, timing, and extent of audit tests applied in our audit of the 2009 consolidated financial statements, and our opinion regarding the effectiveness of the Company's internal control over financial reporting does not affect our opinion on those consolidated financial statements. The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in management's report referred to above. Our responsibility is to express opinions on these financial statements and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and a testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

As discussed in Note 3 to the consolidated financial statements, the 2009 and 2008 consolidated financial statements have been restated to correct an error.

As discussed in Note 2 to the consolidated financial statements, the Company changed the way certain financial instruments that are settled in the Company's common stock are accounted for.

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/PRICEWATERHOUSECOOPERS LLP

New York, New York
March 9, 2010, except for the effects of the restatement discussed in Note 3 to the consolidated financial statements and the matter described in the third paragraph of management's Report on Internal Controls over Financial Reporting as to which the date is October 19, 2010.

SIGA TECHNOLOGIES, INC.
CONSOLIDATED BALANCE SHEETS

As of December 31, 2009 and 2008

	December 31, 2009 (Restated)	December 31, 2008 (Restated)
ASSETS		
Current assets		
Cash and cash equivalents	$ 14,496,313	$ 2,321,519
Short term investments	4,999,300	-
Accounts receivable	2,405,861	1,959,608
Deferred transaction costs	-	581,358
Prepaid expenses	1,585,072	1,392,607
Total current assets	23,486,546	6,255,092
Property, plant and equipment, net	1,225,656	1,360,018
Goodwill	898,334	898,334
Other assets	304,751	283,856
Total assets	$ 25,915,287	$ 8,797,300
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts payable	$ 3,458,013	$ 1,806,073
Accrued expenses and other	740,333	1,210,496
Deferred revenue	1,570,234	1,302,600
Common stock warrants	3,260,000	-
Total current liabilities	9,028,580	4,319,169
Common stock warrants	9,733,870	4,476,770
Total liabilities	18,762,450	8,795,939
Stockholders' equity		
Common stock ($.0001 par value, 100,000,000 shares authorized, 43,061,635 and 35,383,720 issued and outstanding at December 31, 2009 and December 31, 2008, respectively)	4,306	3,538
Additional paid-in capital	101,417,677	72,156,614
Accumulated deficit (See Note 2)	(94,269,146)	(72,158,791)
Total stockholders' equity	7,152,837	1,361
Total liabilities and stockholders' equity	$ 25,915,287	$ 8,797,300

The accompanying notes are an integral part of these financial statements.

SIGA TECHNOLOGIES, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS

For the Years Ended December 31, 2009, 2008 and 2007

	2009 (Restated)	2008 (Restated)	2007
Revenues			
Research and development	$ 13,811,858	$ 8,065,618	$ 6,698,717
Operating expenses			
Selling, general and administrative	7,533,167	4,608,089	3,704,058
Research and development	17,423,453	11,612,892	9,942,503
Patent preparation fees	734,165	581,548	515,263
Total operating expenses	25,690,785	16,802,529	14,161,824
Operating loss	(11,878,927)	(8,736,911)	(7,463,107)
(Increase) decrease in fair value of common stock rights and common stock warrants	(7,522,865)	(1,509,756)	1,430,301
Other income (expense), net	1,437	94,052	394,249
Net loss	$ (19,400,355)	$ (10,152,615)	$ (5,638,557)
Weighted average shares outstanding: basic and diluted	37,463,255	34,732,625	33,330,814
Net loss per share: basic and diluted	$ (0.52)	$ (0.29)	$ (0.17)

The accompanying notes are an integral part of these financial statements.

SIGA TECHNOLOGIES, INC.
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

For the Years Ended December 31, 2009, 2008 and 2007

	Common Stock Shares	Amount	Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Equity
Balance at January 1, 2007	32,452,210	$ 3,245	$ 63,646,224	$ (56,367,619)	$ 7,281,850
Issuance of common stock upon exercise of stock options and warrants	1,485,339	149	3,013,841		3,013,990
Stock based compensation			570,922		570,922
Net loss				(5,638,557)	(5,638,557)
Balance at December 31, 2007	33,937,549	$ 3,394	$ 67,230,987	$ (62,006,176)	$ 5,228,205
Issuance of common stock upon exercise of stock options and warrants	1,446,171	144	3,186,220		3,186,364
Stock based compensation			1,041,293		1,041,293
Fair value of warrants issued for financing commitment			422,331		422,331
Fair value of exercised common stock warrants			275,783		275,783
Net loss (Restated)				(10,152,615)	(10,152,615)
Balance at December 31, 2008 (Restated)	35,383,720	$ 3,538	$ 72,156,614	$ (72,158,791)	$ 1,361
Issuance of common stock upon exercise of stock options and warrants	4,952,576	495	7,419,737		7,420,232
Net proceeds from the issuance of 2,725,339 shares of common stock ($7.35 per share)	2,725,339	273	18,565,147		- 18,565,420
Stock based compensation			2,141,772		2,141,772
Fair value of exercised common stock warrants			1,715,765		1,715,765
Recognition of deferred transaction costs			(581,358)		(581,358)
Cumulative Effect of Accounting Change				(2,710,000)	(2,710,000)
Net loss (Restated)				(19,400,355)	(19,400,355)
Balance at December 31, 2009 (Restated)	43,061,635	$ 4,306	$ 101,417,677	$ (94,269,146)	$ 7,152,837

The accompanying notes are an integral part of these financial statements.

SIGA TECHNOLOGIES, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

For the Years Ended December 31, 2009, 2008 and 2007

	2009 (Restated)	2008 (Restated)	2007
Cash flows from operating activities:			
Net loss	$ (19,400,355)	$ (10,152,615)	$ (5,638,557)
Adjustments to reconcile net loss to net cash used in operating activities:			
Depreciation	475,091	459,882	1,083,705
Amortization of intangible assets	-	-	165,243
Increase (decrease) in fair value of rights and warrants	7,522,865	1,509,756	(1,430,301)
Stock based compensation	2,141,772	1,041,293	570,922
Changes in assets and liabilities:			
Accounts receivable	(446,253)	(973,119)	(369,457)
Prepaid expenses	(192,465)	(1,262,492)	10,917
Other assets	(20,895)	(22,090)	(15,565)
Deferred revenue	267,634	1,302,600	-
Accounts payable and accrued expenses	1,181,777	898,899	175,260
Net cash used in operating activities	(8,470,829)	(7,197,886)	(5,447,833)
Cash flows from investing activities:			
Capital expenditures	(340,729)	(340,222)	(1,243,068)
Purchases of short term investments	(4,999,300)	-	-
Net cash used in investing activities	(5,340,029)	(340,222)	(1,243,068)
Cash flows from financing activities:			
Net proceeds from exercise of warrants and options	7,420,232	3,186,364	3,013,990
Net proceeds from the sale of 2,725,339 shares of common stock ($7.35 per share)	18,565,420	-	-
Deferred transaction costs	-	(159,027)	-
Repayment of notes payable	-	-	(130,329)
Net cash provided by financing activities	25,985,652	3,027,337	2,883,661
Net (decrease) increase in cash and cash equivalents	12,174,794	(4,510,771)	(3,807,240)
Cash and cash equivalents at beginning of period	2,321,519	6,832,290	10,639,530
Cash and cash equivalents at end of period	$ 14,496,313	$ 2,321,519	$ 6,832,290
Cash paid for interest on notes payable	$ -	$ -	$ 10,192

The accompanying notes are an integral part of these financial statements.

SIGA TECHNOLOGIES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Organization and Basis of Presentation

Organization

SIGA Technologies, Inc. ("SIGA" or the "Company") is a bio-defense company engaged in the discovery, development and commercialization of products for use in defense against biological warfare agents such as smallpox and arenaviruses. The Company is also engaged in the discovery and development of other novel anti-infectives, vaccines, and antibiotics for the prevention and treatment of serious infectious diseases. The Company's anti-viral programs are designed to prevent or limit the replication of viral pathogens. SIGA's anti-infectives programs target the increasingly serious problem of drug resistant bacteria and emerging pathogens.

Basis of presentation

The accompanying consolidated financial statements have been prepared on a basis which assumes that the Company will continue as a going concern and which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. The Company has incurred cumulative net losses and expects to incur additional losses to perform further research and development activities. The Company does not have commercial products and has limited capital resources. Management's plans with regard to these matters include continued development of its products as well as seeking additional capital through a combination of collaborative agreements, strategic alliances, research grants, and future equity and debt financing. Although management will continue to pursue these plans, there is no assurance that the Company will be successful in obtaining future financing on commercially reasonable terms or that the Company will be able to secure funding from anticipated government contracts and grants.

Management believes that existing funds combined with cash flows primarily from continuing government grants and contracts will be sufficient to support its operations for at least 12 months. The success of the Company is dependent upon commercializing its research and development programs and the Company's ability to obtain adequate future financing. If the Company is unable to raise adequate capital and/or achieve profitable operations, future operations might need to be scaled back or discontinued. The financial statements do not include any adjustments relating to the recoverability of the carrying amount of recorded assets and liabilities that might result from the outcome of these uncertainties.

2. Summary of Significant Accounting Policies

Use of Estimates

The consolidated financial statements and related disclosures are prepared in conformity with accounting principles generally accepted in the United States of America. Management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and revenue and expenses during the period reported. These estimates include the realization of deferred tax assets, useful lives and impairment of goodwill, and tangible and intangible assets, and the value of options and warrants granted or issued by the Company. Estimates and assumptions are reviewed periodically and the effects of revisions are reflected in the financial statements in the period they are determined to be necessary. Actual results could differ from these estimates.

Cumulative Effect of Changes in Accounting Principles

On January 1, 2009, the Company adopted the provisions of Financial Accounting Standards Board ("FASB") ASC 815-40, Derivatives and Hedging – Contracts in Entity's Own Equity ("ASC 815-40"). In accordance with ASC 815-40, the cumulative effect of the change in accounting principle recorded by SIGA in connection with certain warrants to acquire shares of the Company's common stock (see Note 5), was recognized by SIGA as an adjustment to the opening balance of accumulated deficit as summarized in the following table:

	As reported on December 31, 2008 (Restated)	As adjusted on January 1, 2009 (Restated)	Effect of change in accounting principle
Common stock warrants	$ -	$ 2,710,000	$ 2,710,000
Accumulated deficit	(72,158,791)	(74,868,791)	(2,710,000)

Cash equivalents and short-term investments

Cash and cash equivalents consist primarily of cash in banks and highly liquid investments with original maturities of 90 days or less.

Highly liquid investments with maturities greater than 90 days and less than one year are classified as short-term investments. Such investments are generally money market funds, bank certificates of deposit, and U.S. Treasury bills.

As of December 31, 2009 the Company's short-term investments consisted of approximately $5.0 million invested in United States Treasury Bills with a maturity date of April 1, 2010. The Company classified this investment as available for sale. As of December 31, 2009, the unrealized gain relating to this investment was immaterial.

Concentration of credit risk

The Company has cash in bank accounts that exceed the Federal Deposit Insurance Corporation insured limits. The Company has not experienced any losses on its cash accounts. No allowance has been provided for potential credit losses because management believes that any such losses would be minimal. The Company's accounts payable consist of trade payables due to creditors.

Property, Plant and Equipment

Property, plant and equipment are stated at cost less accumulated depreciation. Depreciation is provided on the straight-line method over the estimated useful lives of the various asset classes. Estimated lives are 5 years for laboratory equipment; 3 years for computer equipment; 7 years for furniture and fixtures; and the life of the lease for leasehold improvements. Maintenance, repairs and minor replacements are charged to expense as incurred. Upon retirement or disposal of assets, the cost and related accumulated depreciation are removed from the Balance Sheet and any gain or loss is reflected in the Statement of Operations. For the years ended December 31, 2009 and 2008 accumulated depreciation was $4.5 million and $4.1 million, respectively.

Revenue Recognition

The Company recognizes revenue from contract research and development and research payments in accordance with FASB ASC 605 Revenue Recognition ("ASC 605"). In accordance with ASC 605, revenue is recognized when persuasive evidence of an arrangement exists, delivery has occurred, the fee is fixed or determinable, collectability is reasonably assured, contractual obligations have been satisfied and title and risk of loss have been transferred to the customer. The Company recognizes revenue from non-refundable up-front payments, not tied to achieving a specific performance milestone, over the period which the Company is obligated to perform services or based on the percentage of costs incurred to date, estimated costs to complete and total expected contract revenue. Payments for development activities are recognized as revenue as earned, over the period of effort. Substantive at-risk milestone payments, which are based on achieving a specific performance milestone, are recognized as revenue when the milestone is achieved and the related payment is due, providing there is no future service obligation associated with that milestone. In situations in which the Company receives payment in advance of the performance of services, such amounts are deferred and recognized as revenue as the related services are performed.

For the years ended December 31, 2009, 2008, and 2007, revenues from National Institutes of Health ("NIH") contracts and grants was 100%, 99.5%, and 71%, respectively, of total revenues recognized by the Company.

Accounts Receivable

Accounts receivable are recorded net of provisions for doubtful accounts. At December 31, 2009 and 2008, 100% and 92%, respectively, of accounts receivables represented receivables from NIH. An allowance for doubtful accounts is based on specific analysis of the receivables. At December 31, 2009, 2008, and 2007, the Company had no allowance for doubtful accounts.

Research and development

Research and development expenses include costs directly attributable to the conduct of research and development programs, including employee related costs, materials, supplies, depreciation on and maintenance of research equipment, the cost of services provided by outside contractors, and facility costs, such as rent, utilities, and general support services. All costs associated with research and development are expensed as incurred. Costs related to the acquisition of technology rights, for which development work is still in process, and that have no alternative future uses, are expensed as incurred.

Goodwill

Goodwill is recorded when the purchase price paid for an acquisition exceeds the estimated fair value of the net identified tangible and intangible assets acquired.

The Company evaluates goodwill for impairment annually, in the fourth quarter of each year. In addition, the Company would test goodwill for recoverability between annual evaluations whenever events or changes in circumstances indicate that the carrying amounts may not be recoverable. Examples of such events could include a significant adverse change in legal matters, liquidity or in the business climate, an adverse action or assessment by a regulator or government organization, loss of key personnel, or new circumstances that would cause an expectation that it is more likely than not that we would sell or otherwise dispose of a reporting unit. Goodwill impairment is determined using a two-step approach in accordance with FASB ASC 350-20 Intangibles - Goodwill and Other – Goodwill. The impairment review process compares the fair value of the reporting unit in which goodwill resides to its carrying value. The Company operates as one business and one reporting unit. Therefore, the goodwill impairment analysis was performed on the basis of the Company as a whole using the market capitalization of the Company as an estimate of its fair value.

Income taxes

Income taxes are accounted for under the asset and liability method prescribed by FASB ASC 740 Income Taxes ("ASC 740"). Deferred income taxes are recorded for temporary differences between financial statement carrying amounts and the tax basis of assets and liabilities. Deferred tax assets and liabilities reflect the tax rates expected to be in effect for the years in which the differences are expected to reverse. A valuation allowance is provided if it is more likely than not that some or the entire deferred tax asset will not be realized.

The Company applies the provisions of ASC 740 which prescribes a comprehensive model for the manner in which a company should recognize, measure, present and disclose in its financial statements all material uncertain tax positions that the Company has taken or expects to take on a tax return.

The Company has no tax positions for which it is reasonably possible that the total amounts of unrecognized tax benefits will significantly increase or decrease within twelve months from December 31, 2009. As of December 31, 2009, the only tax jurisdiction to which the Company is subject is the United States. Open tax years relate to years in which unused net operating losses were generated. Thus, the Company's open tax years extend back to 1995. In the event that the Company concludes that it is subject to interest and/or penalties arising from uncertain tax positions, the Company will present interest and penalties as a component of income taxes. No amounts of interest or penalties were recognized in the Company's Consolidated Financial Statements as of December 31, 2009 and 2008, and for each of the years in the three year period ended December 31, 2009.

Net loss per common share

The Company computes, presents and discloses earnings per share in accordance with ASC 260 Earnings Per Share ("EPS") which specifies the computation, presentation and disclosure requirements for earnings per share of entities with publicly held common stock or potential common stock. The statement defines two earnings per share calculations, basic and diluted. The objective of basic EPS is to measure the performance of an entity over the reporting period by dividing income (loss) by the weighted average shares outstanding. The objective of diluted EPS is consistent with that of basic EPS, that is to measure the performance of an entity over the reporting period, while giving effect to all dilutive potential common shares that were outstanding during the period. The calculation of diluted EPS is similar to basic EPS except the denominator is increased for the conversion of potential common shares unless the impact of such common shares is anti-dilutive.

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The Company incurred losses for the years ended December 31, 2009, 2008, and 2007, and as a result, certain equity instruments are excluded from the calculation of diluted loss per share. At December 31, 2009, 2008, and 2007, outstanding options to purchase 6,249,917, 7,696,054, and 8,159,768, shares, respectively, of the Company's common stock with exercise prices ranging from $0.94 to $9.32 have been excluded from the computation of diluted loss per share as the effect of such shares is anti-dilutive. At December 31, 2009, 2008, and 2007, outstanding warrants to purchase 5,011,141 (restated), 7,456,406 (restated), and 8,262,377, shares, respectively, of the Company's common stock, with exercise prices ranging from $1.16 (restated) to $4.99 have been excluded from the computation of diluted loss per share as they are anti-dilutive.

Fair value of financial instruments

The carrying value of cash and cash equivalents, accounts payable and accrued expenses approximates fair value due to the relatively short maturity of these instruments. Common stock warrants which are classified as liabilities under the provisions of FASB ASC 815 Derivatives and Hedging ("ASC 815"), are recorded at their fair market value as of each reporting period.

The Company applies FASB ASC 820 Fair Value Measurements and Disclosures ("ASC 820") for financial assets and liabilities that are required to be measured at fair value, and non-financial assets and liabilities that are not required to be measured at fair value on a recurring basis.

ASC 820 provides that the measurement of fair value requires the use of techniques based on observable and unobservable inputs. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect our market assumptions. The inputs create the following fair value hierarchy:

- Level 1 – Quoted prices for identical instruments in active markets.
- Level 2 – Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations where inputs are observable or where significant value drivers are observable.
- Level 3 – Instruments where significant value drivers are unobservable to third parties.

SIGA uses model-derived valuations where inputs are observable in active markets to determine the fair value of certain common stock warrants on a recurring basis and classify such warrants in Level 2. At December 31, 2009 and December 31, 2008, the fair value of such warrants was as follows:

	2009 (Restated)	2008 (Restated)
Common stock warrants classified as current liabilities	$ 3,260,000	$ -
Common stock warrants classified as long term liabilities	9,733,870	4,476,770
Total	$ 12,993,870	$ 4,476,770

ASC 820 applies to non-financial assets and non-financial liabilities measured on a nonrecurring basis and was effective January 1, 2009. The adoption of this standard had no impact on the Company in 2009.

As of December 31, 2009, the Company held approximately $5.0 million in United States Treasury Bills, classified as a Level 1 security. SIGA does not hold any Level 3 securities.

Share-based Compensation

The Company accounts for its stock-based compensation programs under the provisions of FASB ASC 718 Compensation – Stock Compensation ("ASC 718"), which requires the measurement and recognition of compensation expense for all share-based payment awards made to employees and directors including employee stock options and employee stock purchases related to the Employee Stock Purchase Plan ("employee stock purchases") based on estimated fair values. ASC 718 requires companies to estimate the fair value of share-based awards on the grant date using an option pricing model. The value of the portion of the award that is ultimately expected to vest is recorded as expense over the requisite service periods in the Company's consolidated statement of operations.

Segment information

The Company is managed and operated as one business. The entire business is managed by a single management team that reports to the chief executive officer. The Company does not operate separate lines of business or separate business entities with respect to any of its product candidates. Accordingly, the Company does not prepare discrete financial information with respect to separate product areas or by location and only has one reportable segment as defined by ASC 280 - Segment Reporting.

Recent accounting pronouncements

In September 2009, the FASB issued ASU 2009-13, Multiple Element Arrangements ("ASU 2009-13"). ASU 2009-13 addresses the determination of when the individual deliverables included in a multiple arrangement may be treated as separate units of accounting. ASU 2009-13 also modifies the manner in which the transaction consideration is allocated across separately identified deliverables and establishes definitions for determining fair value of elements in an arrangement. This standard must be adopted by us for new arrangements and material modifications to existing arrangements no later than January 1, 2011 with earlier adoption permitted. We are currently evaluating the impact, if any, that this standard update will have on our consolidated financial statements.

3. Restatement of Consolidated Financial Statements

Background

On September 28, 2010, the Company concluded, based on the recommendation of management, that the previously issued consolidated financial statements for the years ended December 31, 2009 and 2008 included in the Company's most recently filed Form 10-K, and the quarterly periods from June 30, 2008 through June 30, 2010 included in the Company's quarterly reports on Forms 10-Q (collectively, the "Affected Periods") are no longer reliable because they failed to incorporate charges resulting from required anti-dilution adjustments to certain outstanding warrants (the "Warrants").

Impact of the Restatement

The cumulative effect of these adjustments on the Company's financial statements is a 4% increase in accumulated deficit in the amount of $3.3 million as of December 31, 2009. This amount also reflects the sum of adjustments to net loss for the seven quarters in the period ended December 31, 2009. Moreover, the adjustment results in the issuance of additional warrants to acquire approximately 710,000 shares of common stock. These adjustments neither impact the net cash used in operating activities nor change the cash and cash equivalents account balances for the Affected Periods.

The effects of the restatement on the consolidated balance sheets as are summarized in the following table:

	December 31, 2009			December 31, 2008	
	As Originally Reported	Adjustments	As Restated	As Originally Reported	Adjustments
ASSETS					
Current assets					
Cash and cash equivalents	$ 14,496,313		$ 14,496,313	$ 2,321,519	
Short term investments	4,999,300		4,999,300	-	
Accounts receivable	2,405,861		2,405,861	1,959,608	
Deferred transaction costs	-		-	581,358	
Prepaid expenses	1,585,072		1,585,072	1,392,607	
Total current assets	23,486,546		23,486,546	6,255,092	
Property, plant and equipment, net	1,225,656		1,225,656	1,360,018	
Goodwill	898,334		898,334	898,334	
Other assets	304,751		304,751	283,856	
Total assets	$ 25,915,287		$ 25,915,287	$ 8,797,300	
LIABILITIES AND STOCKHOLDERS' EQUITY					
Current liabilities					
Accounts payable	$ 3,458,013		$ 3,458,013	1,806,073	
Accrued expenses and other	740,333		740,333	1,210,496	
Deferred revenue	1,570,234		1,570,234	1,302,600	
Common stock warrants	3,260,000		3,260,000	-	
Total current liabilities	9,028,580		9,028,580	4,319,169	
Common stock warrants	6,398,216	3,335,654	9,733,870	2,923,532	1,553,238
Total liabilities	15,426,796	3,335,654	18,762,450	7,242,701	1,553,238
Stockholders' equity					
Common stock	4,306		4,306	3,538	
Additional paid-in capital	101,417,677		101,417,677	72,156,614	
Accumulated deficit (See Note 2)	(90,933,492)	(3,335,654)	(94,269,146)	(70,605,553)	(1,553,238)
Total stockholders' equity	10,488,491	(3,335,654)	7,152,837	1,554,599	(1,553,238)
Total liabilities and stockholders' equity	$ 25,915,287		$ 25,915,287	$ 8,797,300	$ -

The effects of the restatement on the consolidated statements of operations are summarized in the following table:

	Year ended December 31, 2009			Year ended December 31, 2008	
	As Originally Reported	Adjustments	As Restated	As Originally Reported	Adjustments
Revenues					
Research and development	$ 13,811,858		$ 13,811,858	$ 8,065,618	
Operating expenses					
Selling, general and administrative	7,533,167		7,533,167	4,608,089	
Research and development	17,423,453		17,423,453	11,612,892	
Patent preparation fees	734,165		734,165	581,548	

Total operating expenses	25,690,785		25,690,785	16,802,529		
Operating loss	(11,878,927)		(11,878,927)	(8,736,911)		
Decrease (increase) in fair value of common stock rights and common stock warrants	(5,740,449)	(1,782,416)	(7,522,865)	43,482	(1,553,238)	
Other income (expense), net	1,437		1,437	94,052		
Net loss	$ (17,617,939)	$ (1,782,416)	$ (19,400,355)	$ (8,599,377)	$ (1,553,238)	$
Weighted average shares outstanding: basic and diluted	37,463,255		37,463,255	34,732,625		
Net loss per share: basic and diluted	$ (0.47)	$ (0.05)	$ (0.52)	$ (0.25)	$ (0.04)	$

The effects of the restatement on the consolidated statements of cash flows are summarized in the following table:

	Year ended December 31, 2009			Year ended December 31, 2008	
	As Originally Reported	Adjustments	As Restated	As Originally Reported	Adjustments
Cash flows from operating activities:					
Net loss	$ (17,617,939)	$ (1,782,416)	$ (19,400,355)	$ (8,599,377)	$ (1,553,23
Adjustments to reconcile net loss to net cash used in operating activities:					
Depreciation	475,091		475,091	459,882	
(Increase) decrease in fair value of rights and warrants	5,740,449	1,782,416	7,522,865	(43,482)	1,553,23
Stock based compensation	2,141,772		2,141,772	1,041,293	
Changes in assets and liabilities:					
Accounts receivable	(446,253)		(446,253)	(973,119)	
Prepaid expenses	(192,465)		(192,465)	(1,262,492)	
Other assets	(20,895)		(20,895)	(22,090)	
Deferred revenue	267,634		267,634	1,302,600	
Accounts payable and accrued expenses	1,181,777		1,181,777	898,899	
Net cash used in operating activities	(8,470,829)		(8,470,829)	(7,197,886)	
Cash flows from investing activities:					
Capital expenditures	(340,729)		(340,729)	(340,222)	
Purchases of short term investments	(4,999,300)		(4,999,300)	-	
Net cash used in investing activities	(5,340,029)		(5,340,029)	(340,222)	
Cash flows from financing activities:					
Net proceeds from exercise of warrants and options	7,420,232		7,420,232	3,186,364	
Net proceeds from the sale of 2,725,339 shares of common stock ($7.35 per share)	18,565,420		18,565,420	-	
Deferred transaction costs	-		-	(159,027)	
Net cash provided by financing activities	25,985,652		25,985,652	3,027,337	
Net (decrease) increase in cash and cash equivalents	12,174,794		12,174,794	(4,510,771)	
Cash and cash equivalents at beginning of period	2,321,519		2,321,519	6,832,290	
Cash and cash equivalents at end of period	$ 14,496,313		$ 14,496,313	$ 2,321,519	

4. Research Agreements

On September 23, 2009, the Company was awarded a two-year, $1.7 million grant from the National Institute of Allergy and Infectious Diseases (“NIAID”) of the NIH, to support the development of broad spectrum, small-molecule inhibitors of bunyaviruses. The grant was awarded under the American Recovery and Reinvestment Act of 2009.

In September 2009, SIGA received a three-year, $3.0 million Phase II grant from the NIH to fund the continued development of ST-246® treatment of smallpox vaccine-related adverse events.

Effective September 1, 2008, the Company was awarded a five-year, $55.0 million contract from the NIAID to support the development of additional formulations and smallpox-related indications for ST-246, the Company’s lead smallpox drug candidate.

In September 2008, SIGA was awarded $20.0 million from the NIAID in supplemental funding to the Company’s existing $16.5 million contract, to accelerate process development related to large-scale manufacturing and packaging of ST-246® and commercial-scale validation. The term of the contract was extended through September 28, 2011. On December 31, 2008, the Company’s prepaid expenses included a deposit of $1.25 million paid to a third party for the manufacturing of ST-246® for testing. In connection with the deposit, and the receipt of reimbursement from the NIAID for such deposit, the Company also recorded the corresponding deferred revenue. The amount recorded as prepaid expense will be recognized as operating expense as the related manufacturing takes place, and revenue will be recognized over the same period.

In September 2008, SIGA received a two-year, $1.0 million Phase I grant from the NIH to fund lead optimization and animal efficacy trials for the Company’s Dengue antiviral program.

In September 2007, we received a two-year grant for a total of approximately $600,000 supporting our development of ST-246® treatment of smallpox vaccine-related adverse events. In July 2007, we were awarded a two-year grant for a total of $530,000 to support our Strep program.

5. Stockholders’ Equity

On December 31, 2009, the Company's authorized share capital consisted of 110,000,000 shares, of which 100,000,000 are designated common shares and 10,000,000 are designated preferred shares. The Company's Board of Directors is authorized to issue preferred shares in series with rights, privileges and qualifications of each series determined by the Board.

2009 Financing

On December 9, 2009, the Company entered into Subscription Agreements for the sale of 2,725,339 shares of the Company’s common stock, par value $0.0001 per share, at a purchase price of $7.35 per share. Net proceeds to the Company were approximately $18.6 million.

2008 Financing

On June 19, 2008, SIGA entered into a letter agreement (the “Letter Agreement”), with MacAndrews & Forbes, LLC (“M&F”), a related party, for M&F’s commitment to invest (the “Investment Commitment”), at SIGA’s discretion, up to $8 million over a one-year period (the “Investment Period”) in exchange for (i) SIGA common stock at per share price equal to the lesser of (A) $3.06 or (B) the average of the volume-weighted average price per share for the 5 trading days immediately preceding each funding date, and (ii) warrants to purchase 40% of the number of SIGA shares acquired by M&F, exercisable at 115% of the common stock purchase price on such funding date (the “Consideration Warrants”). The Consideration Warrants will be exercisable for up to 4 years following the issuance of such warrants. M&F has the option, during the Investment Period, to invest in the Company under the same investment terms (the “Investment Option”).

On April 29, 2009, SIGA and M&F entered into a letter agreement (the "Extension Agreement") extending the Investment Period of the Company's Letter Agreement with M&F through June 19, 2010 and increasing the number of draws pursuant to the Investment Commitment and the Investment Option to no more than six. On April 30, 2009 the Company issued M&F 490,196 shares of common stock and 196,078 warrants to acquire common stock in exchange for total proceeds of $1.5 million. The warrants are exercisable until April 30, 2013, for an initial exercise price of $3.519 per share. On September 17, 2009 the Company issued M&F 326,797 shares of common stock and 130,719 warrants to acquire common stock in exchange for total proceeds of $1.0 million. The warrants are exercisable until September 17, 2013, for an initial exercise price of $3.519 per share. The number of shares issuable pursuant to the warrants granted under the Letter Agreement, as amended, as well as the exercise price of those warrants, may be subject to adjustment as a result of the effect of future equity issuances on certain anti-dilution provisions in the amended Letter Agreement. As of December 31, 2009, $5.5 million of the commitment remains outstanding.

In addition and in consideration for the commitment of M&F, on June 19, 2008, M&F received warrants to purchase 238,000 shares of SIGA common stock, initially exercisable at $3.06 (the "Commitment Warrants"). The number of shares issuable pursuant to the warrants granted under the Letter Agreement, as amended, as well as the exercise price of those warrants, may be subject to adjustment as a result of the effect of future equity issuances on certain anti-dilution provisions in the amended Letter Agreement. The Commitment Warrants are exercisable until June 19, 2012. The Company initially recorded all costs related to the Letter Agreement, including the fair value of the Commitment Warrants, as deferred transaction costs. Upon the issuance of common stock and warrants to purchase shares of common stock on April 30, 2009, the Company recorded a reduction in its additional paid-in capital for the effect of the related transaction costs.

On January 1, 2009, the Company adopted ASC 815. In accordance with the provisions ASC 815, the warrants issuable to M&F under the Letter Agreement, which if issued, could be exercised either by payment of cash or cashless exercise, would no longer be considered "indexed to the Company's own stock" and therefore would be subject to the scope of ASC 815. As a result, such warrants meet the definition of a derivative and must be recorded on the Company's balance sheet. The Company applied the Black-Scholes model to calculate the fair value of the respective derivative instruments using the Monte Carlo simulation to estimate the price of the Company's common stock on the derivative's expiration date. The expected volatility was estimated using the Company's historical volatility. On January 1, 2009, the Company recorded the fair value of the warrants, or $2.7 million, as an adjustment to the opening balance of accumulated deficit. The Company recorded a loss of $2.3 million, or $.05 per share, for the year ended December 31, 2009 representing the increase in the fair value of the warrants from January 1, 2009 through December 31, 2009.

The following table summarizes the changes in the warrant liability:

Balance on December 31, 2008	$	-
Cumulative effect of the change in accounting principle recorded on January 1, 2009		2,710,000
The fair value of warrants issued to M&F in the fiscal year 2009		(1,715,765)
Increase in the fair value of the common stock warrants		2,265,765
Balance on December 31, 2009	$	3,260,000

2006 and 2005 Placements (Restated)

In 2006 and 2005 the Company sold shares of SIGA common stock and warrants to purchase shares of common stock. In 2006, the Company issued 1,000,000 warrants with an initial exercise price of $4.99 per share. In 2005, the Company issued 579,192 warrants with an initial exercise price of $1.18 per share. Due to the effect of certain anti-dilution provisions in such warrants, the Company adjusted the number of shares issuable under such warrants and increased the number of issuable shares by 652,038 and 11,601 for the 2006 and 2005 placements, respectively. The respective exercise prices of the warrants issued in these placements were also adjusted. As a result, at December 31, 2009, 1,652,038 warrants at an exercise price of $3.02 and 590,793 warrants at an exercise price of $1.16 were outstanding. The number of shares issuable pursuant to the warrants granted under the Letter Agreement, as amended, as well as the exercise price of those warrants may be subject to adjustment as a result of the effect of future equity issuances on certain anti-dilution provisions in the amended Letter Agreement. These warrants may be exercised through and including the seventh anniversary of their respective closing dates.

The Company accounted for the transactions under the provisions of ASC 815 which requires that free-standing derivative financial instruments that require net cash settlement be classified as assets or liabilities at the time of the transaction, and recorded at their fair value. ASC 815 also requires that any changes in the fair value of the derivative instruments be reported in earnings or loss as long as the derivative contracts are classified as assets or liabilities. At December 31, 2009, the fair market value of the warrants issued in 2006 and 2005 was $6.9 million and $2.9 million, respectively. The Company applied the Black-Scholes model to calculate the fair values of the respective derivative instruments using the contracted term of the warrants. Management estimates the expected volatility using a combination of the Company's historical volatility and the volatility of a group of comparable companies. For the year ended December 31, 2009, SIGA recorded a loss of $5.3 million as a result of a net increase in the 2005 and 2006 placement warrants' fair value.

6. Stock option plan and warrants

Amended and Restated 1996 Incentive and Non-Qualified Stock Option Plan
In January 1996, the Company implemented its 1996 Incentive and Non-Qualified Stock Option Plan (the "Plan"). The Plan as amended provides for the granting of up to 11,000,000 shares of the Company's common stock to employees, consultants and outside directors of the Company. The exercise period for options granted under the Plan, except those granted to outside directors, is determined by a committee of the Board of Directors. Stock options granted to outside directors pursuant to the Plan must have an exercise price equal to or in excess of the fair market value of the Company's common stock at the date of grant.

For the years ended December 31, 2009, 2008, and 2007 the Company recorded compensation expense of $2.1 million, $1.0 million, and $571,000 respectively, related to stock options. The total fair value of options vested during each year was $1.4 million, $595,000, and $315,000 for 2009, 2008, and 2007, respectively. The total compensation cost not yet recognized related to non-vested awards at December 31, 2009 is $1.9 million. The weighted average period over which total compensation cost is expected to be recognized is 1.67 years.

SIGA calculated the fair value of options awarded during the three years ended December 31, 2009, 2008, and 2007 using the Black-Scholes model with the following weighted average assumptions:

Weighted Average Assumptions	2009	2008	2007
Expected volatility	81.40%	68.50%	66.00%
Dividend Yield	0.00%	0.00%	0.00%
Risk-free interest rate	2.21%	2.79%	4.61% - 4.83%
Expected holding period	5 Yrs	5 Yrs	5 Yrs

The Company calculates the expected volatility using a combination of SIGA's historical volatility and the volatility of a group of comparable companies. The risk-free interest rate assumption is based upon observed interest rate appropriate for the term of the Company's employee stock options. The dividend yield assumption is based on the Company's intent not to issue a dividend in the foreseeable future. The expected holding period assumption was estimated based on historical experience and expectation of employee exercise behavior in the future giving consideration to the contractual terms of the award.

Stock options activity under the Plan is summarized as follows:

Options outstanding at January 1, 2007	7,546,145	2.07
Granted	935,000	3.17
Forfeited	(92,086)	2.29
Expired	(50,393)	5.04
Exercised	(368,898)	1.71
Options outstanding at December 31, 2007	7,969,768	$ 2.28
Granted	900,000	2.93
Forfeited	(26,167)	3.20
Expired	(190,834)	4.34
Exercised	(1,146,713)	2.45
Options outstanding at December 31, 2008	7,506,054	$ 2.28
Granted	568,500	6.48
Forfeited	(290,001)	3.25
Expired	-	-
Exercised	(1,659,636)	1.76
Options outstanding at December 31, 2009	6,124,917	$ 2.76

As of December 31, 2009, options awarded outside of the plan included 125,000 options granted in May 2000 to the Company's Chief Scientific Officer, with an exercise price of $2.00 per share. These options expire on June 16, 2010. 65,000 options that were awarded outside of the plan to a consultant in July 2000, were exercised in 2009 for total proceeds of $107,000 to the Company.

	Number of Shares	Weighted Average Intrinsic Value
Nonvested options at December 31, 2008	1,452,291	$ 0.41
Nonvested options at December 31, 2009	1,180,165	2.22
Options vested during 2009	340,627	2.88
Options available for future grant at December 31, 2009	584,464	
Weighted average fair value of options granted during 2009	$ 4.29	
Weighted average fair value of options granted during 2008	$ 1.72	
Weighted average fair value of options granted during 2007	$ 1.87	
Weighted average fair value of options forfeited during 2009	$ 3.25	
Weighted average fair value of options forfeited during 2008	$ 1.70	
Weighted average fair value of options forfeited during 2007	$ 1.33	
Total intrinsic value of options exercised during 2009	$ 6,959,180	
Total intrinsic value of options exercised during 2008	$ 937,630	
Total intrinsic value of options exercised during 2007	$ 506,000	

The following table summarizes information about options outstanding at December 31, 2009:

Range of Exercise Price	Number of Options Outstanding	Weighted Average Remaining Contractual Life (Years)	Weighted Average Exercise Price	Number Fully Vested and Exercisable	Number of Options Expected to Vest	Weighted Average Exercise Price	Aggregate Intrinsic Value
0.94 - 1.85	1,298,750	4.59	$ 1.36	1,298,750	-	$ 1.36	$ 5,764,740
2.00 - 2.73	3,181,000	2.75	2.47	2,747,667	414,894	2.47	9,146,952
3.10 - 5.95	1,311,667	7.84	3.66	788,336	501,063	3.74	1,635,577
6.10 - 9.32	333,500	9.52	7.35	110,000	213,990	6.17	-
	6,124,917			4,944,753	1,129,947		$ 16,547,269

On December 31, 2009 and 2008, 500,000 and 600,000 of the Company's outstanding options, respectively, were subject to specific performance conditions which included revenue thresholds and regulatory approval of our lead drug candidate. None of these options were vested on December 31, 2009.

The following tables summarize information about warrants outstanding at December 31, 2009:

	Number of Warrants	Weighted Average Exercise Price
Outstanding at January 1, 2007	9,441,915	$ 2.52
Granted	-	-
Exercised	(1,179,538)	2.26
Canceled / Expired	-	-
Outstanding at December 31, 2007	8,262,377	$ 2.55
Granted (Restated)	868,839	3.06
Exercised	(595,624)	2.62
Canceled / Expired	(1,079,186)	3.34
Outstanding at December 31, 2008 (Restated)	7,456,406	$ 2.23
Granted (Restated)	405,347	3.25
Exercised	(2,850,612)	1.87
Canceled / Expired	-	-
Outstanding at December 31, 2009 (Restated)	5,011,141	$ 3.17

Number of Warrants Outstanding (Restated)	Exercise Price ($) (Restated)
2,523,146	1.16 - 1.88
1,919,438	3.02
568,557	3.21 - 4.91
5,011,141	

In November 2009, a holder exercised warrants to acquire 1,824,412 shares of the Company's common stock that were settled in a cashless transaction in exchange for 1,379,747 shares of SIGA common stock. This exercise is included in the summary above.

7. Related Parties

On June 19, 2008, SIGA entered into a Letter Agreement with M&F, a related party investor, for M&F's commitment to invest, at SIGA's discretion, up to $8 million over a one-year period in exchange for (i) SIGA common stock, and (ii) warrants to purchase 40% of the number of SIGA shares acquired by the Investor. M&F has the option, during the Investment Period, to invest in the Company under the same investment terms (see Note 5).

On December 1, 2009 the Company entered into an Office Service Agreement with an affiliate of M&F to occupy office space for approximately $8,000 per month. The agreement is cancelable upon 60 days notice by SIGA or the affiliate.

Additionally, a member of the Company's Board of Directors is a member of the Company's outside counsel. During the years ended December 31, 2009, 2008, and 2007, the Company incurred costs of $1.8 million, $1.0 million, and $409,000, respectively, related to services provided by the outside counsel. On December 31, 2009, the Company's outstanding payables included $612,000 payable to the outside counsel.

8. Property, Plant and Equipment

Property, plant and equipment consisted of the following at December 31, 2009 and 2008:

	2009	2008
Laboratory equipment	$ 2,301,312	$ 2,104,673
Leasehold improvements	2,868,849	2,868,848
Computer equipment	229,209	136,540
Furniture and fixtures	310,898	310,899
	5,710,268	5,420,960
Less - accumulated depreciation	(4,484,612)	(4,060,942)
Property, plant and equipment, net	$ 1,225,656	$ 1,360,018

9. Accrued Expenses and Other

Accrued expenses and other consisted of the following at December 31, 2009 and 2008:

	2009	2008
Vacation	$ 159,591	$ 158,000
Bonuses	194,700	292,000
Legal	55,000	360,000
Other	331,042	400,496
Total accrued expenses and other	$ 740,333	$ 1,210,496

10. Income Taxes

The Company has incurred losses since inception, which have generated net operating loss carryforwards of approximately $52.0 million at December 31, 2009 for federal and state income tax purposes. These carryforwards are available to offset future taxable income and begin expiring in 2010 for federal income tax purposes. As a result of a previous change in stock ownership, the annual utilization of the net operating loss carryforwards is subject to limitation. The net operating loss carryforwards and temporary differences, arising primarily from deferred research and development expenses and differences in the treatment of intangible assets, result in a noncurrent deferred tax asset at December 31, 2009 and 2008 of approximately $28.4 and $24.5 million, respectively. In consideration of the Company's accumulated losses and the uncertainty of its ability to utilize this deferred tax asset in the future, the Company has recorded a valuation allowance of an equal amount on such date to fully offset the deferred tax asset.

At December 31, 2009 and 2008, the Company's deferred tax assets (in thousands) are comprised of the following:

	2009	2008
Net Operating Losses	20,302	17,271
Deferred Research and Development Costs	6,613	5,607
Amortization of Acquired Assets	571	683
Stock Based Compensation	-	-
Depreciation of Property Plant and Equipment	866	984
Total Deferred Tax Asset	28,352	24,545
Valuation Allowance	(28,352)	(24,545)
Net Deferred Tax Assets	$ -	$ -

Following is a summary of changes in our valuation allowance for deferred tax assets as of and for the years ended December 31, 2009, 2008, and 2007 (in thousands):

	Balance at Beginning of Year	Additions Charged to Costs and Expenses	Deductions	Balance at End of Year
2009	$ 24,545	$ 3,919	$ 112	$ 28,352
2008	21,621	3,020	96	24,545
2007	19,057	2,603	39	21,621

For the years ended December 31, 2009 and 2008, the Company's effective tax rate differs from the federal statutory rate principally due to net operating losses and other temporary differences for which no benefit was recorded, state taxes and other permanent differences.

The Company's effective tax rate differs from the U.S. Federal Statutory income tax rate of 34% as follows:

	2009 (Restated)	2008 (Restated)
Statutory federal income tax rate	-34.00%	-34.00%
State tax benefit, net of federal taxes	-2.52%	-4.10%
Other	16.94%	8.54%
Valuation allowance on deferred tax assets	19.58%	29.56%
Effective tax rate	0.00%	0.00%

11. Commitments and Contingencies

Operating lease commitments

As of December 31, 2009, our purchase obligations are not material. The Company leases certain facilities and office space under operating leases. Minimum future rental commitments under operating leases having non-cancelable lease terms in excess of one year and future minimum payments under notes payable are as follows:

2010	562,808
2011	573,077
	$ 1,135,885

Other

In December 2006, PharmAthene, Inc. ("PharmAthene") filed an action against us in the Delaware Court of Chancery captioned PharmAthene, Inc. v. SIGA Technologies, Inc., C.A. No. 2627-N. In its amended complaint, PharmAthene asks the Court to order us to enter into a license agreement with PharmAthene with respect to ST-246®, as well as issue a declaration that we are obliged to execute such a license agreement, and award damages resulting from our supposed breach of that obligation. PharmAthene also alleges that we breached an obligation to negotiate such a license agreement in good faith, as well as seeks damages for promissory estoppel and unjust enrichment based on supposed information, capital and assistance that PharmAthene allegedly provided to us during the negotiation process. In January 2008, the Court of Chancery denied our motion to dismiss the original complaint and discovery proceeded. In May 2009, PharmAthene amended its complaint with respect to its claim for breach of an obligation to negotiate in good faith, and we filed our answer to the amended complaint and counterclaim denying the new claim and asserting defenses.

PharmAthene has submitted an expert report asserting several alternative theories of damages, including amounts in a wide range of up to one billion dollars. We believe that the expert's damages analyses are flawed and methodologically unsound. We also continue to believe that we have meritorious defenses to the claims. No trial date has been set. It is not currently possible to estimate a range of loss, if any.

From time to time, the Company is involved in disputes or legal proceedings arising in the ordinary course of business. The Company believes that there is no other dispute or litigation pending that could have, individually or in the aggregate, a material adverse effect on its financial position, results of operations or cash flows.

12. Restated Financial Information By Quarter (Unaudited) (in thousands, except for per share data)

2009, For The Quarter Ended	March 30, As Restated	June 30, As Restated	September 30, As Restated	December 31, As Originally Reported	As Restated
Revenues	$ 1,926	$ 4,009	$ 3,922	$ 3,955	$ 3,955
Selling, general & administrative	2,060	1,802	1,522	2,149	2,149
Research and development	2,697	4,713	4,828	5,185	5,185
Patent preparation fees	109	84	191	350	350
Operating loss	(2,940)	(2,590)	(2,619)	(3,730)	(3,730)
Net income (loss)	(8,080)	(12,581)	(1,190)	1,049	2,450
Net loss per share: basic and diluted	$ (0.23)	$ (0.34)	$ (0.03)	$ 0.02	$ 0.07
Market price range for common stock					
High	$ 5.86	$ 8.88	$ 8.63	$ 10.09	$ 10.09
Low	$ 3.15	$ 4.73	$ 6.25	$ 4.83	$ 4.83

2008, For The Quarter Ended	March 30,	June 30, As Restated	September 30, As Restated	December 31, As Originally Reported	As Restated
Revenues	$ 1,983	$ 1,732	$ 1,863	$ 2,488	$ 2,488
Selling, general & administrative	1,005	1,165	945	1,493	1,493
Research and development	2,836	2,500	2,853	3,424	3,424
Patent preparation fees	130	134	198	120	120
Operating loss	(1,988)	(2,067)	(2,134)	(2,548)	(2,548)
Net income (loss)	(858)	(4,660)	(3,416)	(1,571)	(1,218)
Net loss per share: basic and diluted	$ (0.03)	$ (0.13)	$ (0.10)	$ (0.04)	$ (0.03)
Market price range for common stock					
High	$ 3.06	$ 3.80	$ 4.00	$ 3.57	$ 3.57
Low	$ 1.93	$ 2.18	$ 2.36	$ 2.19	$ 2.19

As previously discussed in Note 3, the Company concluded that the previously issued quarterly periods for the three and nine months ended September 30, 2009 and 2008, the three and six months ended June 30, 2009 and 2008, and the three months ended March 31, 2009 included in the Company’s quarterly reports on Forms 10-Q are no longer reliable.

The effects of the restatement on the unaudited consolidated balance sheets are summarized in the following tables:

	September 30, 2009 As Originally Reported	Adjustments	As Restated	September 30, 2008 As Originally Reported	Adjustments
Total current assets	5,674		5,674	7,190	
Total noncurrent assets	2,491		2,491	2,607	
Total assets	$ 8,165		$ 8,165	$ 9,797	
Total current liabilities	9,744		9,744	3,348	
Common stock warrants	9,915	4,738	14,653	4,166	1,907
Total liabilities	19,659	4,738	24,397	7,514	1,907
Common stock and additional paid-in capital	80,488		80,488	71,318	
Accumulated deficit	(91,982)	(4,738)	(96,720)	(69,034)	(1,907)
Total stockholders' equity	(11,494)	(4,738)	(16,232)	2,284	(1,907)
Total liabilities and stockholders' equity	$ 8,165		$ 8,165	$ 9,798	

	June 30, 2009 As Originally Reported	Adjustments	As Restated	June 30, 2008 As Originally Reported	Adjustments
Total current assets	5,926		5,926	7,409	
Total noncurrent assets	2,498		2,498	2,587	
Total assets	$ 8,424		$ 8,424	$ 9,996	
Total current liabilities	10,812		10,812	1,722	
Common stock warrants	10,759	4,976	15,735	3,253	1,519
Total liabilities	21,571	4,976	26,547	4,975	1,519
Common stock and additional paid-in capital	77,406		77,406	71,026	
Accumulated deficit	(90,553)	(4,976)	(95,529)	(66,005)	(1,519)
Total stockholders' equity	(13,147)	(4,976)	(18,123)	5,021	(1,519)
Total liabilities and stockholders' equity	$ 8,424		$ 8,424	$ 9,996	

	March 31, 2009 As Originally Reported	Adjustments	As Restated
Total current assets	4,970		4,970
Total noncurrent assets	2,436		2,436
Total assets	$ 7,406		$ 7,406
Total current liabilities	8,059		8,059
Common stock warrants	5,708	2,748	8,456
Total liabilities	13,767	2,748	16,515
Common stock and additional paid-in capital	73,839		73,839
Accumulated deficit	(80,200)	(2,748)	(82,948)
Total stockholders' equity	(6,361)	(2,748)	(9,109)
Total liabilities and stockholders' equity	$ 7,406		$ 7,406

The effects of the restatement on the unaudited consolidated statements of operations are summarized in the following tables:

	Three months ended September 30, 2009			Nine months ended September 30, 2009		
	As Originally Reported	Adjustments	As Restated	As Originally Reported	Adjustments	As
Revenues	$ 3,922		$ 3,922	$ 9,857		$
Total operating expenses	6,541		6,541	18,006		
Operating loss	(2,619)		(2,619)	(8,149)		
Decrease (increase) in fair value of common stock rights and common stock warrants	1,190	239	1,429	(10,517)	(3,184)	
Net loss	$ (1,429)	$ 239	$ (1,190)	$ (18,666)	$ (3,184)	$
Weighted average shares outstanding: basic and diluted	37,675		37,675	36,761		
Net loss per share: basic and diluted	$ (0.04)	$ 0.01	$ (0.03)	$ (0.51)	$ (0.08)	$

	Three months ended June 30, 2009			Six months ended June 30, 2009		
	As Originally Reported	Adjustments	As Restated	As Originally Reported	Adjustments	As
Revenues	$ 4,009		$ 4,009	$ 5,935		$
Total operating expenses	6,599		6,599	11,465		
Operating loss	(2,590)		(2,590)	(5,530)		
Decrease (increase) in fair value of common stock rights and common stock warrants	(7,763)	(2,228)	(9,991)	(11,708)	(3,423)	
Net loss	$ (10,353)	$ (2,228)	$ (12,581)	$ (17,238)	$ (3,423)	$
Weighted average shares outstanding: basic and diluted	36,748		36,748	36,293		
Net loss per share: basic and diluted	$ (0.28)	$ (0.06)	$ (0.34)	$ (0.47)	$ (0.10)	$

	Three months ended March 31, 2009		
	As Originally Reported	Adjustments	As Restated
Revenues	$ 1,926		$ 1,926