

LIGHTBRIDGE INC
Form 10-K/A
March 26, 2004

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SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

Form 10-K/A

Amendment No. 1

**FOR ANNUAL AND TRANSITION REPORTS PURSUANT TO
SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934.**

For the fiscal year ended December 31, 2003

OR

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

For the transition period from _____ to _____

Commission file number: 000-21319

Lightbridge, Inc.

*(Exact Name of Registrant as
Specified in Its Charter)*

Delaware

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

04-3065140

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

67 South Bedford Street

Burlington, Massachusetts

(Address of Principal Executive Offices)

01803

(Zip Code)

(781) 359-4000

(Registrant's Telephone Number, Including Area Code)

Securities registered pursuant to Section 12(b) of the Act: None

**Securities registered pursuant to Section 12(g) of the Act:
common stock, \$.01 par value per share**

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

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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 the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2).
Yes No

The aggregate market value of the voting common stock held by nonaffiliates of the registrant as of June 30, 2003 was \$243,788,767, based on a total of 28,347,531 shares held by nonaffiliates and on a closing price of \$8.60 as reported on The Nasdaq Stock Market (National Market System).

The number of shares of common stock outstanding as of March 4, 2004 was 27,078,813.

DOCUMENTS INCORPORATED BY REFERENCE

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SIGNATURE

EX-31.1 CERTIFICATION OF CEO

EX-31.2 CERTIFICATION OF CFO

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The registrant intends to file a definitive proxy statement pursuant to Regulation 14A with regard to its 2004 annual meeting of stockholders or special meeting in lieu thereof on or before April 29, 2004. Certain portions of such proxy statement are incorporated by reference in Part III of this Form 10-K.

The cover page of the Lightbridge, Inc. Annual Report on Form 10-K for the fiscal year ended December 31, 2003 is hereby amended by changing the number of shares of common stock outstanding as of March 4, 2004 from 29,883,256 to 27,078,813.

Item 15. Exhibits, Financial Statement Schedule and Reports on Form 8-K

(a) *Documents filed as part of this report*

(3) Exhibits

Exhibit No.

31.1 Certification of Pamela D.A. Reeve dated March 26, 2004

31.2 Certification of Harlan Plumley dated March 26, 2004

SIGNATURE

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on the 26th day of March, 2004.

LIGHTBRIDGE, INC.

By:

/s/ HARLAN PLUMLEY

Harlan Plumley
Vice President, Finance and Administration
Chief Financial Officer and Treasurer
(Principal Financial and Accounting Officer)