

OPENCELL BIOMED, INC.

FORM 10-Q/A (Amended Quarterly Report)

Filed 10/24/11 for the Period Ending 08/31/11

Telephone	(416) 622-5354
CIK	0001385596
Symbol	OCBM
SIC Code	8742 - Management Consulting Services
Industry	Misc. Financial Services
Sector	Financial
Fiscal Year	11/30

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

FORM 10-Q/A

(Mark One)

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

FOR THE QUARTERLY PERIOD ENDED August 31, 2011

OR

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

FOR THE TRANSITION FROM _____ TO _____.

COMMISSION FILE NUMBER: 333-141094

OPENCELL BIOMED, INC.

(Exact Name of Small Business Issuer as Specified in its Charter)

Nevada
(State or other jurisdiction of incorporation or organization)

75-3255895
(I.R.S. Employer ID No.)

25 The West Mall, #253, Unit 1336
Toronto, Ontario
(Address of principal executive offices)

M9C 1B8
(Zip code)

Issuer's telephone number: (416) 622-5354

N/A
(Former name, former address and former fiscal year, if changed since last report.)

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer. See definition of "accelerated filer" and "large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer
(Do not check if a smaller reporting company)

Smaller Reporting Company

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

At October 20, 2011, 26,140,000 shares of the Registrant's Common Stock were issued and outstanding.

EXPLANATORY NOTE

The sole purpose of this Amendment to the Registrant's Quarterly Report on Form 10-Q for the period ended August 31, 2011 (the "10-Q"), is to furnish the Interactive Data File exhibits pursuant to Rule 405 of Regulation S-T . No other changes have been made to the 10-Q, and this Amendment has not been updated to reflect events occurring subsequent to the filing of the 10-Q.

Item 6. Exhibits and Report on Form 8-K

(a) Reports on Form 8-K

None.

(b) Exhibits:

<u>Exhibit Number</u>	<u>Exhibit Title</u>
31.1	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101**	Interactive data files pursuant to Rule 405 of Regulation S-T

* These exhibits were previously included in Opencell Biomed Inc.'s Quarterly Report on Form 10-Q for the quarterly period ended August 31, 2011, filed with the Securities and Exchange Commission on October 20, 2011.

** Filed with this Form 10-Q/A for Opencell Biomed Inc.

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

OpenCell Biomed, Inc.

/s/ Mislav Pavelic

Mislav Pavelic

President and Principal Financial and Accounting Officer

Dated: October 24, 2011