AVI BIOPHARMA INC
Form 10-Q/A
November 05, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q/A

(Mark One)

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

For the quarterly period ended March 31, 2007

OR

o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE EXCHANGE ACT

For the transition period from to

Commission file number 0-22613

AVI BIOPHARMA, INC.

(Exact name of registrant as specified in its charter)

Oregon (State or other jurisdiction of incorporation or organization)	**93-0797222** (I.R.S. Employer Identification No.)
One SW Columbia Street, Suite 1105, Portland, Oregon (Address of principal executive offices)	**97258** (Zip Code)

Issuer s telephone number, including area code: **503-227-0554**

Indicate by check mark whether the issuer (1) 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 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 Securities Exchange Act of 1934 (Check one):

Large accelerated filer o Accelerated filer x Non-accelerated filer o.

Indicate by check mark whether the registrant is a shell company (as defined in Exchange Act Rule 12b-2).

Yes o No x

Indicate the number of shares outstanding of each of the issuer s classes of common stock, as of the latest practicable date.

Common Stock with $.0001 par value (Class)	**53,628,073** (Outstanding at May 4, 2007)

AVI BIOPHARMA, INC.

FORM 10-Q

INDEX

EXPLANATORY NOTE

We are filing this Amendment to our Form 10-Q for the periods ended March 31, 2007 and 2006, filed on May 10, 2007, to amend and restate our balance sheets as of March 31, 2007 and December 31, 2006, and our statements of operations and cash flows for the periods ended March 31, 2007, March 31, 2006, and the period from July 22, 1980 (inception) through March 31, 2007. This Amendment to the Original Filing amends our classification of certain warrants that were previously recorded in equity. These warrants were issued in registered offerings and require settlement in registered shares. As a result, they cannot be classified within equity according to generally accepted accounting principles. Instead, the warrants issued by the Company should be recorded as a liability at fair value at the date of grant, and marked to market at each reporting period. Changes in fair value are recorded in earnings.

See Note 2 Restatement of Prior Financial Information of the Notes to the Financial Statements included in this Form 10-Q/A for a detailed discussion of the effect of this restatement.

For the convenience of the reader, this Amendment sets forth our Original 10-Q in its entirety, as amended by the changes related to the restatement. No attempt has been made in this Amendment to update other disclosures presented in our Original 10-Q, except as required to reflect the effects of the restatement. This Amendment does not reflect events occurring after the filing of our Original 10-Q, or modify or update those disclosures, including the exhibits to the Original 10-Q effected by subsequent events except as applicable in our financial statement footnotes subsequent event disclosures. The following sections of our Original 10-Q have been amended:

Item 1 Financial Statements; and

Item 2 - Management s Discussion and Analysis or Plan of Operation.

This Amendment has been signed as of a current date and all certifications of our Chief Executive Officer and Chief Financial Officer are given as of a current date. Accordingly, this Amendment should be read in conjunction with our filings made with the Securities and Exchange Commission subsequent to the filing of the Original 10-Q, including any amendments to those filings.

AVI BIOPHARMA, INC.

(A Development Stage Company)

BALANCE SHEETS

(unaudited)

	March 31, 2007 (Restated)	December 31, 2006 (Restated)
Assets		
Current Assets:		
Cash and cash equivalents	$ 14,964,915	$ 20,159,201
Short-term securities available-for-sale	12,081,196	12,992,931
Accounts receivable	551,783	51,498
Other current assets	709,486	736,283
Total Current Assets	28,307,380	33,939,913
Property and Equipment, net of accumulated depreciation and amortization of $10,603,407 and $10,174,712	4,103,482	4,329,583
Patent Costs, net of accumulated amortization of $1,533,630 and $1,496,699	2,611,476	2,558,541
Other Assets	284,709	34,709
Total Assets	$ 35,307,047	$ 40,862,746
Liabilities and Shareholders Equity		
Current Liabilities:		
Accounts payable	$ 1,889,929	$ 1,401,584
Accrued employee compensation	1,021,336	1,371,353
Warrant liability	3,693,885	5,192,576
Other liabilities	1,435,490	377,908
Total Current Liabilities	8,040,640	8,343,421
Commitments and Contingencies		
Shareholders Equity:		
Preferred stock, $.0001 par value, 20,000,000 shares authorized; none issued and outstanding		
Common stock, $.0001 par value, 200,000,000 shares authorized; 53,282,841 and 53,182,841 issued and outstanding	5,328	5,318
Additional paid-in capital	234,658,816	231,685,419
Accumulated other comprehensive income	16,377	18,418
Deficit accumulated during the development stage	(207,414,114)	(199,189,830)
Total Shareholders Equity	27,266,407	32,519,325
Total Liabilities and Shareholders Equity	$ 35,307,047	$ 40,862,746

See accompanying notes to financial statements.

AVI BIOPHARMA, INC.

(A Development Stage Company)

STATEMENTS OF OPERATIONS

(unaudited)

	Three months ended March 31, 2007 (Restated)	Three months ended March 31, 2006 (Restated)	July 22, 1980 (Inception) to March 31, 2007 (Restated)
Revenues from license fees, grants and research contracts	$ 536,042	$ 65,962	$ 10,516,861
Operating expenses:			
Research and development	6,317,641	6,763,245	153,964,856
General and administrative	4,303,885	2,821,726	45,124,413
Acquired in-process research and development			19,545,028
	10,621,526	9,584,971	218,634,297
Other income (loss):			
Interest income, net	362,509	457,859	7,812,051
Gain (loss) on warrant liability	1,498,691	(14,195,376)	6,030,117
Realized gain on sale of short-term securities available-for-sale			3,862,502
Write-down of short-term securities available-for-sale			(17,001,348)
	1,861,200	(13,737,517)	703,322
Net loss	$ (8,224,284)	$ (23,256,526)	$ (207,414,114)
Net loss per share - basic and diluted	$ (0.15)	$ (0.45)	
Weighted average number of common shares outstanding for computing basic and diluted loss per share	53,241,730	51,715,050	

See accompanying notes to financial statements.

AVI BIOPHARMA, INC.

(A Development Stage Company)

STATEMENTS OF CASH FLOWS

(unaudited)

	Three months ended March 31, 2007 (Restated)	2006 (Restated)	For the Period July 22, 1980 (Inception) to March 31, 2007 (Restated)
Cash flows from operating activities:			
Net loss	$ (8,224,284)	$ (23,256,526)	$ (207,414,114)
Adjustments to reconcile net loss to net cash flows used in operating activities:			
Depreciation and amortization	479,630	525,141	13,299,869
Loss on disposal of assets	53,498	164,253	368,676
Realized gain on sale of short-term securities available-for-sale			(3,862,502)
Write-down of short-term securities available-for-sale			17,001,348
Issuance of common stock to vendors	300,000	700,000	1,675,000
Compensation expense on issuance of common stock and partnership units			861,655
Compensation expense to non-employees on issuance of options and warrants to purchase common stock or partnership units	312,637	525,126	2,955,690
Stock-based compensation	2,360,770	1,937,271	7,242,240
Conversion of interest accrued to common stock			7,860
Acquired in-process research and development			19,545,028
(Gain) loss on warrant liability	(1,498,691)	14,195,376	(6,030,117)
(Increase) decrease in:			
Accounts receivable and other current assets	(473,488)	281,612	(1,261,269)
Other assets		2,900	(34,709)
Net increase (decrease) in accounts payable, accrued employee compensation, and other liabilities	1,195,910	(363,169)	4,641,755
Net cash used in operating activities	(5,494,018)	(5,288,016)	(151,003,590)
Cash flows from investing activities:			
Purchase of property and equipment	(464,029)	(194,546)	(15,762,540)
Patent costs	(145,933)	(94,999)	(4,620,963)
Purchase of marketable securities		(1,026,087)	(112,865,796)
Sale of marketable securities	909,694	902,117	105,710,131
Acquisition costs			(2,377,616)
Net cash provided by (used in) investing activities	299,732	(413,515)	(29,916,784)
Cash flows from financing activities:			
Proceeds from sale of common stock, warrants, and partnership units, net of offering costs, and exercise of options and warrants		7,971,098	196,270,726
Buyback of common stock pursuant to rescission offering			(288,795)
Withdrawal of partnership net assets			(176,642)
Issuance of convertible debt			80,000
Net cash provided by financing activities		7,971,098	195,885,289
Increase (decrease) in cash and cash equivalents	(5,194,286)	2,269,567	14,964,915
Cash and cash equivalents:			

Beginning of period		20,159,201		34,597,734		
End of period	$	14,964,915	$	36,867,301	$	14,964,915
SUPPLEMENTAL SCHEDULE OF NONCASH INVESTING ACTIVITIES AND FINANCING ACTIVITIES:						
Short-term securities available-for-sale received in connection with the private offering	$		$		$	17,897,000
Change in unrealized gain on short-term securities available-for-sale	$	(2,041)	$	1,890	$	16,377
Issuance of common stock and warrants in satisfaction of liabilities	$		$	175,000	$	545,000

See accompanying notes to financial statements.

AVI BIOPHARMA, INC.

NOTES TO FINANCIAL STATEMENTS

(Unaudited)

Note 1. Basis of Presentation

The financial information included herein for the three-month period ended March 31, 2007 and 2006 and the financial information as of March 31, 2007 is unaudited; however, such information reflects all adjustments consisting only of normal recurring adjustments, which, in the opinion of management, are necessary for a fair presentation of the financial position, results of operations and cash flows for the interim periods. The financial information as of December 31, 2006 is derived from AVI BioPharma, Inc. s (the Company s) Form 10-K. The interim financial statements should be read in conjunction with the financial statements and the notes thereto included in the Company s Form 10-K. The results of operations for the interim periods presented are not necessarily indicative of the results to be expected for the full year.

Stock-based compensation costs are generally based on the fair value calculated from the Black-Scholes option-pricing model on the date of grant for stock options and on the date of enrollment for the Plan. The fair value of stock grants is amortized as compensation expense on a straight-line basis over the vesting period of the grants. Stock options granted to employees are service-based and typically vest over four years.

The fair market values of stock options granted during the periods presented were measured on the date of grant using the Black-Scholes option-pricing model, with the following weighted average assumptions:

Three Months Ended March 31,	**2007**	**2006**
Risk-free interest rate	4.91%	4.07%
Expected dividend yield	0%	0%
Expected lives	8.0 years	9.3 years
Expected volatility	90%	91%

The risk-free interest rate is estimated using an average of treasury bill interest rates. The expected dividend yield is zero as the Company has not paid any dividends to date and does not expect to pay dividends in the future. The expected lives are estimated using expected and historical exercise behavior. The expected volatility is estimated using historical calculated volatility and considers factors such as future events or circumstances that could impact volatility.

As part of the requirements of FSAS 123R, the Company is required to estimate potential forfeiture of stock grants and adjust compensation cost recorded accordingly. The estimate of forfeitures will be adjusted over the requisite service period to the extent that actual forfeitures differ, or are expected to differ, from such estimates. Changes in estimated forfeitures will be recognized through a cumulative catch-up in the period of change and will also impact the amount of stock compensation expense to be recognized in future periods.

A summary of the Company s stock option compensation activity with respect to the fiscal quarter ended March 31, 2007 follows:

Stock Options	Shares		Weighted Average Exercisable Price	Weighted Average Remaining Contractual Term		Aggregate Intrinsic Value
Outstanding at January 1, 2007	5,571,470	$	5.12			
Granted	1,137,548	$	2.78			
Exercised		$				
Canceled or expired	(43,646)	$	5.58			
Outstanding at March 31, 2007	6,665,372	$	4.72	6.07	$	(12,780,458)
Vested at March 31, 2007 and expected to vest	6,621,056	$	4.72	6.05	$	(12,720,904)
Exercisable at March 31, 2007	4,449,582	$	5.00	4.66	$	(9,802,794)

The weighted average fair value per share of stock-based payments granted to employees during the three months ended March 31, 2007 and March 31, 2006 was $2.25 and $6.25, respectively. During the same periods, the total intrinsic value of stock options exercised were $0 and $729,759, and the total fair value of stock options that vested were $1,303,398 and $1,103,771, respectively.

As of March 31, 2007, there was $4,922,460 of total unrecognized compensation cost related to nonvested share-based compensation arrangements granted under the Plan. These costs are expected to be recognized over a weighted-average period of 2.4 years.

During the first quarter of fiscal 2007, no stock options were exercised. The Company is obligated to issue shares from the 2002 Equity Incentive Plan reserve upon the exercise of stock options. The Company does not currently expect to repurchase shares from any source to satisfy its obligations under the Plan.

The following are the stock-based compensation costs recognized in the Company s statements of operations:

		Three Months Ended March 31, 2007		Three Months Ended March 31, 2006
Research and development	$	397,037	$	539,497
General and administrative		906,361		564,274
Total	$	1,303,398	$	1,103,771

The 2000 Employee Stock Purchase Plan (ESPP) provides that eligible employees may contribute, through payroll, deductions, up to 10% of their earnings toward the purchase of the Company s Common Stock at 85% of the fair market value at specific dates. On January 1, 2006, the Company adopted SFAS 123R, which requires the measurement and recognition of compensation expense for all share based payment awards made to the Company s employees and directors related to the Employee Stock Purchase Plan, based on estimated fair values.

During the first quarter of 2007 the total compensation expense for participants in the ESPP was $7,849 using the Black-Scholes option-pricing model with a weighted average estimated fair value per share of $1.26, expected life of six months, risk free interest rate of 5.17%, volatility of 70.90%, and no dividend yield. During the first quarter of 2006 the total compensation expense for participants in the ESPP was $15,118 using the Black-Scholes option-pricing model with a weighted average estimated fair value per share of $1.07, expected life of six months, risk free interest rate of 3.5%, volatility of 73.21%, and no dividend yield. At March 31, 2007, 248,144 shares remain available for purchase through the plan and there were 86 employees eligible to participate in the plan, of which 29 were participants.

On March 27, 2007, in connection with his resignation, the Company entered into a Separation and Release Agreement with AVI s former Chairman and Chief Executive Officer. Pursuant to this agreement, he may exercise his previously granted options until March 28, 2010. This modification of these stock options in the first quarter of 2007 increased compensation costs by $1,057,372.

On March 15, 2006 unvested stock options for nine employees in the Company s Colorado facility were accelerated. These employees joined Cook Group Inc. in April 2006. The acceleration of these stock options in the first quarter of 2006 increased compensation costs by $833,500.

During the first quarter of 2007 and 2006, the total compensation expense for stock-based compensation was $2,360,770 and $1,937,271, respectively.

The Company records the fair value of stock options granted to non-employees in exchange for services in accordance with EITF 96-18 *Accounting for Equity Instruments That are Issued to Other Than Employees for Acquiring, or in Conjunction with Selling, Goods or Services*. The fair value of the options granted is expensed when the measurement date is known. The performance for services was satisfied on the grant date for stock options granted to non-employees. The total fair value of the options granted to non-employees during the three months ended March 31, 2007 and March 31, 2006 was $312,637 and $525,126 which was expensed to research and development, respectively.

Warrants. Certain of the Company s warrants issued in connection with financing arrangements are classified as liabilities in accordance with EITF 00-19 *Accounting for derivative financial instruments indexed to, and potentially settled in, a company s own stock.* The fair market value of these warrants is recorded on the balance sheet at issuance and marked to market at each financial reporting period. The change in the fair value of the warrants is recorded in the Statement of Operations as a non-cash gain (loss) and is estimated using the Black-Scholes option-pricing model with the following weighted average assumptions:

Three Months Ended March 31,	**2007**	**2006**
Risk-free interest rate	4.4%-4.5%	4.7%
Expected dividend yield	0%	0%
Expected lives	1.7-3.1 years	2.7-4.1 years
Expected volatility	79.8%-88.9%	82.7%-86.3%

The risk-free interest rate is estimated using an average of treasury bill interest rates. The expected dividend yield is zero as the Company has not paid any dividends to date and does not expect to pay dividends in the future. The expected lives are based on the remaining contractual lives of the related warrants. The expected volatility is estimated using historical calculated volatility and considers factors such as future events or circumstances that could impact volatility.

For warrants classified as permanent equity in accordance with EITF 00-19, the fair value of the warrants is recorded in shareholders equity and no further adjustments are made.

Commitments and Contingencies. In the normal course of business, the Company may be named as a party to various legal claims, actions and complaints, including matters involving employment, intellectual property, effects from the use of drugs utilizing our technology, or others. It is impossible to predict with certainty whether any resulting liability would have a material adverse effect on the Company s financial position, results of operations or cash flows.

Financial Instruments. The carrying amounts reported in the balance sheets for cash and cash equivalents, accounts receivable, accounts payable, and other current monetary assets and liabilities approximate fair value because of the immediate or short-term maturity of these financial instruments.

License Arrangements. License arrangements may consist of non-refundable upfront license fees, data transfer fees, research reimbursement payments, exclusive licensed rights to patented or patent pending compounds, technology access fees, various performance or sales milestones and future product royalty payments. Some of these arrangements are multiple element arrangements.

The Company defers recognition of non-refundable upfront fees if it has continuing performance obligations without which the technology, right, product or service conveyed in conjunction with the non-refundable fee has no utility to the licensee that is separate and independent of Company performance under the other elements of the arrangement. In addition, if the Company has continuing involvement through research and development services that are required because its know-how and expertise related to the technology is proprietary to the Company, or can only be performed by the Company, then such up-front fees are deferred and recognized over the period of continuing involvement.

Payments related to substantive, performance-based milestones in a research and development arrangement are recognized as revenue upon the achievement of the milestones as specified in the underlying agreements when they represent the culmination of the earnings process.

Government Research Contract Revenue. The Company recognizes revenues from federal research contracts during the period in which the related expenditures are incurred.

Income Taxes. In July 2006, the FASB issued FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes, an interpretation of FASB Statement No. 109 (FIN 48). FIN 48 clarifies the accounting for uncertainty in income taxes by prescribing the recognition threshold a tax position is required to meet before being recognized in the financial statements. It also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. The provisions of FIN 48 are effective for the Company as of January 1, 2007, with cumulative effect, if any, of applying FIN 48 recorded as an adjustment to opening retained earnings in the year of adoption. The Company adopted FIN 48 on January 1, 2007, which did not have a material impact on the consolidated financial statements. See Note 7.

Note 2. Restatement of Prior Financial Information:

In December 2003, January 2004, January 2005 and November 2005, the Company issued warrants in connection with various financing transactions in registered offerings. Previously, the Company had classified these warrants in the shareholders equity section of the Company s balance sheet. In accordance with EITF 00-19, if a financial instrument requires settlement in registered shares, the financial instrument cannot be classified within equity, as the company s ability to maintain an effective registration statement is outside that company s control. The warrants issued by the Company require settlement in registered shares and, accordingly, should be recorded as a liability at fair value at the date of grant, and marked to market at each reporting period.

The Company has evaluated the financial statement impact in each of the previously filed reporting periods effected, and concluded that the changes are quantitatively material to its previously filed financial statements. The amounts previously recorded in each of the three months ended March 31, 2007 and 2006 have been adjusted to reduce equity and increase liabilities for the issued warrants, and changes in fair value will be recorded on their own line item.

-

The effect of the correction of this error on the balance sheet as of March 31, 2007 and the statement of operations for the three month period ended March 31, 2007 is summarized as follows:

	March 31, 2007 As Previously Reported	**Adjustments**	**March 31, 2007 As Restated**
Warrant liability		3,693,885	3,693,885
Total Current Liabilities	4,346,755	3,693,885	8,040,640
Additional paid-in capital	244,382,818	(9,724,002)	234,658,816
Deficit accumulated during the development stage	(213,444,231)	6,030,117	(207,414,114)
Total Shareholders Equity	30,960,292	(3,693,885)	27,266,407
Gain on warrant liability		1,498,691	1,498,691
Net loss	(9,722,975)	1,498,691	(8,224,284)
Net loss per share (basic and diluted)	(0.18)	0.03	(0.15)

The effect of the correction of this error on the balance sheet as of December 31, 2006 is summarized as follows:

	December 31, 2006 As Previously Reported	Adjustments	December 31, 2006 As Restated
Warrant liability		5,192,576	5,192,576
Total Current Liabilities	3,150,845	5,192,576	8,343,421
Additional paid-in capital	241,409,421	(9,724,002)	231,685,419
Deficit accumulated During the development stage	(203,721,256)	4,531,426	(199,189,830)
Total Shareholders Equity	37,711,901	(5,192,576)	32,519,325

The effect of the correction of this error on the statement of operations for the three month period ended March 31, 2006 is summarized as follows:

	March 31, 2006 As Previously Reported	Adjustments	March 31, 2006 As Restated
Loss on warrant liability		(14,195,376)	(14,195,376)
Net loss	(9,061,150)	(14,195,376)	(23,256,526)
Net loss per share (basic and diluted)	(0.18)	(0.27)	(0.45)

The effect of the correction of this error on the statement of operations from July 22, 1980 (Inception) through March 31, 2007 is summarized as follows:

	July 22, 1980 (Inception) through March 31, 2007 As Previously Reported	Adjustments	July 22, 1980 (Inception) through March 31, 2007 As Restated
Gain on warrant liability		6,030,117	6,030,117
Net loss	(213,444,231)	6,030,117	(207,414,114)

The correction of this error did not impact cash used in operating activities, cash provided by (used in) investing activities, or cash provided by financing activities.

Note 3. Liquidity

The Company is in the development stage. Since its inception in 1980 through March 31, 2007, the Company has incurred losses of approximately $207 million, substantially all of which

10

resulted from expenditures related to research and development, general and administrative expenses, non-cash write-downs in 2002 of $4,478,260 and in 2001 of $12,523,088 on short-term securities available-for-sale that had an other than temporary impairment as defined by SEC accounting rules and a one-time charge of $19,545,028 for acquired in-process research and development reflecting the acquisition of ImmunoTherapy Corporation. The Company has not generated any material revenue from product sales to date, and there can be no assurance that revenues from product sales will be achieved. Moreover, even if the Company does achieve revenues from product sales, the Company expects to incur operating losses over the next several years.

The financial statements have been prepared assuming that the Company will continue as a going concern. The Company s ability to achieve a profitable level of operations in the future will depend in large part on completing product development of its antisense products, obtaining regulatory approvals for such products, and bringing these products to market. During the period required to develop these products, the Company will require substantial additional financing. There is no assurance that such financing will be available when needed or that the Company s planned products will be commercially successful. The Company believes it has sufficient cash to fund operations through 2007. For 2007, the Company expects expenditures for operations, including collaborative efforts and GMP facilities to be approximately $25 to $28 million. Expenditures for 2007 could increase if the Company undertakes additional collaborative efforts. If necessary, however, the Company s management has the ability to significantly curtail certain expenditures because a significant amount of the Company s costs are variable.

In December 2006, the Company announced the execution of a two-year $28 million research contract with the Defense Threat Reduction Agency (DTRA), an agency of the United States Department of Defense (DoD). The contract is directed toward funding the Company s development of antisense therapeutics to treat the effects of Ebola, Marburg and Junin hemorrhagic viruses, which are seen as biological warfare and bioterrorism agents. Funding under this contract is expected over two years, with approximately $18.0 million committed in the first year, and the remainder anticipated in the second year. In the first quarter of 2007, the Company recognized $485,292 in research contract revenue from this contract.

In January 2006, the Company announced that the final version of the 2006 defense appropriations act had been approved, which included an allocation of $11.0 million to fund its ongoing defense-related programs. Net of government administrative costs, it is anticipated that the Company will receive up to $9.8 million under this allocation. The Company s NEUGENE© technology is expected to be used to continue developing therapeutic agents against Ebola, Marburg and dengue viruses, as well as to continue developing countermeasures for anthrax exposure and antidotes for ricin toxin. The Company has received signed contracts for three of the projects, with government expenditures of $7.1 million. The Company continues to work with the government to define the scope of work to be performed on the fourth project, dengue viruses. The Company expects that funding under these contracts will be received over the next 12 months as it seeks reimbursement for its research under the contracts, and such funding has not yet been received and is not reflected in the Company s 2007 first quarter financial statements.

The likelihood of the long-term success of the Company must be considered in light of the expenses, difficulties and delays frequently encountered in the development and commercialization of new pharmaceutical products, competitive factors in the marketplace as well as the burdensome regulatory environment in which the Company operates. There can be no assurance that the Company will ever achieve significant revenues or profitable operations. In this regard, the Company s long term success may be adversely affected by the resignation of the Company s Chief Executive Officer in March 2007, as the Company must find a permanent CEO.

Note 4. Earnings Per Share

Basic EPS is calculated using the weighted average number of common shares outstanding for the period and diluted EPS is computed using the weighted average number of common shares and dilutive common equivalent shares outstanding. Given that the Company is in a loss position, there is no difference between basic EPS and diluted EPS since the common stock equivalents would be antidilutive.

Three Months Ended March 31,		**2007 (Restated)**		**2006 (Restated)**
Net loss	$	(8,224,284)	$	(23,256,526)
Weighted average number of shares of common stock and common stock equivalents outstanding:				
Weighted average number of common shares Outstanding for computing basic earnings per share		53,241,730		51,715,050
Dilutive effect of warrants and stock options after application of the treasury stock method		*		*
Weighted average number of common shares outstanding for computing diluted earnings per share		53,241,730		51,715,050
Net loss per share - basic and diluted	$	(0.15)	$	(0.45)

* Warrants and stock options to purchase 15,173,475 and 17,214,065 shares of common stock as of March 31, 2007 and 2006, respectively, were excluded from the earnings per share calculation as their effect would have been antidilutive.

Note 5. Comprehensive Income and securities available for sale

Comprehensive income (loss) includes charges or credits to equity that did not result from transactions with shareholders. The Company s only component of other comprehensive income (loss) is unrealized gain (loss) on cash equivalents and short-term securities available-for-sale. Accordingly, such investment securities are stated on the balance sheet at their fair market value. The Company classifies its investment securities with an original maturity of three months or less from the date of purchase as cash equivalents. The Company classifies its investment securities with an original maturity of more than three months from the date of purchase as short-term securities available-for-sale. At March 31, 2007 and December 31, 2006, the Company s investments in marketable securities had gross unrealized gains of $16,377 and $18,418, respectively. The unrealized difference between the adjusted cost and the fair market value of these securities has been reflected as a separate component of shareholders equity.

The following table sets forth the calculation of comprehensive income for the periods indicated:

	Three Months Ended March 31, (Restated) 2007	2006
Net loss	$ (8,224,284)	$ (23,256,526)
Unrealized gain (loss) on marketable securities	(2,041)	1,890
Total comprehensive loss	$ (8,226,325)	$ (23,254,636)

Note 6. Significant Agreements

On January 8, 2007, the Company announced that it had entered into a cross-license agreement with Eleos Inc. for the development of antisense drugs targeting p53, a well-studied human protein that controls cellular response to genetic damage. Under the terms of the agreement, the Company is granting Eleos Inc. an exclusive license to the Company s NEUGENE® third-generation antisense chemistry to treat cancer with p53-related drugs. In return, Eleos Inc. is granting the Company an exclusive license to its patents for treatment of most viral diseases with drugs that target p53. The companies are sharing rights in other medical fields where targeting p53 may be therapeutically useful. Each company will make milestone payments and royalty payments to the other on development and sales of products that utilize technology licensed under the agreement. In addition, Eleos Inc. is making an upfront payment of $500,000 to the Company. The Company recognized $31,250 in license fees in the first quarter of 2007; the remaining $468,750 has been classified as deferred revenue.

In February 2007, the Company issued 100,000 shares of the Company s common stock with a market value of $300,000 for consulting services, which was expensed to research and development.

On March 27, 2007, the Board of Directors appointed K.Michael Forrest as interim Chief Executive Officer and set his compensation as follows: (a) annual salary - $385,000 and (b) options to acquire 300,000 shares of the Company s common stock. The stock options granted to Mr. Forrest become exercisable starting one month after the grant date, with one-twelfth of the options becoming exercisable at that time and an additional one-twelfth of the options becoming exercisable each month thereafter. The exercise price is $2.45 per share.

On March 27, 2007, in connection with the resignation of AVI s Chairman and Chief Executive Officer, the Company entered into a Separation and Release Agreement, pursuant to which the former Chairman and CEO is entitled to receive his base compensation for 18 months ($562,500 in the aggregate) and medical insurance for the same 18 month period and may exercise his previously granted options until March 28, 2010. The Company recognized $1,619,872 in total compensation expense to general and administrative in the first quarter of 2007, including $562,500 in cash compensation and $1,057,372 in SFAS 123R expenses.

Note 7. Other current assets

Amounts included in other current assets are as follows:

		March 31, 2007		December 31, 2006
Prepaid expenses	$	449,263	$	480,003
Prepaid rents		102,837		100,838
Restricted cash		157,386		155,442
Other current assets	$	709,486	$	736,283

Starting in April 2006, the Company was required to pledge $150,000 as collateral for company credit cards issued to certain employees. The Company classifies this amount as restricted cash. As of March 31, 2007, restricted cash including accrued interest was $157,386. The remaining components of other current assets include normally occurring prepaid expenses and rents.

Note 8. Income Taxes

The Company adopted the provisions of FIN 48 on January 1, 2007, which did not materially impact its consolidated financial statements. No unrecognized tax benefits were recorded as of the date of adoption. As a result of the implementation of FIN 48, the Company did not recognize any liability for unrecognized tax benefits. There are no unrecognized tax benefits included in the balance sheet that would, if recognized, affect the effective tax rate.

The Company s policy is to recognize interest and/or penalties related to income tax matters in income tax expense. The Company had no accrual for interest or penalties on its balance sheet at March 31, 2007 and at December 31, 2006, and has not recognized interest and/or penalties in the statement of operations for the three months ended March 31, 2007.

At January 1, 2007, the Company had net deferred tax assets of $79,398,000. The deferred tax assets are primarily composed of federal and state tax net operating loss carryforwards, federal and state R&D credit carryforwards, share-based compensation expense and intangibles. Due to uncertainties surrounding its ability to generate future taxable income to realize these assets, a full valuation allowance has been established to offset its net deferred tax asset. Additionally, the Internal Revenue Code rules under Section 382 could limit the future use of its net operating loss and R&D credit carryforwards to offset future taxable income based on ownership changes and the value of the Company s stock.

Note 9. Subsequent Events

On April 19, 2007, the Company entered into a real property purchase agreement with WKL Investments Airport, LLC (WKL) to purchase a parcel of real property at 1749 SW Airport Avenue, Corvallis, Oregon 97330, including improvements situated on the land and intangibles related to the land. Under the terms of the real property purchase agreement, the total purchase price of the property is $3,300,000. The Company paid the purchase price as follows: paid $250,000 in an earnest money deposit, assumed two loans secured by the property in the amount of $2,196,208, paid $125,000 in immediately available funds, and issued 270,758 shares of AVI common stock (at $2.77 per share or $750,000 in the aggregate) to WKL in exchange for the property. As of March 31, 2007, the Company recorded $250,000 in an earnest money deposit to other assets.

On May 2, 2007, the Company entered into a cross-license and collaboration agreement with Ercole Biotech, Inc. (Ercole) to develop drugs that may prove effective in treating the genetic diseases Duchenne muscular dystrophy and beta thalassemia and a stock purchase agreement in connection therewith. Under the terms of the stock purchase agreement, Ercole issued AVI shares of Ercole Series A 2 Preferred Stock, and the Company issued to Ercole 73,607 shares of the Company s common stock with a market value of $200,000.

Item 2. Management s Discussion and Analysis or Plan of Operations

This section should be read in conjunction with the same titled section contained in our Annual Report on Form 10-K as filed with the SEC for the year ended December 31, 2006 and the Risk Factors contained in such report.

Forward-Looking Information

The Financial Statements and Notes thereto should be read in conjunction with the following discussion. The discussion in this Form 10-Q contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Exchange Act. Forward looking statements are identified by such words as believe, expect, anticipate and words of similar import. All statements other than historical or current facts, including, without limitation, statements about our business strategy, plans and objectives of management and our future prospects, are forward-looking statements. Such forward-looking statements involve risks and uncertainties, including, but not limited to, the results of research and development efforts, the success of raising funds in the current offering or future offerings under our current shelf registration, the results of pre-clinical and clinical testing, the effect of regulation by FDA and other agencies, the impact of competitive products, product development, commercialization and technological difficulties, and other risks detailed in the Company s Securities and Exchange Commission filings, that could cause actual results to differ materially from the expected results reflected in such forward looking statements.

Overview

From our inception in 1980, we have devoted our resources primarily to fund our research and development efforts. We have been unprofitable since inception and, other than limited interest, license fees, grants and research contracts, we have had no material revenues from the sale of products or other sources, other than from government grants and research contracts, and we do not expect material revenues for the foreseeable future. We expect to continue to incur losses for the foreseeable future as we continue to expand our research and development efforts and enter additional collaborative efforts. As of March 31, 2007, the Company s accumulated deficit was $207,414,114.

Results of Operations

Revenues, from license fees, grants and research contracts, increased to $536,042 in the first quarter of 2007 from $65,962 in the comparable period in 2006, due to increases in research contracts revenues of $485,292 and license fees of $31,250, partially offset by decreases in grants revenues of $46,462.

Operating expenses increased to $10,621,526 in the first quarter of 2007 from $9,584,971 in the first quarter of 2006 due to increases in general and administrative, which increased to $4,303,885 in 2007 from $2,821,726 in the comparable period in 2006. This general and administrative increase was due primarily to increases in employee costs of approximately $1,200,000, of which approximately $1,620,000 (including $562,500 in cash compensation and $1,057,372 in SFAS 123R expenses) was related to the Separation and Release Agreement with the Company s former Chief Executive Officer, partially offset by decreases in SFAS 123R expenses of approximately $130,000 and salaries and bonuses of approximately $330,000. General and administrative also includes increases in legal expenses of approximately $230,000 and accounting expenses of approximately $50,000. Research and development decreased to $6,317,641 in the first quarter of 2007 from $6,763,245 in the first quarter of 2006. This research and development decrease was due primarily to decreases in employee costs of approximately $940,000, of which approximately $430,000 was related to the acceleration of the vesting of certain stock options in the first quarter of 2006 and decreases in SFAS 123R expenses of approximately $140,000 and salaries and bonuses of approximately $360,000, partially offset by increases in chemical and lab supply costs of approximately $390,000, government contract related equipment expenses of approximately $350,000, and professional consultant costs of approximately $160,000. The remaining research and development decrease was due to net decreases in clinical trial related expenses of approximately $500,000, partially offset by increases in leasehold and patent amortization expenses of approximately $50,000 and facility costs of approximately $40,000. Net interest income decreased to $362,509 in the first quarter of 2007 from $457,859 in the first quarter of 2006 due to decreases in average cash, cash equivalents and short-term securities, partially offset by increases in average interest rates of the Company s interest earning investments. Gain (loss) on warrant liability was a gain of $1,498,691 in the first quarter of 2007 compared to a loss of $14,195,376 in the first quarter of 2006. The gain (loss) on warrant liability is a function of the Company s stock price and fluctuates as the market price of the Company s stock fluctuates.

Liquidity and Capital Resources

The Company does not expect any material revenues in 2007 or 2008 from its business activities other than from potential government grants and research contracts. The Company expects that its cash requirements through 2007 will be satisfied by existing cash resources. To fund its operations beyond 2007, the Company will need to secure additional funds. Such funds could come from technology license fees, government grants and research contracts, and accessing capital markets.

In December 2006, the Company announced the execution of a two-year $28 million research contract with the Defense Threat Reduction Agency (DTRA), an agency of the United States Department of Defense (DoD). The contract is directed toward funding the Company s development of antisense therapeutics to treat the effects of Ebola, Marburg and Junin hemorrhagic viruses, which are seen as biological warfare and bioterrorism agents. Funding under this contract is expected over two years, with approximately $18.0 million committed in the first year, and the remainder anticipated in the second year. In the first quarter of 2007, the Company recognized $485,292 in research contract revenue from this contract.

In January 2006, the Company announced that the final version of the 2006 defense appropriations act had been approved, which included an allocation of $11.0 million to fund its ongoing defense-related programs. Net of government administrative costs, it is anticipated that the Company will receive up to $9.8 million under this allocation. The Company s NEUGENE® technology is expected to be used to continue developing therapeutic agents against Ebola, Marburg and dengue viruses, as well as to continue developing countermeasures for anthrax exposure and antidotes for ricin toxin. The Company has received signed contracts for three of the projects, with government expenditures of $7.1 million. The Company continues to work with the government to define the scope of work to be performed on the fourth project, dengue viruses. The Company expects that funding under these contracts will be received over the next 12 months as it seeks reimbursement for its research under the contracts, and such funding has not yet been received and is not reflected in the Company s 2007 first quarter financial statements .

The Company s cash, cash equivalents and short-term securities were $27,046,111 at March 31, 2007, compared with $33,152,132 at December 31, 2006. The decrease of $6,106,021 was due primarily to $5,494,018 used in operations and $609,962 used for purchases of property and equipment and patent related costs.

The Company s short-term securities include certificates of deposit, commercial paper and other highly liquid investments with original maturities in excess of 90 days at the time of purchase and less than one year from the balance sheet date. The Company classifies its investment securities as available-for-sale and, accordingly, such investment securities are stated on the balance sheet at their fair market value with unrealized gains (losses) recorded as a separate component of shareholders equity and comprehensive income (loss).

The Company s future expenditures and capital requirements depend on numerous factors, most of which are difficult to project beyond the short term, including without limitation, the progress of its research and development programs, the progress of its pre-clinical and clinical trials, the time and costs involved in obtaining regulatory approvals, the cost of filing, prosecuting, defending and enforcing any patent claims and other intellectual property rights, competing technological and market developments, its ability to establish collaborative arrangements and the terms of any such arrangements, and the costs associated with commercialization of its products. The Company s cash requirements are expected to continue to increase each year as the Company expands its activities and operations. There can be no assurance, however, that the Company will ever be able to generate product revenues or achieve or sustain profitability.

In addition, the Company s prospects for profitability and long term success may be adversely affected by the recent resignation of its Chief Executive Officer. There can be no assurance that the Company will be able to find and employ a permanent CEO that will be able to lead the Company successfully in the near term. The failure to secure a permanent replacement may adversely affect the Company s research and development efforts.

The Company expects to continue to incur losses as it expands its research and development activities and related regulatory work and increases its collaborative efforts. For 2007, the Company expects expenditures for operations, including collaborative efforts and GMP facilities to be approximately $25 to $28 million. Expenditures for 2007 could increase if the Company undertakes additional collaborative efforts. If necessary, however, the Company s management has the ability to significantly curtail certain expenditures because a significant amount of the Company s costs are variable.

Critical Accounting Policies and Estimates

The discussion and analysis of the Company s financial condition and results of operations are based upon its financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires the Company to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses and related disclosure of contingent assets and liabilities. The Company s critical accounting policies and estimates are consistent with the disclosure in the Company s Form 10-K.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

There has been no material change in the Company s market risk exposure since the filing of our 2006 Annual Report on Form 10-K.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

In connection with the preparation of our Quarterly Report on Form 10-Q, for the period ending March 31, 2007, originally filed on May 10, 2007, an evaluation was performed under the supervision of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act). Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded at that time that our disclosure controls and procedures were effective as of the end of the period covered by that Quarterly Report. Subsequently, as reported in Item 9A of our Amended Annual Report on Form 10-K/A as of December 31, 2006, the Company determined that it was necessary to restate certain of its previously issued consolidated financial statements and that such previously issued financial statements should no longer be relied upon.

In connection with the restatement, as of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of the Company s management, including the Company s Chief Executive Officer (CEO) and Chief Financial Officer (CFO), of the effectiveness of the design and operation of our disclosure controls and procedures (as such terms are defined in Rules 13a-15(c) under the Securities Exchange Act of 1934, as amended (the Exchange Act)). Based upon that evaluation, our CEO and CFO concluded that our disclosure controls and procedures were not effective as of March 31, 2007.

Internal Controls and Procedures

There were no changes in our internal control over financial reporting that occurred during the three months ended March 31, 2007 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

As described in Item 9A of our Amended Annual Report on Form 10-K/A for the fiscal year ended December 31, 2006, management conducted an assessment of the effectiveness of our internal control over financial reporting as of December 31, 2006, based upon the Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this assessment, management concluded that, as of December 31, 2006, the Company did not maintain effective internal control over financial reporting. The Company identified the following material weakness in internal control over financial reporting as of December 31, 2006:

Management lacked adequate technical expertise to ensure the proper application, at inception, of SFAS No. 133, Accounting for Derivative Instruments and Hedging Activities, and EITF 00-19 Accounting for Derivative Financial Instruments Indexed to, and Potentially Settled in, a Company s Own Stock related to certain stock warrants. As a result, the Company failed to identify that certain warrants should be liability classified. This material weakness resulted in a misstatement requiring the restatement of the Company s financial statements for the years ended December 31, 2006, 2005 and 2004 and for each of the interim periods in 2006 and 2005.

During the fiscal year ending December 31, 2007, we developed a remediation plan that would result in the implementation of significant changes in our internal control over financial reporting, including the following:

The Company has adopted additional controls wherein if the issuance of warrants or other derivative financial instruments is contemplated, legal counsel and an independent accountant will be consulted as to the financial statement impact that the issuance of such warrants or other derivative financial instruments may have, prior to issuance.

The Company began to execute these remediative measures above in the third quarter of 2007. Additional measures may be forthcoming as the Company evaluates the effectiveness of these efforts. We cannot assure you that these remediation efforts will be successful or that our internal control over financial reporting will be effective in accomplishing all control objectives all of the time.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings. None

Item 1A. Risk Factors.

In March 2007, the Company s Chief Executive officer resigned and an interim CEO was appointed. The Company intends to commence a search for a permanent replacement. There can be no assurance that the Company will be able to find and employ a new permanent CEO that will be able to lead the Company successfully in the near term. The failure to secure a permanent replacement may adversely affect the Company s research and development efforts.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

None

Item 3 Defaults Upon Senior Securities. None

Item 4. Submission of Matters to a Vote of Securities Holders. None

Item 5. Other Information. None

Item 6. Exhibits

		Incorporated by Reference to Filings Indicated				
Exhibit No	**Exhibit Description**	**Form**	**File No.**	**Exhibit**	**Filing Date**	**Filed Herewith**
4.1	Third Restated Articles of Incorporation of AntiVirals Inc.	SB-2	333-20513	3.1	5/29/97	
4.2	First Amendment to Third Restated Articles of Incorporation of AntiVirals Inc.	8-K	0-22613	3.3	9/30/98	
4.3	Amendment to Article 2 of the Company s Third Restated Articles of Incorporation	DEF 14A	1-14895	N/A	4/11/02	
4.4	Bylaws of AntiVirals Inc.	SB-2	333-20513	3.2	5/29/97	
10.58+*	Cross License Agreement dated January 8, 2007 by and between Eleos, Inc. and AVI BioPharma, Inc.					X
10.59*	Separation and Release Agreement dated March 27, 2007 by and between Denis R. Burger, Ph.D. and AVI BioPharma, Inc.					X
31.1	Certification of the Company s Chief Executive Officer, K. Michael Forrest, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.					X
31.2	Certification of Chief Financial Officer, Mark M. Webber pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.					X
32	Certification of the Company s Chief Executive Officer, K. Michael Forrest, and Chief Financial Officer, Mark M. Webber, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002					X

Materials in the exhibit marked with a + have been omitted pursuant to a request for confidential treatment filed with the Securities and Exchange Commission. Omitted portions have been filed separately with the Securities and Exchange Commission.

* Materials in the exhibit marked with a * were filed in the originally filed 10-Q.

SIGNATURES

Pursuant to the requirements 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.

Date: November 2, 2007

AVI BIOPHARMA, INC.

By: /s/ K. MICHAEL FORREST
K. Michael Forrest
Interim Chief Executive Officer
(Principal Executive Officer)

By: /s/ MARK M. WEBBER
Mark M. Webber
Chief Financial Officer and Chief Information Officer
(Principal Financial and Accounting Officer)