

Edgar Filing: RADCOM LTD - Form 20-F/A

RADCOM LTD  
Form 20-F/A  
May 13, 2004

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

FORM 20-F/A  
Amendment No. 1

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2003  
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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 0-29452

RADCOM Ltd.  
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(Exact name of Registrant as specified in its charter)

Israel  
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(Jurisdiction of incorporation or organization)

24 Raoul Wallenberg Street, Tel Aviv 69719, Israel  
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(Address of principal executive offices)

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

Title of each class -----	Name of each exchange on which registered -----
None	None

Securities registered or to be registered pursuant to Section 12(g) of the Act:  
Ordinary Shares, NIS 0.05 par value per share  
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(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d)  
of the Act:

None  
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(Title of Class)

Indicate the number of outstanding shares of each of the issuer's  
classes of capital or common stock as of the close of the period covered by the  
annual report:

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10,506,876 Ordinary Shares, NIS 0.05 par value per share  
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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark which financial statement item the registrant has elected to follow.

Item 17  Item 18

EXPLANATORY NOTE

This Form 20-F/A is being filed solely to amend the Annual Report on Form 20-F for the fiscal year ended December 31, 2003, filed by Radcom Ltd. (the "Registrant") on May 6, 2004 (the "Form 20-F"), to include an additional Report of Independent Accountants relating to the audited balance sheet of Radcom (UK) Ltd., a subsidiary of the Registrant, at December 31, 2002, in this Form 20-F/A.

Except for the above amendment, no changes have been made to the financial statements of the Registrant as contained in the Form 20-F, and the balance of Item 18 of the Form 20-F is hereby incorporated by reference.

This Form 20-F/A consists of a cover page, this explanatory note, Item 18 (as amended) of the Form 20-F, the Report of Independent Accountants described herein, the signature page and the required certifications of the principal executive officer and the principal financial officer of the Registrant.

Other than as expressly set forth above, this Form 20-F/A does not, and does not purport to, amend, update or restate the information in the Form 20-F or reflect any events that have occurred after the Form 20-F was filed.

PART III

ITEM 18. FINANCIAL STATEMENTS

The Report of Independent Accountants relating to the audited balance sheet of Radcom (UK) Ltd. at December 31, 2002 follow the signature page of this Form 20-F/A.

SIGNATURE  
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The registrant hereby certifies that it meets all of the requirements for filing on Form-20F/A and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

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RADCOM LTD.

By: /s/ Arnon Toussia-Cohen

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Name: Arnon Toussia-Cohen  
Title: Chief Executive Officer

Date: May 13, 2004

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Radcom (UK) Ltd

Financial Statements as at December 31, 2002

Report of Independent Accountants  
To the Shareholders of Radcom (UK) Ltd.

We have audited the balance sheets of Radcom (UK) Ltd. ("the Company") at December 31, 2002, statements of income, shareholders' equity and cash flows for the year ended December 31, 2002. These financial statements are the responsibility of the Company's Board of Directors and management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with generally accepted auditing standards in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the Board of Directors and management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, based upon our audit the aforementioned financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2002 and the results of its operations, changes in shareholder's equity and its cash flows for the year ended December 31, 2002 in conformity with generally accepted accounting principles in the United States of America.

Blick Rothenberg  
Chartered Accountants  
London, England

21 January 2003

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Exhibit      Index  
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- 12.1 Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934.
- 12.2 Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934.