

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

FORM 10-K/A

(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, 2012

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 333-146182

BIOZONE PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of incorporation
or organization)

20-5978559
(I.R.S. Employer Identification No.)

550 Sylvan Avenue
Suite 101
Englewood Cliffs, NJ
(Address of principal executive offices)

07632
(Zip Code)

Registrant's telephone number, including area code **(201) 608-5101**

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

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

Indicate by check mark if registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

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

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 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 (§ 229.405 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 No

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 or any amendment to this Form 10-K.

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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

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

Accelerated filer
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

The aggregate market value of the voting and non-voting common equity held by non-affiliates as of the Company's most recently completed second fiscal quarter was approximately \$205,334,007.

As of April 1, 2013, there were 63,142,969 shares of Common Stock, par value \$0.001 per share, outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

None.

EXPLANATORY NOTE

We are filing this Amendment Number 1 to our Form 10-K for the fiscal year ended December 31, 2012 for purposes of correcting certain beneficial ownership information in Part III, Item 12.

Except as described above, the remainder of the Form 10-K is unchanged and does not reflect events occurring after the original filing of the Form 10-K with the SEC on April 1, 2013.

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

The following persons are our executive officers and directors and hold the positions set forth opposite their respective names.

EXECUTIVE OFFICERS AND DIRECTORS

Name	Age	Position
Roberto Prego-Novo	68	Chairman
Elliot M. Maza	57	Chief Executive Officer, Chief Financial Officer and Secretary and Director
Brian Keller	56	President, Chief Scientific Officer and Director
Christian Oertle	40	Chief Strategy Officer

Roberto Prego-Novo, Chairman. Mr. Prego-Novo was appointed to our board of directors and as our President, Principal Accounting Officer and Secretary on February 24, 2011. Mr. Prego-Novo resigned from all executive positions with us and was appointed as our Chairman on June 30, 2011. Since 1974, Mr. Novo has served as the President of Laboratorios Elmor S.A., a Venezuelan pharmaceutical company. Mr. Novo served as the Vice President, Latin America, of Teva Pharmaceutical Industries Limited from 2006 to 2010 and as the Vice President, Latin America, of IVAX Corporation from 2006 to 2008. Mr. Prego-Novo served as our President and Principal Accounting Officer from February 24, 2011 to June 30, 2011. Mr. Prego-Novo was chosen to be a director based on his extensive pharmaceutical industry experience. We believe Mr. Prego-Novo's qualifications to serve as our chairman include his years of experience as an executive of large pharmaceutical companies, in particular at Teva Pharmaceutical Industries Limited, one of the five largest manufacturers of generic pharmaceutical products in the world. We expect that Mr. Prego-Novo will be able to draw on his knowledge of the generic pharmaceuticals industry to help us develop our branded generic pharmaceutical business.

Elliot M. Maza, J.D., C.P.A. (Inactive), Chief Executive Officer, Chief Financial Officer, Secretary and Director. Elliot Maza serves as our Chief Executive Officer, Chief Financial Officer and Secretary. Mr. Maza was appointed as our Interim Chief Executive Officer, Chief Financial Officer and Secretary on May 16, 2011. Mr. Maza was appointed as our Chief Executive Officer on August 2, 2011. On February 24, 2012, the Board of Directors of the Company appointed Elliot Maza as a director of the Company. From May 2006 until the present time, Mr. Maza has served in several management positions at Intellect Neurosciences, Inc., a development stage biotechnology company focused on the development of therapeutics for Alzheimer's disease. Mr. Maza served as the Executive Vice President of Intellect Neurosciences, Inc. from May 2006 to March 2007, as President from March 2007 until October 2011, as Chief Financial Officer from May 2006 until November 2012 and as Consulting Chief Financial Officer from November 2012 through the present time. Mr. Maza was also appointed to the board of directors of Intellect Neurosciences, Inc. on June 26, 2007. From December 2003 to May 2006, Mr. Maza served as Chief Financial Officer of Emisphere Technologies, Inc., a biopharmaceutical company specializing in oral drug delivery. He was a partner at Ernst and Young, LLP from March 1999 to December 2003. During the period from May 1989 to March 1999, Mr. Maza served as an Associate and subsequently Vice President in the Fixed Income divisions of Goldman Sachs, Inc. and JP Morgan Securities, Inc. Mr. Maza practiced tax and corporate law at Sullivan and Cromwell in New York from September 1985 to April 1989. Mr. Maza has served on the Board of Directors and as Chairman of the Audit Committee of several biotech and pharmaceutical companies. Mr. Maza received his B.A. degree from Touro College in New York and his J.D. degree from the University of Pennsylvania Law School. Mr. Maza was appointed as a director of the Company based on his experience as a senior executive in several biotech and biopharma companies and his positions as chief executive officer and chief financial officer of the Company.

Brian Keller, Pharm.D., President, Chief Scientific Officer and Director. Dr. Keller has served as our President, Chief Scientific Officer and Director on June 30, 2011. Dr. Keller co-founded BioZone Laboratories, Inc. with Mr. Daniel Fisher in 1989, and has served as its Executive Vice President and Chief Scientific Officer since that time. Dr. Keller is the inventor of the Company's QuSomes, LiquaVail, and HyperSorb technology. Dr. Keller graduated from University of California, San Diego, in 1979 with a BS in biology, and received his doctorate in pharmacy from University of California, San Francisco, in 1983. Dr. Keller is a registered pharmacist. We believe Dr. Keller's qualifications to serve as a director include his management and industry experience gained as the co-founder of BioZone Laboratories, Inc., one of our subsidiaries, as well as his general scientific knowledge.

Christian Oertle, Chief Strategy Officer. Mr. Oertle serves as our Chief Strategy Officer. Mr. Oertle served as our Chief Operating Officer from June 30, 2011 until February 11, 2013. From May 2003 until the present time, Mr. Oertle has served as the General Manager of BioZone Laboratories, Inc. From May 2000 to May 2003, Mr. Oertle served as the Director of Product Research and Development for BioZone Laboratories, Inc. Prior to May 2000 Mr. Oertle worked as a formulation chemist at BioZone Laboratories, Inc; Bertek Pharmaceuticals, a division of Mylan Laboratories (formerly Penederm Incorporated); and Alza Corporation. Mr. Oertle holds a Bachelors of Science Degree in Chemistry from University of California at Davis.

Family Relationships

There are no family relationships between the officers and directors listed above.

Employment Agreements

On June 30, 2011, we entered into an employment agreement with Dr. Keller pursuant to which Dr. Keller will serve as our President and Chief Scientific Officer for a period of three years in consideration for an annual salary of \$200,000. Pursuant to the terms of his employment agreement, Dr. Keller shall be eligible to participate in the Company's long term incentive compensation programs and shall be entitled to an annual bonus if the Company meets or exceeds criteria adopted by the Board and subject to certain claw back rights.

In the event Dr. Keller's employment is terminated due to his death or disability, his estate or his beneficiaries, as the case may be, shall be entitled to earned and unpaid base salary through the date of death or date of termination of his employment and all accrued and unpaid vacation time and all other additional benefits then due or earned in accordance with the Company's applicable plans and programs. In the event the Company terminates Dr. Keller's employment for cause, he shall be entitled to earned and unpaid base salary through the termination date and all accrued and unpaid vacation time and all other additional benefits then due or earned in accordance with the Company's applicable plans or programs. In the event Dr. Keller's employment is terminated without cause, other than due to Dr. Keller's death or disability, Dr. Keller shall be entitled to i) earned and unpaid base salary through the termination date, ii) the sum of his base salary, at the annualized rate in effect on the termination date (or, in the event a reduction in base salary is a basis for a termination by Dr. Keller for good reason, then the base salary in effect immediately prior to such reduction) divided by 12, and which such monthly payments are to be paid to Dr. Keller for a period of 6 months but not to extend beyond the last day of his employment period (the "Severance Period"), iii) any outstanding stock options or shares of restricted stock which are unvested shall vest and Dr. Keller shall have the right to exercise any vested stock options during the Severance Period or for the remainder of the exercise period, iv) continued participation in all medical, health and life insurance plans at the same benefit level at which he was participating on the date of the termination of his employment until the earlier of the end of the Severance Period or the date, or dates, he receives equivalent coverage and benefits under the plans and programs of a subsequent employer and (v) all accrued and unpaid vacation and all other additional benefits then due or earned in accordance with the Company's applicable plans or programs. Upon termination of Dr. Keller's employment, he shall not be entitled to any severance payments or severance benefits from the Company or any payments by the Company on account of any claim by him of wrongful termination, including claims under any federal, state or local human and civil rights or labor laws, other than the payments and benefits provided in the employment agreement.

On June 30, 2011, we entered into an employment agreement with Christian Oertle pursuant to which Mr. Oertle will serve as our Chief Operating Officer for a period of three years in consideration for an annual salary of \$150,000. Pursuant to the terms of his employment agreement, Mr. Oertle shall be eligible to participate in the Company's long term incentive compensation programs and shall be entitled to an annual bonus if the Company meets or exceeds criteria adopted by the Board which shall be subject to certain claw back rights. Mr. Oertle's employment agreement has the same termination and severance provisions as Dr. Keller's employment agreement.

On June 30, 2011, we entered into an employment agreement with Daniel Fisher, formerly Executive Vice President and Director of the Company, pursuant to which Mr. Fisher was to serve as our Executive Vice President for a period of three years in consideration for an annual salary of \$200,000 and would be eligible to participate in the Company's long term incentive compensation programs and be entitled to an annual bonus if the Company met or exceeded criteria adopted by the Board, subject to certain claw back rights. Mr. Fisher's employment agreement had the same termination and severance provisions as Dr. Keller's agreement and Mr. Oertle's agreement. On January 30, 2012, Mr. Fisher was removed from his position as Executive Vice President for cause. Pursuant to his employment agreement, Mr. Fisher was entitled to accrued salary through the date of termination. In addition, Mr. Fisher claimed pay for accrued vacation. We have paid Mr. Fisher \$56,000 in unpaid salary and vacation pay and \$23,000 in penalties of which \$5,769 remains outstanding and is due on April 15, 2013. Mr. Fisher has demanded approximately \$56,000 in unpaid salary and vacation pay and delivery to him of 6,650,000 shares of the Company's common stock.

Involvement in Certain Legal Proceedings

Our directors and executive officers were not involved in any legal proceedings as described in Item 401(f) of Regulation S-K in the past ten years except as set forth in the section entitled "Legal Proceedings" herein.

Directors' and Officers' Liability Insurance

The Company has obtained directors' and officers' liability insurance insuring its directors and officers against liability for acts or omissions in their capacities as directors or officers. Such insurance also insures us against losses which we may incur in indemnifying our officers and directors. In addition, the Company may enter into indemnification agreements with key officers and directors and such persons shall also have indemnification rights under applicable laws, and the Company's Articles of Incorporation and Bylaws.

Board Independence

We currently have three directors serving on our Board of Directors: Mr. Prego Novo, Mr. Maza and Dr. Keller. We are not listed on a national securities exchange and are not subject to any director independence standards. Using the definition of independence set forth in the rules of the NYSE MKT LLC, none of Mr. Novo, Mr. Maza and Dr. Keller would be considered an independent director of the Company.

Meetings and Committees of the Board of Directors

Our Board of Directors held one formal meeting during the fiscal year ended December 31, 2011 and no formal meetings during the fiscal year ended December 31, 2012.

We currently do not maintain any committees of the Board of Directors. Given our size and the development of our business to date, we believe that the board through its meetings can perform all of the duties and responsibilities which might be contemplated by a committee.

Except as may be provided in our bylaws, we do not currently have specified procedures in place pursuant to which security holders may recommend nominees to the Board of Directors.

Board Leadership Structure and Role in Risk Oversight

Although we have not adopted a formal policy on whether the Chairman and Chief Executive Officer positions should be separate or combined, we have traditionally determined that it is in the best interests of the Company and its shareholders to separate these roles because it allows us to separate the strategic and oversight roles within our board structure.

Our Board of Directors is primarily responsible for overseeing our risk management processes. The Board of Directors receives and reviews periodic reports from management, auditors, legal counsel, and others, as considered appropriate regarding our company's assessment of risks. The Board of Directors focuses on the most significant risks facing our company and our company's general risk management strategy, and also ensures that risks undertaken by our company are consistent with the Board's appetite for risk. While the Board oversees our company, our company's management is responsible for day-to-day risk management processes. We believe this division of responsibilities is the most effective approach for addressing the risks facing our company and that our Board leadership structure supports this approach.

Code of Ethics

We have not yet adopted a Code of Ethics although we expect to as we develop our infrastructure and business.

Board Diversity

While we do not have a formal policy on diversity, our Board considers diversity to include the skill set, background, reputation, type and length of business experience of our Board members as well as a particular nominee's contributions to that mix. Although there are many other factors, the Board seeks individuals with experience on public company boards as well as experience with advertising, marketing, legal and accounting skills.

Board Assessment of Risk

Our risk management function is overseen by our Board. Our management keeps our Board apprised of material risks and provides our directors access to all information necessary for them to understand and evaluate how these risks interrelate, how they affect the Company, and how management addresses those risks. Mr. Elliot Maza, a director and our Chief Executive Officer and Chief Financial Officer works closely together with the Board once material risks are identified on how to best address such risk. If the identified risk poses an actual or potential conflict with management, our independent directors may conduct the assessment. The Board focuses on these key risks and interfaces with management on seeking solutions.

Item 11. Executive Compensation.

Summary Compensation Table

The table below sets forth, for the last two fiscal years, the compensation earned by the executive officers listed below. No other executive officers had annual compensation in excess of \$100,000 during the last fiscal year.

Name and Principal Position	Year Ended	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	All Other Compensation (\$) (1)	Total (\$)
Elliot Maza (2)	2011	38,462	250,000	0	0	0	0	288,462
	2012	250,000	300,000				23,694	573,694
Brian Keller (3)	2011	100,000					35,712	135,712
	2012	133,000	43,113				22,848	198,961
Daniel Fisher (4)	2011	112,000	0	0	0	0	44,702	156,702
	2012	60,667					1,754	62,421
Christian Oertle (6)	2011	100,000	0	0	0	0	4,223	104,223
	2012	100,000	5,000					
Roberto Prego-Novo (7)	2011	0	0	0	0	0	0	0
	2012	0	0	0	0	0	0	0

- (1) The compensation amount set forth represents reimbursement of medical and dental insurance, life insurance, and auto expenses.
- (2) Appointed as Interim Chief Executive Officer, Chief Financial Officer and Secretary on May 16, 2011, and appointed as Chief Executive Officer on August 2, 2011.
- (3) Appointed as President and Chief Scientific Officer on June 30, 2011.
- (4) Appointed as Executive Vice President on June 30, 2011. Removed from his position as Executive Vice President on January 30, 2012 and resigned from his position as Director on February 3, 2012.
- (5) The compensation amount set forth represents Company contributions to Mr. Fisher's IRA account.
- (6) Appointed as Chief Operating Officer on June 30, 2011.
- (7) Appointed as President on February 24, 2011. Resigned from all officer positions and appointed as Chairman of the Board of Directors on June 30, 2011.
- (8) Resigned from all positions on February 24, 2011.
- (9) Resigned from all positions on February 22, 2011.

Outstanding Equity Awards at Fiscal Year-End

There were no outstanding equity awards issued to our named executive officers as of December 31, 2011.

Director Compensation

The Company does not have any compensation arrangements for members of its Board of Directors.

Stock Incentive Plan

As of December 31, 2012, the Company had not adopted a stock incentive plan.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

The following tables set forth certain information as of March 29, 2013 regarding the beneficial ownership of our common stock, by (i) each person or entity who, to our knowledge, owns more than 5% of our common stock; (ii) our executive officers; (iii) each director; and (iv) all of our executive officers and directors as a group. Unless otherwise indicated in the footnotes to the following table, each person named in the table has sole voting and investment power and that person's address is c/o BioZone Pharmaceuticals, Inc., 550 Sylvan Avenue, Suite 101, Englewood Cliffs, NJ 07632. Shares of common stock subject to options, warrants, or other rights currently exercisable or exercisable within 60 days of March 29, 2013, are deemed to be beneficially owned and outstanding for computing the share ownership and percentage of the stockholder holding such options, warrants or other rights, but are not deemed outstanding for computing the percentage of any other stockholder.

Name of Beneficial Owner	<u>Number of Shares Beneficially Owned</u>	<u>Percentage Beneficially Owned (1)</u>
5% Owners:		
OPKO Health, Inc. 4400 Biscayne Boulevard Miami, Florida 33137	7,650,000(2)	12.1%
Daniel Fisher 36 Marlee Road Pleasant Hill, CA 94523	6,650,000	10.5%
Frost Gamma Investments Trust (3) 4400 Biscayne Boulevard Miami, Florida 33137	5,260,681(4)	8.3%
Frost Group LLC 4400 Biscayne Boulevard Miami, Florida 33137	4,871,133	7.7%
Michael Brauser 3700 NE 27th Ave. Lighthouse Point, Florida 33064	4,729,377(5)	7.5%
Barry Honig 4400 Biscayne Boulevard, Miami, FL 33137	5,542,654(6)	8.8%
Executive Officers and Directors		
Brian Keller	3,587,500	5.7%
Christian Oertle	525,000	0.8%
Elliot Maza	3,587,500	5.7%
Roberto Prego-Novio	2,939,467(7)	4.7%
All executive officers and directors as a group (4 persons)	<u>10,639,467</u>	<u>16.9%</u>

- 1) Based on 63,142,696 shares of our common stock issued and outstanding as of March 29, 2013.
- 2) Excludes 8,500,000 shares of common stock underlying a promissory note issued to OPKO Health, Inc. The note can be converted at \$0.20 per share and contains a blocker provision which provides that the note can only be converted such that where the holder would beneficially own a maximum of 4.99% of our outstanding common stock. Dr. Frost is the Chief Executive Officer of OPKO Health Inc. and in such capacity holds voting and dispositive power of such shares held by OPKO Health Inc.
- 3) Dr. Phillip Frost is the trustee of Frost Gamma Investments Trust and in such capacity has sole voting and investment control over the securities held by Frost Gamma Investments Trust. Frost Gamma Limited Partnership is the sole and exclusive beneficiary of Frost Gamma Investments Trust. Dr. Phillip Frost is one of two limited partners of Frost Gamma Limited Partnership. The general partner of Frost Gamma Limited Partnership is Frost Gamma, Inc., and the sole shareholder of Frost Gamma, Inc. is Frost-Nevada Corporation. Dr. Phillip Frost is also the sole shareholder of Frost-Nevada Corporation.

- 4) Excludes 1,776,370 shares of common stock underlying a promissory note issued to Frost Gamma Investments Trust. The note can be converted at \$0.20 per share and contains a blocker provision which provides that the note can only be converted such that where the holder would beneficially own a maximum of 4.99% of our outstanding common stock.
- 5) Includes 270, 629 shares held by Michael Brauser and Betsy Brauser, TBE, 1,273,086 shares held by Grander Holdings Inc. 401K Profit Sharing Plan and 2,885,662 shares held by Michael H. Brauser & Betsy G. Brauser Jt. Tenants. Michael and Betsy Brauser share voting and investment control over the securities held in the name of Michael Brauser and Betsy Brauser, TBE and Michael H. Brauser & Betsy G. Brauser Jt. Tenants. Michael Brauser is the trustee of Grander Holdings Inc. 401K Profit Sharing Plan and has sole voting and investment control over the securities held by Grander Holdings Inc. 401K Profit Sharing Plan. Excludes 500,000 shares of common stock underlying a promissory note issued to Michael Brauser. The note can be converted at \$0.20 per share and contains a blocker provision providing that such note can only converted such that where the holder would beneficially own a maximum of 4.99% of our outstanding common stock.
- 6) Includes 1,433,403 shares of common stock held by Barry and Renee Honig Charitable Foundation, Inc. Mr. Honig is the President and a director of Barry and Renee Honig Charitable Foundation, Inc. and may be deemed to hold voting and dispositive power over securities of the Company held by such entity. Excludes 3,166,667 shares of common stock underlying a promissory notes issued to Barry Honig. The notes can be converted at \$0.20 per share and contains a blocker provision providing that such note can only converted such that where the holder would beneficially own a maximum of 4.99% of our outstanding common stock.
- 7) Includes (i) 2,500,000 shares of common stock held by Olyrcra Limited Partnership and (ii) 439,467 shares of common stock held by Mr. Prego Novo. Excludes (i) 1,000,000 shares of common stock as to which Mr. Prego-Novo disclaims beneficial ownership, (ii) 500,000 shares of common stock underlying a warrant to purchase common stock issued to Mr. Prego-Novo and (iii) 20,000 shares of common stock underlying a promissory note issued to Mr. Prego-Novo. The warrant can be exercised at an exercise price of \$0.40 per share and the note can be converted at a conversion price of \$0.20 per share. The warrant and note contain blocker provisions providing that they can only converted up to the point where the holder would beneficially own a maximum of 4.99% of our outstanding common stock. Mr. Prego-Novo has sole voting and investment control over the securities held by Olyrcra Limited Partnership.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

Except as described below, during the past three years, there have been no transactions, whether directly or indirectly, between the Company and any of its officers, directors or their family members, that exceeded the lesser of \$120,000 or 1% of the Company's total assets at year end for the last two completed fiscal years.

We manufacture our products in a 20,000 s.f., cGMP manufacturing and laboratory facility located at 580 Garcia Avenue, Pittsburg, CA, which we rent from 580 Garcia Properties, LLC, a related company which has been determined to be a variable interest entity and has been consolidated into the financial statements. The Company believes Mr. Fisher, our former director and Executive Vice President, directly or indirectly owns 580 Garcia Avenue, LLC. The 580 Garcia Avenue facility is encumbered by mortgage debt of approximately \$2.6 million. BioZone Labs pays approximately \$21,000 per month directly to the mortgage lender, which it treats as rent paid to 580 Garcia Avenue, LLC. The Company believes the property to be worth approximately \$800,000, and that the lease payments for the 580 Garcia Avenue facility are substantially above the market price for similar facilities. In addition, Mr. Fisher claims the Company is indebted to 580 Garcia Avenue, LLC for loans in the aggregate principal amount of approximately \$1.1 million, which Mr. Fisher claims are in default. We paid \$291,528 in rent each year for the years ended December 31, 2011 and 2010.

Phillip Frost, M.D., through Frost Gamma Investments Trust, beneficially owned approximately 46% of Aero's issued and outstanding capital stock, Roberto Prego-Novo, our Chairman, owned approximately 23% of Aero's issued and outstanding capital stock through Olyrca Trust. Each of Dr. Frost and Mr. Prego-Novo beneficially owned approximately 10.63% and 4.62%, respectively (excluding, with respect to Mr. Prego-Novo, 1,000,000 shares of which he disclaims ownership), of our issued and outstanding capital stock following the Asset Purchase. Dr. Frost acquired a portion of his shares in February and March, 2011 for approximately \$0.027 per share, while the remainders of his shares were acquired through the cashless exercise of warrants he acquired through his purchase of a convertible promissory note in June 2012. Mr. Prego-Novo acquired a portion of his shares in March 2011 for approximately \$0.03 per share, while the remainder were acquired through the cashless exercise of warrants he acquired through his purchase of a convertible promissory note in April 2012. These prices were negotiated at arm's length when we had no viable business and prior to the acquisition of Aero and prior to a final letter of intent with BioZone Laboratories shareholders.

On February 24, 2012, we entered into a securities purchase agreement with Opko Health, Inc., pursuant to which we sold (i) a \$1,700,000 10% secured convertible promissory note due two years from the date of issuance and (ii) ten year warrants to purchase 8,500,000 shares of our common stock at an exercise price of \$0.40 per share for gross proceeds to us of \$1,700,000. The warrants may be exercised on a cashless basis commencing on the issue date. Dr. Philip Frost, the trustee of the Frost Gamma Investments Trust, a holder of 6.07% of our issued and outstanding common stock, is the Chairman and Chief Executive Officer of Opko Health, Inc. On February 28, 2012 and February 29, 2012, we sold an additional \$600,000 of notes and issued warrants on the same terms to purchase an additional 3,000,000 shares of our common stock to additional buyers for gross proceeds to us of \$600,000. The transaction did not involve any underwriters, underwriting discounts or commissions, or any public offering. The issuance of these securities was deemed to be exempt from the registration requirements of the Securities Act of 1933, as amended, by virtue of Section 4(2) thereof, as a transaction by an issuer not involving a public offering.

Also on February 24, 2012, BioZone Pharma, BioZone Labs, and Equachem (the "BZL Licensors") and OPKO entered into a Limited License Agreement pursuant to which OPKO acquired an exclusive license to the QuoSomes and EquaSomesTM drug delivery technology for use in ophthalmological indications and a non-exclusive license to such technology for all other indications. Also, on February 24, 2012, BioZone Pharma and OPKO entered into a Distribution Agreement pursuant to which BioZone Pharma appointed OPKO as its exclusive distributor of any drug product containing propofol as an active ingredient in combination with a compound developed by BioZone Labs based on its EquaSomes technology. Frost Gamma Investments Trust is one of our significant shareholders. Dr. Philip Frost is the trustee of Frost Gamma Investments Trust and the Chief Executive Officer of OPKO. The Distribution Agreement was effectively terminated as a result of the Separation Agreement executed between Nian Wu and the Company which, among other things, terminated that certain License Agreement between Mr. Wu and the Company, which provided for the distribution rights granted to OPKO, as further described below.

On February 28, 2012, the Company sold a \$100,000 note and issued warrants to purchase 500,000 shares of the Company's common stock to Robert Prego-Novo, Chairman of our Board of Directors. The warrants have an exercise price of \$0.40 per share.

Santana Martinez, one of our former directors, previously provided office space to us at no charge. Our financial statements reflect, as occupancy costs, the fair market value of that space, which is approximately \$150 per month. We treated the usage of the office space as additional paid-in capital and charged the estimated fair value rent of \$150 per month to operations. We recorded total rent expense of \$1,800 for the year ended December 31, 2010 and total rent expense of \$1,800 for the year ended December 31, 2009.

As part of our regular business operations, BioZone Labs purchases raw material ingredients from Equachem and sells finished products to Equalan and Baker Cummins. The financial statement impact of these intercompany sales and purchases is eliminated in consolidation. Purchases by BioZone Labs from Equachem were approximately \$233,000 and \$127,000 for the years ended December 31, 2012 and 2011, respectively. Sales by BioZone Labs to Equalan were approximately \$118,000 and \$163,000 for the years ended December 31, 2012 and 2011, respectively. Sales by BioZone Labs to Baker Cummins were approximately \$117,000 and \$0 for the years ended December 31, 2012 and 2011, respectively.

The Company entered into a Separation and Release Agreement with Nian Wu, a consultant to the Company and holder a 6,650,000 shares of the Company's common stock. Under the terms of the Separation Agreement, the parties agreed to terminate the License Agreement dated as of February 12, 2012, granting the Company the right to utilize certain of Mr. Wu's patents relating to "Sugar Lipid Technology" for the potential commercial formulation of Propofol, and the distribution rights granted by the Company to Opko Health, Inc. Mr. Wu also tendered for cancellation 6,650,000 shares of the Company's common stock issued in connection with the acquisition of certain patent rights from BioZone Laboratories, Inc. and affiliates in June 2011. As a result of the foregoing, the Company terminated its research and development activities, including personnel connected with such efforts, in Princeton New Jersey and Mr. Wu agreed to use his best efforts to assume the Company's lease. The Separation Agreement became effective on September 20, 2012 upon acceptance by Opko Health, Inc.

On September 20, 2012, the Company also entered into a Limited License Agreement pursuant to which the Company granted Mr. Wu a limited non-exclusive worldwide license to certain of its patents, originally co-invented by Mr. Wu and assigned to the Company. Under the terms of the Limited License Agreement, each of the Company and Mr. Wu agreed to pay the other a royalty equal to 5% of their respective quarterly net sales of Covered Products (defined as any pharmaceutical preparation or formulation where the manufacture, use, sale, offer for sale, license or assignment thereof relies in whole or in part on any of the patents licensed under the Limited License Agreement) that rely on any Valid Claims (as defined in the Limited License Agreement). Additionally, each of the Company and Mr. Wu agreed to pay the other 50% of all fees or other payments (including all milestones, upfront payments or advances, but excluding royalties on net sales or funding or reimbursement costs of research and development activities) in consideration for any rights granted under a sublicense of the patents assigned under the Limited License Agreement. The Limited License Agreement is effective until the expiration of the last to expire licensed patents unless sooner terminated pursuant to the terms of the License Agreement.

Daniel Fisher, our former Executive Vice President and Director, advanced funds to the Company for working capital purposes in the aggregate amount of approximately \$1,099,715. The advances bear interest at a weighted average rate of approximately 10% and are due on demand. The Company is in dispute with Mr. Fisher as to the amount of the balance due but has recorded as a liability the full amount claimed by him.

Item 14. Principal Accountant Fees and Services.

Audit Fees

The aggregate fees billed by our principal accountant for the audit of our annual financial statements, review of financial statements included in the quarterly reports and other fees that are normally provided by the accountant in connection with statutory and regulatory filings or engagements for the years ended December 31, 2012 and 2011 was \$109,000 and \$90,000, respectively.

Audit-Related Fees

The aggregate fees billed by our principal accountant for assurance and advisory services that were related to the performance of the audit or review of our financial statements for the years ended December 31, 2012 and 2011 was \$0 and \$25,000, respectively.

Tax Fees

The aggregate fees billed for professional services rendered by our principal accountant for tax compliance, tax advice and tax planning for the fiscal years ended December 31, 2012 and 2011 was \$8,500 and \$8,000 respectively.

Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Auditors

We do not currently have an Audit Committee. The policy of our Board of Directors, which acts as our Audit Committee, is to pre-approve all audit and permissible non-audit services provided by the independent auditors. These services may include audit services, audit-related services, tax services and other services. Pre-approval is generally provided for up to one year and any pre-approval is detailed as to the particular service or category of services and is generally subject to a specific budget. The independent auditors and management are required to periodically report to our Board of Directors regarding the extent of services provided by the independent auditors in accordance with this pre-approval, and the fees for the services performed to date. The Board of Directors may also pre-approve particular services on a case-by-case basis.

SIGNATURES

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.

BIOZONE PHARMECEUTICALS, INC.
(Registrant)

September 12, 2013

By: /s/ Elliot Maza
Name: Elliot Maza
Title: Chief Executive Officer and Chief Financial Officer
(Principal Executive Officer and Principal Financial and
Accounting Officer)

In accordance with the requirements of the Securities Act of 1933, this annual report was signed by the following persons in the capacities and on the dates stated.

SIGNATURE	TITLE	DATE
<u>/s/ Elliot Maza</u> Elliot Maza	Chief Executive Officer and Chief Financial Officer and Director	September 12, 2013
<u>/s/ Roberto Prego-Novo</u> Roberto Prego-Novo	Chairman of the Board of Directors	September 12, 2013
<u>/s/ Brian Keller</u> Brian Keller	President, Chief Scientific Officer and Director	September 12, 2013