

Stem Cell Therapy International, Inc.  
Form 10-Q/A  
February 10, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington D.C. 20549

**FORM 10-Q/A**

Amendment No. 1

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

For the quarterly period ended June 30, 2008

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

For the transition period from , 200 , to , 200 .

Commission File Number

000-51931

**Stem Cell Therapy International, Inc.**

(Exact Name of Registrant as Specified in Charter)

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**Nevada**  
(State or Other Jurisdiction of

**88-0374180**  
(I.R.S. Employer

Incorporation or Organization)

Identification Number)

**2203 N. Lois Avenue, 9<sup>th</sup> Floor, Tampa, Florida 33607**

(Address of Principal Executive Offices)

**(813) 600-4088**

(Registrant's Telephone Number)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act 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 is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of "accelerated filer, large accelerated filer and smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-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

Transitional Small Business Disclosure Format (check one): Yes  No

There were 43,134,258 shares of the Registrant's \$0.001 par value common stock outstanding as of June 30, 2008.

State the number of shares outstanding of each of the issuer's classes of common equity, as of the last practicable date: 43,134,258.

EXPLANATORY NOTE

The Company has filed the attached Form 10-Q Amendment No. 1 in response to an SEC Comment Letter dated January 7, 2009.

**SIGNATURES**

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

Date: February 3, 2009

By: /s/ David Stark  
Name: David Stark

Title: President

Date: February 3, 2009

By: /s/ Andrew J. Norstrud  
Name: Andrew J. Norstrud

Title: Chief Financial Officer

**ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K**

(a) Exhibit Index. The following exhibits are filed with or incorporated by reference into this quarterly report:

- 31.1 Chief Executive Officer certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Chief Financial Officer certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32 Chief Executive Officer and Chief Financial Officer