

BioMETRX  
Form 8-K/A  
November 30, 2006

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

**FORM 8-K/A3**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): May 27, 2005

**MARKETSHARE RECOVERY, INC.**

(Exact name of registrant as specified in its charter)

Delaware  
(State of Incorporation)

0-15807  
(Commission File Number)

31-1190725  
(IRS Employer  
Identification No.)

33 South Service Road, Suite 111  
Jericho, NY 11753  
(Address of Principal Executive Offices)

(516) 750-9733  
(Registrant's telephone number, including area code)

95 Broadhollow Road, Suite 101  
Melville, NY 11747  
(former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.24d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.23e-4(c))



EXPLANATORY NOTE

*bioMETRX, Inc. is filing this Amendment No. 3 to its Current Report on Form 8-K originally filed with the Securities and Exchange Commission ("SEC") on June 3, 2005, and the amendments to this Form 8-K filed on June 8, 2005 and September 1, 2005. We are only filing herewith revised proforma financial information. Accordingly, unless otherwise expressly stated, this Amendment No. 3 does not reflect events occurring after the filing of the original 8-K or modify or update in any way disclosures contained in the original Form 8-K.*

Item 9.01 Financial Statements and Exhibits

The Financial Statement required by Item 310 of Regulation S-B is stated in U.S. dollars and are prepared in accordance with U.S. Generally Accepted Accounting Principles.

(a) Financial Statements of bioMetrx Technologies, Inc.

Report of Independent Registered Public Accounting Firm\*

Balance Sheets as of December 31, 2004 and March 31, 2005 (unaudited).\*

· Statement of operations for the years ended December 31, 2004 and 2003 and the period from February 1, 2001 (inception) to March 31, 2005 unaudited and three months ended March 31, 2005 (unaudited).\*

· Statements of cash flows for the years ended December 31, 2004 and 2003 and the period from February 1, 2001 (inception) to March 31, 2005 unaudited and for the three months ended March 31, 2005 (unaudited).\*

· Statements of changes in stockholders' equity for the period from February 1, 2001 (inception) to December 31, 2004 and for the three months ended March 31, 2005 (unaudited).\*

Notes to Financial Statements\*

(b) Pro Forma Financial Information

· Unaudited Pro forma condensed combined balance sheet as of March 31, 2005.\*\*

· Unaudited Pro forma combined condensed statement of operations for the year ended December 31, 2004 and March 31, 2005.\*\*

· Unaudited Pro forma combined condensed statement of operations for the three months ended March 31, 2005\*\*

Notes to pro forma condensed combined financial statements.\*\*

(c)

Exhibits

2.1 Agreement and Plan of Merger dated as of April 27, 2005 (Incorporated by reference to Exhibit 10.1 to our Form 8-K report dated April 27, 2005)

99.1 Press Release dated May 31, 2005 (Incorporated by reference to Exhibit 99.1 to our Form 8-K/A report dated May 27, 2005)

99.2

Descriptive Memorandum dated June 8, 2005\*

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\* Previously filed.

\*\* Filed herewith.

**MARKETSHARE RECOVERY, INC. & SUBSIDIARIES**  
**PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEET**

March 31, 2005  
(Unaudited)

	Marketshare Recovery Inc.	Biometrx Technologies, Inc.	Pro Forma Dr.	Adjustments Cr.	Pro Forma Balances
<b>ASSETS</b>					
Current Assets:					
Cash	-	299,354	3	25,000	324,354
Cash in Escrow	45,000	-			45,000
Restricted Cash	-	275,000			275,000
Marketable Securities	6,545	-			6,545
Due from Related Party	-	75,000		5      75,000	-
Loans Receivable- Stockholder	-	231,404			231,404
<b>Total Current Assets</b>	<b>51,545</b>	<b>880,758</b>			<b>882,303</b>
<b>Other Assets:</b>					
Security Deposit	-	2,860			2,860
<b>TOTAL ASSETS</b>	<b>\$ 51,545</b>	<b>\$ 883,618</b>			<b>885,163</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>					
Current Liabilities:					
Loan Payable- Stockholder	109,736	-			109,736
Advances on Letter of Intent	75,000	-	5	75,000	-
Accrued Expenses	180,940	73,426			254,366
Accrued Taxes Payable	-	40,989			40,989
Accrued Payroll	-	835,000	3	470,000	365,000
Commissions Payable	-	105,000			105,000
<b>Total Current Liabilities</b>	<b>365,676</b>	<b>954,415</b>			<b>875,091</b>
<b>Stockholders' Deficit</b>					

Common Stock \$.001

par value:

50,000,000 shares

authorized:

3,806,221 shares

issued and

outstanding

Common Stock \$.001

par value:

20,000,000 shares

authorized:

11,162,999 shares

issued and

outstanding

3,806	11,071	2	2,208	1	14,218	26,794
		4	1,598	3	1,505	

-

Additional

Paid-In-Capital

1,902,954	1,713,679	1	14,218	2	2,208	2,378,825
		3	10,000	3	1,003,495	
		4	1,905,162			
		4	314,131			

Deferred

Compensation (Net)

-	(91,667)				(91,667)
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Accumulated Deficit

(2,220,891)	(1,803,880)	3	500,000	4	2,220,891	(2,303,880)
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**Total Stockholders'****Deficit**

(314,131)	(170,797)				10,072
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**Total Liabilities and****Stockholders' Deficit**

\$ 51,545	\$ 883,618		3,317,317		3,317,317	885,163
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**MARKETSHARE RECOVERY, INC. & SUBSIDIARY**  
**PROFORMA COMBINED CONDENSED STATEMENT OF OPERATIONS**  
**For the Three Months Ended March 31, 2005**  
**(Unaudited)**

	Marketshare Recovery Inc.	Biometrx Technologies, Inc.	Pro Forma Adjustments	Pro Forma Balances
<b><u>REVENUES</u></b>	\$ -	\$ -	\$ -	\$ -
<b><u>Expenses:</u></b>				
General and Administrative Expenses	46,636	179,566		226,202
Research and Development Expenses	-	32,362		32,362
Amortization	-	14,583		14,583
Total Operating Expenses	46,636	226,511	-	273,147
Operating Loss	(46,636)	(226,511)	-	(273,147)
<b>Other Expenses</b>				
Interest Expense- Stockholder	(2,165)	-		
Unrealized Loss on Marketable Securities	(14,847)	-	-	-
Total Other Expenses	(17,012)	-	-	-
Net Loss	\$ (63,648)	\$ (226,511)	\$ -	\$ (273,147)
<b>Weighted Average Common Shares Outstanding</b>				
				12,675,443
Net Loss per Common Share (Basic and Diluted)			\$	(0.02)

**MARKETSHARE RECOVERY, INC. & SUBSIDIARY**  
**PROFORMA COMBINED CONDENSED STATEMENT OF OPERATIONS**  
**For the Year Ended December 31, 2004**  
**(Unaudited)**

	Marketshare Recovery Inc.	Biometrx Technologies, Inc.	Pro Forma Adjustments	Pro Forma Balances
<b><u>REVENUES</u></b>				
Net Revenues - Sale of Distribution Lists	\$ 240,716	\$ -	\$ -	\$ 240,716
License Fee Revenue - Related Party	46,567	-	-	46,567
	287,283	-	-	287,283
<b><u>COST OF REVENUES</u></b>				
	154,175	-	-	154,175
<b><u>GROSS PROFIT</u></b>				
	133,108	-	-	133,108
<b><u>EXPENSES</u></b>				
General and Administrative Expenses	215,783	581,306	-	797,089
Research and Development Expenses	-	128,575	-	128,575
Amortization	-	58,333	-	58,333
Total Operating Expenses	215,783	768,214	-	983,997
Operating Loss	(82,675)	(768,214)	-	(850,889)
<b><u>Other Expenses</u></b>				
Interest Expense- Stockholder	(12,590)	-	-	(12,590)
Interest Expense	(1,854)	-	-	(1,854)
Loss on Sale of Marketable Securities	(45,439)	-	-	(45,439)
Unrealized Loss on Marketable Securities	(1,851)	-	-	(1,851)
Total Other Expenses	(61,734)	-	-	(61,734)
Net Loss	\$ (144,409)	\$ (768,214)	\$ -	\$ (912,623)
<b><u>Weighted Average Common Shares Outstanding</u></b>				
				11,891,265
<b><u>Net Loss per Common Share (Basic and Diluted)</u></b>				
			\$	(0.08)



MARKETSHARE RECOVERY, INC. AND SUBSIDIARIES  
NOTES TO THE UNAUDITED PRO FORMA FINANCIAL STATEMENTS

The following adjustments to the unaudited pro forma consolidated financial statements as of March 31, 2005 reflects the issuance of 14,218,424 shares of the Company's common stock for the acquisition of all of the outstanding capital stock of bioMetrx Technologies, Inc. ("bioMetrx") and that the transaction occurred as of March 31, 2005:

1. To reflect the issuance of 14,218,424 shares of the Company's common stock for the acquisition of all of the outstanding capital stock of bioMetrx.
2. To reflect the cancellation of 2,208,251 shares of Marketshare's common stock.
3. To reflect the issuance of 1,505,000 shares of bioMetrx common stock during the period April and May 2005.
4. To reflect the recapitalization of the reverse merger. For financial accounting purposes, the exchange of stock will be treated as a recapitalization of Marketshare Recovery, Inc. with the former shareholders of the Company retaining 1,597,700 or approximately 10% of the outstanding stock.
5. To eliminate intercompany accounts.

1	
Additional Paid-In	
Capital	14,218
Common Stock	14,218

2	
Common Stock -	
Marketshare	2,208
Additional Paid-In	
Capital	2,208

3	
Cash	\$ 25,000
Additional Paid-In	
Capital	10,000
Accrued Salaries	470,000
S,G & A Expenses	500,000
Common Stock	\$ 1,505
Additional Paid-In	
Capital	1,003,495

4	
Common Stock -	
bioMetrx	12,576
Additional Paid-In	1,902,954
Capital -	

Marketshare	
Additional Paid-In	
Capital - biometrx	305,361
Accumulated	
Deficit -	
Marketshare	2,220,891
5	
Advances on Letter	
of Intent	75,000
Due from Related	
Party	75,000

**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 hereunto duly authorized.

**MARKETSHARE RECOVERY, INC.**

By: /s/ Mark Basile

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Mark Basile, CEO

Dated: November 30, 2006