

BioMETRX  
Form 8-K/A  
February 09, 2007

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

**FORM 8-K/A4**

**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))
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EXPLANATORY NOTE

*bioMETRX, Inc. is filing this Amendment No. 4 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, September 1, 2005 and November 30, 2005. We are only filing herewith revised proforma financial information. Accordingly, unless otherwise expressly stated, this Amendment No. 4 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.

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**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>
Other Assets:						
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>1,054,415</b>				<b>875,091</b>
Stockholders' Deficit						
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:

11,070,730 shares issued  
and

outstanding	3,806	11,071	2	2,208	1	14,218	15,816
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			4	12,576	3	1,505	
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Additional Paid-In-Capital	1,902,954	1,713,679	1	14,218	2	2,208	2,389,803
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			3	10,000	3	1,003,495	
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			4	1,890,944			
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			4	317,371			
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Accumulated Deficit	(2,220,891)	(1,895,547)	3	500,000	4	2,220,891	(2,395,547)
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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	285,816		332,452
Research and Development Expenses	-	32,362		32,362
Total Operating Expenses	46,636	318,178	-	364,814
Operating Loss	(46,636)	(318,178)	-	(364,814)
<b>Other Expenses</b>				
Interest Expense- Stockholder	(2,165)			(2,165)
Unrealized Loss on Marketable Securities	(14,847)	-	-	(14,847)
Total Other Expenses	(17,012)	-	-	(17,012)
Net Loss	\$ (63,648)	\$ (318,178)	\$ -	\$ (381,826)
Weighted Average Common Shares Outstanding				12,675,443
Net Loss per Common Share (Basic and Diluted)				\$ (0.03)

**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 Capital - Marketshare	1,890,944	
	Additional Paid-In Capital - biometrx	317,371	
	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.

**BIOMETRX, INC.**

By: /s/ Mark Basile

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Mark Basile, CEO  
Title

Dated: February 9, 2007