

CHINA JO-JO DRUGSTORES, INC.
Form 10-Q/A
August 22, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q/A

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the quarterly period June 30, 2012
ended

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: 001-34711

CHINA JO-JO DRUGSTORES, INC.
(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of incorporation or
organization)

98-0557852
(I.R.S. Employer Identification No.)

Room 507-513, 5th Floor A Building, Meidu Plaza
Gongshu District, Hangzhou, Zhejiang Province
People's Republic of China

(Address of principal executive offices)

(Zip Code)

+86 (571) 88077078
(Registrant's telephone number, including area code)

N/A
(Former name, former address and former fiscal year, if changed since last report)

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

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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 (Sec.232.405 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 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 | <input type="checkbox"/> | Accelerated Filer | <input type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company | <input checked="" type="checkbox"/> |

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

As of August 14, 2012, the registrant had 13,571,553 shares of common stock, par value \$0.001 per share, outstanding.

EXPLANATORY NOTE

The purpose of this amendment on Form 10-Q/A to the registrant's Quarterly Report on Form 10-Q for the period ended June 30, 2012, filed with the Securities and Exchange Commission on August 14, 2012 (the "Form 10-Q"), is solely to furnish Exhibit 101 to the Form 10-Q, as required by Rule 405 of Regulation S-T. Exhibit 101 provides the financial statements and related notes from the Form 10-Q formatted in eXtensible Business Reporting Language (XBRL).

No other changes have been made to the Form 10-Q. This Form 10-Q/A speaks as of the original filing date of the Form 10-Q, does not reflect events that may have occurred subsequent to the original filing date and does not modify or update in any way disclosure made in the Form 10-Q.

Pursuant to Rule 406T of Regulation S-T, the interactive data files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

ITEM 6. EXHIBITS.

EXHIBIT INDEX

| Exhibit Number | Description |
|----------------|--|
| 2 | Share Exchange Agreement among Kerrisdale Mining Corporation (“Kerrisdale”), certain of its stockholders, Renovation Investment (Hong Kong) Co., Ltd. (“Renovation”) and its shareholders dated September 17, 2009 (3) |
| 3.1 | Articles of Incorporation of Kerrisdale (1) |
| 3.2 | Certificate of Amendment to Articles of Incorporation of Kerrisdale filed with the Nevada Secretary of State on July 14, 2008 (2) |
| 3.3 | Articles of Merger between Kerrisdale Mining and China Jo-Jo Drugstores, Inc. filed with the Nevada Secretary of State on September 22, 2009 (3) |
| 3.4 | Bylaws (1) |
| 3.5 | Text of Amendments to the Bylaws (2) |
| 3.6 | Certificate of Change Pursuant to NRS 78.209 with an effective date of April 9, 2010 (6) |
| 4.1 | Specimen of Common Stock Certificate (1) |
| 4.2 | 2010 Equity Incentive Plan (8) |
| 10.1 | Consulting Services Agreement between Zhejiang Jiuxin Investment Management Co., Ltd. (“Jiuxin Management”) and Hangzhou Jiuzhou Grand Pharmacy Chain Co., Ltd. (“Jiuzhou Pharmacy”) dated August 1, 2009 (3) |
| 10.2 | Operating Agreement among Jiuxin Management, Jiuzhou Pharmacy and its owners dated August 1, 2009 (3) |
| 10.3 | Equity Pledge Agreement among Jiuxin Management, Jiuzhou Pharmacy and its owners dated August 1, 2009 (3) |
| 10.4 | Option Agreement among Jiuxin Management, Jiuzhou Pharmacy and its owners dated August 1, 2009 (3) |
| 10.5 | Voting Rights Proxy Agreement among Jiuxin Management, Jiuzhou Pharmacy and its owners dated August 1, 2009 (3) |
| 10.6 | Consulting Services Agreement between Jiuxin Management and Hangzhou Jiuzhou Clinic of Integrated Traditional and Western Medicine (General Partnership) (“Jiuzhou Clinic”) dated August 1, 2009 (3) |
| 10.7 | Operating Agreement among Jiuxin Management, Jiuzhou Clinic and its owners dated August 1, 2009 (3) |
| 10.8 | Equity Pledge Agreement among Jiuxin Management, Jiuzhou Clinic and its owners dated August 1, 2009 (3) |
| 10.9 | Option Agreement among Jiuxin Management, Jiuzhou Clinic and its owners dated August 1, 2009 (3) |
| 10.10 | Voting Rights Proxy Agreement among Jiuxin Management, Jiuzhou Clinic and its owners dated August 1, 2009 (3) |
| 10.11 | Consulting Services Agreement between Jiuxin Management and Hangzhou Jiuzhou Medical & Public Health Service Co., Ltd. (“Jiuzhou Service”) dated August 1, 2009 (3) |
| 10.12 | Operating Agreement among Jiuxin Management, Jiuzhou Service and its owners dated August 1, 2009 (3) |
| 10.13 | Equity Pledge Agreement among Jiuxin Management, Jiuzhou Service and its owners dated August 1, 2009 (3) |
| 10.14 | Option Agreement among Jiuxin Management, Jiuzhou Service and its owners dated August 1, 2009 (3) |
| 10.15 | |

Voting Rights Proxy Agreement among Jiuxin Management, Jiuzhou Service and its owners dated August 1, 2009 (3)

- 10.16 Amendment to Consulting Services Agreement between Jiuxin Management and Jiuzhou Pharmacy dated October 27, 2009 (4)
 - 10.17 Amendment to Operating Agreement between Jiuxin Management and Jiuzhou Pharmacy dated October 27, 2009 (4)
 - 10.18 Amendment to Option Agreement between Jiuxin Management and Jiuzhou Pharmacy dated October 27, 2009 (4)
 - 10.19 Amendment to Voting Rights Proxy Agreement between Jiuxin Management and Jiuzhou Pharmacy dated October 27, 2009 (4)
 - 10.20 Amendment to Consulting Services Agreement between Jiuxin Management and Jiuzhou Clinic dated October 27, 2009 (4)
 - 10.21 Amendment to Operating Agreement between Jiuxin Management and Jiuzhou Clinic dated October 27, 2009 (4)
 - 10.22 Amendment to Option Agreement between Jiuxin Management and Jiuzhou Clinic dated October 27, 2009 (4)
 - 10.23 Amendment to Voting Rights Proxy Agreement between Jiuxin Management and Jiuzhou Clinic dated October 27, 2009 (4)
 - 10.24 Amendment to Consulting Services Agreement between Jiuxin Management and Jiuzhou Service dated October 27, 2009 (4)
 - 10.25 Amendment to Operating Agreement between Jiuxin Management and Jiuzhou Service dated October 27, 2009 (4)
 - 10.26 Amendment to Option Agreement between Jiuxin Management and Jiuzhou Service dated October 27, 2009 (4)
 - 10.27 Amendment to Voting Rights Proxy Agreement between Jiuxin Management and Jiuzhou Service dated October 27, 2009 (4)
 - 10.28 Director Offer Letter with Marc Thomas Serrio dated March 15, 2010 (5)
 - 10.29 Indemnification Agreement with Marc Thomas Serrio dated March 15, 2010 (5)
 - 10.30 Loanout Agreement with Worldwide Officers, Inc. dated August 1, 2011 (12)
 - 10.31 Restricted Stock Award Agreement with Worldwide Officers, Inc. dated August 1, 2011 (12)
 - 10.32 Employment Agreement with Ming Zhao dated August 1, 2011 (12)
 - 10.33 Restricted Stock Award Agreement with Ming Zhao dated August 1, 2011 (12)
 - 10.34 Director Offer Letter with Bennet P. Tchaikovsky dated August 1, 2011 (12)
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| 10.35 | Restricted Stock Award Agreement with Bennet P. Tchaikovsky dated August 1, 2011 (12) |
| 10.36 | Consulting Services Agreement between Jiuxin Management and Jiuying Pharmacy dated May 15, 2012 (14) |
| 10.37 | Operating Agreement between Jiuxin Management and Jiuying Pharmacy dated May 15, 2012 (14) |
| 10.38 | Voting Rights Proxy Agreement between Jiuxin Management and certain owners of Jiuying Pharmacy dated May 15, 2012 (14) |
| 10.39 | Equity Pledge Agreement between Jiuxin Management and certain owners of Jiuying Pharmacy dated May 15, 2012 (14) |
| 10.40 | Option Agreement between Jiuxin Management and certain owners of Jiuying Pharmacy dated May 15, 2012 (14) |
| 14 | Code of Business Conduct and Ethics (5) |
| 31.1 | Section 302 Certification by the Corporation's Chief Executive Officer ** |
| 31.2 | Section 302 Certification by the Corporation's Chief Financial Officer ** |
| 32.1 | Section 906 Certification by the Corporation's Chief Executive Officer ** |
| 32.2 | Section 906 Certification by the Corporation's Chief Financial Officer ** |
| 99.1 | Agreement for Logistics Services entered into between Jiuzhou Pharmacy and Zhejiang Yingte Logistics Co., Ltd. ("Yingte Logistics") dated January 1, 2011 (9) |
| 99.2 | Project Agreement between The People's Government of Qianhong Village, Lin'an, Zhejiang Province (the "Qianhong Local Government") and Jiuzhou Pharmacy dated February 27, 2010 (7) |
| 99.3 | Security Deposit Agreement between the Qianhong Local Government and Jiuzhou Pharmacy dated February 27, 2010 (7) |
| 99.4 | Equity Interests Transfer Agreement dated April 15, 2011 (13) |
| 99.5 | Supplemental Agreement to Equity Interests Transfer Agreement dated August 25, 2011 (13) |
| 101.INS | XBRL Instance Document * |
| 101.SCH | XBRL Taxonomy Extension Schema Document * |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document * |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase Document * |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase Document * |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document * |

* Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

** Previously filed as an exhibit to the Form 10-Q for the period ending June 30, 2012, as filed with the Securities and Exchange Commission on August 14, 2012.

- (1) Incorporated by reference from the registrant's Registration Statement on Form SB-2 filed on November 28, 2007
- (2) Incorporated by reference from the registrant's Current Report on Form 8-K filed on July 15, 2008
- (3) Incorporated by reference from the registrant's Current Report on Form 8-K filed on September 24, 2009
- (4) Incorporated by reference from the registrant's Current Report on Form 8-K filed on October 30, 2009
- (5) Incorporated by reference from the registrant's Current Report on Form 8-K filed on March 16, 2010
- (6) Incorporated by reference from the registrant's Current Report on Form 8-K filed on April 14, 2010
- (7) Incorporated by reference from the registrant's Annual Report on Form 10-K filed on June 29, 2010
- (8) Incorporated by reference from the registrant's Current Report on Form 8-K filed on November 3, 2010
- (9) Incorporated by reference from the registrant's Quarterly Report on Form 10-Q filed on February 14, 2011
- (10) Incorporated by reference from the registrant's Current Report on Form 8-K filed on April 25, 2011

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- (11) Incorporated by reference from the registrant's Current Report on Form 8-K filed on May 19, 2011
 - (12) Incorporated by reference from the registrant's Current Report on Form 8-K filed on August 2, 2011
 - (13) Incorporated by reference from the registrant's Current Report on Form 8-K filed on October 21, 2011
 - (14) Incorporated by reference from the registrant's Current Report on Form 8-K filed on May 17, 2012
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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 thereunto duly authorized.

CHINA JO-JO DRUGSTORES, INC.
(Registrant)

Date: August 22, 2012

By: /s/ Lei Liu
Lei Liu
Chief Executive Officer

Date: August 22, 2012

By: /s/ Ming Zhao
Ming Zhao
Chief Financial Officer
