

Cardium Therapeutics, Inc.  
Form 8-K  
November 13, 2009

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

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**DATE OF REPORT (Date of earliest event reported): November 10, 2009**

**001-33635**

**(Commission file number)**

**CARDIUM THERAPEUTICS, INC.**

**(Exact name of registrant as specified in its charter)**

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**Delaware**  
(State of incorporation)

**27-0075787**  
(IRS Employer Identification No.)

**12255 El Camino Real, Suite 250**

**San Diego, California 92130**  
(Address of principal executive offices)

**(858) 436-1000**  
(Registrant's telephone number)

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 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**ITEM 8.01 OTHER EVENTS.**

On November 10, 2009, Cardium Therapeutics, Inc. ( Cardium ) issued a press release reporting on its financial results for its third quarter ended September 30, 2009, and on recent developments and future outlook. With the adoption of EITF 07-05 and its substantial impact on our overall reported net losses, in particular certain non-cash liabilities reported for derivative securities that vary substantially based on changes in the underlying market value of Cardium s common stock, the Company believes it is also helpful for investors to receive additional information relating more specifically to the Company s operating results. Accordingly, the Company additionally provided a pro forma income statement and pro forma balance sheet which excludes the non-cash effects of EITF 07-05 on its financial results. The Company presents this information to investors as an additional tool for evaluating the Company s financial results in a manner that reflects ongoing operations and facilitates comparisons with operating results from prior periods. The presentation of this additional non-GAAP information is intended to provide investors with additional incremental tools for their review of the Company s results and is not meant to be considered in isolation or as a substitute for net income information prepared and provided in accordance with GAAP. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits.

99.1 Press Release of Cardium issued on November 10, 2009.

**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.

**CARDIUM THERAPEUTICS, INC.**

Date: November 10, 2009

By: /s/ **CHRISTOPHER J. REINHARD**  
**Christopher J. Reinhard**  
**Chief Executive Officer**