

BALTIA AIR LINES INC
Form 10-K/A
July 16, 2013

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-K/A

(Amendment No. 3)

Mark
One

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

BALTIA AIR LINES, INC.

(Exact name of Registrant as specified in its charter)

NEW YORK
(State of Incorporation)

11-2989648
(IRS Employer Identification No.)

**JFK International Airport,
Building 151, Jamaica, NY 11430**
(Address of principal executive offices)

(718) 244 8880
(Registrant's telephone number, including area code)

Title of each class	Name of each Exchange on which registered
-None-	-None-

Securities Registered pursuant to Section 12(g) of the Exchange Act:

Common Stock, (Title of Class)	\$.0001 Par Value
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Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes [] - - No

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes [] - - No

Indicate by check mark whether the Registrant (1) has filed all reports 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 []

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. 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 definitions of "large accelerated filer," "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 [X]

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act of 1934). Yes [] No [X]

The aggregate market value of the voting common equity held by non-affiliates as of December 31, 2012 is \$23,185,507.

The number of shares of the registrant's common stock outstanding as of April 15, 2013 was 2,579,123,580.

EXPLANATORY NOTE

This third amended filing is done to correct certain errors found in the contract exhibits filed previously, in particular, to include a NON-REDACTED version of Exhibit 10.5, to reflect the withdrawal of Company's Request for Confidentiality as to certain portions of that exhibit. Only the Cover Page, the Table of Contents, the changed Exhibit List, and Exhibit 10.5 are included in this filing.

No other changes have been made to the Form 10-K. This Amendment 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 disclosures or exhibits made in the original Form 10-Q or subsequent amendments, other than as stated above.

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OTHER EXHIBITS

3.1 Certificate of Incorporation of Baltia Air Lines, Inc. Incorporated by reference to Exhibit 3.1 to Baltia Air Lines Inc.'s reported on Form 10-K, 21 Dec 2011 from the year ended December 31, 2010.

3.1.1 Certificate of Incorporation amendment of Baltia Air Lines, Inc. (as amended and filed on June 24, 2011)

3.1.2 Certificate of Incorporation amendment of Baltia Air Lines, Inc. (as amended and filed on May 25, 2012)

3.1.3 Certificate of Incorporation amendment of Baltia Air Lines, Inc. (as amended and filed on December 27, 2012).

3.2 Bylaws of Baltia Air Lines, Inc. (amended and ratified November 7, 2011) Incorporated by reference to Exhibit 3.2.2 to Baltia Air Lines Inc.'s reported on Form 10-K, 21 Dec 2011 from the year ended December 31, 2010.

10. MATERIAL CONTRACTS

10.1. - Fuel supply Agreement between Joint Stock Company "SOVEX" and Baltia Air Lines, Inc. of January 1, 2012 with confidential portion omitted and filed separately with the Commission pursuant to a request for confidential treatment. Incorporated by reference to Exhibit 10.1 to Company's 10-Q for 1 st quarter 2012 as filed May 15, 2012.

10.2 - Letter evidencing agreement that engines identified in Exhibit 10.3 below may be removed from N705BL and installed on N706BL. Incorporated by reference to Exhibit 10.5 to Company's 10-K/A for year 2010 as filed December 21, 2011.

10.3 - Product and Services Agreements between Navtech Systems Support Inc. and Baltia Airt Lines, Inc. Dated January 15, 2010 with confidential portion omitted and filed separately with the Commission pursuant to a request for confidential treatment. Incorporated by reference to Exhibit 10.7 to Company's 10-K/A for year 2010 as filed December 21, 2011.

10.4 - Ground Handling Agreement at Pulkovo Airport between ZAO Cargo Terminal Pulkovo and Baltia Air Lines, Inc. effective June 1, 2011, with amendment validating contract through June 1, 2014, with confidential portion omitted and filed separately with the Commission pursuant to a request for confidential treatment of April 15, 2013. Original agreement incorporated by reference to Exhibit 10.9.2 to Company's 10-K/A for year 2010 as corrected and filed March 2, 2012.

10.5 - Ground Handling Agreement at Pulkovo Airport between ZAO Cargo Terminal Pulkovo and Baltia Air Lines, Inc. effective June 1, 2012 (**Non-Redacted per Withdrawal of Request for Confidentiality dated June 17, 2013**)

10.6 - First Amendment to Product and Services Agreements between Navtech Systems Support Inc. and Baltia Air Lines, Inc. dated January 15, 2010. Incorporated by reference to Exhibit 10.10 to Company's 10-Q/A for 3 rdquarter 2011, corrected and filed March 29, 2012.

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10.7 Aircraft Bill of Sale for Boeing 747 aircraft N705BL. Incorporated by reference to Exhibit 10.9 to Company's 10-Q for 1 st quarter 2012 as filed May 15, 2012.

10.8 JLT Certificate of Insurance BA-12-009 – Hull and Liability Incorporated by reference to Exhibit 10.10 to Company's 10-Q for 1 st quarter 2012 as filed May 15, 2012.

10.9 JLT Insurance Binder – Hull, Spares and Liability. Incorporated by reference to Exhibit 10.11 to Company's 10-Q for 1 st quarter 2012 as filed May 15, 2012.

10.10 JLT Insurance Binder – Airline Hull War and Allied Perils. Incorporated by reference to Exhibit 10.12 to Company's 10-Q for 1 st quarter 2012 as filed May 15, 2012.

10.11 JLT Insurance Binder – Aviation Hull Deductible. Incorporated by reference to Exhibit 10.13 to Company's 10-Q for 1 st quarter 2012 as filed May 15, 2012.

10.12 John F. Kennedy Airport - Terminal 4, Lease Agreement between JFK International Air Terminal, LLC and Baltia Air Lines, dated November 17, 2008, effective until terminated by either party.

10.13 JFK Airport Building 151 Lease Agreement, between Japan Airlines Management Corp. and Baltia Air Lines, effective on September 1, 2011, valid through November 30, 2015.

10.14 Willow Run Airport facility lease between Wayne County Airport Authority and Baltia Air Lines, effective from November 1, 2012 until April 30, 2013.

10.15 Pulkovo Airport facility Lease Agreement between Northern Capital Gateway, LLC and Baltia Air Lines, effective from April 29, 2010 until terminated by either party. Incorporated by reference to Exhibit 10.2 to Baltia Air Lines' report on Form 10K for the year ended December 31, 2010.

10.16 Contract affirmed by Board resolution affirming Agreements between Baltia Air Lines and its officers agreeing not to sell the shares issued to them until the Company receives FAA Certification and commence its revenue flights.

31.1 Certification by Chief Executive Officer and Chief Financial Officer pursuant to Sarbanes-Oxley Section 302, provided herewith.

32.1 Certification by Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S. C. Section 1350, provided herewith.

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Baltia Air Lines, Inc.

Date: July 16, 2013

/s/ Igor Dmitrowsky

By: Igor Dmitrowsky, President, CEO and CFO