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HYDRON TECHNOLOGIES INC  
Form 10-K/A  
July 22, 2004

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

FORM 10-K/A-2  
FOR ANNUAL AND TRANSITION REPORTS  
PURSUANT TO SECTIONS 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

(Mark One)

Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the year ended December 31, 2002 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 0-6333

HYDRON TECHNOLOGIES, INC.

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

New York

13-1574215

-----  
(State or other jurisdiction of  
incorporation or organization)

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(I.R.S. Employer  
Identification No.)

2201 West Sample Road, Building 9, Suite 7B, Pompano Beach, FL 33073

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(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (954) 861-6400  
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Securities registered pursuant to Section 12(b) of the Act: None  
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Securities registered pursuant to Section 12(g) of the Act:  
Common Stock, par value \$.01 per share

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(Title of Class)

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

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 other amendment to this Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2). YES  NO

The aggregate market value of the voting stock held by non-affiliates

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of the Registrant was \$4,415,213 based upon the closing price of \$0.65 on March 31, 2004.

Number of shares of Common Stock outstanding as of April 7, 2004: 9,260,136.  
Documents Incorporated by Reference: None  
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Item 15. Exhibits, Financial Statement Schedules and reports on Form 8-K  
(continued)

(a) (3) Exhibits

3.1 Restated Certificate of Incorporation of Dento-Med Industries, Inc. ("Dento-Med"), as filed with the Secretary of State of New York on March 4, 1981. (1)

3.2 Certificate of Amendment of the Certificate of Incorporation of Dento-Med as filed with the Secretary of State of New York on September 7, 1984. (2)

3.3 By-laws of the Company, as amended March 17, 1988. (3)

3.4 Certificate of Change of Dento-Med as filed with the Secretary of State of New York on July 14, 1988. (2)

3.5 Certificate of Amendment of the Restated Certificate of Incorporation of Dento-Med, as filed with the Secretary of State of New York on November 14, 1988. (4)

3.6 Certificate of Amendment of the Restated Certificate of Incorporation of Dento-Med, as filed with the Secretary of State of New York on July 30, 1993. (5)

3.7 Certificate of Amendment of the Restated Certificate of Incorporation of Hydron Technologies, Inc., as filed with the Secretary of State of New York on April 10, 2002. (2)

4.1 Non-Qualified Stock Option Plan. (6)

4.2 Registration Rights Agreement dated July 11, 2002, by and between Hydron Technologies, Inc. and Life International Products, Inc. (2)

4.3 Warrant Agreement dated November 14, 2003 between Hydron Technologies, Inc. and the parties named therein. (2)

10.1 Subscription Agreement dated November 22, 2002 between Hydron Technologies, Inc. and the subscribers named therein. (2)

10.2 Subscription Agreement dated September 31, 2003 between Hydron Technologies, Inc. and the subscribers named therein. (2)

10.3 Agreement dated July 11, 2002 between Hydron Technologies, Inc. and Life International Products, Inc. (2)

10.4 1997 Nonemployee Director Stock Option Plan. (7)

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(1) Incorporated by reference to the Company's report on Form 10-K for the year ended December 31, 1985.

(2) Incorporated by reference to the Company's report on Form S-3 filed February 11, 2004.

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(3) Incorporated by reference to the Company's report on Form 10-K for the year ended December 31, 1987.

(4) Incorporated by reference to the Company's report on Form 10-K for the year ended December 31, 1988.

(5) Incorporated by reference to the Company's report on Form 10-K for the year ended December 31, 1993.

(6) Incorporated by reference to the Company's report on Form 10-K for the year ended December 31, 1986.

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Item 15. Exhibits, Financial Statement Schedules and reports on Form 8-K  
(continued)

10.5 Bridge Loan Term Sheet for Interim Loans Between Hydron Technologies, Inc and Members of the Board of Directors. (2)

23.1 Consent of DaszkalBolton LLP, Certified Public Accountants (filed herewith).

(b) Reports on Form 8-K

None.

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(10) Incorporated by reference to the Company's report on Form S-3 filed February 11, 2004.

(7) Incorporated by reference to the Company's Definitive Proxy Statement on Schedule 14A for the year ended December 31, 1996.

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