

BIOLARGO, INC.  
Form 10-Q/A  
November 15, 2010

---

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

---

AMENDMENT NO. 2 TO

FORM 10-Q

---

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2010.

or

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the transition period from            to

Commission File Number 000-19709

---

BIOLARGO, INC.  
(Exact name of registrant as specified in its charter)

---

Delaware  
(State or other jurisdiction of  
incorporation or organization)

65-0159115  
(I.R.S. Employer  
Identification No.)

16333 Phoebe Avenue  
La Mirada, California 90638  
(Address, including zip code, of principal executive offices)

(949) 643-9540  
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Exchange Act: None  
Securities registered pursuant to Section 12(g) of the Exchange Act: Common Stock, \$0.0067 par

value.

---

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 whether the registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller reporting company

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

The number of shares of the Registrant's Common Stock outstanding as of May 14, 2010 was 43,510,642 shares.

EXPLANATORY NOTE

Biolargo, Inc. (the “Company”) is filing this Amendment No. 2 (the “Amendment”) to Form 10-Q for the quarterly period ended March 31, 2010 (the “Original 10-Q”) for the sole purpose of adding certain words to the first paragraph in the Certifications of the Chief Executive Officer and Chief Financial Officer, attached to the Original 10-Q as Exhibits 31.1 and 31.2, respectively (the “Amended Certifications”), to indicate that the Amended Certifications appropriately reference the amended Form 10-Q. The Amended Certifications should be read in conjunction with the certifications attached to the Original 10-Q and the Amendment No. 1 to Form 10-Q filed November 3, 2010 (“Amendment No. 1”), and supplement, rather than replace, those original certifications.

Except as described above in this Explanatory Note, no other changes have been made to the Original 10-Q. This Amendment speaks as of the May 17, 2010 filing date of the Original 10-Q, and does not reflect any events that occurred at any date subsequent to the filing of the Original 10-Q or modify or update the disclosures therein in any way. This Amendment supplements, and does not replace, the Original 10-Q and Amendment No. 1, and therefore should be read in conjunction with the Original 10-Q and Amendment No. 1.

SIGNATURES

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

BIOLARGO, INC.

Date: November 15, 2010

By:

/s/ DENNIS P. CALVERT  
Dennis P. Calvert  
Chief Executive Officer