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ADM TRONICS UNLIMITED INC/DE

Form 8-K/A

August 18, 2005

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 8-K/A  
(Amendment No. 1)

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 5, 2005

ADM TRONICS UNLIMITED, INC.  
(Exact name of registrant as specified in its charter)

|                 |              |                |
|-----------------|--------------|----------------|
| Delaware        | 000-17629    | 22-1896032     |
| (State or other | (Commission  | (IRS Employer  |
| jurisdiction of | File Number) | Identification |
| incorporation)  |              | No.)           |

224-S Pegasus Avenue, Northvale, New Jersey 07647  
(Address of principal executive offices) (Zip Code)

(201) 767-6040  
Registrant's Telephone Number

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

- 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)).

Explanatory Note

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This Amendment No. 1 to Current Report on Form 8-K/A hereby amends the Current Report on Form 8-K filed by the registrant on August 11, 2005

### Item 4.01. Changes in Registrant's Certifying Accountants.

On August 5, 2005, ADM Tronics Unlimited, Inc., a Delaware corporation (the "Company"), was advised that, effective as of August 1, 2005, its certifying accountants, Weinick Sanders Leventhal & Co., LLP, ceased operations and as a result, resigned as the Company's certifying accountants.

On August 11, 2005, the Company appointed Raich Ende Malter & Co. LLP. as its certifying accounts to replace Weinick Sanders Leventhal & Co., LLP. This action was approved by the Company's board of directors.

During the Company's fiscal years ended March 31, 2005 and 2004 and the subsequent interim period through August 1, 2005, the Company had no disagreements with Weinick Sanders Leventhal & Co., LLP on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of Weinick Sanders Leventhal & Co., LLP, would have caused it to make reference to the subject matter of the disagreements in its reports for such years.

Weinick Sanders Leventhal & Co., LLP's report on the Company's financial statements for the fiscal year ended March 31, 2005 contained a statement that the Company has suffered recurring losses from operations and has a stockholders' deficiency that raise substantial doubt about the Company's ability to continue as a going concern. Except for the statement discussed in the immediately preceding sentence, Weinick Sanders Leventhal & Co., LLP's report on the Company's financial statements for the fiscal year ended March 31, 2005 did not contain any adverse opinion or disclaimer of opinion, nor was it qualified or modified as to uncertainty, audit scope or accounting principles.

Weinick Sanders Leventhal & Co., LLP's report on the Company's financial statements for the fiscal year ended March 31, 2004 did not contain any adverse opinion or disclaimer of opinion, nor was it qualified or modified as to uncertainty, audit scope or accounting principles.

A letter addressed to the Securities and Exchange Commission from Weinick Sanders Leventhal & Co., LLP stating that it agrees with the above statement is attached as Exhibit 16.1 to this Current Report on Form 8-K.

### Item 9.01. Financial Statements and Exhibits.

#### (c) Exhibits

| Exhibit No. | Description  |
|-------------|--|
| 16.1        | Letter dated August 11, 2005 from Weinick Sanders Leventhal & Co., LLP regarding change in certifying accountants. |

#### 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.

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ADM Tronics Unlimited, Inc.  
By: /s/ Andre' DiMino  
Name: Andre' DiMino  
Title: President

Dated: August 18, 2005

August 18, 2005

U.S. Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, D.C. 20549

Dear Sir/Madam:

We have read the statements set forth under Item 4.01 of the Current Report on Form 8-K of ADM Tronics Unlimited, Inc. (Form 8-K) to be filed with the

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Securities and Exchange Commission on August 18, 2005 and are in agreement with the statements contained therein.

Very truly yours,

/S/ WEINICK SANDERS LEVENTHAL & CO., LLP