

DESTINY MEDIA TECHNOLOGIES INC
Form 10QSB/A
September 13, 2007

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

FORM 10-QSB/A

(Mark One)

**(X) QUARTERLY REPORT PURSUANT TO SECTION 13 or 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

For the nine months ended May 31, 2007

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: 0-028259

DESTINY MEDIA TECHNOLOGIES INC.

(Exact name of registrant as specified in its charter)

COLORADO

(State or other jurisdiction of
incorporation or organization)

84-1516745

(IRS Employer Identification No.)

**1055 West Hastings Street, Suite 1040, Vancouver,
British Columbia Canada V6E 2E9**

(Address of Principal Executive Offices)

Registrant's telephone number, including area code: **(604) 609-7736**

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 past 12 months and (2) has been subject to the above filing requirements for the past 90 days.

Yes No

State the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:
49,928,001 Shares of \$0.001 par value common stock outstanding as of May 31, 2007.

Transitional small business disclosure format (check one):

Yes No

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EXPLANATORY NOTE

The Registrant is filing this Amendment No. 2 on Form 10-QSB/A (the Amendment) to its third quarter report on Form 10-QSB for the period ending May 31, 2007, originally filed July 16, 2007 (the Quarterly Report), for the purpose of revising the last sentence in the first paragraph in Part 1, Item 3 of the Quarterly Report so that our disclosure would match the requirement of Item 308(c) of Regulation S-B. In addition, the registrant is also including as exhibits to the Amendment the certifications required pursuant to Sections 302 and 906 of the Sarbanes-Oxley Act of 2002. Except as described above, the Amendment does not modify or update the Registrant s previously reported Form 10-QSB or the financial statements included therein.

PART I

ITEM 3. CONTROLS AND PROCEDURES.

As required by Rule 13a-15(e) under the Securities Exchange Act of 1934 (the Exchange Act), we carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures at May 31, 2007. This evaluation was carried out under the supervision and with the participation of our Chief Executive Officer, Mr. Steven Vestergaard, and our Chief Financial Officer, Mr. Frederick Vandenberg. Based upon that evaluation, our Chief Executive Officer and our Chief Financial Officer concluded that our disclosure controls and procedures, as defined in Rule 13a-15(e) are effective. There have been no material changes in our internal controls or in other factors that could materially affect internal controls subsequent to the date we carried out our evaluation.

PART II OTHER INFORMATION

Item 6. EXHIBITS AND REPORTS ON FORM 8-K.

(a) Exhibits

| EXHIBIT NUMBER | DESCRIPTION |
|-------------------|-------------|
|-------------------|-------------|

| | |
|-------------|---|
| <u>31.1</u> | <u>Certification of Chief Executive Officer and Chief Financial Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the securities exchange act as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u> |
|-------------|---|

| | |
|-------------|---|
| <u>32.1</u> | <u>Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes- Oxley Act of 2002</u> |
|-------------|---|

(b) Reports on Form 8-K.

During the quarter we did not file any form 8-K s.

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, thereunto duly authorized.

**DESTINY MEDIA
TECHNOLOGIES INC.**

Dated: September 13, 2007

Steven Vestergaard, Chief Executive
Officer
and

Frederick Vandenberg, Chief
Financial Officer
