

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 10-K/A  
AMENDMENT NO. 1

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934 [FEE REQUIRED]  
For the fiscal year ended April 30, 1996

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934 [NO FEE REQUIRED]  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 0-17085

TECHNICLONE INTERNATIONAL CORPORATION  
(Exact name of Registrant as specified in its charter)

California  
(State or other jurisdiction of  
incorporation or organization)

95-3698422  
(I.R.S. Employer  
Identification No.)

14282 Franklin Avenue, Tustin, California  
(Address of principal executive offices)

92780-7017  
(Zip Code)

Registrant's telephone number, including area code: (714) 838-0500

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act: Common Stock  
(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 X NO  
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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 Registrant's knowledge, in definitive proxy or information statements  
incorporated by reference in Part III of this Form 10-K. [ ]

The aggregate market value of the voting stock held by non-affiliates of the  
Registrant was approximately \$64,449,225 as of July 1, 1996, based upon average  
bid and asked prices of such stock.

APPLICABLE ONLY TO REGISTRANTS INVOLVED IN BANKRUPTCY  
PROCEEDINGS DURING THE PRECEDING FIVE YEARS:

Indicated by check mark whether the Registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. YES . NO .  
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APPLICABLE ONLY TO CORPORATE REGISTRANTS

Indicate the number of shares outstanding of each of the Registrant's classes of common stock, as of the latest practicable date.

20,869,675 shares of Common Stock  
as of July 1, 1996

DOCUMENTS INCORPORATED BY REFERENCE.

None.

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## PART IV

- ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K
- (a) (1) Financial Statements (Incorporated by reference to the Exhibit contained in Registrant's Annual Report on Form 10-K for the year ended April 30, 1996 as filed with the Commission on or about July 26, 1996)
- (2) Financial Statement Schedules (Incorporated by reference to the Exhibit contained in Registrant's Annual Report on Form 10-K for the year ended April 30, 1996 as filed with the Commission on or about July 26, 1996)
- (3) Exhibits

Exhibit Number -----	Description -----	Sequential Page No. -----
3.1	Articles of Incorporation of the Registrant, as Amended to Date (Incorporated by reference to the exhibit contained in Registrant's Current Report on Form 8-K dated December 27, 1995, as filed with the Commission on or about January 24, 1996)	
3.2	Bylaws of the Registrant, as currently in effect	**
4.1	Form of Certificate for Common Stock	**
4.2	Form of Techniclone Research Partners I Warrants	*
4.3	Form of Series A Convertible Debentures	*
4.4	Form of Subscription Agreement entered into with Series B Convertible Preferred Stock Subscribers (Incorporated by reference to Exhibit 4.1 contained in Registrant's Report on Form 8-K dated December 27, 1995, as filed with the Commission on or about January 24, 1996)	
4.5	Registration Rights Agreement dated December __, 1995, by and among Swartz Investments, Inc. and the holders of the Registrant's Series B Convertible Preferred Stock (incorporated by reference to Exhibit 4.2 contained in Registrant's Current Report on Form 8-K dated December 27, 1995 as filed with the Commission on or about January 24, 1996)	
4.6	Warrant to Purchase Common Stock of Registrant issued to Swartz Investments, Inc. (Incorporated by reference to Exhibit 4.3 contained in Registrant's Current Report on Form 8-K dated December 27, 1995 as filed with the Commission on or about January 24, 1996)	

10.5	Research and Development Contract, dated December 31, 1981 and amended March 1, 1982, between Registrant and Celltech Partners I	**
10.6	Option Agreement, dated December 31, 1981 and amended March 1, 1982, between Registrant and Celltech Partners I	**
10.12	Secrecy Agreement, dated April 24, 1981, and proposed License Agreement by and between Registrant and the Regents of the University of California	**
10.16	Agreement to purchase Registrant's Stock dated June 16, 1986, between Registrant and American Cyanamid Company	***
10.17	Agreement to purchase 400,000 shares of Registrant's Common Stock dated April 29, 1988 between Registrant and American Cyanamid Company	****
10.22	1982 Stock Option Plan	*****
10.23	Incentive Stock Option, Nonqualified Stock Option and Restricted Stock Purchase Plan - 1986	*****
10.24	Cancer Biologics Incorporated Incentive Stock Option, Nonqualified Stock Option and Restricted Stock Purchase Plan - 1987	*
10.25	Amendment to 1982 Stock Option Plan dated March 1, 1988	*
10.26	Amendment to 1986 Stock Option Plan dated March 1, 1988	*
10.27	License Agreement dated May 12, 1986 between Registrant and Cancer Biologics Incorporated	*
10.28	Lease Agreement dated February 1, 1988 between Registrant and McKellar Development of La Jolla	*
10.29	Stock Purchase Agreement dated November 1987, between Registrant and Cancer Biologics Incorporated	*
10.30	Lease Agreement dated September 10, 1991 between Registrant and McKellar Development of La Jolla	
10.31	Agreement dated February 5, 1996, between Cambridge Antibody Technology, Ltd. and Registrant (Incorporated by reference to Exhibit 10.1 contained in Registrant's Current Report on Form 8-K dated February 5, 1996, as filed with the Commission on or about February 8, 1996)	
10.32	Distribution Agreement dated February 29, 1996, between Biotechnology Development, Ltd. and Registrant (Incorporated by reference to Exhibit 10.1 contained in Registrant's Current Report on Form 8-K dated February 29, 1996, as filed with the Commission	

on or about March 7, 1996)

10.33	Option Agreement dated February 29, 1996, by and between Biotechnology Development, Ltd. and Registrant (Incorporated by reference to Exhibit 10.2 contained in Registrant's Current Report on Form 8-K dated February 29, 1996, as filed with the Commission on or about March 7, 1996)	
10.34	Purchase Agreement for Real Property and Escrow Instructions dated as of March 22, 1996, by and between TR Koll Tustin Tech Corp. and Registrant (Incorporated by reference to Exhibit 10.1 contained in Registrant's Current Report on Form 8-K dated March 25, 1996, as filed with the Commission on or about April 5, 1996)	
11.1	Computation of Net Income (Loss) Per Share (Incorporated by reference to the Exhibit contained in Registrant's Annual Report on Form 10-K for the year ended April 30, 1996 as filed with the Commission on or about July 26, 1996)	
22	Subsidiaries of the Registrant	None
23	Consent of Deloitte & Touche LLP (Incorporated by reference to the Exhibit contained in Registrant's Annual Report on Form 10-K for the year ended April 30, 1996 as filed with the Commission on or about July 26, 1996)	
27	Financial Data Schedule	8
(b)	Reports on Form 8-K: -----	
	(i) Current Report on Form 8-K as filed with the Commission on January 24, 1996, reporting the issuance and sale of the Series B Convertible Preferred Stock	
	(ii) Current Report on Form 8-K as filed with the Commission on February 8, 1996, reporting the agreement with Cambridge Antibody Technology, Ltd.	
	(iii) Current Report on Form 8-K as filed with the Commission on March 7, 1996, reporting the Distribution Agreement with Biotechnology Development, Ltd.	
	(iv) Current Report on Form 8-K as filed with the Commission on April 5, 1996, reporting the agreement to purchase the Company's facility	

- \* Incorporated by reference to the exhibit of the same number contained in Registrant's Annual Report on Form 10-K for the year ended April 30, 1988.
- \*\* Incorporated by reference to the exhibit of the same number contained in Registrant's Registration Statement on Form S-18 (File No. 2-78552).
- \*\*\* Incorporated by reference to the exhibit of the same number contained in Registrant's Annual Report on Form 10-K for the year ended April 30, 1986.
- \*\*\*\* Incorporated by reference to the exhibit contained in Registrant's Current Report on Form 8-K dated April 29, 1988.
- \*\*\*\*\* Incorporated by reference to the exhibit contained in Registrant's Registration Statement on Form S-8 filed August 4, 1983 (File No. 2-85628).
- \*\*\*\*\* Incorporated by reference to the exhibit contained in Registrant's Registration Statement on Form S-8 dated June 16, 1987 (File No. 33-15102).

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Amendment to be signed on its behalf by the undersigned, thereunto duly authorized.

## TECHNICLONE INTERNATIONAL CORPORATION

Dated: August 28, 1996

By: /ss/ Lon H. Stone

-----  
Lon H. Stone, President

Pursuant to the requirements of the Securities Exchange Act of 1934, this Amendment has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Signature -----	Capacity -----	Date ----
/ss/ Lon H. Stone ----- Lon H. Stone	Chairman of the Board, President, Chief Executive Officer and Director	August 28, 1996
/ss/ William V. Moding ----- William V. Moding	Vice President-Finance, Chief Financial Officer, Secretary and Director	August 28, 1996
/ss/ Rudolph C. Shepard ----- Rudolph C. Shepard	Assistant Secretary and Director	August 28, 1996
/ss/ Clive R. Taylor, M.D. ----- Clive R. Taylor, M.D., Ph.D.	Director	August 28, 1996
----- Edward Joseph Legere II	Director	August __, 1996
----- Carmelo J. Santoro	Director	August __, 1996

5  
1,000  
U.S. DOLLARS

12-MOS  
APR-30-1996  
MAY-1-1996  
APR-30-1996  
1,000  
4,179  
3,899  
270  
175  
94  
8,285  
3,041  
722  
10,776  
824  
0  
0  
7  
21,134  
(12,176)  
10,776  
3  
3,143  
3  
2,818  
0  
0  
17  
325  
0  
325  
0  
0  
0  
325  
0  
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0  
325  
.02  
.02