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000525.hdr.sgml: 19970801 ACCESSION NUMBER: 0000921895-97-000525 CONFORMED
SUBMISSION TYPE: 10-Q/A PUBLIC DOCUMENT COUNT: 1 CONFORMED PERIOD OF REPORT:
19970331 FILED AS OF DATE: 19970731 SROS: AMEX FILER: COMPANY DATA: COMPANY
CONFORMED NAME: SHEFFIELD PHARMACEUTICALS INC CENTRAL INDEX KEY: 0000894158
STANDARD INDUSTRIAL CLASSIFICATION: PHARMACEUTICAL PREPARATIONS [2834] IRS
NUMBER: 133808303 STATE OF INCORPORATION: DE FISCAL YEAR END: 1231 FILING VALUES:
FORM TYPE: 10-Q/A SEC ACT: 1934 Act SEC FILE NUMBER: 001-12584 FILM NUMBER:
97648924 BUSINESS ADDRESS: STREET 1: 30 ROCKEFELLER PLAZA STREET 2: SUITE 4515
CITY: NEW YORK STATE: NY ZIP: 10112 BUSINESS PHONE: 2129576600 MAIL ADDRESS:
STREET 1: 30 ROCKEFELLER PLAZA STREET 2: SUITE 4515 CITY: NEW YORK STATE: NY ZIP:
10112 FORMER COMPANY: FORMER CONFORMED NAME: SHEFFIELD MEDICAL
TECHNOLOGIES INC DATE OF NAME CHANGE: 19940606
10-Q/A
FORM 10-Q/A
        SECURITIES AND EXCHANGE COMMISSION
          WASHINGTON, D.C. 20549
          _____
             FORM 10-Q/A
           (Amendment No. 1)
(Mark One)
/X/ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
  EXCHANGE ACT OF 1934
For the quarterly period ended March 31, 1997
              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 1-12584
         SHEFFIELD PHARMACEUTICALS, INC.
    (Exact name of Registrant as Specified in its Charter)
```

DELAWARE	13-3808303				
(State or Other Jurisdiction of Incorporation or Organization)		er Identification Number)			
30 ROCKEFELLER PLAZA, NEW YORK	K, NEW YORK	10112			
(Address of Principal Executive Office	:es)	(Zip Code)			
Registrant's Telephone Number, Including Area Code: (212) 957-6600					
SHEFFIELD MEDICAL TECHNOLOGIES INC.					
(Former Name, Former Address and	d Former Fiscal Y	ear, if Changed			

(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: At March 31, 1997 there were outstanding 11,388,274 shares of Common Stock, \$.01 par value, of the Registrant.

## ITEM 2. CHANGES IN SECURITIES.

The following unregistered securities were issued by the Company during the quarter ended March 31, 1997:

## Number of Shares Sold/Issued/

		Subject to	Offering/		
	of Description of	•			
Sale/Issuance S	ecurities Issued War	rants p	er share (\$)	Purchaser or Class	
January 1997	Common Stock	5,000		<del>- Advisor</del>	
J					
		•			
<del>January - March</del>	Common Stock	7,500	<del>2.75 - 3.68</del>	<del>75 Advisor</del>	
	<del>1997</del>	<del>Options</del>			
<del>January 1, 1997</del>	Common Stock	45,000	3.25	Issuances to	
Options		Directors pursuant			
			to Directors Stock		
			Option Pl	<del>an</del>	
March 1997	Common Stock	6,000	3.0625 - 3.25	Issuances to	
	Options		employees	<del>oursuant</del>	
	<u>'</u>		to 1993 Sto		
			Option Pl		
March 1997	Common Stock	15,000	3.1 <del>875</del>	Legal Counsel	
		<del>Options</del>		-	

The issuance of these securities are claimed to be exempt from registration pursuant to Section 4(2) of the Securities Act of 1933, as amended, as transactions by an issuer not involving a public offering. There were no underwriting discounts or commissions paid in connection with the issuance of any of these securities.

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## 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.

## SHEFFIELD PHARMACEUTICALS, INC.

/S/ GEORGE LOMBARDI

George Lombardi (Vice President and Chief Financial Officer)

Date: July 31, 1997

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----END PRIVACY-ENHANCED MESSAGE-----