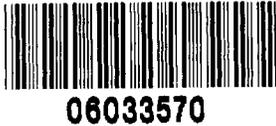


As Amended
File # 24-10146

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

OMB Number: 3235-0286
Expires: November 30, 2007
Estimated average burden
hours per response...466.00

FORM 1-A /A



REGULATION A OFFERING STATEMENT
UNDER THE SECURITIES ACT OF 1933

RECEIVED

MAY 12 2006

DIVISION OF CORPORATION FINANCE
OFFICE OF EMERGING GROWTH COMPANIES

BINJ Laboratories, Inc.

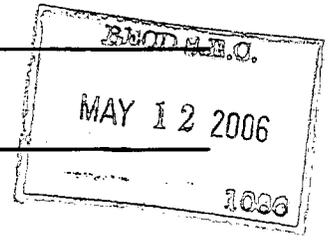
(Exact name of issuer as specified in its charter)

State of Delaware

(State or other jurisdiction of incorporation or organization)

159 Burgin Parkway, Quincy, Massachusetts 02169, (617) 471-4445

(Address, including zip code, and telephone number, including area code of issuer's principal executive office)



None

(Name, address, including zip code, and telephone number, including area code, of agent for service)

3823

20-3519064

(Primary Standard Industrial Classification Code Number)

(I.R.S. Employer Identification Number)

PROCESSED

MAY 15 2006

THOMSON FINANCIAL

Date of Issue _____

Date of This Circular _____

Investing in the common stock involves risks, which are described in the "Risk Factors" section beginning on page 7.

	Price to Public	Underwriting discount and commissions	Proceeds to issuer
Per Unit	\$0.20	\$0.00	\$0.20
Total	15,000,000	\$0.00	\$3,000,000

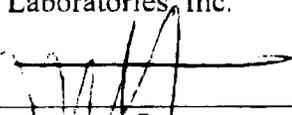
Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

This offering statement shall only be qualified upon order of the Commission, unless a subsequent amendment is filed indicating the intention to become qualified by operation of the terms of regulation.

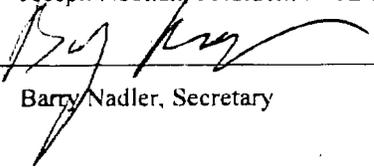
SIGNATURES

The issuer has duly caused this offering statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of _____, State of _____, on _____, 20____.

BINJ Laboratories, Inc.

By  _____

Joseph Noonan, President & CEO

 _____

Barry Nadler, Secretary