

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



11008663

AMENDED  
FORM 1-A *1A*  
REGULATION A AMENDED OFFERING STATEMENT  
UNDER THE SECURITIES ACT OF 1933

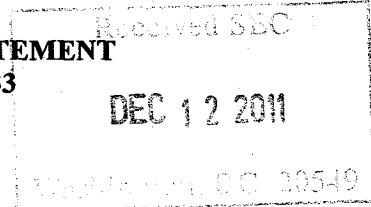
Effective Date: \_\_\_\_\_

Date Filed: December 12, 2011

File No. 024-10288

AGRI-LABORATORIES, LTD.

(Exact name of issuer as specified in its charter)



DELAWARE

(State or other jurisdiction of incorporation or organization)

20927 State Route K  
St. Joseph, MO 64505  
(816) 233-9533  
Fax: (816) 233-9546

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

Steve Schram  
20927 State Route K  
St. Joseph, MO 64505

(816) 233-9533 Fax: 816-233-9541

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

Copies of communications to:

Roger N. Walter  
Morris, Laing, Evans, Brock & Kennedy, Chtd.  
800 SW Jackson, Suite 1310  
Topeka, KS 66612  
(785) 232-2662 Fax: (785) 232-9983

422990  
(Primary Standard Industrial  
Classification Code Number)

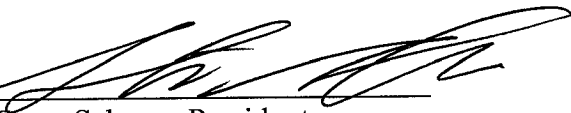
48-0985251  
(I.R.S. Employer  
Identification Number)

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 A.


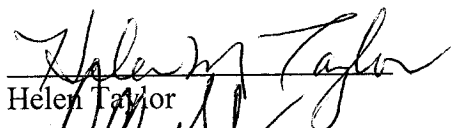
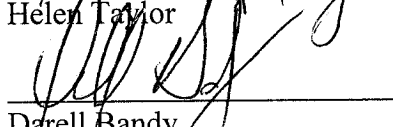
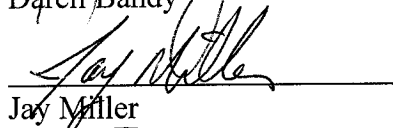
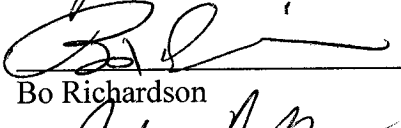
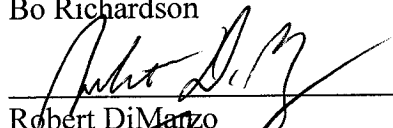
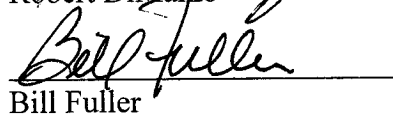
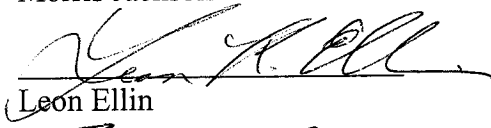
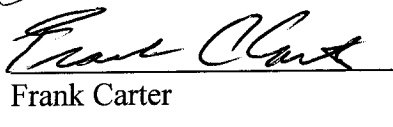
## SIGNATURES

The Issuer has duly caused this offering statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of St. Joseph, State of Missouri, on the 6th day of December, 2011.

AGRI-LABORATORIES, LTD.

By:   
Steve Schram, President

This offering statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Date	Title
 Steve Schram	<u>12-6-11</u>	President, CEO and Chairman of the Board
 Helen Taylor	<u>12-6-11</u>	Chief Financial Officer
 Darell Bandy	<u>12-6-11</u>	Director
 Jay Miller	<u>12-6-11</u>	Director
 Bo Richardson	<u>12-6-11</u>	Director
 Robert DiMarzo	<u>12-6-11</u>	Director
 Bill Fuller	<u>12-6-11</u>	Director
_____ Morris Jackson	_____	Director
 Leon Ellin	<u>12-6-11</u>	Director
 Frank Carter	<u>12-6-11</u>	Director

**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 St. Joseph, State of Missouri, on the \_\_\_\_\_ day of \_\_\_\_\_, 2011.

AGRI-LABORATORIES, LTD.

By: \_\_\_\_\_  
Steve Schram, President

This offering statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Date	Title
_____ Steve Schram	_____	President, CEO and Chairman of the Board
_____ Helen Taylor	_____	Chief Financial Officer
_____ Darell Bandy	_____	Director
_____ Jay Miller	_____	Director
_____ Bo Richardson	_____	Director
_____ Robert DiMarzo	_____	Director
_____ Bill Fuller	_____	Director
<i>Morris L. Jackson</i> Morris Jackson	<u>12/06/2011</u>	Director
_____ Leon Ellin	_____	Director
_____ Frank Carter	_____	Director

### PART III – EXHIBITS

#### **Item 1. Exhibits**

<u>Exhibit No.</u>	<u>Description of Exhibit</u>	<u>Page No.</u>
2.1	Articles of Incorporation	III-1
2.2	Bylaws	III-6
2.3	Specimen Stock Certificate	III-31
4.1	Subscription Agreement Class B Shares	III-33
4.2	Subscription Agreement Class C Shares	III-41
6.1	Agri-Labs Plant Lease Agreement	III-49
6.2	Distribution Agreement – Class A Shareholders	III-75
6.3	Agreement between Agri-Labs and Diamond Animal Health*	III-88
6.4	CEO and Executive Vice President Share Appreciation Plan**	III-152
10	Certified Public Accountant Consent**	III-175
11	Opinion Regarding Legality**	III-176

\*Confidential Treatment has been requested under Rule 406 and confidential portions have been omitted and filed separately with the Commission

**\*\*THE ABOVE-DESCRIBED EXHIBITS AS FILED WITH THE ORIGINAL FORM 1-A FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON DECEMBER 29, 2010 AND AMENDED FORMS 1-A FILED MARCH 23, 2011, MAY 19, 2011, AUGUST 5, 2011 AND NOVEMBER 14, 2011, ARE HEREBY INCORPORATED BY REFERENCE WITH THE EXCEPTION OF UPDATED EXHIBIT 10, ATTACHED HERETO.**

**EXHIBIT 10**

**CONSENT**



**Kane, Mitchell & Co. L.L.C.**  
Certified Public Accountants

December 6, 2011

To the Board of Directors  
Agri-Laboratories, Ltd.  
20927 State Route K  
St. Joseph, MO 64505

The undersigned form consents to the inclusion in the Form 1-A filing with the Securities and Exchange Commission, our audit report of financial statements of Agri-Laboratories, Ltd. as of and for the periods ended December 31, 2009, and December 31, 2010 and to the reference of our firm therein.

*Kane, Mitchell & Co., LLC*

Kane, Mitchell & Co., LLC