UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

Amendment No.1

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2005

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission File No. 000-31332

LIQUIDMETAL TECHNOLOGIES, INC.

(Exact name of Registrant as specified in its charter)

Delaware	**33-0264467**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

25800 Commercentre Drive, Suite 100
Lake Forest, California 92630
(address of principal executive office, zip code)

Registrant's telephone number, including area code: **(949) 206-8000**

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

Securities registered pursuant to Section 12(g) of the Act:

Title of each Class
Common Stock, .001 par value

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes o No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes o No ☒

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 at least the past 90 days. Yes ☒ No o

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 or any amendment to this Form 10-K o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer (as defined in Rule 12b-2 of the Act).

Large accelerated filer o Accelerated filer ☒ Non-accelerated filer o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes o No ☒

The aggregate market value of the registrant's Common Stock held by non-affiliates of the registrant as of June 30, 2005 was approximately $49,763,593. For purposes of this calculation only, (i) shares of Common Stock are deemed to have a market value of $1.93 per share, the closing price of the Common Stock as reported on the Nasdaq National Market on June 30, 2005, and (ii) each of the executive officers, directors and persons holding more than 10% of the outstanding Common Stock as of June 30, 2005 is deemed to be an affiliate.

LIQUIDMETAL TECHNOLOGIES, INC.

Amendment No. 1 to the Annual Report of Form 10-K
For the Fiscal Year ended December 31, 2005

EXPLANATORY NOTE

We are filing this Amendment No. 1 to our Annual Report on Form 10-K for the fiscal year ended December 31, 2005, as filed with the U.S. Securities and Exchange Commission (SEC) on March 16, 2006 to (1) make certain changes to the disclosure in Item 9A and the related "Attestation report of the registered public accounting firm" and (2) amend the "Report of Independent Registered Public Accounting firm" for fiscal year ending December 31, 2004 to include the sentence, "These financial statements and schedule are the responsibility of management."

Other than the changes referred to above, all other information included in the above described Form 10-K, as amended, remains unchanged. This amendment does not reflect events occurring after the filing of such Form 10-K, as amended, and does not modify or update the disclosures therein in any way other than as required to reflect the amendment as described above and set forth below.

Item 9A. Controls and Procedures

Evaluation of disclosure controls and procedures. During the course of the re-audit of our financial statements of Liquidmetal Technologies, Inc. (the "Company") for the fiscal years ended December 31, 2001, 2002, and 2003, it was determined that revenues from certain sales made by the Company to various customers were either not recognized in the proper periods or should not have been recognized as revenue. It was also determined that compensation expense related to certain stock options granted in 2001 and 2002 were not calculated in accordance with generally accepted accounting principles under APB Opinion No. 25, SFAS No. 123, and EITF 00-23. These determinations and the associated restatement of previously issued financial statements in the Form 10-K for the year ended December 31, 2003, filed on November 10, 2004, suggest that, at the time of the subject transactions and the preparation of our financial statements for the relevant periods, the Company's disclosure controls and procedures (as defined in Rule 13a-15 under the Securities Exchange Act of 1934) were ineffective as of the end of the period covered by such Form 10-K.

Pursuant to Section 404 of the Sarbanes-Oxley Act of 2002 ("SOX 404"), the SEC has adopted rules requiring public companies to include a report of management on the company's internal controls over financial reporting in their annual reports on Form 10-K as of the Company's fiscal year-ended December 31, 2004. SOX 404 also requires the public accounting firm auditing a public company's financial statements to attest and report on management's assessment of the effectiveness of the company's internal controls over financial reporting. Although these requirements were first applicable to the Company's annual report on Form 10-K for the fiscal year ended December 31, 2004, the Company did not comply with these requirements for such fiscal year as described in the following paragraphs. Therefore, the Company's former independent registered public accounting firm, Stonefield Josephson, Inc., issued a disclaimer of opinion with respect to the Company's internal control over financial reporting as of December 31, 2004, and such disclaimer was filed with the Company's amended Form 10-K filed on May 10, 2005.

The Company carried out an evaluation under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness, as of December 31, 2005, of the design and operation of the Company's disclosure controls and procedures pursuant to Rule 13a-15 under the Securities Exchange Act of 1934, as amended. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that these disclosure controls and procedures, as of December 31, 2005, were not effective. This determination was based primarily on the material weaknesses in internal controls over financial reporting identified below.

Update on Management's Assessment of Internal Control Over Financial Reporting. The time and resources committed to the restatement of prior periods' financial statements as aforementioned delayed management in commencing and completing its documentation, assessment and evaluation of internal control over financial reporting. Due to the issues described in the foregoing paragraph, as well as limitation on financial and internal resources, management's assessment of the effectiveness of our internal control over financial reporting had been substantially delayed, which in turn prohibited the Company's former independent registered public accounting firm, Stonefield Josephson, Inc., in performing its audit of management's assessment of the effectiveness of internal control over financial reporting pursuant to SOX 404 as of December 31, 2004.

The Company has been advised by the SEC that the filing of the above mentioned disclaimer does not comply with the SEC's rules and regulations under Section 404, and the SEC has further advised us that this noncompliance has resulted in the Company being in violation of Section 13(a) under the Securities Exchange Act of 1934 Section 13(a) establishes the general requirement that public companies must file with the SEC, in accordance with such rules and regulations as the SEC may prescribe, such information, documents, and reports as the SEC may from time to time require for the protection of investors, including Form 10-Ks and 10-Qs.

During 2005, the Company has taken steps to comply with Section 404, including hiring independent consulting firms, Assurance Consulting 3 in January 2005 and Login Financial in July 2005, to assist the Company with its Section 404 compliance and to identify and propose remedial actions to address and mitigate deficiencies in internal controls over financial reporting. In addition, beginning July 2005 the Company has devoted additional internal resources including having an executive manager lead the SOX 404 compliance effort on a full time basis. Also, beginning August 2005, management allocated a consultant from Login Financial to our South Korean operations and re-evaluated our controls as well as implemented additional control procedures. The Company's evaluation included revising our documentation, re-performing walkthroughs and re-testing our internal controls. In addition, on November 14, 2005 management hired an additional "Big 4" third party consultant who is experienced in the SOX 404 effort for companies operating in South Korea to address and mitigate material deficiencies during the fourth quarter of 2005 and into 2006. Even though the Company devoted these resources, considering the nature of the Company's operations having substantial presence in South Korea in addition to the Company's US operations in Texas and California as well as the amount of time, financial resources, complexity associated with Section 404 compliance, limited financial resources of the Company and management's late start in identifying and documenting it's internal controls, the Company's auditors advised the Company and the Audit Committee of the Board of Directors that they believed it was highly unlikely that the Company's management would be able to finish its testing and assessment of the Company's internal controls in time for Stonefield to begin its testing of management's assertions over internal controls by the end of fiscal year 2005 in accordance with the standards of Section 404.

In the ongoing process of making our assessment of internal control over financial reporting, management used the criteria established in “Internal Control - Integrated Framework” issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Of the various control procedures that we have documented, performed walkthroughs, and tested as of December 31, 2005, management has identified several control deficiencies, some of which have been determined to be material weaknesses in internal control over financial reporting as follows.

1. Lack of adequate segregation of duties in the Company’s South Korean Operations in accounts receivable involving cash receipts, shipping, delivery of products and customer invoice reconciliations:

   This deficiency resulted from the fact that the processes utilized at the Company’s Korean Operations were designed to meet certain Korean business practices whereby invoices are created once a month, the invoices are confirmed by the customer prior to being sent to and received by the customer, and payments of invoices are done only through wire transfers. As part of these Korean business practices,, “tax invoices” are generated by sellers of goods and are issued to customers as formal documents required by the Korean government to immediately document and report sales for income tax purposes.

   Previously, these processes were handled by the accounting and sales departments in the Korean Operations, and to mitigate the risk of fraud or error, the Company relied on the fact that all invoices were confirmed with the customer prior to recognizing revenue, all cash receipts were received via wire transfer, and revenue accounts were reconciled by accounting on a monthly basis. Nevertheless, the Company’s former auditor has informed the Company that these processes lacked certain formal documentation and segregation of duties. To remediate these weaknesses, the Company implemented the following changes in its Korean Operations during November 2005

   - Segregation of Duties: The tax invoices are now being created by a sales accountant, an individual who has dual duties in both Accounting and Sales in the Korean Operations, whereas previously, tax invoices were created by the Assistant Sales Manager responsible for delivery of the products to the customer. This segregation of the tax invoicing function from product deliveries is an additional control procedure to mitigate the risk of fraud or error.

   - Sequential Documents: The Company has created an internal, sequential invoice system tracked directly by the Company’s SAP system which summarizes the tax invoice created by the accounting department, delivery requisitions created by the production department, and the sales transaction report created by the sales department. This three-way matching system is an additional control to ensure that revenues are properly documented and reconciled at the end of each month.

   - Additional Resources: In November 2005, the Company began devoting additional internal resources to the Korean accounting department to segregate duties further. This included having (1) the sales accountant create all tax invoices as mentioned under “Segregation of Duties” above, (2) the Assistant Sales Manager reconcile the delivery requisitions maintained in the Production Department, and (3) the Accounting Department control vendor creation in the purchasing module of our SAP reporting system. In addition, the Company is currently conducting a search for an accountant for the Korean operations to further augment control procedures.

2. Lack of adequate segregation of duties in the Company’s Coatings Division in Texas in order processing and invoicing:

   The Company’s coatings business in Texas (the “Coatings Business”) is managed by two individuals, the Vice President of Coatings and the General Accountant. The accountant handles all of the “front end” processes, including purchase orders, sales orders, order fulfillment, and invoicing. To mitigate the risk of fraud or error, the Company previously relied on the fact that the “back end” processes for all orders (such as cash receipts, vendor management, customer management, collections, and review of the results of operations) are all handled by the Company’s corporate office. In addition, the Company also relied on the fact that all sales orders, inventory management, and order fulfillment are handled through the Company’s SAP system, which provides real-time monitoring and review.

   Despite these measures, the Company’s former auditor concluded that the lack of segregation of duties in the Coatings Business constituted a material weakness in the Company’s internal controls over financial reporting. As a result, in September 2005, the Company instituted additional internal control procedures in its Coatings Business, including the following: (1) requiring that all orders be supported by a written purchase order containing the customer’s letterhead and address, the part number and description, and the signature of the purchaser with terms and conditions, (2) requiring that all 3rd party vendor “drop shipments” be supported by shipping documents faxed or mailed to the Company by the vendor, (3) periodically performing on-site audits of the accounting procedures at the Coating Business by the Company’s central corporate accounting group, the first of which has been performed in December 2005 and (4) hiring an additional Accounting Manager in December 2005 in the Corporate Accounting Group to further monitor the Coatings Business and other accounting functions.

3. Lack of adequate controls and documentation in the Company’s South Korean Operations to evidence proper customer invoicing and revenue recognition in the proper period:

   The measures taken to remedy the deficiency described in number 1 above also served to remediate this deficiency.

4. Lack of progress in documenting, assessing and evaluating our internal controls in our South Korean Operations evidenced by aforementioned deficiencies of which remediations will need to be completed as of December 31, 2005:

   The Company’s overall assessment of its internal controls, including documentation, walkthroughs, and testwork, commenced in February of 2005. Management believes that the Company’s assessment of its controls in its U.S. operations has been substantially completed in December 2005, although due to limited financial resources, the Company was unable to begin its assessment of its Korean Operations until mid-to late 2005. The Company identified and, beginning in August of 2005, retained a bi-lingual consultant from Login Financial to work in the Company’s Korean Operations on a full time basis to help with the SOX 404 compliance effort. In addition, to expedite the implementation process, the Company hired, in November 2005, an consultant from Price Waterhouse Coopers-Korea who is familiar with SOX 404 implementation for Korean companies. Nevertheless, the Company’s former auditor informed the Company that they believed that progress at the Korean Operations on the SOX 404 process has not been sufficient to enable the Company to complete the process in time for compliance. Although the disclosure in this paragraph may not be characterized as a material weakness in internal controls per se (but instead constitutes an update on the Company’s efforts regarding SOX 404 compliance), the Company has disclosed this information based on former auditor’s recommendation.

5. Lack of controls over internal access to the Company's SAP system of reporting by unauthorized users.

SAP is the Company's global enterprise resource planning (ERP) software that handles the Company's financial reporting on a real-time basis. Historically, access to SAP was controlled on an ad hoc basis by the Controller and the Vice President of Operations of the Company, and formal IT procedures for SAP administration were lacking. During September 2005, the Company hired an independent IT consultant specializing in SOX implementations specifically for the Company's global IT cycle. The Company has substantially completed its assessment of IT system controls, including improving the Company's internal access controls to its SAP system.

6. Manual performance of numerous procedures that could be automated using current reporting systems.

Current manual procedures include (1) creating excel spreadsheet invoices to bill customers; (2) performing manual currency translations ("FX Translation") for financial reporting in U.S. dollars; and (3) using a manual purchase requisition system. While these procedures may be automated through modules in the SAP system, due to the significant financial investment necessary to automate these procedures in SAP, the Company is not able to automate these procedures at this time. However, beginning in August 2005, the Company implemented control procedures to mitigate risks associated with manual procedures including (1) requiring additional authorizations fro all purchases, journal entries, and requisitions and (2) creating checklists for month end, customer/vendor creation, human resource filing, and revenue support to ensure propriety and completeness of the Company's accounting records.

On January 16, 2006, the Company's management concluded its documentation, assessment and evaluation of its internal controls over financial reporting as of December 31, 2005. During the course of its assessment, management has identified the control deficiencies described in the foregoing paragraphs and believes that these deficiencies were remediated as of December 31, 2005. However, our independent auditors, Stonefield Josephson Inc., resigned on December 1, 2005, and on January 20, 2006, the Company hired Choi, Kim & Park LLP ("CKP") as its new independent registered public accounting firm. While the Company has advised CKP of the foregoing weaknesses in internal controls, due to the untimeliness of the foregoing events, CKP was unable to satisfactorily complete their audit of the Company's internal control over financial reporting pursuant to SOX 404, and thus, have issued a disclaimer of an opinion on the company's internal control over financial reporting as of December 31, 2005. The Company's management will continue to monitor potential changes in the legal and regulatory requirements of SOX 404, particularly the requirements for small public companies.

In general, the SEC has broad authority under the Securities Exchange Act of 1934 to institute investigations, to seek injunctions, to seek monetary penalties, and to otherwise pursue enforcement actions for violations of Section 13(a), including a failure to file a Form 10-K or for the omission of necessary statements in a Form 10-K. Therefore, a violation under Section 404 could potentially subject a company to these same investigations and penalties. Section 404 is a relatively new legal requirement, and there is very little precedent establishing the consequences or appropriate response to a public company's failure to comply with Section 404. Accordingly, although the Company has discussed its Section 404 noncompliance for 2004 and 2005 with the SEC, the Company cannot predict what action, if any, the SEC may take against the Company as a result of a failure to be compliant with its obligations under Section 404.

<u>Changes in internal controls</u>. The Company has made significant changes to the internal controls over financial reporting during 2005. These material changes are described in paragraph 2, 5, and 6 above under the caption "Update on Management's Assessment of Internal Control Over Financial Reporting." In addition, the company has previously disclosed as a material weakness a lack of adequate controls and monitoring of payroll process, as such function was outsourced to a third-party payroll processor that was not certified under SAS 70 (Type II). In August 2005, the Company remediated this weakness by retaining the services of ADP for payroll processing. ADP is certified under SAS 70 (Type II). .

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of Liquidmetal Technologies, Inc.

We were engaged to audit management's assessment included in the accompanying Management's Report on Internal Control Over Financial Reporting, that Liquidmetal Technologies, Inc. (the "Company") maintained effective internal control over financial reporting as of December 31, 2005, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Liquidmetal Technologies, Inc.'s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting.

A material weakness is a significant deficiency, or combination of significant deficiencies, that results in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected. Management has not completed its assessment of internal control over financial reporting, which has prevented us from being able to satisfactorily complete an audit of the Company's internal control over financial reporting. However, management has identified the following material weaknesses during their assessment: lack of adequate segregation of duties in accounts receivable involving cash receipts, shipping, delivery of products, and invoice reconciliations, as well as in order processing and invoicing; lack of documentation of authorization of transactions; manual performance of numerous procedures that could be automated using current reporting systems; material adjustments to the accounting records and financial statements as of and for the year ended December 31, 2005 that were not initially identified by the Company's internal control over financial reporting; and the Company had inadequate controls related to timely performance of its assessment of internal control over financial reporting. The existence of one or more material weaknesses as of December 31, 2005 would preclude a conclusion that the Company's internal control over financial reporting was effective as of that date. These material weaknesses were considered in determining the nature, timing and extent of audit tests applied in our audit of the 2005 consolidated financial statements, and our disclaimer of opinion regarding the effectiveness of the Company's internal control over financial reporting does not affect our opinion on those consolidated financial statements.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management has represented to us that they have completed their assessment of their internal control over financial reporting as of December 31, 2005, and we have performed a preliminary review of their assessment. However, due to the timing of our engagement, we were unable to satisfactorily complete an audit of their internal control over financial reporting, and we were unable to apply other procedures to satisfy ourselves as to the effectiveness of the Company's internal control over financial reporting. Therefore, the scope of our work was not sufficient to enable us to express, and we do not express, an opinion either on management's assessment or on the effectiveness of the company's internal control over financial reporting.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements of Liquidmetal Technologies, Inc. and our report dated February 23, 2006 expressed an unqualified opinion including an explanatory paragraph on the Company's ability to continue as a going concern.

Choi, Kim & Park, LLP

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of Liquidmetal Technologies, Inc.

We have audited the accompanying consolidated balance sheet of Liquidmetal Technologies, Inc. and subsidiaries (the "Company") as of December 31, 2004 , and the related consolidated statements of operations and comprehensive loss, shareholders' equity (deficiency), and cash flows for each of the two years in the period ended December 31, 2004 . Our audit also included the financial statement schedule listed at index in Item 15(a) as of and for the years ended December 31, 2004 and 2003. These financial statements and schedule are the responsibility of management. Our responsibility is to express an opinion on the financial statements and financial statement schedule based on our audits.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of Liquidmetal Technologies, Inc. and subsidiaries as of December 31, 2004, and the results of their operations and cash flows for each of the two years in the period ended December 31, 2004, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, such financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the consolidated financial statements, the Company's significant operating losses and working capital deficit raise substantial doubt about its ability to continue as a going concern. Management's plans regarding those matters also are described in Note 2. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Stonefield Josephson, Inc.

/s/ Stonefield Josephson, Inc.
Irvine, California
Certified Public Accountants

March 3, 2005

LIQUIDMETAL TECHNOLOGIES, INC.

PART IV

Item 15. Exhibits and Financial Statement Schedules

A listing of exhibits filed:

EXHIBIT INDEX

Exhibit Number		Description of Document
23.1	—	Consent of Registered Independent Public Accounting Firm – Choi, Kim, Park, LLP

23.2	—	Consent of Registered Independent Public Accounting Firm – Stonefield Josephson Inc.
31.3	—	Rule 13a – 14(a) Certification – CEO
31.4	—	Rule 13a – 14(a) Certification – CFO
32.1	—	Certification Pursuant to 18 U.S.C. Section 1350

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 hereunto duly authorized.

Liquidmetal Technologies
(Registrant)

Date: March 31, 2006

/s/ Ricardo Salas
Ricardo Salas
President and Chief Executive Officer
(Principal Executive Officer)

Date: March 31, 2006

/s/ Young Ham
Young Ham
Chief Financial Officer
(Principal Financial and Accounting Officer)

EXHIBIT 23.1

CONSENT OF REGISTERED INDEPENDENT PUBLIC ACCOUNTING FIRM

Board of Directors
Liquidmetal Technologies, Inc.

We consent to the incorporation by reference of our Report of Independent Registered Public Accounting Firm dated February 23, 2006 on Management's Report on Internal Control Over Financial Reporting as of December 31, 2005 included in this Form 10-K/A, into the Company's previously filed Registration Statement (File No. 333-101447).

/s/ Choi, Kim, Park, LLP

Los Angeles, California
March 31, 2006

EXHIBIT 23.2

CONSENT OF REGISTERED INDEPENDENT PUBLIC ACCOUNTING FIRM

Board of Directors
Liquidmetal Technologies, Inc.

We consent to the incorporation by reference of our Report of Independent Registered Public Accounting Firm dated March 3, 2005 on the amended Report of Independent Registered Public Accounting Firm included in this Form 10-K/A, into the Company's previously filed Registration Statement (File No. 333-101447).

/s/ Stonefield Josephson, Inc.

Irvine, California
March 31, 2006

Exhibit 31.3

CERTIFICATION

I, Ricardo Salas, certify that:

1. I have reviewed this annual report on Form 10-K/A (Amendment #1) of Liquidmetal Technologies, Inc. for the year ended December 31, 2005, as amended;

2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e) and internal control over financial reporting (as defined in Exchange Act Rules 13a-1f(f) and 15d-1f(f)) for the registrant and we have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal year (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonable likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

a) All significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: March 31, 2006	/s/ Ricardo Salas
	Ricardo Salas President and Chief Executive Officer (Principal Executive Officer)

Exhibit 31.4

CERTIFICATION

I, Young Ham, certify that:

1. I have reviewed this annual report on Form 10-K/A (Amendment #1) of Liquidmetal Technologies, Inc. for the year ended December 31, 2005, as amended;

2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e) and internal control over financial reporting (as defined in Exchange Act Rules 13a-1f(f) and 15d-1f(f)) for the registrant and we have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal year (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonable likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

a) All significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: March 31, 2006

/s/ Young Ham

Young Ham
Chief Financial Officer
(Principal Financial and Accounting Officer)

EXHIBIT 32.1

LIQUIDMETAL TECHNOLOGIES, INC.

**CERTIFICATION PURSUANT TO 18 U.S.C.
SECTION 1350, AS ADOPTED PURSUANT TOSECTION 906
OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Liquidmetal Technologies, Inc. (the “company”) on Form 10-K/A (Amendment #1) for the year ending December 31, 2005, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), we, Ricardo Salas, President / Chief Executive Officer, and Young J. Ham, Chief Financial Officer, of the company, certify, pursuant to and for purposes of 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the company.

Date: March 31, 2006	By:	/s/ Ricardo Salas Ricardo Salas President and CEO
Date: March 31, 2006	By:	/s/ Young J. Ham Young J. Ham CFO

A signed original of this written statement required by Section 906 has been provided to Liquidmetal Technologies, Inc. and will be retained by Liquidmetal Technologies, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.