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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

CORGENIX MEDICAL CORPORATION

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of incorporation or organization)

93-1223466
(I.R.S. Employer Identification No.)

**11575 Main Street, Suite 400
Broomfield, Colorado 80020
(303) 457-4345**
(Address of principal executive offices, including zip code)
(Registrant's telephone number, including area code)

**2011 Incentive Compensation Plan;
Third Amended and Restated Employee Stock Purchase Plan**
(Full title of plans)

Douglass T. Simpson
President and Chief Executive Officer
11575 Main Street, Suite 400
Broomfield, Colorado 80020
(303) 457-4345

With a copy to:
Robert P. Attai
Husch Blackwell LLP
1700 Lincoln Street, Suite 4700
Denver, Colorado 80203
(303) 749-7213

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, par value \$.001 per share	4,500,000 shares (1) (2)	\$0.155 (3)	\$697,500	\$79.93

- (1) Represents 4,000,000 shares reserved for issuance under the 2011 Incentive Compensation Plan, and an additional 500,000 shares reserved for issuance under the Third Amended and Restated Employee Stock Purchase Plan, each approved by the Company's board of directors on August 30, 2011, and each approved by the Company's shareholders at the Company's annual meeting on January 17, 2012.
- (2) Corgenix Medical Corporation relies on the Division of Corporate Finance's Manual of Publicly Available Telephone Interpretations dated July 1997 (G. Securities Act Forms, number 66) in registering shares pursuant to two plans on one registration statement.
- (3) Estimated solely for the purposes of calculating the amount of the registration fee pursuant to Rule 457(h) under the Securities Act of 1933, as amended. The price per share and aggregate offering price are based upon the average of the bid and asked price of the Company's Common Stock on January 13, 2012 as reported on the OTC Bulletin Board®.
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PART I

Item 1. Plan Information.*

Item 2. Registrant Information and Employee Plan Annual Information.*

* Information required by Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended (the "Securities Act") and Note to Part I of Form S-8.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed or to be filed by Corgenix Medical Corporation (the "Company") with the Securities and Exchange Commission (the "Commission") are hereby incorporated or deemed to be incorporated in this Registration Statement by reference:

- (a) The Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2011, filed with the Commission on September 23, 2011.
- (b) The Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2011, filed with the Commission on November 14, 2011.
- (c) The description of the Company's Common Stock contained in the Company's Registration Statement on Form 10-SB/A-2, filed with the Commission on November 3, 1998.
- (d) All other documents filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date of this Registration Statement and prior to the filing of a Post-Effective Amendment to this Registration Statement indicating that all securities offered under the Registration Statement have been sold, or deregistering all securities

then remaining unsold, are also incorporated herein by reference and shall be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated, or deemed to be incorporated, by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

The Company's Bylaws provide that the Company will indemnify its directors and executive officers and may indemnify its other officers, employees and agents to the fullest extent not prohibited by Nevada law. The Company has also entered into indemnification agreements with each of its directors and officers. The Company is also empowered under its Bylaws to purchase insurance on behalf of any person it is required or permitted to indemnify.

In addition, the Company's Articles provide that the Company's directors will not be personally liable to the Company or any of its stockholders for damages for breach of the director's fiduciary duty as a director or officer involving any act or omission of any such director or officer. Each director will continue to be subject to liability for breach of the director's fiduciary duties to the Company for acts or omissions that involve intentional misconduct, fraud or a knowing violation of law, or the payment of dividends in violation of Nevada corporate law. This provision also does not affect a director's responsibilities under any other laws, such as the federal securities laws.

There is no pending litigation or proceeding involving a director or officer of the Company as to which indemnification is being sought, nor is the Company aware of any pending or threatened litigation that may result in claims for indemnification by any director or officer.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

Exhibit Number	Description of Exhibit
4.1	Amended and Restated Articles of Incorporation, dated June 19, 2008, filed with the Company's Form 10-Q, filed on November 10, 2010.
4.2	Bylaws of the Company, dated September 30, 2010, filed with the Company's Form 10-Q, filed on November 10, 2010.

- 4.3 Amended and Restated Certificate of Designations, Preferences, Rights and Limitations of Series A Convertible Preferred Stock for Corgenix Medical Corporation, filed with the Company's Form 8-K filed December 30, 2005 and incorporated herein by reference.
- 5.1* Opinion of Husch Blackwell LLP.
- 23.1* Consent of Husch Blackwell LLP (contained in Exhibit 5.1 hereto)
- 23.2* Consent of Independent Registered Public Accounting Firm.
- 24.1* Power of Attorney (contained in the signature page hereto).
- 99.1 2011 Incentive Compensation Plan, filed with the Company's Schedule 14A filed on December 5, 2011.
- 99.2 Third Amended and Restated Employee Stock Purchase Plan, filed with the Company's Schedule 14A filed on December 5, 2011.

*Filed herewith.

Item 9. Undertakings.

The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment hereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar volume of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Securities and Exchange Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

Provided, however, that paragraphs (1)(i) and (1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Securities and Exchange Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Broomfield, State of Colorado, on the 17 day of January, 2012.

CORGENIX MEDICAL CORPORATION

By: /s/ Douglass T. Simpson
Douglass T. Simpson
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Dr. Luis R. Lopez and Douglass T. Simpson, and each or any of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments and any registration statement filed pursuant to Rule 462(b) under the Securities Act) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents, or any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signatures</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Douglass T. Simpson</u> Douglass T. Simpson	President, Chief Executive Officer (principal executive officer) and Director	January 17, 2012
<u>/s/ William H. Critchfield</u> William H. Critchfield	Senior Vice President — Operations and Finance and CFO (principal financial and accounting officer)	January 17, 2012
<u>/s/ Louis R. Lopez</u> Luis R. Lopez, MD	Chief Medical Officer and Director	January 17, 2012
<u>/s/ Robert Tutag</u> Robert Tutag	Director	January 17, 2012
<u>/s/ Dennis Walczewski</u> Dennis Walczewski	Director	January 17, 2012

/s/ Stephen P. Gouze Chairman of the Board of Directors January 17, 2012
Stephen P. Gouze

/s/ David Ludvigson Director January 17, 2012
David Ludvigson

/s/ Bruce A. Huebner Director January 17, 2012
Bruce A. Huebner

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24.1*	Power of Attorney (contained in the signature page hereto).
99.1	2011 Incentive Compensation Plan, filed with the Company's Schedule 14A filed on December 5, 2011.
99.2	Third Amended and Restated Employee Stock Purchase Plan, filed with the Company's Schedule 14A filed on December 5, 2011.

*Filed herewith.

HUSCH BLACKWELL

4801 Main Street, Suite 1000
Kansas City, MO 64112
Main: 816.983.8000
Fax: 816.983.8080

January 17, 2012

Board of Directors
Corgenix Medical Corporation
11575 Main Street, Suite 400
Broomfield, Colorado 80020

Re: Registration Statement on Form S-8 Relating to the Registration of the Offer and Sale of up to 4,500,000 Shares of Common Stock Under the 2011 Incentive Compensation Plan and the Third Amended and Restated Employee Stock Purchase Plan

Dear Board of Directors:

We have acted as counsel for Corgenix Medical Corporation, a Nevada corporation (the "Company"), in connection with the preparation of a Registration Statement on Form S-8 (the "Registration Statement") filed by the Company with the Securities and Exchange Commission. The Registration Statement relates to the registration under the Securities Act of 1933, as amended (the "Act"), of the offer and sale of up to 4,500,000 shares of the Company's common stock, par value \$.001 per share (the "Shares"), reserved for issuance under the Company's 2011 Incentive Compensation Plan and the Company's Third Amended and Restated Employee Stock Purchase Plan (the "Plans").

As counsel, we have reviewed the Good Standing Certificate with respect to the Company issued by the Secretary of State of Nevada dated January 17, 2012. We have also reviewed the organizational documents of the Company, including the Amended and Restated Articles of Incorporation certified by the Nevada Secretary of State on June 19, 2008 (the "Amended and Restated Articles") and the Bylaws as amended to date (the "Bylaws"). The Amended and Restated Articles and the Bylaws were each further certified as to completeness and accuracy by the Secretary of the Company in the Certificate of the Secretary of the Company (the "Secretary") dated as of January 17, 2012 (the "Secretary's Certificate"). We have also examined copies of resolutions adopted: (i) by the Board of Directors of the Company (the "Board") at a meeting of the Board and (ii) by the shareholders of the Company at the Annual Meeting of Shareholders, each of which meetings were held on January 17, 2012, and both of which resolutions were certified by the Secretary in the Secretary's Certificate. We have relied on other factual matters which affect our opinion on the Secretary's Certificate. We have assumed the genuineness of all signatures and the authenticity of all items submitted to us as originals and the conformity with the originals of all items submitted to us as copies.

Based upon the foregoing and subject to the qualifications and limitations stated herein, we are of the opinion that the Shares are duly and validly authorized and, when issued and paid for as contemplated by the Plans, such Shares will be legally and validly issued, fully paid and non-assessable shares of capital stock of the Company.

We are members of the Bar of the State of Colorado, and we do not express any opinion with respect to the laws of any jurisdiction other than the laws of the State of Colorado, and we have assumed that the law of the State of Nevada is the same as the law of the State of Colorado.

We hereby consent to the filing of this opinion as an Exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or under the rules and regulations of the Securities and Exchange Commission relating thereto.

Respectfully submitted,

/s/ Husch Blackwell LLP
Husch Blackwell LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement on Form S-8 of Corgenix Medical Corporation of our report dated September 22, 2011, relating to our audits of the consolidated financial statements, which appears in the Annual Report on Form 10-K of Corgenix Medical Corporation for the year ended June 30, 2011, which is also incorporated by reference in the Registration Statement.

Hein & Associates LLP

Denver, Colorado
January 17, 2012
