

SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 10-KSB/A

Annual Report Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934  
For the Fiscal year ended December 31, 1997

Commission File No. 01-21617  
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THE QUIGLEY CORPORATION  
-----

(Exact name of registrant as specified in its charter)

Nevada 23-2577138  
-----

(State or other jurisdiction (IRS Employer  
of incorporation or organization) Identification Number)

(MAILING ADDRESS: PO Box 1349, Doylestown, PA 18901.)

Landmark Building, 10 South Clinton Street, Doylestown, PA 18901  
-----

(Address of principle executive offices) Zip Code

(215) 345-0919  
-----

(Registrant's telephone number, including area code)

Securities registered under Section 12(b) of the Exchange Act: None

Securities registered under Section 12(g) of the Exchange Act:  
COMMON STOCK (\$.0005 Par Value)

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. [XX] Yes [ ] No

Indicate by the check mark if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-B contained in this form, and no disclosure will 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-KSB or any amendments to this Form 10-KSB. [ ]

The Registrant's revenues for its most recent year (1997) were \$70,172,563.

As of May 22, 1998, the aggregate market value of the voting stock (all of one class \$.0005 par value Common Stock) held by non-affiliates of the Registrant was \$153,883,892 based upon the closing price of the Common Stock on that date as reported on the NASDAQ SmallCap Issues Market.

APPLICABLE ONLY TO CORPORATE REGISTRANTS

Number of shares of each of the Registrant's classes of securities (all of one class of \$.0005 par value Common Stock) outstanding on May 22, 1998: 13,602,996.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the following documents are incorporated by reference in the Report on Form 10-KSB:

1. Information set forth in Part III of this report is incorporated by reference to the Registrant's 1997 Proxy Statement.

THE EXHIBIT INDEX IS LOCATED ON PAGES 2-3

PART IV  
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ITEM 13 Exhibits, Financial Statements, Schedules and Reports on Form 8-K

(a) Exhibits:

- 3.1 Articles of Incorporation of the Company (as amended), (incorporated by reference to Exhibit 3.1 of Form 10-KSB/A dated April 4, 1997)
- 3.2 Certificate to increase the number of authorized shares of the Company (incorporated by reference to Exhibit 3.2 of Form 10-KSB/A dated April 4, 1997)
- 3.3 Bylaws of the Company as currently in effect (incorporated by reference to Exhibit 3.2 of Form 10-KSB/A dated April 4, 1997)
- 4.1 Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.1 of Form 10-KSB/A dated April 4, 1997)
- 10.1 Stock Option Plan for Consultants, Advisors and Non-Employee Directors (incorporated by reference to Exhibit 10.1 of Form 10-KSB/A dated April 4, 1997)
- 10.2 Exclusive Representation and Distribution Agreement dated May 4, 1992 between the Company and Godfrey Science and Design, Inc. et al (incorporated by reference to Exhibit 10.2 of Form 10-KSB/A dated April 4, 1997)
- 10.3 Employment Agreement dated June 1, 1995 between the Company and Guy J. Quigley (incorporated by reference to Exhibit 10.3 of Form 10-KSB/A dated April 4, 1997)
- 10.4 Employment Agreement dated June 1, 1995 between the Company and Charles A. Phillips (incorporated by reference to Exhibit 10.4 of Form 10-KSB/A dated April 4, 1997)
- 10.5 Exclusive Master Broker Wholesale Distributor and Non-Exclusive National Chain Broker Agreement dated July 22, 1994 between the Company and Russell Mitchell (incorporated by reference to Exhibit 10.7 of Form 10-KSB/A dated April 4, 1997)
- 10.6 Licensing Agreement dated August 24, 1996 between the Company, George A. Eby III and George Eby Research (incorporated by reference to Exhibit 10.6 of Form 10-KSB/A dated April 4, 1997)
- 10.8 United States Exclusive Supply Agreement dated March 17, 1997 (Portions of this exhibit are omitted and were filed separately with the Securities Exchange Commission pursuant to the Company's application requesting confidential treatment in accordance with Rule 406 of Regulation C as promulgated under the Securities Act of 1933, included by reference to Exhibit 10.5 of Form SB-2 dated September 29, 1997)
- 10.9 Consulting Agreement dated May 4, 1992 between the Company and Godfrey Science and Design, Inc. et al. (incorporated by reference to Exhibit 10.5 of Form 10-KSB/A dated April 4, 1997)
- 10.10 Employment Agreement dated November 5, 1996 between the Company and George J. Longo (filed herewith)
- 10.11 Employment Agreement dated January 1, 1997 between the Company and Eric H. Kaytes (filed herewith)
  
- 23.1 Consent of Coopers & Lybrand L.L.P., Auditors, dated March 30, 1998 (filed herewith)
- 23.2 Consent of Nachum Blumenfrucht, CPA dated March 30, 1998 (filed herewith)
  
- 25.0 Power of Attorney, (included by reference to Exhibit 25.0 of Form SB-2 dated September 29, 1997)

(a) Reports on Form 8-K

No reports were filed on Form 8-K in the quarter ended December 31, 1997.

Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the company has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

THE QUIGLEY CORPORATION

|  |                       |  |
|--|-----------------------|--|
| /s/ Guy J. Quigley<br>-----  | June 9, 1998<br>----- |  |
| Guy J. Quigley, Chairman of the Board,<br>President, Chief Executive Officer<br>and Director | Date                  |  |

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the company in the capacities and on the dates indicated:

| Signature<br>-----                                      | Title<br>-----  | Date<br>-----         |
|---|---|-----------------------|
| /s/ Guy J. Quigley<br>-----<br>Guy J. Quigley           | Chairman of the Board,<br>President, Chief Executive<br>Officer and Director                            | June 9, 1998<br>----- |
| /s/ George J. Longo<br>-----<br>George J. Longo         | Vice President, Chief Financial<br>Officer and Director (Principal<br>Financial and Accounting Officer) | June 9, 1998<br>----- |
| /s/ Charles A. Phillips<br>-----<br>Charles A. Phillips | Executive Vice President, Chief<br>Operating Officer and Director                                       | June 9, 1998<br>----- |
| /s/ Eric H. Kaytes<br>-----<br>Eric H. Kaytes           | Vice President, Chief Information<br>Officer, Secretary, Treasurer<br>and Director                      | June 9, 1998<br>----- |
| /s/ Gurney P. Sloan<br>-----<br>Gurney P. Sloan         | Director  | June 9, 1998<br>----- |
| /s/ Jacqueline F. Lewis<br>-----<br>Jacqueline F. Lewis | Director  | June 9, 1998<br>----- |

WARNING: THE EDGAR SYSTEM ENCOUNTERED ERROR(S) WHILE PROCESSING THIS SCHEDULE.

<TABLE> <S> <C>

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<CIK> 0000868278  
<NAME> E.H.Kaytes  
<MULTIPLIER> 1  
<CURRENCY> US. DOLLARS

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| <PERIOD-START>               | JAN-01-1997 | JAN-01-1997 | JAN-01-1997 |
| <PERIOD-END>                 | MAR-31-1997 | JUN-30-1997 | SEP-30-1997 |
| <EXCHANGE-RATE>              | 1           | 1           | 1           |
| <CASH>                       | 9,042,356   | 6,568,043   | 7,700,708   |
| <SECURITIES>                 | 0           | 0           | 0           |
| <RECEIVABLES>                | 14,709,328  | 2,620,154   | 8,393,648   |
| <ALLOWANCES>                 | 2,374,875   | 1,176,314   | 875,603     |
| <INVENTORY>                  | 844,427     | 7,366,650   | 9,949,393   |
| <CURRENT-ASSETS>             | 22,328,957  | 17,477,857  | 29,816,474  |
| <PP&E>                       | 158,202     | 186,283     | 209,469     |
| <DEPRECIATION>               | 39,717      | 46,171      | 52,897      |
| <TOTAL-ASSETS>               | 23,934,421  | 19,182,656  | 31,173,867  |
| <CURRENT-LIABILITIES>        | 10,702,465  | 4,771,664   | 6,307,997   |
| <BONDS>                      | 0           | 0           | 0           |
| <PREFERRED-MANDATORY>        | 0           | 0           | 0           |
| <PREFERRED>                  | 0           | 0           | 0           |
| <COMMON>                     | 6,089       | 6,112       | 6,317       |
| <OTHER-SE>                   | 12,341,867  | 13,485,179  | 24,075,939  |
| <TOTAL-LIABILITY-AND-EQUITY> | 23,934,421  | 19,182,656  | 31,173,867  |
| <SALES>                      | 22,182,007  | 26,265,742  | 40,964,092  |
| <TOTAL-REVENUES>             | 22,182,007  | 26,265,742  | 40,964,092  |
| <CGS>                        | 6,888,823   | 8,114,196   | 12,436,760  |
| <TOTAL-COSTS>                | 11,274,511  | 13,581,422  | 20,938,554  |
| <OTHER-EXPENSES>             | 0           | 0           | 0           |
| <LOSS-PROVISION>             | 0           | 0           | 0           |
| <INTEREST-EXPENSE>           | 0           | 0           | 0           |
| <INCOME-PRETAX>              | 10,907,496  | 12,684,320  | 20,025,538  |
| <INCOME-TAX>                 | 4,417,681   | 5,137,150   | 8,110,343   |
| <INCOME-CONTINUING>          | 6,489,815   | 7,547,170   | 11,915,195  |
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| <EXTRAORDINARY>              | 0           | 0           | 0           |
| <CHANGES>                    | 0           | 0           | 0           |
| <NET-INCOME>                 | 6,489,815   | 7,547,170   | 11,915,195  |
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| <EPS-DILUTED>                | 0.44        | 0.53        | 0.82        |

[LEGEND]

The above schedules represent items that have been reclassified to conform to 1998 presentation and also to comply with Financial Accounting Standard No. 128.

[/LEGEND]

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