

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

FORM S-1/A  
Amendment No. 1

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

BioDrain Medical, Inc.

(Exact name of registrant as specified in its charter)

Minnesota

(State or other jurisdiction of incorporation or organization)

3842

(Primary Standard Industrial Classification Code Number)

33-1007393

(I.R.S. Employer Identification Number)

2060 Centre Point Blvd., Suite 7  
Mendota Heights, Minnesota 55120

(651) 389-4800

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

Kevin R. Davidson  
Chief Executive Office  
2060 Centre Point Blvd., Suite 7  
Mendota Heights, Minnesota 55120

(651) 389-4800

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

With a copy to:  
Peter Hogan, Esq.  
Richardson & Patel LLP  
1100 Glendon Ave., Suite 850  
Los Angeles, CA 90024  
Tel.: (310) 208-1182  
Fax: (310) 208-1184

FROM TIME TO TIME AFTER THE  
EFFECTIVE DATE OF THIS REGISTRATION STATEMENT  
(Approximate date of commencement of proposed sale to the public)

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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   
Non-accelerated filer

Accelerated filer   
Smaller reporting company

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#### EXPLANATORY NOTE

This Amendment No. 1 on Form S-1/A to the registration statement on Form S-1 filed with the Commission on January 24, 2012 includes the following XBRL files that were stripped out of the Form S-1 filing due to an error related to the SEC's EDGAR server.

101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.DEF	XBRL Taxonomy Extension Definition Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.PRE	XBRL Taxonomy Extension Presentation Linkbase

The other portions of the Form S-1 are not affected by the changes described above and have not been amended. This Form S-1/A continues to speak as of the date of the Form S-1 and no attempt has been made in this Form S-1/A to modify or update disclosures in the Form S-1 except as noted above. This Form S-1/A does not reflect events occurring after the filing of the Form S-1 or modify or update any related disclosures, and information not affected by the amendment is unchanged and reflects the disclosure made at the time of the filing of the Form S-1 with the SEC except as noted above.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Mendota Heights, on January 30, 2012.

**BIODRAIN MEDICAL, INC.**

By: /s/ Kevin R. Davidson  
Kevin R. Davidson  
Chief Executive Officer

**POWER OF ATTORNEY**

In accordance with the requirements of the Securities Act of 1933, as amended, this registration statement was signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<u>/s/ Kevin R. Davidson</u> Kevin R. Davidson	President, Chief Executive Officer (principal executive officer), Chief Financial Officer (principal financial and accounting officer), Director, and Attorney-in-fact*	January 30, 2012
<u>*</u> Lawrence W. Gadbow	Chairman of the Board of Directors	
<u>*</u> Peter L. Morawetz	Director	
<u>*</u> Thomas J. McGoldrick	Director	
<u>*</u> Albert Emola	Director	

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