

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K/A

Amendment No. 1 to  
CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported):  
January 6, 2004

PHASE III MEDICAL, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

0-10909

Commission File Number

22-2343568

IRS Employer  
Identification No.

330 SOUTH SERVICE ROAD, SUITE 120, Melville, New York 11747

(Address of principal executive offices) (Zip Code)

631-574-4955

Registrant's Telephone Number

(Former name or former address, if changed since last report.)

ITEM 4. CHANGES IN REGISTRANT'S CERTIFYING ACCOUNTANT.

This amendment is being filed to substitute a corrected accountant's letter as an Exhibit.

On January 6, 2004, upon recommendation and approval of the Company's Board of Directors, the Company dismissed Travis, Wolff & Company, LLP ("Travis Wolff") and engaged Holtz Rubenstein & Co., LLP ("Holtz") as the Company's independent auditors for the fiscal year ended December 31, 2003.

Travis Wolff's reports on the Company's financial statements for each of the years ended December 31, 2002 and 2001 did not contain an adverse opinion or a disclaimer of opinion, nor were they qualified or modified as to uncertainty, audit scope or accounting principles.

During the years ended December 31, 2002 and 2001 and through the date of this 8-K, there were no disagreements with Travis Wolff on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure which if not resolved to Travis Wolff's satisfaction, would have caused them to make reference to the subject matter in connection with their report on the Company's financial statements for such years; and there were no reportable events as defined in Item 304(a)(1)(v) of Regulation S-K.

The Company has provided Travis Wolff with a copy of the foregoing statements. Attached as Exhibit 16.1 is a copy of Travis Wolff's letter dated

January 7, 2004, stating its agreement with such statements.

During the years ended December 31, 2002 and 2001 and through the date of this 8-K, the Company did not consult Holtz with respect to the application of accounting principles as to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company's financial statements, or any other matters or reportable events as set forth in Items 304(a)(2)(i) and (ii) of Regulation S-K.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits

16.1 Letter from Travis, Wolff & Company, LLP to the Securities and Exchange Commission dated as of January 7, 2004.

SIGNATURE

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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.

PHASE III MEDICAL, INC.

By: /s/ Mark Weinreb

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Mark Weinreb  
President

Dated: February 3, 2004

EXHIBIT INDEX

Exhibit Number

Description

16.1

Letter from Travis, Wolff & Company, LLP to the Securities and Exchange Commission dated as of January 7, 2004.

January 7, 2004

Securities and Exchange Commission  
Mail Stop 11-3  
450 5th Street, N.W.  
Washington, DC 20549

Gentlemen:

We have been furnished with a copy of the response to Item 4 of Form 8-K for the event that occurred on January 6, 2004, to be filed by our former client, Phase III Medical, Inc. (formerly known as Corniche Group, Inc.) We agree with the statements made in response to that Item insofar as they relate to our Firm.

Sincerely,

TRAVIS, WOLFF & COMPANY, L.L.P.