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

For the quarterly period ended March 28, 2009

or

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

For the transition period from _______ to _______.

Commission file number: 000-10030

Apple Inc.

(Exact name of Registrant as specified in its charter)

California
(State or other jurisdiction of incorporation or organization)

94-2404110
(L.R.S. Employer Identification No.)

1 Infinite Loop
Cupertino, California
(Address of principal executive offices)

95014
(Zip Code)

Registrant’s telephone number, including area code: (408) 996-1010

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.

Yes ☒ No □

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T ($232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes ☒ No □

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 □ (Do not check if a smaller reporting company)

Smaller reporting company □

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes □ No ☒

892,109,834 shares of common stock issued and outstanding as of April 13, 2009
EXPLANATORY NOTE

Apple filed its Form 10-Q for the quarter ended March 28, 2009 (the “Original Filing”) with the Securities and Exchange Commission on April 23, 2009. The Original Filing reported the results of the shareholder votes at our 2009 Annual Meeting of Shareholders in Part II, Item 4 (Submission of Matters to a Vote of Security Holders).

Very shortly after filing the Original Filing, we learned that the voting percentages for Proposals 2, 3, 4 and 5 and the outcome for Proposal 5 at the Annual Meeting were incorrectly reported in the Original Filing. We investigated and discovered that we mistakenly counted abstentions as “against” votes for those proposals. This Amendment No. 1 to the Original Filing corrects the error. This correction changes the voting percentages for Proposals 2, 3, 4 and 5, and the outcome only of Proposal 5, concerning an advisory vote on compensation, which was approved by the shareholders.

We are not amending any other part of the Original Filing. This amendment speaks as of the date of the Original Filing.

Part II. Other Information

Item 4. Submission of Matters to a Vote of Security Holders

The Annual Meeting of Shareholders (“Annual Meeting”) was held on February 25, 2009. Management Proposal 1 was approved, shareholder Proposals 2, 3 and 4 were not approved, and shareholder Proposal 5 was approved. The proposals below are described in detail in the Company’s definitive proxy statement dated January 7, 2009, for the Annual Meeting held on February 25, 2009. Abstentions and broker non-votes were counted for purposes of determining whether a quorum was present. Shares not present at the Annual Meeting, broker non-votes and abstentions had no effect on the results of any of the proposals.

The results are as follows:

Proposal 1

The individuals listed below received the highest number of affirmative votes of the outstanding shares of the Company’s common stock present or represented by proxy and voting at the Annual Meeting, in each case constituting a majority of the total outstanding shares, and were elected at the Annual Meeting to serve a one-year term on the Board of Directors.

<table>
<thead>
<tr>
<th>For</th>
<th>Authority Withheld</th>
</tr>
</thead>
<tbody>
<tr>
<td>William V. Campbell</td>
<td>680,762,438</td>
</tr>
<tr>
<td>Millard S. Drexler</td>
<td>705,799,152</td>
</tr>
<tr>
<td>Albert A. Gore, Jr.</td>
<td>690,190,279</td>
</tr>
<tr>
<td>Steven P. Jobs</td>
<td>731,539,883</td>
</tr>
<tr>
<td>Andrea Jung</td>
<td>727,517,555</td>
</tr>
<tr>
<td>Arthur D. Levinson, Ph.D.</td>
<td>679,106,127</td>
</tr>
<tr>
<td>Eric E. Schmidt, Ph.D.</td>
<td>730,634,441</td>
</tr>
<tr>
<td>Jerome B. York</td>
<td>687,890,236</td>
</tr>
</tbody>
</table>

Proposal 2

The shareholder proposal requesting that the Board of Directors provide a report on political contributions and expenditures, as described in the proxy materials. This proposal was defeated with approximately 79.81% of the shares present or represented and voting at the Annual Meeting voting against the proposal.

<table>
<thead>
<tr>
<th>For</th>
<th>Against</th>
<th>Abstained</th>
<th>Broker Non-Vote</th>
</tr>
</thead>
<tbody>
<tr>
<td>89,996,866</td>
<td>355,835,229</td>
<td>105,006,117</td>
<td>197,519,275</td>
</tr>
</tbody>
</table>
Proposal 3
The shareholder proposal requesting that the Board of Directors adopt principles for health care reform, as described in the proxy materials. This proposal was defeated with approximately 94.33% of the shares present or represented and voting at the Annual Meeting voting against the proposal.

<table>
<thead>
<tr>
<th>For</th>
<th>Against</th>
<th>Abstained</th>
<th>Broker Non-Vote</th>
</tr>
</thead>
<tbody>
<tr>
<td>24,873,495</td>
<td>413,914,953</td>
<td>112,049,880</td>
<td>197,519,159</td>
</tr>
</tbody>
</table>

Proposal 4
The shareholder proposal requesting that the Board of Directors prepare a sustainability report, as described in the proxy materials. This proposal was defeated with approximately 92.03% of the shares present or represented and voting at the Annual Meeting voting against the proposal.

<table>
<thead>
<tr>
<th>For</th>
<th>Against</th>
<th>Abstained</th>
<th>Broker Non-Vote</th>
</tr>
</thead>
<tbody>
<tr>
<td>35,088,343</td>
<td>405,326,486</td>
<td>110,423,508</td>
<td>197,519,150</td>
</tr>
</tbody>
</table>

Proposal 5
The shareholder proposal requesting that the Board of Directors adopt a policy to provide shareholders an advisory vote on compensation, as described in the proxy materials. This proposal was approved with approximately 51.63% of the shares present or represented and voting at the Annual Meeting voting for the proposal.

<table>
<thead>
<tr>
<th>For</th>
<th>Against</th>
<th>Abstained</th>
<th>Broker Non-Vote</th>
</tr>
</thead>
<tbody>
<tr>
<td>266,263,695</td>
<td>249,489,573</td>
<td>35,084,314</td>
<td>197,519,905</td>
</tr>
</tbody>
</table>
Item 6. Exhibits

(a) Index to Exhibits

<table>
<thead>
<tr>
<th>Exhibit Number</th>
<th>Exhibit Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>31.1*</td>
<td>Rule 13a-14(a) / 15d-14(a) Certification of Chief Executive Officer.</td>
</tr>
<tr>
<td>31.2*</td>
<td>Rule 13a-14(a) / 15d-14(a) Certification of Chief Financial Officer.</td>
</tr>
</tbody>
</table>

* Filed herewith.
SIGNATURE

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, thereunto duly authorized.

April 27, 2009

APPLE INC.

By: /s/ Peter Oppenheimer

Peter Oppenheimer
Senior Vice President and
Chief Financial Officer
CERTIFICATIONS

I, Steven P. Jobs, certify that:

1. I have reviewed this Amendment No. 1 to Quarterly Report on Form 10-Q of Apple Inc.; and

2. Based on my knowledge, this 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 report.

Date: April 27, 2009

By: /s/ Steven P. Jobs
Steven P. Jobs
Chief Executive Officer
CERTIFICATIONS

I, Peter Oppenheimer, certify that:

1. I have reviewed this Amendment No. 1 to Quarterly Report on Form 10-Q of Apple Inc.; and

2. Based on my knowledge, this 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 report.

Date: April 27, 2009

By: /s/ Peter Oppenheimer
Peter Oppenheimer
Senior Vice President and
Chief Financial Officer