PROCYON CORP
Form 10-Q
November 14, 2012

SECURITIES & EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

[x] Quarterly Report Under Section 13 or 15 (d) of
the Securities Exchange Act of 1934

For Quarterly Period Ended September 30, 2012

[ ] Transition Report Under Section 13 or 18(d) of the Exchange Act

Commission File Number: **0-17449**

PROCYON CORPORATION

(Exact Name of Small Business Issuer as specified in its charter)

COLORADO **59-3280822**
(State of Incorporation) (IRS Employer Identification Number)

1300 S. Highland Ave. Clearwater, FL 33756

(Address of Principal Offices)

(727) 447-2998

(Issuer's Telephone Number)

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 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 £	Non-accelerated filer (Do not check if a smaller reporting company) £	Smaller reporting company S

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

YES £ NO £

Indicate the number of shares outstanding of each of the issuer’s classes of common stock, as of the latest practicable date: Common stock, no par value; 8,060,388 shares outstanding as of November 12, 2012.

PART I. - FINANCIAL INFORMATION

PROCYON CORPORATION & SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
September 30, 2012 and June 30, 2012

	(unaudited) September 30, 2012	**(audited) June 30, 2012**
CURRENT ASSETS		
Cash	$821,922	$907,052
Certificates of Deposit, plus accrued interest	155,984	155,719
Accounts Receivable, less allowance for doubtful accounts of $1,000.	171,001	214,863
Inventories	259,770	194,916
Prepaid Expenses	140,234	159,974
Deferred Tax Asset	118,743	94,007
TOTAL CURRENT ASSETS	1,667,654	1,726,531
PROPERTY AND EQUIPMENT, NET	510,346	508,605
OTHER ASSETS		
Deposits	792	792
Deferred Tax Asset	671,422	682,625
	672,214	683,417
TOTAL ASSETS	$2,850,214	$2,918,553
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts Payable	$149,483	$151,567
Accrued Expenses	176,837	203,882
Current Portion of Mortgage Payable	49,861	49,017
TOTAL CURRENT LIABILITIES	376,181	404,466
LONG TERM LIABILITIES		
Mortgage Payable	46,635	59,454
TOTAL LONG TERM LIABILITIES	46,635	59,454
STOCKHOLDERS' EQUITY		
Preferred Stock, 496,000,000 shares authorized, none issued.	—	—
Series A Cumulative Convertible Preferred Stock,	149,950	149,950

no par value; 4,000,000 shares authorized; 194,100 shares issued and outstanding.		
Common Stock, no par value, 80,000,000 shares authorized; 8,060,388 shares issued and outstanding.	4,421,676	4,421,676
Paid-in Capital	6,000	6,000
Accumulated Deficit	(2,150,228)	(2,122,993)
TOTAL STOCKHOLDERS' EQUITY	$2,427,398	2,454,633
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$2,850,214	$2,918,553

The accompanying notes are an integral part of these financial statements.

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PROCYON CORPORATION & SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
Three Months Ended September 30, 2012 and 2011

	(unaudited) Three Months Ended Sep. 30, 2012	(unaudited) Three Months Ended Sep. 30, 2011
NET SALES	$608,373	$589,447
COST OF SALES	148,068	127,771
GROSS PROFIT	460,305	461,676
OPERATING EXPENSES		
Salaries and Benefits	287,637	232,911
Selling, General and Administrative	212,427	220,124
	500,064	453,035
INCOME (LOSS) FROM OPERATIONS	(39,759)	8,641
OTHER INCOME (EXPENSE)		
Interest Expense	(1,741)	(5,336)
Interest Income	731	910
	(1,010)	(4,426)
INCOME (LOSS) BEFORE INCOME TAXES	(40,769)	4,215
INCOME TAX BENEFIT(EXPENSE)	13,533	(5,387)
NET LOSS	(27,236)	(1,172)
Dividend requirements on preferred stock	(4,853)	(4,978)
Basic net loss available to common shares	$(32,089)	$(6,150)
Basic net loss per common share	$(0.00)	$(0.00)
Weighted average number of common shares outstanding	8,060,388	8,055,388
Diluted net loss per common share	$(0.00)	$(0.00)
Weighted average number of common shares outstanding, diluted	8,254,488	8,254,488

The accompanying notes are an integral part of these financial statements.

PROCYON CORPORATION & SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
For the Three Months Ending September 30, 2012 and 2011

	(unaudited) September 30, 2012	(unaudited) September 30, 2011
CASH FLOWS FROM OPERATING ACTIVITIES		
Net Loss	$ (27,236)	$ (1,172)
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation	7,916	9,152
Deferred Income Taxes	(13,533)	5,387
Accrued Interest on Certificates of Deposit	(265)	(237)
Decrease (increase) in:		
Accounts Receivable	43,862	132,017
Other Receivables	—	8,762
Inventory	(64,854)	(97,991)
Prepaid Expenses	19,741	57,903
Increase (decrease) in:		
Accounts Payable	(2,084)	10,452
Accrued Expenses	(27,045)	(19,880)
NET CASH (USED) PROVIDED BY OPERATING ACTIVITIES	(63,498)	104,393
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property & equipment	(9,657)	(1,593)
NET CASH USED BY INVESTING ACTIVITIES	(9,657)	(1,593)
CASH FLOW FROM FINANCING ACTIVITIES		
Payments on Mortgage Payable	(11,975)	(58,300)
NET CASH USED BY FINANCING ACTIVITIES	(11,975)	(58,300)
NET CHANGE IN CASH	(85,130)	44,500
CASH AT BEGINNING OF PERIOD	907,052	721,054
CASH AT END OF PERIOD	$ 821,922	$ 765,554
SUPPLEMENTAL DISCLOSURES		
Interest Paid	$ 1,761	$ 5,436
Taxes Paid	$ —	$ —

The accompanying notes are an integral part of these financial statements.

Notes to Financial Statements

NOTE A - SUMMARY OF ACCOUNTING POLICIES

The interim financial statements included herein have been prepared by the Company without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in the financial statements prepared in accordance with generally accepted accounting principles ("GAAP") have been condensed or omitted as allowed by such rules and regulations. The Company believes that the disclosures are adequate to make the information presented not misleading. These financial statements should be read in conjunction with the Company's audited financial statements dated June 30, 2012. The results for interim periods are not necessarily indicative of results that may be expected for any other interim period or for the full year.

Management of the Company has prepared the accompanying unaudited condensed financial statements prepared in conformity with generally accepted accounting principles, which require the use of management estimates, contain all adjustments (including normal recurring adjustments) necessary to present fairly the operations and cash flows for the period presented and to make the financial statements not misleading.

STOCK-BASED COMPENSATION

Stock based compensation is accounted for in accordance with Topic 718 - Compensation -Stock Compensation in the Accounting Standards Codification. Pursuant to Topic 718, all share-based payments to employees, including grants of employee stock options, are to be recognized in the statement of operations based upon their fair values. Topic 718 rescinds the acceptance of pro forma disclosure. In December 2009, our shareholders approved the adoption of a new stock option plan, providing the Company a continued means of offering stock-based compensation.

On September 30, 2012, there were no outstanding options to purchase shares of our common stock. Therefore, the adoption of Topic 718 does not have a material impact on our statement of operations for period ending September 30, 2012.

The fair value of a stock option is determined using the Black-Scholes option-pricing model, which values options based on the stock price at the grant date, the expected life of the option, the estimated volatility of the stock, the expected dividend payments, and the risk-free interest rate over the life of the option. There were no options granted during the quarters ended September 30, 2012 and 2011.

The Black-Scholes option valuation model was developed for estimating the fair value of traded options that have no vesting restrictions and are fully transferable. Because option valuation models require the use of subjective assumptions, changes in these assumptions can materially affect the fair value of the options. Our options do not have the characteristics of traded options, therefore, the option valuation models do not necessarily provide a reliable measure of the fair value of our options.

EARNINGS PER SHARE

Basic earnings per share (EPS) is computed by dividing income available to common stockholders by the weighted-average number of common shares outstanding for the period. Diluted EPS reflects the potential dilution that would occur if dilutive securities such as stock options and other contracts to issue Common Stock were exercised or converted into Common Stock or resulted in the issuance of Common Stock that then shared in earnings. We use the treasury stock method to compute potential common shares from stock options and the as-if-converted method to compute potential common shares from Preferred Stock.

NOTE B - INVENTORIES

Inventories consisted of the following:

	September 30, 2012	June 30, 2012
Finished Goods	$114,470	$71,634
Raw Materials	$145,300	$123,282
	$259,770	$194,916

NOTE C - STOCKHOLDERS' EQUITY

During January 1995, the Company's Board of Directors authorized the issuance of up to 4,000,000 shares of Series A Cumulative Convertible Preferred Stock ("Series A Preferred Stock"). The preferred stockholders are entitled to receive, as and if declared by the board of directors, quarterly dividends at an annual rate of $.10 per share of Series A Preferred Stock per annum. Dividends will accrue without interest and will be cumulative from the date of issuance of the Series A Preferred Stock and will be payable quarterly in arrears in cash or publicly traded common stock when and if declared by the Board of Directors. As of September 30, 2012, no dividends have been declared. Dividends in arrears on the outstanding preferred shares total $297,954 as of September 30, 2012.

Holders of the Preferred Stock have the right to convert their shares of Preferred Stock into an equal number of shares of Common Stock of the Company. In addition, Preferred Stock holders have the right to vote the number of shares into which their shares are convertible into Common Stock. Such preferred shares will automatically convert into one share of Common Stock at the close of a public offering of Common Stock by the Company provided the Company receives gross proceeds of at least $1,000,000, and the initial offering price of the Common Stock sold in such offering is equal to or in excess of $1 per share. The Company is obligated to reserve an adequate number of shares of its common stock to satisfy the conversion of all the outstanding Series A Preferred Stock. There were no shares converted during the reporting period.

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The Board of Directors of the Company approved a plan on December 8, 2007 to repurchase shares of Procyon Corporation's outstanding common stock. The repurchase plan authorizes management to repurchase from time to time up to 10% of the total outstanding shares of common stock as of December 8, 2007, subject to applicable SEC regulations and compliance with the Company's trading window policies. The Board's authorization is based on its belief that Procyon's common stock is underpriced at times given the Company's working capital, liquidity, assets, book value and future prospects. The shares may be repurchased from time to time in the open market, through block purchases or in privately negotiated transactions depending upon market conditions and other factors, in accordance with SEC Rule 10b-18. Procyon has no commitment or obligation to purchase all or any portion of the authorized shares. All shares purchased are canceled and returned to the status of authorized but unissued common stock. The plan does not have an expiration date. As of September 30, 2012, no shares of common stock had been repurchased by the Company pursuant to its repurchase plan.

NOTE D - INCOME TAXES AND AVAILABLE CARRYFORWARD

As of September 30, 2012, the Company had consolidated income tax net operating loss ("NOL") carryforward for federal income tax purposes of approximately $2,122,000. The NOL will expire in various years ending through the year 2022. The utilization of certain of the loss carryforwards are limited under Section 382 of the Internal Revenue Code.

The components of the provision for income tax benefits (expense) attributable to continuing and discontinued operations are as follows:

	Three Months 09/30/2012	Three Months 09/30/2011
Current		
Federal	$ 0	$ 0
State	0	0
	$ 0	$ 0
Deferred		
Federal	$ 11,555	$ (4,600)
State	1,978	(787)
	$ 13,533	$ (5,387)
Total Income Tax Benefit (Expense)	$ 13,533	$ (5,387)

Deferred income taxes reflect the net tax effects of the temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Company’s deferred tax assets and liabilities are as follows:

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	Current	Non-Current
Deferred tax assets		
NOL and contribution carryforwards	$119,119	$679,414
Allowance for doubtful accounts	(376)	—
	118,743	679,414
Deferred tax (liabilities)		
Excess of tax over book depreciation	—	(7,992)
	118,743	671,422
Net deferred tax asset (liability)	$118,743	$671,422

The Change in valuation allowance is as follows:

June 30, 2012	$—
September 30, 2012	$—
Change in valuation allowance	$—

Management believes it is more likely than not that it will realize the benefit of the NOL carryforward, because of its continuing trend of earnings. Therefore, a valuation allowance is not considered necessary.

Income taxes for the periods ended September 30, 2012 and 2011 differ from the amounts computed by applying the effective income tax rates of 37.63%, to income taxes as a result of the following:

	Three Months Sep. 30, 2012	Three Months Sep. 30, 2011
Expected benefit (provision) at US statutory rate	$13,862	$(1,433)
State income tax net of federal benefit (provision)	1,480	(153)
Nondeductible Expense	(989)	(858)
Change in estimates in available NOL carryforwards	(820)	(2,943)
Income Tax Benefit (Expense)	$13,533	$(5,387)

The earliest tax year still subject to examination by a major taxing jurisdiction is fiscal year end June 30, 2010.

The Company made a comprehensive review of its portfolio of uncertain tax positions in accordance with applicable standards of the Financial Accounting Standards Board ("FASB"). In this regard, an uncertain tax position represents the Company's expected treatment of a tax position taken in a filed tax return, or planned to be taken in a future tax return, that has not been reflected in measuring income tax expense for financial reporting purposes. As a result of this review, the Company concluded that at this time there are no uncertain tax positions, and there has been no cumulative effect on retained earnings.

NOTE E - MORTGAGE PAYABLE

On July 21, 2006, we entered into a mortgage loan, guaranteed by our C.E.O. Regina W. Anderson, for $508,000 with the Bank of America for the purchase of our corporate office building which has a net book value of approximately $463,000. The mortgage loan is due in July 2021 with interest fixed at 7.25%. Interest expense was $1,927 for the three months ended September 30, 2012. As of September 21, 2010, the interest rate on the mortgage was adjusted to 6.85% for the remainder of the term of the loan.

Maturities of long-term debt associated with the mortgage payable are as follows:

Year Ending June 30,	
9 months 2012	$37,075
2013	52,482
2014 and thereafter	6,939
	96,496
Less current portion	49,861
	$46,635

NOTE F - LINE OF CREDIT

The Company has a $250,000, due-on-demand line of credit with a financial institution, collateralized by the Company’s inventory of $259,770 and net accounts receivable assets of $171,001. The line of credit is renewable annually in April. The C.E.O. of the Company personally guaranteed the line of credit to the Company. At September 30, 2012, the Company owed $0 on the line of credit. The line of credit extends terms of cash advances at a variable rate set equal to the prime rate at the time of advance. The interest rate can fluctuate according to the changes in its published prime rate.

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NOTE G - RELATED PARTY TRANSACTIONS

Our Chief Executive Officer, Regina W. Anderson, guaranteed a loan for the Company in the amount of $508,000, issued in connection with our purchase of our office building in July 2006, as well as the $250,000 line of credit.

NOTE H - SUBSEQUENT EVENTS

We have evaluated subsequent events through November 8, 2012, which is the date the financial statements were available to be issued.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

General

You should read the following discussion and analysis in conjunction with the unaudited Condensed Financial Statements and Notes thereto appearing elsewhere in this report.

This Report on Form 10-Q, including Management's Discussion and Analysis of Financial Condition and Results of Operations, contains forward-looking statements. When used in this report, the words "may," "will," "expect," "anticipate," "continue," "estimate," "project," "intend," "hope," "believe" and similar expressions, variations of these words or the negative those words, and, any statement regarding possible or assumed future results of operations of the Company's business, the markets for its products, anticipated expenditures, regulatory developments or competition, or other statements regarding matters that are not historical facts, are intended to identify forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 regarding events, conditions and financial trends including, without limitation, business conditions in the skin and wound care market and the general economy, competitive factors, changes in product mix, production delays, manufacturing capabilities, and other risks or uncertainties detailed in other of the Company's Securities and Exchange Commission filings. Such statements are based on management's current expectations and are subject to risks, uncertainties and assumptions. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, the Company's actual plan of operations, business strategy, operating results and financial position could differ materially from those expressed in, or implied by, such forward-looking statements.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The Company's condensed financial statements have been prepared in accordance with standards of the Public Company Accounting Oversight Board (United States), which require the Company to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and the related disclosures. A summary of those significant accounting policies can be found in the Notes to the Consolidated Financial Statements included in the Company's annual report on form 10-K, for the year ended June 30, 2012, which was filed with the Securities and Exchange Commission on September 28, 2012. The estimates used by management are based upon the Company's historical experiences combined with management’s understanding of current facts and circumstances. Certain of the Company's accounting policies are considered critical as they are both important to the portrayal of the Company's financial condition and the results of its operations and require significant or complex judgments on the part of management. We believe that the following critical accounting policies affect the more significant judgments and estimates used in the preparation of our financial statements.

Accounts Receivable Allowance

Accounts receivable allowance reflects a reserve that reduces our customer accounts and receivable to the net amount estimated to be collectible. The valuation of accounts receivable is based upon the credit-worthiness of customers and third-party payers as well as historical collection experience. Allowances for doubtful accounts are recorded as a selling, general and administrative expense for estimated amounts expected to be uncollectible from third-party payers and customers. The Company bases its estimates on its historical collection experience, current trends, credit policy and on the analysis of accounts by aging category. At September 30, 2012 our allowance for doubtful accounts totaled $1,000.

Advertising and Marketing

The Company uses several forms of advertising, including sponsorships to agencies who represent the professionals in their respective fields. The Company expenses these sponsorships over the term of the advertising arrangements on a straight line basis. Other forms of advertising used by the Company include professional journal advertisements, distributor catalogs, website and mailing campaigns. These forms of advertising are expensed when incurred.

Deferred Income Taxes

Deferred income taxes are recognized for the expected tax consequences in future years for differences between the tax bases of assets and liabilities and their financial reporting amounts, based upon enacted tax laws and statutory tax rates applicable to the periods in which the differences are expected to affect taxable income. The Company accounts for income taxes under Topic 740 - Income Tax in the Accounting Standards Codification. A valuation allowance is used to reduce deferred tax assets to the net amount expected to be recovered in future periods. The estimates for deferred tax assets and the corresponding valuation allowance require us to exercise complex judgments. We periodically review and adjust those estimates based upon the most current information available. We did not have a valuation allowance as of September 30, 2012. Because the recoverability of deferred tax assets is directly dependent upon future operating results, actual recoverability of deferred tax assets may differ materially from our estimates.

Revenue Recognition

The Company recognizes revenue in accordance with Securities and Exchange Commission Staff Accounting Bulletin No. 104, "Revenue Recognition, corrected copy," which requires that four basic criteria must be met before revenue can be recognized: (1) persuasive evidence of an arrangement exists; (2) delivery has occurred or services have been rendered; (3) the seller's price to the buyer is fixed or determinable; and, (4) collectibility is reasonably assured.

Stock Based Compensation

Stock based compensation is accounted for in accordance with Topic 718 - Compensation - Stock Compensation in the Accounting Standards Codification. All share-based payments to employees, including grants of employee stock options, are to be recognized in the statement of operations based upon their fair values. Topic 718 rescinds the acceptance of pro forma disclosure.

FINANCIAL CONDITION

As of September 30, 2012 the Company's principal sources of liquid assets included cash of $821,922, inventories of $259,770, and net accounts receivable of $171,001. The company also has $155,984 in short term Certificate of Deposits. The Company had net working capital of $1,291,473, and long-term debt of $46,635 at September 30, 2012.

During the three months ended September 30, 2012, cash decreased from $907,052 as of June 30, 2012, to $821,922. Operating activities used cash of $63,498 during the period, consisting primarily of an increase in inventory of $64,854. Cash used by investing activities was $9,657 as compared to cash used of $1,593 for the corresponding period in 2011.

The Company reflected a current deferred tax asset of $118,743, and non-current deferred tax asset of $671,422, at September 30, 2012. Because the recoverability of deferred tax assets is directly dependent upon future operating results, actual recoverability of deferred tax assets may differ materially from our estimates.

RESULTS OF OPERATIONS

Comparison of the three months ended September 30, 2012 and 2011.

Net sales during the quarter ended September 30, 2012, were $608,373, as compared to $589,447 in the quarter ended September 30, 2011, an increase of $18,926, or approximately 3%. We believe that sales for the current three-month period increased when compared to the previous year primarily due to the effects of further growth in our current markets.

Gross profit during the quarter ended September 30, 2012 was $460,305, as compared to $461,676 during the quarter ended September 30, 2011, a decrease of $1,371, or less than 1%. As a percentage of net sales, gross profit was approximately 76% in the quarter ended September 30, 2012, and approximately 78% in the corresponding quarter in 2011. We believe that gross profit declined due to increases in manufacturing, packaging and shipping cost.

Operating expenses during the quarter ended September 30, 2012 were $500,064, consisting of $287,637 in salaries and benefits and $212,427 in selling, general and administrative expenses. This compares to operating expenses during the quarter ended September 30, 2011 of $453,035, consisting of $232,911 in salaries and benefits, and $220,124 in selling, general and administrative expenses. Expenses for the quarter ended September 30, 2012 increased by $47,029, or approximately 10%, compared to the corresponding quarter in 2011. Salary and benefits increased based on the hiring of our VP of Sales as well as other additions to the staff when compared to the corresponding quarter in the previous fiscal year.

Operating profit decreased by $48,400 to a operating loss of $39,759 for the quarter ended September 30, 2012, as compared to a profit of $8,641 in the comparable quarter of the prior year. Net Loss from operations before income taxes was $40,769 during the quarter ended September 30, 2012, as compared to net profit before income taxes of $4,215 during the quarter ended September 30, 2011. We believe that the decrease in net income before income taxes in the three month period was primarily attributable to the increase salaries and benefits and the decrease in gross profit.

ITEM 4. CONTROLS AND PROCEDURES

(a) Evaluation of Disclosure Controls and Procedures

Management of the Company, with the participation of the Chief Executive Officer and Chief Financial Officer, has conducted an evaluation of the effectiveness of the Company's disclosure controls and procedures pursuant to Rule 13a-15 under the Securities Exchange Act of 1934 as of the end of the period covered by this report. Based on that evaluation, management, including the Chief Executive and Chief Financial Officer, has concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures were not effective in ensuring that all material information relating to the Company required to be disclosed in this report has been made known to management in a timely manner and ensuring that this information is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and regulations, because of the identification of certain material weaknesses in our internal control over financial reporting which are identified below, which we view as an integral part of our disclosure controls and procedures.

(b) Changes in Internal Controls Over Financial Reporting

As previously reported, our annual assessment of the internal controls over financial reporting as of June 30, 2012 revealed a deficiency that we consider to be a material weakness: inadequate segregation of duties consistent with control objectives.

During fiscal 2013, the Company will continue to address changes needed to improve segregation of duties consistent with control objectives. However, the simplest course to correct this issue is to grow the company, which will facilitate the hiring of more personnel in operations and, more specifically, the accounting department.

PART II. OTHER INFORMATION

ITEM 5. OTHER INFORMATION

As previously disclosed, effective on June 11, 2012, our operating subsidiary, Amerx Health Care Corporation ("Amerx"), entered into a written Job Offer - Salary and Benefit Statement (the "Written Agreement") confirming the basic terms of employment offered by Amerx to George Borak and accepted by Mr. Borak. Under the Written Agreement, Mr. Borak has agreed to serve as Amerx's Vice President - Sales for a base annual salary of $150,000 plus certain incentive and other benefits.

As previously disclosed, on October 9, 2012, our Board of Directors approved Executive Employment Agreements entered into between Procyon Corporation, Amerx and (i) Justice W. Anderson, the President of our operating subsidiary, Amerx, and (ii) James B. Anderson, the Company's Chief Financial Officer and the Vice President of Operations of Amerx.

Justice W. Anderson's Executive Employment Agreement, which is effective August 1, 2012, provides for a base annual salary of $210,000 and other benefits, including certain short-term and long-term incentive bonus compensation based upon Amerx achieving certain financial goals for sales and net profit. Mr. Anderson's Agreement calls for a term of one year, but may be terminated by either party, with or without cause, upon thirty day's written notice.

James B. Anderson's Executive Employment Agreement, which is effective September 1, 2012, provides for an annual base salary of $120,000 and other benefits, including short-term and long-term incentive bonus compensation based upon Amerx achieving certain operational and financial goals. Mr. Anderson's Agreement calls for a term of one year, but may be terminated by either party, with or without cause, upon thirty day's written notice.

ITEM 6. EXHIBITS

(A) EXHIBITS

31.1	Certification of Regina W. Anderson pursuant to Exchange Act Rule 13a-14(a)/15d-14(a)
31.2	Certification of James B. Anderson pursuant to Exchange Act Rule 13a-14(a)/15d-14(a)
32.1	Certification Pursuant to 18 U.S.C.§1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act Of 2002
101.1*	The following materials from the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2012, formatted in XBRL (Extensible Business Reporting Language): (I) the Condensed Balance Sheets, (ii) the Condensed Consolidated Statements of Operations, (iii) the Consolidated Statements of Cash Flows, and (iv) the Notes to Condensed Consolidated Financial Statements
*	Furnished, not filed

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, there unto duly authorized.

	PROCYON CORPORATION
November 14, 2012	By:/s/ REGINA W. ANDERSON
Date	Regina W. Anderson, Chief Executive Officer

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