

Inrad Optics, Inc.  
Form 10-Q  
November 16, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**FORM 10-Q**

(Mark One)

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

For the quarterly period ended **SEPTEMBER 30, 2015**

**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 **0-11668**

**INRAD OPTICS, INC.**

(Exact name of registrant as specified in its charter)

**New Jersey**  
(State or other jurisdiction of incorporation)

**22-2003247**

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or organization) (I.R.S. Employer Identification Number)

**181 Legrand Avenue, Northvale, NJ 07647**

(Address of principal executive offices)

(Zip Code)

**(201) 767-1910**

(Registrant's telephone number, including area code)

(Former name, former address and formal fiscal year, if changed since last report)

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 definition of "large accelerated filer, accelerated filer and smaller reporting company" in Rule 12b-2 of the exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  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

**The number of shares of the registrant's common stock outstanding, \$0.01 par value, as of, November 12, 2015 was 12,733,208**

**INRAD OPTICS, INC. AND SUBSIDIARIES**

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**INRAD OPTICS, INC. AND SUBSIDIARIES****CONDENSED CONSOLIDATED BALANCE SHEETS**

	September 30, 2015 (Unaudited)	December 31, 2014 (Audited)
Assets		
Current assets:		
Cash and cash equivalents	\$1,071,050	\$1,003,254
Accounts receivable (net of allowance for doubtful accounts of \$15,000 in 2015 and 2014)	1,026,635	1,126,655
Inventories, net	3,048,744	2,686,721
Other current assets	146,575	142,576
Total current assets	5,293,004	4,959,206
<b>Plant and equipment:</b>		
Plant and equipment, at cost	14,490,075	15,741,243
Less: Accumulated depreciation and amortization	(13,256,443)	(14,172,811)
Total plant and equipment	1,233,632	1,568,432
	553,925	553,925
<b>Precious Metals</b>		
Intangible Assets, net	221,266	280,196
Other Assets	34,656	34,656
<b>Total Assets</b>	<b>\$7,336,483</b>	<b>\$7,396,415</b>
Liabilities and Shareholders' Equity		
Current Liabilities:		
Current portion of other long term notes	\$164,100	\$164,100
Accounts payable and accrued liabilities	923,188	1,017,755
Customer advances	279,813	170,166
Total current liabilities	1,367,101	1,352,021
Related Party Convertible Notes Payable	2,500,000	2,500,000
Other Long Term Notes, net of current portion	426,916	548,747
Total liabilities	4,294,017	4,400,768
Commitments		

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Shareholders' Equity:

Common stock: \$.01 par value; 60,000,000 authorized shares; 12,737,808 shares issued at September 30, 2015 and 12,354,093 issued at December 31, 2014	127,380	123,543
Capital in excess of par value	18,532,682	18,437,405
Accumulated deficit	(15,602,646)	(15,550,351 )
	3,057,416	3,010,597
Less - Common stock in treasury, at cost (4,600 shares)	(14,950 )	(14,950 )
Total shareholders' equity	3,042,466	2,995,647
<b>Total Liabilities and Shareholders' Equity</b>	<b>\$7,336,483</b>	<b>\$7,396,415</b>

See Notes to Condensed Consolidated Financial Statements (Unaudited)

**INRAD OPTICS, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
(Unaudited)

	Three Months Ended September		Nine Months Ended September	
	30,	2014	30,	2014
	2015		2015	
Total revenue	\$ 2,799,952	\$ 2,912,538	\$ 8,095,543	\$ 7,044,464
Cost and expenses:				
Cost of goods sold	2,038,459	2,309,808	6,108,230	6,598,486
Restructuring costs	—	—	-	120,616
Selling, general and administrative expenses	582,459	744,815	1,912,213	2,348,501
	2,620,918	3,054,623	8,020,443	9,067,603
Income (loss) from operations	179,034	(142,085 )	75,100	(2,023,139 )
Other expense:				
Interest expense—net	(43,941 )	(45,544 )	(132,887 )	(135,728 )
Gain on sale of plant and equipment	5,500	—	5,500	65,075
Gain on sale of precious metals	-	97,008	-	97,008
	(38,441 )	51,464	(127,387 )	26,355
Net income (loss) before income taxes	140,593	(90,621 )	(52,287 )	(1,996,784 )
Income tax (provision) benefit	—	—	—	—
Net Income (loss)	\$ 140,593	\$ (90,621 )	\$ (52,287 )	\$ (1,996,784 )
<b>Net income (loss) per common share—basic and diluted</b>	\$ 0.01	\$ (0.01 )	\$ (0.00 )	\$ (0.16 )
Weighted average shares outstanding—basic	12,733,208	12,349,490	12,528,560	12,188,408
Weighted average shares outstanding—diluted	12,812,542	12,349,490	12,528,560	12,188,408

See Notes to Condensed Consolidated Financial Statements (Unaudited)



**INRAD OPTICS, INC. AND SUBSIDIARIES****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

(Unaudited)

	<b>Nine Months Ended</b>	
	<b>September 30,</b>	
	2015	2014
Cash flows from operating activities:		
Net (loss)	\$(52,287 )	\$(1,996,784)
Adjustments to reconcile net (loss) to net cash (used in) provided by operating activities:		
Depreciation and amortization	420,675	462,884
401K common stock contribution	79,537	71,255
Gain on sale of plant and equipment	(5,500 )	(65,075 )
Gain on sale of precious metals	-	(97,008 )
Stock based compensation	19,577	69,223
Changes in operating assets and liabilities:		
Accounts receivable	100,020	(202,478 )
Inventories, net	(362,023 )	392,100
Other current assets	(3,999 )	7,296
Accounts payable and accrued liabilities	(94,567 )	163,655
Customer advances	109,647	23,859
Total adjustments and changes	263,367	825,711
Net cash provided by (used in) operating activities	211,080	(1,171,073)
Cash flows from investing activities:		
Capital expenditures	(26,953 )	(382,331 )
Proceeds from sale of plant and equipment	5,500	78,380
Proceeds from sale of precious metals	-	18,043
Net cash (used in) investing activities	(21,453 )	(285,908 )
Cash flows from financing activities:		
Principal payments on notes payable-other	(121,831 )	(116,814 )
Net cash (used in) financing activities	(121,831 )	(116,814 )
Net increase (decrease) in cash and cash equivalents	67,796	(1,573,795)
Cash and cash equivalents at beginning of period	1,003,254	2,451,263
Cash and cash equivalents at end of period	\$1,071,050	\$877,468

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Supplemental Disclosure of Cash Flow Information:

Interest paid	\$ 133,560	\$ 101,000
Income taxes paid	\$ 1,800	\$ 2,000
Non-Cash Financing Activities:		
Exchange of precious metals	\$-	\$ 126,755

See Notes to Condensed Consolidated Financial Statements (Unaudited)

**INRAD OPTICS, INC. AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(Unaudited)**

**NOTE 1 -SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Presentation**

The accompanying unaudited condensed consolidated financial statements include the accounts of Inrad Optics, Inc. and its subsidiaries (collectively, the “Company”). All significant intercompany balances and transactions have been eliminated.

The condensed consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles (“U.S. GAAP”) for interim financial information and with the instructions to Form 10-Q and Article 8 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. In the opinion of management, all adjustments of a normal recurring nature considered necessary for a fair presentation have been included. The results of operations of any interim period are not necessarily indicative of the results of operations to be expected for the full fiscal year. For further information, refer to the consolidated financial statements and accompanying footnotes included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2014.

In preparing these consolidated financial statements, the Company has evaluated events and transactions for potential recognition or disclosure through the date the consolidated financial statements were issued.

**Management Estimates**

These unaudited condensed consolidated financial statements and related disclosures have been prepared in conformity with U.S. GAAP which requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses reported in those financial statements. Management evaluates its estimates and assumptions on an ongoing basis using historical experience and other factors, including

the current economic environment, and makes adjustments when facts and circumstances dictate. As future events and their effects cannot be determined with precision, actual results could differ significantly from those estimates and assumptions. Significant changes, if any, in those estimates resulting from continuing changes in the economic environment will be reflected in the consolidated financial statements in future periods.

## Inventories

Inventories are stated at the lower of cost (first-in-first-out basis) or market. The Company records a reserve for slow moving inventory as a charge against earnings for all products identified as surplus, slow-moving or discontinued. Excess work-in-process costs are charged against earnings whenever estimated costs-of-completion exceed unbilled revenues.

Inventories are comprised of the following and are shown net of inventory reserves, in thousands:

	<b>September 30, 2015 (Unaudited)</b>	December 31, 2014
Raw materials	\$ 1,144	\$ 1,049
Work in process, including manufactured parts and components	1,200	956
Finished goods	705	682
	<b>\$ 3,049</b>	<b>\$ 2,687</b>

## Income Taxes

The Company recognizes deferred tax assets and liabilities for the expected future tax consequences of events that have been recognized in the Company's financial statements or tax returns. Deferred tax assets and liabilities are determined based on the difference between the financial statements carrying amounts and the tax basis of assets and liabilities using enacted tax rates in effect in the years in which the differences are expected to reverse.

For the three months ended September 30, 2015, the Company did not record a current provision for either state or federal income tax due to the availability of net operating loss carry-forwards to offset against federal and state income tax. For the nine months ended September 30, 2015 and the three and nine months ended September 30, 2014, the Company did not record a current provision for either state or federal income tax due to the losses incurred for both income tax and financial reporting purposes.

In evaluating the Company's ability to recover deferred tax assets in future periods, management considers the available positive and negative factors, including the Company's recent operating results, the existence of cumulative losses and near term forecasts of future taxable income consistent with the plans and estimates that management uses to manage the underlying business. A significant piece of objective negative evidence evaluated was the cumulative loss incurred by the Company in the three-year period ended December 31, 2014 and the nine month period ended September 30, 2015. Such objective evidence limits the ability to consider other subjective evidence such as our projections for future growth.

On the basis of this evaluation as of September 30, 2015, the Company's management concluded that it is more likely than not that the Company will not be able to realize any portion of the benefit on the net deferred tax balance of \$4,656,000 and therefore the Company continues to maintain a valuation allowance for the full amount of the net deferred tax balance.

When sufficient positive evidence exists, the Company's income tax expense will be charged with the increase or decrease in its valuation allowance. An increase or reversal of the Company's valuation allowance could have a significant negative or positive impact on the Company's future earnings.

## Net Income (Loss) per Common Share

Basic net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of common shares outstanding during the period. Diluted net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of common shares and common stock equivalents outstanding, calculated on the treasury stock method for options, stock grants and warrants using the average market prices during the period, including potential common shares issuable upon conversion of outstanding convertible notes, except if the effect on the per share amounts is anti-dilutive.

For the three months ended September 30, 2015, 79,334 common stock options were included in the computation of diluted net income per share and 2,500,000 common shares and 1,875,000 warrants issuable upon conversion of outstanding related party convertible notes were excluded from the computation of diluted net loss per share because their effect is anti-dilutive. For the nine months ended September 30, 2015 all common stock equivalents were excluded from the computation of diluted net loss per share because their effect is anti-dilutive. This included 2,500,000 common shares and 1,875,000 warrants issuable upon conversion of outstanding related party convertible notes in each respective period, in addition to 820,644 common stock options.

For the three and nine months ended September 30, 2014, all common stock equivalents were excluded from the computation of diluted net loss per share because their effect is anti-dilutive. This included 2,500,000 common shares and 1,875,000 warrants issuable upon conversion of outstanding related party convertible notes in each respective period, in addition to 908,017 common stock options and grants, in each respective period.

## Stock-Based Compensation

Stock-based compensation expense is estimated at the grant date based on the fair value of the award. The Company estimates the fair value of stock options granted using the Black-Scholes option pricing model. The fair value of restricted stock units granted is based on the closing market price of the Company's common stock on the date of the grant. The fair value of these awards, adjusted for estimated forfeitures, is amortized over the requisite service period of the award, which is generally the vesting period.

## Recently Adopted Accounting Standards

In April 2015, the FASB issued ASU 2015-03, Interest-Imputation of Interest (Subtopic 835-30) ("ASU 2015-03"). ASU 2015-03 was issued to simplify the presentation of debt issuance costs. The guidance requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. The recognition and measurement guidance for debt issuance costs are not affected by these amendments. This guidance should be applied on a retrospective basis, wherein the balance sheet of each individual period presented should be adjusted to reflect the period-specific effects of applying the new guidance. The guidance will be effective for financial statements issued for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. Early adoption is permitted for financial statements that have not been previously issued. The adoption of this amendment is not expected to have a material impact on the Company's consolidated financial statements.

In January 2015, the FASB issued ASU 2015-01, Income Statement – Extraordinary and Unusual Items (Subtopic 225-20) ("ASU 2015-01"). ASU 2015-01 changed the requirements for reporting extraordinary and unusual items in the income statement. The update eliminates the concept of extraordinary items. The presentation and disclosure guidance for items that are unusual in nature or occur infrequently will be retained and will be expanded to include items that are both unusual in nature and infrequently occurring. A reporting entity may apply the amendments prospectively or retrospectively to all periods presented in the financial statements. The guidance will be effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015. Early adoption is permitted provided that the guidance is applied from the beginning of the fiscal year of adoption. The adoption of this newly issued guidance is not expected to have an impact to our consolidated financial statements.

In August 2014, the Financial Accounting Standards Board (the "FASB") issued authoritative accounting guidance related to management's responsibility to evaluate whether there is substantial doubt about an entity's ability to continue as a going concern and to provide related footnote disclosures. Management's evaluation should be based on relevant conditions and events that are known and reasonably knowable at the date that the financial statements are issued. In doing so, the amendments should reduce diversity in the timing and content of footnote disclosures. This guidance is effective for public and non-public entities for annual periods ending after December 15, 2016, and

interim periods thereafter. Early adoption is permitted. The Company is currently assessing the expected impact, if any, that this Accounting Standards Update will have on its consolidated financial statements.

In May 2014, the Financial Accounting Standards Board (the “FASB”) issued an Accounting Standards Update (“ASU”) which supersedes virtually all existing revenue recognition guidance under U.S. GAAP. The update's core principle is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. In July 2015, the FASB deferred the effective date for annual reporting periods beginning after December 15, 2017 (including interim periods within those periods). Early adoption is permitted to the original effective date of December 15, 2016, (including interim periods within those periods). The Company is currently assessing the potential impact of adoption on its consolidated financial statements.



## NOTE 2- EQUITY COMPENSATION PROGRAM AND STOCK BASED COMPENSATION

## a) Stock Option Expense

The Company's results of operations for the three months ended September 30, 2015 and 2014 include stock-based compensation expense for stock option grants totaling \$6,549 and \$11,260, respectively. Such amounts have been included in the accompanying Condensed Consolidated Statements of Operations within cost of goods sold in the amount of \$1,217 (\$5,946 for 2014), and selling, general and administrative expenses in the amount of \$5,332 (\$5,314 for 2014).

The Company's results of operations for the nine months ended September 30, 2015 and 2014 include stock-based compensation expense for stock option grants totaling \$19,577 and \$68,011, respectively. Such amounts have been included in the accompanying Condensed Consolidated Statements of Operations within cost of goods sold in the amount of \$3,581 (\$33,136 for 2014), and selling, general and administrative expenses in the amount of \$15,996 (\$34,875 for 2014).

As of September 30, 2015 and 2014, there were \$31,918 and \$49,919 of unrecognized compensation cost, net of estimated forfeitures, related to non-vested stock options, which are expected to be recognized over a weighted average period of approximately 1.3 years and .5 years, respectively.

There were 133,000 and 103,000 stock options granted during the nine months ended September 30, 2015 and 2014. The following range of weighted-average assumptions were used to determine the fair value of stock option grants during the nine months ended September 30, 2015 and 2014:

	<b>Nine Months Ended</b>			
	September 30,		September 30,	
	2015	2014	2015	2014
Expected Dividend yield	—	—	%	%
Expected Volatility	122-127	116.4	%	%
Risk-free interest rate	2.0	1.9	%	%
Expected term	10 years	10 years		

## b) Stock Option Activity

The following table represents stock options granted, exercised and forfeited during the nine month period ended September 30, 2015:

Stock Options	Number of Options	Weighted Average Exercise Price per Option	Weighted Average Remaining Contractual Term (years)	Aggregate Intrinsic Value
Outstanding at January 1, 2015	877,817	\$ .93	5.1	\$ —
Granted	133,000	.20		
Exercised	—	—		
Expired/Forfeited	(190,173)	1.08		
Outstanding at September 30, 2015	820,644	\$ .77	5.0	\$ 17,795
Exercisable at September 30, 2015	613,582	\$ .96	4.7	\$ 3,531

The following table represents non-vested stock options granted, vested and forfeited for the nine months ended September 30, 2015.

	Options	Weighted-Average Grant-Date Fair Value
Non-vested - January 1, 2015	150,059	0.27
Granted	133,000	\$ 0.19
Vested	(59,330 )	\$ 0.29
Forfeited	(16,667 )	\$ 0.23
Non-vested – September 30, 2015	207,062	\$ 0.21

The total fair value of options vested during the nine months ended September 30, 2015 and 2014 was \$17,336 and \$70,294, respectively.

c) Restricted Stock Unit Awards

The Company's results of operations for the nine months ended September 30, 2015 and 2014 include stock-based compensation expense for restricted stock unit grants totaling \$0 and \$1,212, respectively, and such amounts have been included in the accompanying Consolidated Statements of Operations within selling, general and administrative expenses.

**NOTE 3- STOCKHOLDERS' EQUITY**

In April 2015, the Company issued an additional 383,715 common shares to the Inrad Optics 401k plan as a match to employee contributions for the year ended December 31, 2014.

**NOTE 4 – RELATED PARTY TRANSACTIONS**

On July 29, 2014, the maturity dates of a \$1,500,000 Subordinated Convertible Promissory Note to Clarex Limited (“Clarex”) and a \$1,000,000 Subordinated Convertible Promissory Note to an affiliate of Clarex were each extended to April 1, 2017 from April 1, 2015. The notes bear interest at 6%. Interest accrues yearly and is payable on maturity. Unpaid interest, along with principal, may be converted into securities of the Company as follows: the notes are

convertible in the aggregate into 1,500,000 units and 1,000,000 units, respectively, with each unit consisting of one share of common stock and one warrant. Each warrant allows the holder to acquire 0.75 shares of common stock at a price of \$1.35 per share. As part of the agreement, the expiration dates of the warrants were extended from April 1, 2018 to April 1, 2020. The Company is currently paying interest of \$37,500 quarterly.

NOTE 5 – OTHER LONG TERM NOTES

On July 26, 2012, the Company entered into a term loan agreement in the amount of \$750,000 with Valley National Bank, Wayne, NJ. The loan is payable in equal monthly installments over five years beginning in August 2012 and bears an interest rate of 4.35% annually. The loan is secured with a security interest in equipment. The Company also has a note payable to the U.S. Small Business Administration which bears interest at the rate of 4.0% and is due in 2032.

Other Long Term Notes consist of the following:

	September 30, 2015	December 31, 2014
	(in thousands)	
Term Note Payable, payable in equal monthly installments of \$13,953 and bearing an interest rate of 4.35% and expiring in July 2017	\$294	\$ 408
U.S. Small Business Administration term note payable in equal monthly installments of \$1,922 and bearing an interest rate of 4.0% and expiring in April 2032.	\$297	\$ 305
	591	713
Less current portion	(164)	(164 )
Long-term debt, excluding current portion	\$427	\$ 549

#### NOTE 6 – RESTRUCTURING COSTS

The Company completed the transfer of the Sarasota operations to the Northvale, New Jersey facility and the Florida facility was closed as of March 31, 2014.

Restructuring charges of \$0 and \$121,000 were expensed in the three and nine months ended September 30, 2014, respectively. The consolidation of the operation was completed by December 31, 2014 and there were no restructuring charges in the nine months ended September 30, 2015.

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

Caution Regarding Forward Looking Statements

This Quarterly Report contains forward-looking statements as that term is defined in the federal securities laws. The Company wishes to insure that any forward-looking statements are accompanied by meaningful cautionary statements in order to comply with the terms of the safe harbor provided by the Private Securities Litigation Reform Act of 1995. The events described in the forward-looking statements contained in this Quarterly Report may not occur. Generally, these statements relate to business plans or strategies, projected or anticipated benefits or other consequences of the Company's plans or strategies, projected or anticipated benefits of acquisitions made by the Company, projections involving anticipated revenues, earnings, or other aspects of the Company's operating results. The words "may", "will", "expect", "believe", "anticipate", "project", "plan", "intend", "estimate", and "continue", and their opposites and similar expressions are intended to identify forward-looking statements. The Company cautions you that these statements are not guarantees of future performance or events and are subject to a number of uncertainties, risks, and other influences, many of which are beyond the Company's control, that may influence the accuracy of the statements and the projections upon which the statements are based. Factors which may affect the Company's results include, but are not limited to, the risks and uncertainties discussed in Items 1A, 7 and 7A of the Company's most recent Annual Report on Form 10-K for the year ended December 31, 2014, as filed with the Securities and Exchange Commission on April 13, 2015. Any one or more of these uncertainties, risks, and other influences could materially affect the Company's results of operations and whether forward-looking statements made by the Company ultimately prove to be accurate. Readers are further cautioned that the Company's financial results can vary from quarter to quarter, and the financial results for any period may not necessarily be indicative of future results. The foregoing is not intended to be an exhaustive list of all factors that could cause actual results to differ materially from those expressed in forward-looking statements made by the Company. The Company's actual results, performance and achievements could differ materially from those expressed or implied in these forward-looking statements. The Company undertakes no obligation to publicly update or revise any forward looking statements, whether from new information, future events, or otherwise.

Critical Accounting Policies and Estimates

Our significant accounting policies are described in Note 1 of the accompanying consolidated financial statements and further discussed in our annual financial statements included in our annual report on Form 10-K for the year ended December 31, 2014. In preparing our condensed consolidated financial statements, we made estimates and judgments that affect the results of our operations and the value of assets and liabilities we report. These include estimates used in evaluating intangibles for impairment such as market multiples used in determining the fair value of reporting units, discount rates applicable in determining net present values of future cash flows, projections of future sales, earnings and cash flow and capital expenditures. It also includes estimates about the amount and timing of future taxable income in determining the Company's valuation allowance for deferred income tax assets. Our actual results may differ from these estimates under different assumptions or conditions.

For additional information regarding our critical accounting policies and estimates, see the section entitled “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our annual report filed with the Securities and Exchange Commission on Form 10-K for the year ended December 31, 2014.

## Results of Operations

Inrad Optics, Inc. operates a manufacturing facility in Northvale, New Jersey. The Company’s business falls into two main categories: Optical Components and Laser System Devices/Instrumentation.

The Optical Components category is focused on custom optics manufacturing. The Company specializes in high-end precision components. It develops, manufactures and delivers precision custom optics and thin film optical coating services through its Custom and Metal Optics operations. Glass, metal, and crystal substrates are processed using modern manufacturing equipment, complex processes and techniques to manufacture components, deposit optical thin films, and assemble sub-components used in advanced photonic systems. The majority of custom optical components and optical coating services supplied are used in inspection, process control systems, defense and aerospace electro-optical systems, laser system applications, industrial scanners, and medical system applications.

The Laser System Devices/Instrumentation category includes the growth and fabrication of crystalline materials with electro-optic (EO) and non-linear optical properties for use in both standard and custom products. This category also includes crystal based devices and associated instrumentation. The majority of crystals, crystal components and laser devices that the Company manufactures are used in laser systems, defense EO systems, medical lasers and R&D applications by engineers within corporations, universities and national laboratories.

## Revenue

Sales for the three months ended September 30, 2015 were \$2,800,000, a decrease of 3.9%, from \$2,913,000 for the three months ended September 30, 2014. Sales to the defense and the process control and metrology markets decreased slightly in the quarter over quarter period. This was partially offset by an increase in sales to the university and national lab market from the same period last year. The decline in defense market sales is mainly attributable to reduced shipments to one large defense contractor partially offset by increased sales to another defense customer. Process control and metrology sales to several large customers decreased in the three months ended September 30, 2015 but this was offset for the most part by an increase to another large customer in this market. One customer in the university and national lab market accounted for most of the increased sales in the third quarter of 2015 compared to 2014.





For the nine months ended September 30, 2015, sales were \$8,096,000, an increase of 14.9% or \$1,051,000 from \$7,044,000 for the nine months ended September 30, 2014. This reflected increased sales in defense, up 22.4%, process control and metrology markets, up 18.3% and the university and national lab market which increased by 63.9%. The increase in sales to the defense market was mainly due to increased shipments to two large customers. Process control and metrology shipments increased to large customers in this market. The increase in the university and national lab market was primarily attributable to higher year-over-year sales to one customer.

In the nine months ended September 30, 2015, no customer represented more than 10% of total sales. In the nine months ended September 30, 2014, one customer represented more than 10% of total sales.

The Company's top five customers represented 42.4% of total sales in the nine month period ended September 30, 2015, compared to 44.4% in the same period in 2014. Three of the same customers were included in the top five for each of the nine month periods ended September 30, 2015 and 2014, respectively.

Orders booked during the first nine months of 2015 totaled \$7.6 million, down from \$9.2 million in the comparable period last year.

Order backlog at September 30, 2015 and 2014 was \$5.7 million and \$6.5 million, respectively.

### **Cost of Goods Sold**

For the three months ended September 30, 2015, cost of goods sold was \$2,038,000 compared to \$2,310,000 in the same quarter in 2014, a decrease of \$272,000. For the nine months ended September 30, 2015, cost of goods sold decreased by \$490,000 or 7.4% to \$6,108,000, compared to \$6,598,000, before restructuring costs of \$121,000, in the same period in 2014.

The decrease in the cost of goods sold is mainly the result of anticipated cost savings from the consolidation of the Company's Florida operations in its Northvale, New Jersey facility in the first quarter of 2014 and continued cost reductions in 2015, compared to the previous year, as a result of ongoing integration of the operations.

Material costs as a percentage of sales for the three and nine months ended September 30, 2015 were relatively unchanged compared with the same period in 2014.

For the three months ended September 30, 2015, manufacturing salaries and wages and related fringe benefits decreased by 6.1% from the three months ended September 30, 2014. For the nine months ended September 30, 2015, manufacturing salaries and wages and related fringe benefits decreased by 4.1% or approximately \$144,000 from the nine months ended September 30, 2014 despite the increased sales volume in 2015. The decrease in 2015 partially reflects cost savings resulting from the Company's consolidation of the Florida operations in the Northvale facility which was completed in March of 2014.

Gross profit for the three months ended September 30, 2015 was \$762,000 or 27.2% of sales compared to \$603,000 or 20.7% in the same quarter last year. Gross profit for the nine months ended September 30, 2015 and 2014 was \$1,987,000 or 24.5% and \$446,000 or 6.3% of sales, respectively.

#### Selling, General and Administrative Expenses

Selling, general and administrative expenses ("SG&A" expenses) in the three and nine months ended September 30, 2015 amounted to \$582,000 or 20.8% of sales and \$1,912,000 or 23.6% of sales, respectively. This compared to \$745,000 or 25.6% of sales and \$2,349,000 or 33.3% of sales, respectively, for the same periods in 2014.

SG&A salaries and wages and related fringe benefits decreased by 27.4% and 24.4% for the three and nine months ended September 30, 2015 and 2014, respectively. The overall decrease is primarily attributable to headcount reductions related to the 2014 consolidation of the Company's operations in Northvale, New Jersey, in addition to, employee attrition during 2015 that the Company expects to replace over the next few months.

For the three and nine months ended September 30, 2015, SG&A expenses excluding salary and wages, decreased by 32.5% and 7.7% compared to the three and nine months ended September 30, 2014, respectively. For the three month period, the decrease is mainly attributable to costs for relocation and travel associated with the facility consolidation, in addition to expenses for temporary employees and recruiting expenses in the third quarter of 2014 that were not incurred in the third quarter of 2015.

#### Income (Loss) from Operations

The Company had an operating gain of \$179,000 in the three months ended September 30, 2015 compared with an operating loss of \$142,000 in the three months ended September 30, 2014. For the nine months ended September 30, 2015, the Company had an operating gain of \$75,000 compared with an operating loss of \$2,023,000 in the same period last year. The operating gain in 2015 primarily reflects the impact of higher sales in the nine months ended September 30, 2015 and cost reductions in the three and nine months ended September 30, 2015 due to the consolidation of operations in 2014. The operating loss for the nine months ended September 30, 2014 includes \$121,000 of restructuring costs related to the relocation of the Florida operations as noted above.

#### Other Income and Expense

Interest expense for the three months ended September 30, 2015 was \$44,000 compared to \$46,000 in the same period in 2014. Interest expense for the nine months ended September 30, 2015 was \$133,000 compared to \$136,000 in the same period in 2014.

In the third quarter of 2015 the Company sold surplus machinery and recorded a gain of \$6,000. For the nine months ended September 30, 2015 and 2014, the Company had a gain on the sale of surplus equipment in the amount of \$6,000 and \$65,000, respectively.

In the third quarter of 2014, the Company recorded a gain of \$97,000 as part of a transaction which included the sale of a platinum crucible for \$145,000 and the purchase of a re-designed replacement crucible for \$127,000 for use in the production of high-temperature crystals.

#### Income Taxes

The Company recognizes deferred tax assets and liabilities for the expected future tax consequences of events that have been recognized in the Company's financial statements or tax returns. Deferred tax assets and liabilities are determined based on the difference between the financial statements carrying amounts and the tax basis of assets and liabilities using enacted tax rates in effect in the years in which the differences are expected to reverse.

For the three months ended September 30, 2015 the Company did not record a current provision for either state or federal income tax due to the availability of net operating loss carry-forwards to offset against federal and state income tax. For the nine months ended September 30, 2015 and the three and nine months ended September 30, 2014, the Company did not record a current provision for either state or federal income tax due to the losses incurred for both income tax and financial reporting purposes.

In evaluating the Company's ability to recover deferred tax assets in future periods, management considers the available positive and negative factors, including the Company's recent operating results, the existence of cumulative losses and near term forecasts of future taxable income consistent with the plans and estimates that management uses to manage the underlying business. A significant piece of objective negative evidence evaluated was the cumulative loss incurred by the Company over the three-year period ended December 31, 2014 and the nine month period ended September 30, 2015. Such objective evidence limits the ability to consider other subjective evidence such as our projections for future growth.

As a result, the Company's management concluded that it is more likely than not that the Company will not be able to realize any portion of the benefit on the net deferred tax balance of \$4,656,000 and therefore the Company maintains a valuation allowance for the full amount of the net deferred tax balance.

## Net Income (Loss)

The Company had net income of \$141,000 for the three months ended September 30, 2015 compared to a net loss of \$91,000 for the same period last year. For the nine months ended September 30, 2015, the Company had a net loss of \$52,000 compared to a net loss of \$1,997,000 in the comparable period in 2014.

## Liquidity and Capital Resources

The Company's primary source of liquidity is cash and cash equivalents and on-going collection of accounts receivable. The Company's major use of cash in recent years has been for financing operating losses, for payment of accrued and current interest on convertible debt, for servicing of long term debt and for capital expenditures.

As of September 30, 2015 and December 31, 2014, the Company had cash and cash equivalents of \$1,071,000 and \$1,003,254, respectively.

On July 26, 2012, the Company entered into a term loan agreement with Valley National Bank, Wayne, NJ, in the amount of \$750,000. The loan is secured with a security interest in new equipment acquired by the Company in the amount of \$825,000 which enhances the Company's thin film coating capabilities. The loan is repayable in equal monthly installments over five years beginning in August 2012 and bears an interest rate of 4.35%.

On July 29, 2014, the maturity dates of a \$1,500,000 Subordinated Convertible Promissory Note to Clarex Limited ("Clarex") and a \$1,000,000 Subordinated Convertible Promissory Note to an affiliate of Clarex were each extended to April 1, 2017 from April 1, 2015. The notes bear interest at 6%. Interest accrues yearly and is payable on maturity. Unpaid interest, along with principal, may be converted into securities of the Company as follows: the notes are convertible in the aggregate into 1,500,000 units and 1,000,000 units, respectively, with each unit consisting of one share of common stock and one warrant. Each warrant allows the holder to acquire 0.75 shares of common stock at a price of \$1.35 per share. As part of the agreement, the expiration dates of the warrants were extended from April 1, 2018 to April 1, 2020. The Company is currently paying interest of \$37,500 quarterly through the maturity date of the notes to satisfy the amount of interest accruing in each quarter.

The following table summarizes net cash provided by (used in) operating, investing and financing activities for the nine months ended September 30, 2015 and 2014:

	Nine Months Ended September 30, <b>2015 2014</b> (In thousands)	
Net cash provided by (used in) operating activities	\$211	\$(1,171)
Net cash (used in) investing activities	(21 )	(286 )
Net cash (used in) financing activities	(122)	(117 )
Net increase (decrease) in cash and cash equivalents	\$68	\$(1,574)

Net cash provided by operating activities was \$211,000 for the nine months ended September 30, 2015 compared to net cash used in operations of \$1,171,000 in the same period last year.

The increase in net cash provided by operating activities in the nine months ended September 30, 2015 compared to net cash used in operating activities in 2014 resulted primarily from the Company's improved sales and lower operating costs in the current period.

Net cash used in investing activities was \$21,000 during the nine months ended September 30, 2015 compared to \$286,000 in the same period last year. Capital expenditures for the nine months ended September 30, 2015 and 2014 were \$27,000 and \$382,000, respectively. The expenditures in 2015 were primarily for leasehold improvements and operating equipment. The expenditures in 2014 were primarily incurred to refurbish the Northvale operating facility for the relocation of the metal optics operation from Florida. The Company sold surplus machinery during the nine months ended September 30, 2015 and 2014 for net proceeds of \$6,000 and \$78,000, respectively.

Net cash used in financing activities was \$122,000 and \$117,000 during the nine months ended September 30, 2015 and 2014, respectively, related to required principal payments on other long term notes.

Overall, the Company had a net increase in cash and cash equivalents of \$68,000 in the nine months ended September 30, 2015 compared with a net decrease of \$1,574,000 for the comparable period last year.

The Company's management believe that existing cash resources and cash resources anticipated to be generated from future operating activities are sufficient to meet working capital requirements, anticipated capital expenditures, debt servicing payments and other contractual obligations over the next twelve months.

### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

The Company is a smaller reporting company and is not required to provide the information required under this item.

### **ITEM 4. CONTROLS AND PROCEDURES**

#### **a. Disclosure Controls and Procedures**

Our Chief Executive Officer and Chief Financial Officer have evaluated the effectiveness of our disclosure controls and procedures (as defined in Exchange Act Rule 13a-15(e)) as of September 30, 2015 (the "Evaluation Date") and based on such evaluation have concluded that, as of the Evaluation Date, our disclosure controls and procedures were effective in ensuring that information required to be disclosed by us in the reports we file or submit under the Exchange Act (1) is recorded, processed, summarized and reported, within the time periods specified in the Commission's rules and forms, and (2) is accumulated and communicated to our management, including the Chief Executive Officer and the Chief Financial Officer, as appropriate to allow for timely decisions regarding required disclosure.

#### **b. Changes in Internal Controls over Financial Reporting**

There were no changes in our internal control over financial reporting during the quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.





**PART II. OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS**

None.

**ITEM 1A. RISK FACTORS**

Not applicable

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

None.

**ITEM 3. DEFAULTS UNDER SENIOR SECURITIES**

None.

**ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable

**ITEM 5. OTHER INFORMATION**

None

**ITEM 6. EXHIBITS**

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11. An exhibit showing the computation of per-share earnings is omitted because the computation can be clearly determined from the material contained in this Quarterly Report on Form 10-Q.

31.1 Certificate of the Registrant's Chief Executive Officer, Amy Eskilson, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.\*

31.2 Certificate of the Registrant's Chief Financial Officer, William J. Foote, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.\*

32.1 Certificate of the Registrant's Chief Executive Officer, Amy Eskilson, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.\*\*

32.2 Certificate of the Registrant's Chief Financial Officer, William J. Foote, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.\*\*

101 The following financial information from Inrad Optics, Inc.'s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2015 formatted in Extensible Business Reporting Language (XBRL): (i) Condensed Consolidated Balance Sheets, (ii) Condensed Consolidated Statements of Operations, (iii) Condensed Consolidated Statements of Cash Flows, and (iv) the Notes to the Condensed Consolidated Financial Statements.\*

\* Filed herewith

\*\*Furnished herewith

SIGNATURES

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.

**Inrad Optics, Inc.**

By: /s/ Amy Eskilson  
**Amy Eskilson**  
**President and Chief Executive Officer**

By: /s/ William J. Foote  
**William J. Foote**  
**Chief Financial Officer,**  
**Secretary and Treasurer**

Date: November 16, 2015