ULTRALIFE CORP
Form 10-K
February 08, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

(Mark One)

/X/ Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended December 31, 2017

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 0-20852

ULTRALIFE CORPORATION
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	16-1387013 (I.R.S. Employer Identification No.)
2000 Technology Parkway, Newark, New York (Address of principal executive offices)	14513 (Zip Code)

Registrant's telephone number, including area code: (315) 332-7100

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock, par value $0.10 per share	NASDAQ Global Market

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes…. No..X...

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes…. No..X...

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..X… 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..X… No….

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [X]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ….	Accelerated filer ..….	Non-accelerated filer ….	Smaller reporting company ..X...	Emerging growth company ....

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Exchange Act). Yes…. No..X...

On June 30, 2017, the aggregate market value of the common stock held by non-affiliates as defined in Rule 405 under the Securities Act of 1933) of the registrant was approximately $69,474,629 (in whole dollars) based upon the closing price for such common stock as reported on the NASDAQ Global Market on June 30, 2017.

As of February 1, 2018, the registrant had 15,653,649 shares of common stock outstanding, net of 4,019,711 treasury shares.

DOCUMENTS INCORPORATED BY REFERENCE

Certain portions of the registrant's definitive proxy statement relating to the Annual Meeting of Shareholders are specifically incorporated by reference in Part III, Items 10, 11, 12, 13 and 14 of this Annual Report on Form 10-K, except for the equity plan information required by Item 12 as set forth herein.

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PART I

The Private Securities Litigation Reform Act of 1995 provides a "safe harbor" for forward-looking statements. This report contains certain forward-looking statements and information that are based on the beliefs of management as well as assumptions made by and information currently available to management. The statements contained in this report relating to matters that are not historical facts are forward-looking statements that involve risks and uncertainties, including, but not limited to, our reliance on certain key customers; potential costs because of the warranties we supply with our products and services; possible future declines in demand for the products that use our batteries or communications systems; the unique risks associated with our China operations; our efforts to develop new commercial applications for our products; possible breaches in security and other disruptions; reduced U.S. and foreign military spending including the uncertainty associated with government budget approvals; potential disruptions in our supply of raw materials and components; variability in our quarterly and annual results and the price of our common stock; our inability to comply with changes to the regulations for the shipment of our products; safety risks, including the risk of fire; possible impairments of our goodwill and other intangible assets; negative publicity of Lithium-ion batteries; our resources being overwhelmed by our growth prospects; our ability to retain top management and key personnel; our exposure to foreign currency fluctuations; our customers' demand falling short of volume expectations in our supply agreements; the risk that we are unable to protect our proprietary and intellectual property; rules and procedures regarding contracting with the U.S. and foreign governments; exposure to possible violations of the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act or other anti-corruption laws; our ability to utilize our net operating loss carryforwards; our ability to comply with government regulations regarding the use of "conflict minerals"; possible audits of our contracts by the U.S. and foreign governments and their respective defense agencies; known and unknown environmental matters; technological innovations in the non-rechargeable and rechargeable battery industries; and other risks and uncertainties, certain of which are beyond our control.

Although we base these forward-looking statements on assumptions that we believe are reasonable when made, we caution you that forward-looking statements are not guarantees of future performance and that our actual results of operations, financial condition and liquidity and the development of the industries in which we operate may differ materially from those made in or suggested by the forward-looking statements contained herein. In addition, even if our results of operations, financial condition and liquidity and the development of the industries in which we operate are consistent with the forward-looking statements contained in this document, those results or developments may not be indicative of results or developments in subsequent periods. Given these risks and uncertainties, you are cautioned not to place undue reliance on these forward-looking statements. Any forward-looking statements that we make herein speak only as of the date of those statements, and we undertake no obligation to update those statements or to publicly announce the results of any revisions to any of those statements to reflect future events or developments. Comparisons of results for current and any prior periods are not intended to express any future trends or indications of future performance, unless expressed as such, and should only be viewed as historical data. When used in this report, the words "anticipate", "believe", "estimate" or "expect" or words of similar import are intended to identify forward-looking statements. For further discussion of certain of the matters described above and other risks and uncertainties, see "Risk Factors" in Item 1A of this Annual Report on Form 10-K.

As used in this annual report, unless otherwise indicated, the terms “the Company”, “we”, “our” and “us” refer to Ultralife Corporation (“Ultralife”) and includes our wholly-owned subsidiaries, ABLE New Energy Co., Limited and its wholly-owned subsidiary ABLE New Energy Co., Ltd; Ultralife UK LTD and its wholly-owned subsidiary, Accutronics Ltd; Ultralife Batteries (UK) Ltd.; and our majority-owned joint venture Ultralife Batteries India Private Limited.

Dollar amounts throughout this Form 10-K Annual Report are presented in thousands of dollars, except for per share amounts.

ITEM 1. BUSINESS

General

We offer products and services ranging from power solutions to communications and electronics systems to customers across the globe in the government, defense and commercial sectors. With an emphasis on strong engineering and a collaborative approach to problem solving, we design and manufacture power and communications systems including: rechargeable and non-rechargeable batteries, charging systems, communications and electronics systems and accessories, and custom engineered systems. We continually evaluate ways to grow, including the design, development and sale of new products, expansion of our sales force to penetrate new markets and geographies, as well as seeking opportunities to expand through acquisitions.

We sell our products worldwide through a variety of trade channels, including original equipment manufacturers (“OEMs”), industrial and defense supply distributors, and directly to U.S. and international defense departments. We enjoy strong name recognition in our markets under our Ultralife® Batteries, Lithium Power®, McDowell Research®, AMTI™, ABLE™, ACCUTRONICS™, ACCUPRO™, ENTELLION™ brands. We have sales, operations and product development facilities in North America, Europe and Asia.

We report our results in two operating segments: Battery & Energy Products and Communications Systems. The Battery & Energy Products segment includes: Lithium 9-volt, cylindrical, thin cell and other non-rechargeable batteries, in addition to rechargeable batteries, uninterruptable power supplies, charging systems and accessories. The Communications Systems segment includes: RF amplifiers, power supplies, cable and connector assemblies, amplified speakers, equipment mounts, case equipment, man-portable systems, integrated communication systems for fixed or vehicle applications and communications and electronics systems design. We believe that reporting performance at the gross profit level is the best indicator of segment performance. As such, we report segment performance at the gross profit level and operating expenses as Corporate charges. (See Note 11 in the Notes to Consolidated Financial Statements.)

Our website address is www.ultralifecorporation.com. We make available free of charge via a hyperlink on our website (see Investor Relations link on the website) our annual reports on Form 10-K, proxy statements, quarterly reports on Form 10-Q, current reports on Form 8-K, and any amendments to those reports and statements as soon as reasonably practicable after such material is electronically filed with or furnished to the Securities and Exchange Commission (“SEC”). We will provide copies of these reports upon written request to the attention of Philip A. Fain, CFO, Treasurer and Secretary, Ultralife Corporation, 2000 Technology Parkway, Newark, New York, 14513. Our filings with the SEC are also available through the SEC website at www.sec.gov or at the SEC Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549 or by calling 1-800-SEC-0330.

Battery & Energy Products

We manufacture and/or market a family of Lithium Manganese Dioxide (Li-MnO_2), Lithium Manganese Dioxide Carbon Monofluoride (Li-CFx/MnO_2) hybrid and Lithium Thionyl Chloride (Li-$SOCl_2$) non-rechargeable batteries including 9-volt, HiRate® cylindrical, ThinCell®, and other form factors. Applications for our 9-volt batteries include: smoke alarms, wireless security systems and intensive care monitors, among many other devices. Our HiRate® and ThinCell® Lithium non-rechargeable batteries are sold primarily to the military and to OEMs in industrial markets for use in a variety of applications including radios, emergency radio beacons, search and rescue transponders, pipeline inspection gauges, portable medical devices and other specialty instruments and applications. Military applications for our non-rechargeable HiRate® batteries include: manpack and survival radios, night vision devices, targeting devices, chemical agent monitors and thermal imaging equipment. Our Lithium Thionyl Chloride batteries, sold under our ABLE and Ultralife brands as well as a private label brand, are used in a variety of applications including utility meters, wireless security devices, electronic meters, automotive electronics and geothermal devices. We believe that the chemistry of Lithium batteries provides significant advantages over other currently available non-rechargeable battery technologies. These advantages include: higher energy density, lighter weight, longer operating time, longer shelf life and a wider operating temperature range. Our non-rechargeable batteries also have relatively flat voltage profiles, which provide stable power. Conventional non-rechargeable batteries, such as alkaline batteries, have sloping voltage profiles that result in decreasing power output during discharge. While the price of our Lithium batteries is generally higher than alkaline batteries, the increased energy per unit of weight and volume of our Lithium batteries allow for longer operating times and less frequent battery replacements for our targeted applications.

We believe that our ability to design and produce lightweight, high-energy Lithium ion and Nickel Metal Hydride (NiMH) rechargeable batteries and charging systems in a variety of custom sizes, shapes, and thicknesses offers substantial benefits to our customers. We market Lithium ion and NiMH rechargeable batteries comprising cells manufactured by qualified cell manufacturers. Our rechargeable products can be used in a wide variety of applications including communications, medical and other portable electronic devices.

Within this segment, we also seek to fund the development of new products that we hope will advance our technologies through contracts with both government agencies and private sector third parties.

We continue to obtain development contracts for intellectual property that we believe will enhance our efforts to commercialize new products that we develop. Revenues in this segment that pertain to development or license contracts may vary widely each year, depending upon the quantity and size of contracts obtained.

Revenues for this segment for the year ended December 31, 2017 were $69,789 and segment contribution (gross profit) was $19,659.

Communications Systems

Under our McDowell Research and AMTI brands, we design and manufacture a line of communications systems and accessories to support military communications requirements, including RF amplifiers, power supplies, power cables, connector assemblies, amplified speakers, equipment mounts, case equipment, man-portable systems and integrated communication systems for fixed or vehicle applications such as vehicle amplifier-adapters ("VAA"), Vehicle Installed Power Enhanced Rifleman Appliqué ("VIPER") systems and SATCOM systems. All systems are packaged to meet specific customer needs in rugged enclosures to allow for their use in extreme environments. We market these products to all branches of the U.S. military and foreign defense organizations that we are permitted to sell our products to, as well as, U.S. and international prime defense contractors.

Revenues for this segment for the year ended December 31, 2017 were $15,742 and segment contribution (gross profit) was $6,573.

Corporate

We allocate revenues and cost of sales between the above operating segments. The balance of income and expense, including but not limited to research and development expenses, and selling, general and administrative expenses, are reported as Corporate expenses.

There were no revenues for this category for the year ended December 31, 2017 and our corporate operating expenses were $19,756.

See Management's Discussion and Analysis of Financial Condition and Results of Operations and the 2017 Consolidated Financial Statements and Notes thereto contained in this Annual Report on Form 10-K for additional information on the expenses referred to above. For information relating to total assets by segment, revenues for the last two years by segment, and contribution by segment for the last two years, see Note 11 in the Notes to Consolidated Financial Statements.

History

Ultralife was formed as a Delaware corporation in December 1990. In March 1991, we acquired certain technology and assets from Eastman Kodak Company ("Kodak") relating to its 9-volt Lithium Manganese Dioxide non-rechargeable battery. In December 1992, we completed our initial public offering and became listed on NASDAQ.

In May 2006, we acquired ABLE New Energy Co., Ltd. (“ABLE”), an established manufacturer of Lithium batteries located in Shenzhen, China, which broadened our product offering, including a wide range of Lithium Thionyl Chloride and Lithium Manganese batteries, and provided additional exposure to new consumer markets.

In July 2006, we finalized the acquisition of substantially all the assets of McDowell Research, Ltd. (“McDowell”), a manufacturer of military communications accessories located originally in Waco, Texas. This acquisition, which enhanced our channels into the military communications area and strengthened our presence in global defense markets, was relocated to our Newark, New York facility during the second half of 2007. In January 2012, we relocated these operations to our Virginia Beach, Virginia facility in order to gain operational efficiencies.

In March 2008, we formed a joint venture, named Ultralife Batteries India Private Limited (“India JV”), with our distributor partner in India. The India JV assembles Ultralife power solution products and manages local sales and marketing activities, serving commercial, government and defense customers throughout India. We have invested cash into the India JV, as consideration for our 51% ownership stake in the India JV.

In March 2009, we acquired the tactical communications products business of Science Applications International Corporation. The tactical communications products business (“AMTI”) designs, develops and manufactures tactical communications products including: amplifiers, man-portable systems, cables, power solutions and ancillary communications equipment, which are sold by Ultralife under the brand name AMTI. The acquisition strengthened our communications systems business and provided us with direct entry into the handheld radio/amplifier market, complementing Ultralife’s communications systems offerings.

In January 2016, we acquired Accutronics Limited ("Accutronics"), a U.K. corporation based in Newcastle-under-Lyme, U.K., a leading independent designer and manufacturer of smart batteries and charger systems for high-performance, feature-laden portable and handheld electronic devices. With a portfolio encompassing custom battery design, development and manufacturing for OEM's; standard smart batteries, chargers and accessories; and pre-engineered batteries and power solutions for specific applications, Accutronics primarily serves the portable medical device market throughout Europe. Medical applications include digital imaging, ventilators, anesthesia, endoscopy, patient monitoring, cardio pulmonary care, oxygen concentration and aspiration. We acquired Accutronics to advance our strategy of commercial revenue diversification, to expand our geographical penetration, and to achieve revenue growth from new product development. We are experiencing sales synergies between Accutronics and our existing commercial battery business as we cross-sell our existing products and the acquired Accutronics' products to our respective customer bases.

Products, Services and Technology

Battery & Energy Products

A non-rechargeable battery is used until discharged and then replaced. The principal competing non-rechargeable battery technologies are Carbon zinc, alkaline and Lithium. We manufacture a range of non-rechargeable battery products based on Lithium Manganese Dioxide, Lithium Manganese Carbon Monofluoride hybrid, and Lithium Thionyl Chloride technologies.

We believe that the chemistry of Lithium batteries provides significant advantages over currently available non-rechargeable battery technologies, which include: lighter weight, longer operating time, longer shelf life, and a wider operating temperature range. Our non-rechargeable batteries also have relatively flat voltage profiles, which provide stable power. Conventional non-rechargeable batteries, such as alkaline batteries, have sloping voltage profiles that result in decreasing power during discharge. While the prices for our Lithium batteries are generally higher than commercially available alkaline batteries produced by others, we believe that the increased energy per unit of weight and volume of our batteries will allow longer operating time and less frequent battery replacements for our targeted applications. As a result, we believe that our non-rechargeable batteries are priced competitively with other battery technologies on a price per unit of energy or volume basis.

Our non-rechargeable products include the following product configurations:

9-Volt Lithium Battery. Our 9-volt Lithium battery delivers a unique combination of the highest available energy density and stable voltage, which results in a longer operating life for the battery and, accordingly, fewer battery replacements. While our 9-volt battery price is generally higher than conventional 9-volt Carbon zinc and alkaline batteries, we believe the enhanced operating performance and decreased costs associated with battery replacement make our 9-volt battery more cost effective than conventional batteries on a cost per unit of energy or volume basis when used in a variety of applications.

We market our 9-volt Lithium batteries to OEM, distributor and retail markets including industrial electronics, safety and security, and medical. Typical applications include: smoke alarms, wireless alarm systems, bone growth stimulators, telemetry devices, blood analyzers, ambulatory infusion pumps and parking meters. A significant portion of the sales of our 9-volt battery is to major smoke alarm OEMs for use in their long-life smoke alarms. We also manufacture our 9-volt Lithium battery under private labels for a variety of companies. Additionally, we sell our 9-volt battery to the broader consumer market through national and regional retail chains and Internet retailers.

Our current 9-volt battery manufacturing capacity is adequate to meet forecasted customer demand over the next three years.

Cylindrical Batteries. Featuring high energy, wide temperature range, long shelf life and operating life, our cylindrical cells and batteries, based on Lithium Manganese Dioxide, Lithium Manganese Dioxide Carbon Monofluoride hybrid and Lithium Thionyl Chloride technologies, represent some of the most advanced Lithium power sources currently available. We market a wide range of cylindrical non-rechargeable Lithium cells and batteries in various sizes under both the Ultralife HiRate and ABLE brands. These include: D, C, 5/4 C, 1/2 AA, 2/3 A, CR123A and other sizes, which are sold individually as well as packaged into multi-cell battery packs, including our leading BA-5390 military battery, an alternative to the competing Li-SO2 BA-5590 battery, and one of the most widely used battery types in the U.S. armed forces for portable applications. Our BA-5390 battery provides 50% to 100% more energy (mission time) than the BA-5590, and it is used in approximately 60 military applications. With the introduction of our Lithium Carbon Monofluoride hybrid chemistry, we now offer a D-cell that has 100% more energy than the competing Li-SO2 D-cell.

We market our line of Lithium cells and batteries to the OEM market for commercial, defense, medical, asset tracking and search and rescue applications, among others. Significant commercial applications include pipeline inspection equipment, automatic re-closers and oceanographic devices. Asset tracking applications include RFID (Radio Frequency Identification) systems. Among the defense uses are manpack radios, night vision goggles, chemical agent monitors and thermal imaging equipment. Medical applications include: AED’s (Automated External Defibrillators), infusion pumps and telemetry systems. Search and rescue applications include: ELT’s (Emergency Locator Transmitters) for aircraft and EPIRB’s (Emergency Position Indicating Radio Beacons) for ships.

Thin Cell Batteries. We manufacture a range of thin Lithium Manganese Dioxide batteries under the Thin Cell® brand. Thin Cell batteries are flat, lightweight batteries providing a unique combination of high energy, long shelf life, wide operating temperature range and very low profile. We are currently marketing these batteries to OEMs for applications such as displays, wearable medical devices, toll passes, theft detection systems, and RFID devices.

In contrast to non-rechargeable batteries, after a rechargeable battery is discharged, it can be recharged and reused many times. Generally, discharge and recharge cycles can be repeated hundreds or thousands of times in rechargeable batteries, but the achievable number of cycles (cycle life) varies among technologies and is an important competitive factor. All rechargeable batteries experience a small, but measurable, loss in energy with each cycle. The industry commonly reports cycle life in the number of cycles a battery can achieve until 80% of the battery's initial energy capacity remains. In the rechargeable battery market, the principal competing technologies are Nickel Cadmium, Nickel Metal Hydride and Lithium ion (including Lithium polymer) batteries. Rechargeable batteries are used in many applications, such as military radios, laptop computers, mobile telephones, portable medical devices, wearable devices and many other commercial, defense and consumer products.

Three important performance characteristics of a rechargeable battery are design flexibility, energy density and cycle life. Design flexibility refers to the ability of rechargeable batteries to be designed to fit a variety of shapes and sizes of battery compartments. Thin profile batteries with prismatic geometry provide the design flexibility to fit the battery compartments of today's electronic devices. Energy density refers to the total amount of electrical energy stored in a battery divided by the battery’s weight and volume as measured in watt-hours per kilogram and watt-hours per liter, respectively. High energy density batteries generally are longer lasting power sources providing longer operating time and necessitating fewer battery recharges. High energy density and long achievable cycle life are important characteristics for comparing rechargeable battery technologies. Greater energy density will permit the use of batteries of a given weight or volume for a longer time period. Accordingly, greater energy density will enable the use of smaller and lighter batteries with energy comparable to those currently marketed. Lithium ion batteries, by the nature of their electrochemical properties, are capable of providing higher energy density than comparably sized batteries that utilize other chemistries and, therefore, tend to consume less volume and weight for a given energy content. Long achievable cycle life, particularly in combination with high energy density, is suitable for applications requiring frequent battery recharges, such as cellular telephones and laptop computers, and allows the user to charge and recharge many times before noticing a difference in performance. We believe that our lithium ion batteries generally have some of the highest energy density and longest cycle life available.

Lithium Ion Cells and Batteries. We market a variety of Lithium ion cells and rechargeable batteries comprising cells manufactured by qualified cell manufacturers. These products are used in a wide variety of applications including communications, medical and other portable electronic devices.

Battery Charging Systems and Accessories. To provide our customers with complete power system solutions, we offer a wide range of rugged military and commercial battery charging systems and accessories including smart chargers, multi-bay charging systems and a variety of cables.

Multi-Kilowatt Module. Our Multi-Kilowatt Module lithium ion battery system is a large format battery utilizable for energy storage, battery back-up, and remote power applications. This product is a direct replacement of 2.5 kWh and greater lead acid batteries in 24V or 48V applications. It can be connected in multiples to obtain higher-voltages and is capable of over 3,000 cycles while maintaining 80% of its capacity.

Technology Contracts. Our technology contract activities involve the development of new products or the enhancement of existing products through contracts with both government agencies and other private sector third parties.

Communications Systems

Under our McDowell Research and AMTI brands, we design and manufacture a line of communications systems and accessories to support military communications systems, including RF amplifiers, power supplies, power cables, connector assemblies, amplified speakers, equipment mounts, case equipment, man-portable systems and integrated communication systems for fixed or vehicle applications such as vehicle amplifier-adapters and SATCOM systems. We package all systems to meet specific customer needs in rugged enclosures to allow their use in extreme environments.

We offer a wide range of military communications systems and accessories designed to enhance and extend the operation of communications equipment such as vehicle-mounted, manpack and handheld transceivers. Our communications products include the following product configurations:

RF Amplifiers. Our RF amplifiers include: 20, 50 and 75-watt amplifiers and 20-watt accessories and kits. These amplifiers are used to extend the range of manpack and handheld tactical transceivers and can be used on mobile or fixed site applications.

Integrated Systems. Our integrated systems include: vehicle mounted systems; SATCOM systems; rugged, deployable case systems; multiband transceiver kits; enroute communications cases; and radio cases. These systems give communications operators everything that is needed to provide reliable links to support C4ISR (Command, Control, Communications, Computers and Information, Surveillance and Reconnaissance).

Power Systems. Our power systems include: universal AC/DC power supplies with battery backup for tactical manpack and handheld transceivers; ROVER™ power supplies; interoperable power adapters and chargers; portable power systems and AC to DC power supplies, among many others. We can provide power supplies for virtually all tactical communications devices.

Communications and Electronics. Our communications and electronics services include the design, integration, and fielding of portable, mobile and fixed-site communications systems.

Sales and Marketing

We employ a staff of sales and marketing personnel in North America, Europe and Asia. We sell our products and services directly to commercial customers, including OEM's, as well as government and defense agencies in the U.S. and abroad and have contractual arrangements with sales agents who market our products on a commission basis in defined territories. Every effort is made to adjust future prices accordingly, but the ability to adjust prices is generally based on market conditions.

We also distribute some of our products through domestic and international distributors and retailers. Our sales are generated primarily from customer purchase orders. We have several long-term contracts with the U.S. government and other customers. These contracts do not commit the customers to specific purchase volumes, nor to specific timing of purchase order releases, and they include fixed price agreements over various periods of time. In general we do not believe our sales are seasonal, although we may sometimes experience seasonality for some of our military products based on the timing of government fiscal budget expenditures.

A significant portion of our business comes from sales of products and services to the U.S. and foreign governments through various contracts. These contracts are subject to procurement laws and regulations that specify policies and procedures for acquiring goods and services. The regulations also contain guidelines for managing contracts after they are awarded, including conditions under which contracts may be terminated, in whole or in part, at the government's convenience or for default. Failure to comply with the procurement laws or regulations can result in civil, criminal or administrative proceedings involving fines, penalties, suspension of payments, or suspension or debarment from government contracting or subcontracting for a period of time. Even if a contract is awarded there is no guarantee that the government will order product under the contract.

We have one major customer, a large defense primary contractor, which comprised 18% and 12% of our revenues in 2017 and 2016, respectively. During the year ended December 31, 2016, another large defense contractor comprised 13% of our sales; however, sales to this customer in 2017 comprised 3% of our sales. There were no other customers that comprised greater than 10% of our total revenues during these years.

In 2017, sales to U.S. and non-U.S. customers were approximately $47,614 and $37,917, respectively. In 2016, sales to U.S. and non-U.S. customers were approximately $45,094 and $37,366, respectively. For more information relating to revenues by country for the last two fiscal years and long-lived assets for the last two fiscal years by country of origin, see Note 11 in the Notes to the Consolidated Financial Statements included in Item 8 of this Annual Report on Form 10-K.

Battery & Energy Products

We target sales of our non-rechargeable products to manufacturers of security and safety equipment, medical devices, search and rescue equipment, specialty instruments, point of sale equipment and metering applications, as well as users of military equipment. Our strategy is to develop sales and marketing alliances with OEM's and governmental agencies that utilize our batteries in their products, commit to cooperative research and development or marketing programs, and recommend our products for design-in or replacement use in their products. We are addressing these markets through direct contact by our sales and technical personnel, use of sales agents and stocking distributors, manufacturing under private label, and promotional activities.

We seek to capture a significant market share for our products within our targeted OEM markets, which we believe, if successful will result in increased product awareness and sales at the end-user or consumer level. We are also selling our 9-volt battery to the consumer market through retail distribution through a number of national retailers. Most military procurements are done directly by the specific government organizations requiring products, based on a competitive bidding process. Additionally, we are typically required to successfully meet contractual specifications and to pass various qualifications testing for the products under contract by the military. An inability by us to pass these tests for our new products in a timely fashion could have a material adverse effect on future growth prospects. When a government contract is awarded, there is a government procedure that allows for unsuccessful companies to formally protest the award if they believe they were unjustly treated in the government's bid evaluation process. A prolonged delay in the resolution of a protest, or a reversal of an award resulting from such a protest, could have a material adverse effect on our business, financial condition and results of operations.

We market our products to defense organizations in the U.S. and other countries. These efforts have resulted in our winning significant contracts. In March 2017, we were awarded a production contract by the U. S. Government's Defense Logistics Agency for up to five years, with a maximum total potential of $21,400, to provide our BA-5390 non-rechargeable Lithium Manganese Dioxide batteries to the U.S. military. While production deliveries are expected to begin in the first half of 2019, we continue to receive orders for our legacy BA-5390 batteries from the Defense Logistics Agency. In January 2018, we received a $3,348 contract from the Defense Logistics Agency to ship our legacy BA-5390 batteries within one hundred ninety days of the contract date. In October 2017, we were awarded a production contract by the Defense Logistics Agency for five years, with a maximum potential of $49,800, to provide our hybrid lithium manganese dioxide/carbon monofluoride (CFx) non-rechargeable BA-5790 and BA-5795 batteries. Production deliveries under this award are expected to begin in the first half of 2019.

We target sales of our Lithium ion rechargeable batteries and charging systems to OEM customers, as well as distributors and resellers focused on our target markets. We respond to RFPs to design products for OEMs, and believe that our design capabilities, product characteristics and solution integration will drive OEMs to incorporate our batteries into their product offerings, resulting in revenue growth opportunities for us.

We continue to expand our marketing activities as part of our strategic plan to increase sales of our rechargeable products for commercial, standby, defense and communications applications, as well as hand-held devices, wearable devices and other electronic portable equipment. A key part of this expansion includes increasing our design and assembly capabilities as well as building our network of distributors and value added distributors throughout the world.

At December 31, 2017 and 2016, our backlog related to Battery & Energy Products was approximately $31,000 and $23,100, respectively. The 34% increase in our Battery & Energy Products backlog at December 31, 2017 is primarily due to higher demand for batteries from global medical products OEMs, a large U.S.-based global defense contractor, and government and defense suppliers. The 2017 backlog is related to orders that are expected to ship throughout 2017.

Communications Systems

We target sales of our communications systems, which include power solutions and accessories to support communications systems such as RF amplifiers, power supplies, power cables, connector assemblies, amplified speakers, equipment mounts, case equipment and integrated communication systems, to military OEMs and U.S. and allied foreign militaries. We sell our products directly and through authorized distributors to OEMs and to defense contractors and U.S. and foreign militaries in the U.S. and internationally. We market our products to defense organizations and OEMs in the U.S. and internationally.

At December 31, 2017 and 2016, our backlog related to Communications Systems orders was approximately $8,100 and $3,000, respectively. The 166% increase in our Communications Systems backlog at December 31, 2017 is mostly a result of a December 2017 $3,900 award to supply our Vehicle Amplifier-Adaptors (“VAA”) to a large global defense contractor, the remaining shipments on an August 2017 $4,700 award to supply our Vehicle Installed Power Enhanced Rifleman Appliqués (“VIPER”) to a large global defense contractor and increased demand for our core products such as our 20-watt amplifiers, universal vehicle adaptors and power supplies.

Patents, Trade Secrets and Trademarks

We rely on licenses of technology as well as our patented and unpatented proprietary information, know-how and trade secrets to maintain and develop our competitive position. Despite our efforts to protect our proprietary information, there can be no assurance that others will neither develop the same or similar information independently nor obtain access to our proprietary information, know-how and trade secrets. In addition, there can be no assurance that we would prevail if we asserted our intellectual property rights against third parties, or that third parties will not successfully assert infringement claims against us in the future. We believe, however, that our success depends more on the knowledge, ability, experience and technological expertise of our employees, than on the legal protection that our patents and other proprietary rights may or will afford.

We hold six patents issued in the U.S., two patents issued in Mexico, two patents issued in the European Union, one patent issued in the United Kingdom, one patent issued in China, one patent issued in Japan and have eleven patents pending in the U.S, Europe, Australia, India, and Taiwan. We believe our patents protect technology that makes automated production more cost-effective and protects important competitive features of our products. However, we do not consider our business to be dependent on patent protection.

As part of our employment commencement process, our employees are required to enter into agreements providing for confidentiality of certain information and the assignment of rights to inventions made by them while employed by us. These agreements also contain certain noncompetition and non-solicitation provisions effective during the employment term and for varying periods thereafter depending on position and location. There can be no assurance that we will be able to enforce these agreements. All of our employees agree to abide by the terms of a Code of Ethics policy that provides for the confidentiality of certain information received during the course of their employment. Nevertheless, the enforceability of such agreements is subject to public policy limitations that vary from state to state and country by country so we cannot assure that they will be enforceable in accordance with their terms, if at all.

Trademarks are an important aspect of our business. We sell our products under a number of trademarks, which we own or use under license. The following are registered trademarks of ours: Ultralife®, Ultralife Thin Cell®, Ultralife HiRate®, Ultralife & design®, LithiumPower®, LithiumPower & Design®, SmartCircuit®, Smart Circuit®, Smart

Circuit & design®, We Are Power®, AMTI®, ABLE™, ACCUTRONICS®, ACCUPRO®, ENTELLION®, Intelligent Power Vault®, McDowell Research® and RPS®.

Manufacturing and Raw Materials

We manufacture our products from raw materials and component parts that we purchase. Our manufacturing facilities in Newark, New York are ISO 9001, ISO 14001, and ISO 13485 certified. Our manufacturing facilities in Shenzhen, China are ISO 9001, ISO 1400 and ISO 13485 certified. Our manufacturing facilities in Virginia Beach, Virginia are ISO 9001certified. Our manufacturing facilities in the United Kingdom are ISO 9001 and ISO 13485 certified.

We expect our future raw material purchases to fluctuate based on global demand of our products, our knowledge regarding the timing of customer orders, the related need to build inventory in anticipation of orders and actual shipment dates.

Battery & Energy Products

Our Newark, New York and Shenzhen, China facilities have the capacity to produce cylindrical cells, 9-volt batteries, and thin cells. Capacity, however, is also affected by demand for particular products, and product mix changes can produce bottlenecks in an individual operation, constraining overall capacity. We have acquired new machinery and equipment in areas where production bottlenecks have resulted in the past and we believe that we have sufficient capacity in these areas. We continually evaluate our requirements for additional capital equipment, and we believe that the planned increases will be adequate to meet foreseeable customer demand.

Certain materials used in our products are available only from a single source or a limited number of sources. Additionally, we may elect to develop relationships with a single or limited number of sources for materials that are otherwise generally available. Although we believe that alternative sources are available to supply materials that could replace materials we use and that, if necessary, we would be able to redesign our products to make use of an alternative material, any interruption in our supply from any supplier that serves currently as our sole source could delay product shipments and adversely affect our financial performance and relationships with our customers. Although we have experienced interruptions of product deliveries by sole source suppliers, which have not had a material adverse effect on us, we cannot assure that they would not have an adverse effect on us in the future. All other raw materials we utilize are readily available from many sources.

We believe that the raw materials and components utilized for our rechargeable batteries are readily available from many sources. Although we believe that alternative sources are available to supply materials and components that could replace materials or components we use, any interruption in our supply from any supplier that serves currently as our sole source could delay product shipments and adversely affect our financial performance and relationships with our customers.

Our Newark, New York facility has the capacity to produce significant volumes of rechargeable batteries, as this operation generally assembles battery packs and chargers and is limited only by physical space and is not constrained by manufacturing equipment capacity which can accommodate significant additional volumes of product. Similarly, our China and United Kingdom facilities also have capacity to produce significant quantities of primary and rechargeable batteries beyond current volumes and are not constrained by manufacturing equipment capacity.

The total carrying value of our Battery & Energy Products inventory, including raw materials, work in process and finished goods, amounted to approximately $16,650 and $13,639 as of December 31, 2017 and 2016, respectively. The year-over-year increase primarily reflects inventory to service our higher backlog at December 31, 2017.

Communications Systems

In general, we believe that the raw materials and components utilized by us for our communications accessories and systems, including RF amplifiers, power supplies, cables, repeaters and integration kits, are available from many sources. Although we believe that alternative sources are available to supply materials and components that could replace materials or components we use, any interruption in our supply from any supplier that serves currently as our sole source could delay product shipments and adversely affect our financial performance and relationships with our customers.

Our Virginia Beach, Virginia facility has the capacity to produce communications products and systems. This operation generally assembles products and is limited only by physical space and is not constrained by manufacturing equipment capacity.

The total carrying value of our Communications Systems inventory, including raw materials, work in process and finished goods, amounted to approximately $9,676 and $9,817 as of December 31, 2017 and 2016, respectively.

Research and Development

We concentrate significant resources on research and development activities to improve our technological capabilities and to design new products for customers' applications. We conduct our research and development in Newark, New York; Virginia Beach, Virginia; Tallahassee, Florida; Newcastle-under-Lyme, United Kingdom and Shenzhen, China. During 2017 and 2016, we expended $5,142 and $6,155, respectively, on research and development, including $405 and $209, respectively, on customer sponsored research and development activities, which are included in cost of goods sold. The year-over-year decrease primarily reflects the timing of development and testing costs associated with the initial shipment of VIPER units in 2016 and discretionary cost reduction actions completed during and subsequent to the second quarter of 2016, including synergies with Accutronics. We expect that research and development expenditures in the future will be fairly consistent with those in 2017, as we anticipate that new product development initiatives will drive our growth. As in the past, we will continue to make funding decisions for our research and development efforts based upon strategic demand for customer applications.

Battery & Energy Products

We continue to internally develop non-rechargeable cells and batteries with the goal of broadening our product offering to our customers.

We continue to internally develop our rechargeable product portfolio, including batteries, battery management systems, cables and charging systems, as our customers' needs for portable power continue to grow and new technologies become available.

The U.S. government sponsors research and development programs, which Ultralife participates in, designed to improve the performance and safety of existing battery systems and to develop new battery systems.

Communications Systems

We continue to internally develop a variety of communications accessories and systems for the global defense market to meet the ever-changing demands of our customers.

Safety; Regulatory Matters; Environmental Considerations

Certain of the materials utilized in our batteries may pose safety problems if improperly used, stored, or handled. We have designed our batteries to minimize safety hazards both in manufacturing and use.

The transportation of non-rechargeable and rechargeable Lithium batteries is regulated in the U.S. by the Department of Transportation's Pipeline and Hazardous Materials Safety Administration ("PHMSA"), and internationally by the International Civil Aviation Organization ("ICAO") and corresponding International Air Transport Association ("IATA") Dangerous Goods Regulations and the International Maritime Dangerous Goods Code ("IMDG"), and other country specific regulations. These regulations are based on the United Nations Recommendations on the Transport of Dangerous Goods Model Regulations and the United Nations Manual of Tests and Criteria. We currently ship our products pursuant to PHMSA, ICAO, IATA, IMDG and other country specific hazardous goods regulations. The regulations require companies to meet certain testing, packaging, labeling, marking and shipping paper specifications for safety reasons. We have not incurred, and do not expect to incur, any significant costs in order to comply with these regulations. We believe we comply with all current U.S. and international regulations for the shipment of our products, and we intend and expect to comply with any new regulations that are imposed. We have established our own testing facilities to ensure that we comply with these regulations. However, if we are unable to comply with any such new regulations, or if regulations are introduced that limit our or our customers' ability to transport our products in a cost-effective manner, this could have a material adverse effect on our business, financial condition and results of operations.

The European Union's Restriction of Hazardous Substances Directive ("the EU RoHS Directive") places restrictions on the use of certain hazardous substances in electrical and electronic equipment. All applicable products sold in the European Union market must pass RoHS compliance. While this directive does not apply to batteries and does not currently affect our defense products, should any changes occur in the directive that would affect our products, we intend and expect to comply with any new regulations that are imposed. However, we cannot assure that the cost of complying with such new regulations would not have a material adverse effect on us. Our commercial chargers are substantially in compliance with the EU RoHS Directive.

The European Union's Battery Directive "on batteries and accumulators and waste batteries and accumulators" (the "EU Battery Directive") is intended to cover all types of batteries regardless of their shape, volume, weight, material composition or use. It is aimed at reducing mercury, cadmium, lead and other metals in the environment by minimizing the use of these substances in batteries and by treating and re-using old batteries. The EU Battery Directive applies to all types of batteries except those used to protect European Member States' security, for military purposes, or sent into space. To achieve these objectives, the EU Battery Directive prohibits the marketing of some batteries containing hazardous substances. It establishes schemes aimed at high level of collection and recycling of batteries with quantified collection and recycling targets. The EU Battery Directive sets out minimum rules for producer responsibility and provisions with regard to labeling of batteries and their removability from equipment. The EU Battery Directive requires product markings for batteries and accumulators to provide information on capacity and to facilitate reuse and safe disposal. We currently ship our products pursuant to the requirements of the EU Battery Directive.

This EU Battery Directive requires that producers or importers of particular classes of electrical goods are financially responsible for specified collection, recycling, treatment and disposal of past and future covered products. This directive assigns levels of responsibility to companies doing business in European Union markets based on their relative market share. This directive calls on each European Union member state to enact enabling legislation to implement the directive. As additional European Union member states pass enabling legislation our compliance system should be sufficient to meet such requirements. Our current estimated costs associated with our compliance with these directives based on our current market share are not significant. However, we continue to evaluate the impact of these directives as European Union member states implement guidance, and actual costs could differ from our current estimates.

China's "Management Methods for Restricted Use of Hazardous Substances in Electrical and Electronic Products" ("China RoHS 2") provides a regulatory framework including hazardous substance restrictions similar to those imposed by the EU RoHS Directive. China RoHS 2 applies to methods for the control and reduction of pollution and other public hazards to the environment caused during the production, sale, and import of electrical and electronic products ("EEP") in China. The regulatory framework of China RoHS 2, also now references the updated marking and labeling requirements under Standard SJ/T 11364-2014 ("Marking Standard"). The methods under China RoHS 2 only apply to EEP placed in the marketplace in China. We believe our compliance system is sufficient to meet our requirements under China RoHS 2. Our current estimated costs associated with our compliance with this regulation based on our current market share are not significant. However, we continue to evaluate the impact of this regulation, and actual costs could differ from our current estimates.

National, state and local laws impose various environmental controls on the manufacture, transportation, storage, use and disposal of batteries and of certain chemicals used in the manufacture of batteries. Although we believe that our operations are in material compliance with current environmental regulations, there can be no assurance that changes in such laws and regulations will not impose costly compliance requirements on us or otherwise subject us to future liabilities, costs and expenses. There can be no assurance that additional or modified regulations relating to the manufacture, transportation, storage, use and disposal of materials used to manufacture our batteries or restricting disposal of batteries will not be imposed or that such regulations will not have a material adverse effect on our business, financial condition and results of operations. In 2017 and 2016, we spent approximately $175 and $117, respectively, on environmental compliance, including costs to properly dispose of potentially hazardous waste.

Since non-rechargeable and rechargeable Lithium battery chemistries react adversely with water and water vapor, certain of our manufacturing processes must be performed in a controlled environment with low relative humidity. Our Newark, New York and Shenzhen, China facilities contain dry rooms or glove box equipment, as well as specialized air-drying equipment.

In addition to the environmental regulations previously described, our products are subject to U.S. and international laws and regulations governing international trade and exports including but not limited to the International Traffic in Arms Regulations ("ITAR"), the Export Administration Regulations ("EAR") and trade sanctions against embargoed countries.

The ITAR is a set of United States government regulations that control the export and import of defense-related articles and services on the United States Munitions List. These regulations implement the provisions of the Arms Export Control Act, and are described in the Code of Federal Regulations. The Department of State Directorate of Defense Trade Controls interprets and enforces ITAR. Its goal is to safeguard U.S. national security and further U.S. foreign policy objectives.

The related EAR are enforced and interpreted by the Bureau of Industry and Security in the Commerce Department. The Department of Defense is also involved in the review and approval process. Inspections in support of import and export laws are performed at border crossings by Customs and Border Protection, an agency of the Department of Homeland Security.

Products and services developed and manufactured in our foreign locations are subject to the export and import controls of the nation in which the foreign location operates.

We believe we are in material compliance with these domestic and international export regulations. However, failure of compliance could have a material adverse effect on our business through possible fines, denial of export privileges, or loss of customers. Further, while we are not aware of any proposed changes to these regulations, any change in the scope or enforcement of export or import regulations or related legislation could have a material adverse effect on our business through increased costs of compliance or reduction in the international growth prospects available to us.

Our future estimated costs associated with our compliance with ITAR, EAR, and the foreign export and import controls we are subject to based on our current sales volumes are not significant. However, we continue to evaluate the impact of these regulations, and actual costs could differ from our current estimates.

Battery & Energy Products

Our non-rechargeable battery products incorporate Lithium metal, which reacts with water and may cause fires if not handled properly. In the past, we have experienced fires that have temporarily interrupted certain manufacturing operations. We believe that we have adequate fire suppression systems and insurance, including business interruption insurance, to protect against the occurrence of fires and fire losses in our facilities.

Our 9-volt battery, among other sizes, is designed to conform to the dimensional and electrical standards of the American National Standards Institute. Authorized certification bodies such as Underwriters Laboratories, Intertek and SGS recognize several of our products.

Communications Systems

We are not currently aware of any regulatory requirements regarding the disposal of communications products.

Corporate

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 Section 1502 (the “Dodd-Frank Act”) requires public companies to disclose whether tantalum, tin, gold and tungsten, commonly known as “conflict minerals,” are necessary to the functionality or production of a product manufactured by a public company and if those elements originated from armed groups in the Democratic Republic of Congo or adjoining countries. To comply with the Dodd-Frank Act, as implemented by SEC rules, we are required to perform due diligence inquiries of our suppliers to determine whether or not our products contain such minerals and from which countries and source (smelter) the minerals were obtained. Our annual report on Form SD was filed by the statutory due date of June 1, 2017 for the 2016 calendar year and we continue to utilize appropriate measures with our suppliers in order to better ascertain the origin of the conflict minerals in our products.

Competition

Competition in both the battery and communications systems markets is, and is expected to remain, intense. The competition ranges from development stage companies to major domestic and international companies, many of which have financial, technical, marketing, sales, manufacturing, distribution and other resources significantly greater than ours. We compete against companies producing batteries as well as companies producing communications systems. We compete on the basis of design flexibility, performance, price, reliability and customer support. There can be no assurance that our technologies and products will not be rendered obsolete by developments in competing technologies or services that are currently under development or that may be developed in the future or that our competitors will not market competing products and services that obtain market acceptance more rapidly than ours.

Historically, although other entities may attempt to take advantage of the growth of the battery market, the Lithium battery cell industry has certain technological and economic barriers to entry. The development of technology, equipment and manufacturing techniques and the operation of a facility for the automated production of Lithium battery cells require large capital expenditures, which may deter new entrants from commencing production. Through our experience in battery cell manufacturing, we have also developed significant expertise in the non-rechargeable battery market, which we believe would be difficult to reproduce without substantial time and expense.

Employees

As of December 31, 2017, we employed a total of 568 permanent and temporary employees: 33 in research and development, 464 in production and 71 in sales and administration. None of our employees are represented by a labor union.

ITEM 1A. RISK FACTORS

Our business faces many risks. As such, prospective investors and shareholders should carefully consider and evaluate all of the risk factors described below as well as other factors discussed in this Annual Report on Form 10-K and in our other filings with the SEC. Any of these factors could adversely affect our business, financial condition and results of operations. Additional risks and uncertainties that are not currently known to us or that are not currently believed by us to be material may also harm our business operations and financial results. These risk factors may change from time to time and may be amended, supplemented, or superseded by updates to the risk factors contained in periodic reports on Form 10-Q and Form 10-K that we file with the SEC in the future.

A significant portion of our revenues is derived from certain key customers.

We have one major customer, a large defense primary contractor, which comprised 18% and 12% of our revenues in 2017 and 2016, respectively. During the year ended December 31, 2016, another large defense contractor comprised 13% of our sales; however, sales to this customer in 2017 comprised 3% of our sales. There were no other customers that comprised greater than 10% of our total revenues during these years. While we consider our relationship with our major customer to be good, the reduction, delay or cancellation of orders from this customer or this customer's insolvency / inability to pay, for any reason, would reduce our revenue and operating income and could materially and adversely affect our business, operating results and financial condition in other ways.

We may incur significant costs because of the warranties we supply with our products and services.

With respect to our battery products, we typically offer warranties against any defects in manufacture or workmanship for a period up to one year from the date of purchase. With respect to our communications systems products, we now offer up to a three-year warranty. We provide for a reserve for these potential warranty expenses, which is based on an analysis of historical warranty issues. There is no assurance that future warranty claims will be consistent with past history, and in the event we experience a significant increase in warranty claims, there is no assurance that our reserves will be sufficient. Excessive warranty claims could have a material adverse effect on our business, financial condition and results of operations.

A decline in demand for products using our batteries or communications systems could reduce demand for our products and/or our products could become obsolete resulting in lower revenues and profitability.

A substantial portion of our business depends on the continued demand for products using our batteries and communications systems sold by our customers, including original equipment manufacturers. Our success depends significantly upon the success of those customers' products in the marketplace. We are subject to many risks beyond our control that influence the success or failure of a particular product or service offered by a customer, including:

- competition faced by the customer in its particular industry,
- market acceptance of the customer's product or service,
- the engineering, sales, marketing and management capabilities of the customer,
- technical challenges unrelated to our technology or products faced by the customer in developing its products or services, and
- the financial and other resources of the customer.

The market for our products is characterized by changing technology and evolving industry standards, often resulting in product obsolescence or short product lifecycles. Although we believe that our products utilize state-of-the-art technology, there can be no assurance that competitors will not develop technologies or products that would render our technologies and products obsolete or less marketable. Many of the companies with which we compete have substantially greater resources than we do, and some have the capacity and volume of business to be able to produce their products more efficiently than we can. In addition, these companies are developing or have developed products using a variety of technologies that are expected to compete with our technologies. Furthermore, we have noted an increase in foreign competition, especially in Asia, over the last several years which tend to compete on price in the battery industry. If these companies successfully market their products in a manner that renders our technologies obsolete, this would reduce our revenue and operating income and could have other material adverse effects on our business, financial condition and results of operations.

Our operations in China are subject to unique risks and uncertainties.

Our operating facility in China presents risks including, but not limited to, changes in local regulatory requirements, changes in labor laws, local wage laws, environmental regulations, taxes and operating licenses, compliance with U.S. regulatory requirements, including the Foreign Corrupt Practices Act, uncertainties as to application and interpretation of local laws and enforcement of contract and intellectual property rights, currency restrictions, currency exchange controls, fluctuations of currency, and currency revaluations, eminent domain claims, civil unrest, power outages, water shortages, labor shortages, labor disputes, increase in labor costs, rapid changes in government, economic and political policies, political or civil unrest, acts of terrorism, or the threat of boycotts, and other civil disturbances that are outside of our control. Any such disruptions could depress our earnings and have other material adverse effects on our business, financial condition and results of operations.

For example, during 2014 the landlord for our China facility informed us that the local village government in Shenzhen was exercising its right of eminent domain and that the lease for our facility would not be extended past its expiration in October 2014 due to zoning changes. Accordingly, we developed and executed a plan which we completed in 2015. Under the plan we found a replacement facility, entered into a five-year lease, negotiated compensation from the local government for our forfeited leasehold improvements and moving expenses, refurbished the replacement facility to meet our operational needs and relocated all of our operations and employees to the new facility. While this situation was handled on time, on plan and with no known disruption to our business, there can be no assurances that other situations posing such risks to the business will be successfully remediated to the same extent.

Our efforts to develop new products or new commercial applications for our products could be prolonged or could fail.

Although we develop certain products for new commercial applications, we cannot assure that these new products will be accepted due to the highly competitive nature of the industry. There are many new product and technology entrants into the markets into which we sell our products, and we must continually reassess the markets in which our products can be successful and seek to engage customers in those markets that will adopt our products for use in their products. In addition, these customers must be successful with their products in their markets for us to gain increased business. Increased competition, failure to gain customer acceptance of products, the introduction of competitive technologies or failure of our customers in their markets could have a further adverse effect on our business and reduce our revenue and operating income.

Breaches in security and other disruptions and/or our ability to prevent or respond to such breeches, could diminish our ability to generate revenues or contain costs and negatively impact our business in other ways.

We face certain security threats, including threats to our information technology infrastructure, attempts to gain access to our proprietary or classified information, and threats to physical and cyber security. Our information technology networks and related systems are critical to the operation of our business and essential to our ability to successfully perform day-to-day operations. The risks of a security breach, cyber attack, cyber intrusion, or disruption, particularly through actions taken by computer hackers, foreign governments and cyber terrorists, have increased as the number, intensity and sophistication of attempted attacks and intrusions from around the world have increased. Although we have acquired and developed systems and processes designed to protect our proprietary or classified information, they may not be sufficient and the failure to prevent these types of events could disrupt our operations, require significant management attention and resources, and could negatively impact our reputation among our customers and the public, which could have a negative impact on our financial condition, and weaken our results of operations and liquidity. In 2017, we formed a cyber security executive management committee with oversight responsibility to minimize the risk of breaches. The committee is presently reviewing all key aspects of cyber security and has engaged outside security consultants to ensure a robust plan is in place.

Reductions or delays in U.S. and foreign military spending could continue to have a material adverse effect on our business, financial condition and results of operations.

A significant portion of our revenues is derived from contracts with the U.S. and foreign militaries or OEMs that supply the U.S. and foreign militaries. In the years ended December 31, 2017 and 2016, approximately $44,700 or 52% and $41,600 or 50%, respectively, of our revenues were comprised of sales made directly or indirectly to the U.S. and foreign militaries.

While significant gains have been made in commercial markets with our Battery & Energy Products business, we are still highly dependent on sales to U.S. Government customers. The amounts and percentages of our net revenue that were derived from sales to U.S. Government customers, including the Department of Defense, whether directly or through prime contractors, was approximately $35,100 or 41% in 2017 and $33,600 or 41% in 2016. Therefore, any significant disruption or deterioration of our relationship with the U.S. Government or any prime defense contractor could still significantly reduce our revenue. Our competitors continuously engage in efforts to expand their business relationships with the U.S. Government and will continue these efforts in the future, and the U.S. Government may choose to use other contractors or suppliers.

Budget and appropriations decisions made by the U.S. Government, including possible future sequestration periods or other similar formulaic reductions in federal expenditures, are outside of our control and have long-term consequences for our business. A continued decline in U.S. military expenditures could result in a reduction in the military's demand for our products, which could have a material adverse effect on our business, financial condition and results of operations

Our supply of raw materials and components could be disrupted.

Certain materials and components used in our products are available only from a single or a limited number of suppliers. As such, some materials and components could become in short supply resulting in limited availability and/or increased costs. Additionally, we may elect to develop relationships with a single or limited number of suppliers for materials and components that are otherwise generally available. Due to our involvement with supplying defense products to the U.S. government, we could receive a government preference to continue to obtain critical supplies to meet military production needs. However, if the government did not provide us with a government preference in such circumstances, the difficulty in obtaining supplies could have a material adverse effect on our business, financial condition and results of operations. We believe that alternative suppliers are available to supply materials and components that could replace materials and components currently used and that, if necessary, we would be able to redesign our products to make use of such alternatives. However, any interruption in the supply from any supplier that serves as a sole source could delay product shipments and have a material adverse effect on our business, financial condition and results of operations. We have experienced interruptions of product deliveries by sole source suppliers in the past, and we cannot guarantee that we will not experience a material interruption of deliveries from sole source suppliers in the future. Of particular note is the increased demand for Lithium-based cells from the electric vehicle manufacturers. While this has resulted in increased supply of such cells, we continue to monitor our supply chain closely to ensure that any potential supply interruptions are minimized.

Additionally, we could face increasing pricing pressure from our suppliers dependent upon volume due to rising costs by these suppliers that could be passed on to us in higher prices for our raw materials, which could increase our cost of business, lower our margins and have other materially adverse effects on our business, financial condition and results of operations.

Our quarterly and annual results and the price of our common stock could fluctuate significantly.

Our future operating results may vary significantly from quarter-to-quarter and from year-to-year depending on factors such as the timing and shipment of significant orders, new product introductions, major project wins, U.S. and foreign government demand, delays in customer releases of purchase orders, delays in receiving raw materials from vendors, the mix of distribution channels through which we sell our products and services and general economic conditions. Frequently, a substantial portion of our revenue in each quarter is generated from orders booked and fulfilled during that quarter. As a result, revenue levels are difficult to predict for each quarter. If revenue results are below expectations, operating results will be adversely affected as we have a sizeable base of fixed overhead costs that do not fluctuate much with changes in revenue. Due to such variances in operating results, we have sometimes failed to meet, and in the future may not meet, market expectations regarding our future operating results.

In addition to the uncertainties of quarterly and annual operating results, future announcements concerning us or our competitors, including technological innovations or commercial products, litigation or public concerns as to the safety or commercial value of one or more of our products may cause the market price of our common stock to fluctuate substantially for reasons which may be unrelated to our operating results.

Any inability to comply with changes to the regulations for the shipment of our products could limit our ability to transport our products to customers in a cost-effective manner and reduce our operating income and margins.

The transportation of Lithium batteries is regulated by the International Civil Aviation Organization (“ICAO”) and corresponding International Air Transport Association (“IATA”) Dangerous Goods Regulations and the International Maritime Dangerous Goods Code (“IMDG”) and in the U.S. by the Department of Transportation’s Pipeline and Hazardous Materials Safety Administration (“PHMSA”). These regulations are based on the United Nations Recommendations on the Transport of Dangerous Goods Model Regulations and the United Nations Manual of Tests and Criteria. We currently ship our products pursuant to ICAO, IATA and PHMSA hazardous goods regulations. These regulations require companies to meet certain testing, packaging, labeling and shipping specifications for safety reasons. We have not incurred, and do not expect to incur, any significant costs in order to comply with these regulations. We believe we comply with all current U.S. and international regulations for the shipment of our products, and we intend and expect to comply with any new regulations that are imposed. We have established our own testing facilities to ensure that we comply with these regulations. If we are unable to comply with the new regulations, however, or if regulations are introduced that limit our ability to transport our products to customers in a cost-effective manner, this could reduce our operating income and margins, and have other material adverse effects on our business, financial condition and results of operations.

We are subject to certain safety risks, including the risk of fire, inherent in the manufacture, use and transportation of Lithium batteries.

Due to the high energy inherent in Lithium batteries, our Lithium batteries can pose certain safety risks, including the risk of fire. We incorporate procedures in research, development, product design, manufacturing processes and the transportation of Lithium batteries that are intended to minimize safety risks, but we cannot assure that accidents will not occur or that our products will not be subject to recall for safety concerns. Although we currently carry insurance policies which cover loss of the plant and machinery, leasehold improvements, inventory and business interruption, any accident, whether at the manufacturing facilities or from the use of the products, may result in significant production delays or claims for damages resulting from injuries or death. While we maintain what we believe to be sufficient casualty liability coverage to protect against such occurrences, these types of losses could reduce our available cash and our operating and net income and have other material adverse effects on our business, financial condition and results of operation.

Any impairment of goodwill and indefinite-lived intangible assets, and other intangible assets, could negatively impact our results of operations.

Our goodwill and indefinite-lived intangible assets are subject to an impairment test on an annual basis and are also tested whenever events and circumstances indicate that goodwill and other indefinite-lived intangible assets may be impaired. Any excess goodwill and/or indefinite-lived intangible assets value resulting from the impairment test must be written off in the period of determination. Intangible assets (other than goodwill and other indefinite-lived intangible assets) are generally amortized over the useful life of such assets. In addition, from time to time, we may acquire or make an investment in a business which will require us to record goodwill based on the purchase price and the value of the acquired tangible and intangible assets. We may subsequently experience unforeseen issues with such business which adversely affect the anticipated results of the business or value of the intangible assets and trigger an evaluation of the recoverability of the recorded goodwill and intangible assets for such business. There is a possibility that our goodwill and other intangible assets could be impaired should there be a significant change in our internal forecasts and other assumptions we use in our impairment analysis. Future determinations of significant write-offs of goodwill or intangible assets as a result of an impairment test or accelerated amortization of other intangible assets could have a negative impact, although not affecting cash, on our results of operations.

Negative publicity of Lithium ion batteries may negatively impact the industries or markets we operate in.

We are unable to predict the impact, severity or duration of negative publicity related to fire / mishandling of Lithium ion batteries or the environmental impact of their disposal, and how it may impact the industries or markets we serve. Ongoing negative attention being given to Lithium ion batteries that are used in certain cellular phones or are integrated into the power systems of new commercial aircraft and electric motor vehicles may have an impact on the Lithium ion battery industry as a whole, regardless of the design or usage of those batteries. The residual effects of such events could have an adverse effect on our business, financial condition, and results of operations.

Our growth and expansion strategy could strain or overwhelm our resources.

Rapid growth of our business could significantly strain management, operations and technical resources. If we are successful in obtaining rapid market growth of our products, we will likely be required to deliver large volumes of quality products to customers on a timely basis at a reasonable cost. For example, demand for our new or existing products combined with our ability to penetrate new markets and geographies or secure a major project award, could strain the current capacity of our manufacturing facilities and require additional capital resources, equipment and time to meet the required demand. We cannot assure, however, that our business will grow rapidly or that our efforts to expand manufacturing and quality control activities will be successful or that we will be able to satisfy commercial scale production requirements on a timely and cost-effective basis.

We also may be required to continue to improve our operations, management and financial systems and controls in order to remain competitive. The failure to manage growth and expansion effectively could have an adverse effect on our business, financial condition, and results of operations.

The loss of top management and key personnel could significantly harm our business, and our ability to put in place a succession plan and recruit experienced, competent management is critical to the success of the business.

The loss of top management and key personnel could significantly harm our business, and our ability to put in place a succession plan and recruit experienced, competent management is critical to the success of our business. The continuity of our officers and executive team is vital to the successful implementation of our business model and growth strategy designed to deliver sustainable, consistent profitability. A top management priority has been the development and implementation of a formal written succession plan to mitigate the risks associated with the loss of senior executives. There is no guarantee that we will be successful in our efforts to effectively implement our succession plan.

Because of the specialized, technical nature of our business, we are highly dependent on certain members of our management, sales, engineering and technical staffs. The loss of these employees could have a material adverse effect on our business, financial condition and results of operations. Our ability to effectively pursue our business strategy will depend upon, among other factors, the successful retention of our key personnel, recruitment of additional highly skilled and experienced managerial, sales, engineering and technical personnel, and the integration of such personnel obtained through business acquisitions. We cannot assure that we will be able to retain or recruit this type of personnel. An inability to hire sufficient numbers of people or to find people with the desired skills could result in greater demands being placed on limited management resources which could delay or impede the execution of our business plans and have other material adverse effects on our business, financial condition and results of operations.

We are subject to foreign currency fluctuations.

We maintain manufacturing operations in North America, Europe and China, and we export products to various countries. We purchase materials and sell our products in foreign currencies, and therefore currency fluctuations may impact our pricing of products sold and materials purchased. While the percentage of our business with customers outside of the U.S. slightly declined in 2017, sales to such customers still make up a significant percentage of our total revenues. For example, in 2017, 44% our sales were to customers outside of the U.S. as compared to 45% in 2016. A future strengthening of the U.S. Dollar relative to our customers’ currencies could make our products relatively more expensive to them, and may adversely affect our sales levels and reduce profitability. In addition, our United Kingdom and China subsidiaries maintain their books in local currency and the translation of the subsidiary financial statements into U.S. dollars for our consolidated financial statements could have an adverse effect on our consolidated financial results due to changes in local currency value relative to the U.S. dollar. Accordingly, currency fluctuations could have a material adverse effect on our business, financial condition and results of operations by increasing our expenses and reducing our income. Finally, we maintain certain domestic U.S. cash balances denominated in foreign currencies, and the U.S. dollar equivalent of these balances fluctuates with changes in the foreign exchange rates between these currencies and the U.S. dollar.

Our customers may not meet the volume expectations in our supply agreements.

We sell most of our products and services through supply agreements and contracts. While supply agreements and contracts contain volume-based pricing based on expected volumes, we cannot assure that adjustments to reflect volume shortfalls will be made under current industry practices because pricing is rarely adjusted retroactively when contract volumes are not achieved. Every effort is made to adjust future prices accordingly, but our ability to adjust prices is generally based on market conditions and we may not be able to adjust prices in various circumstances.

A finding that our proprietary and intellectual property rights are not enforceable or invalid could allow our competitors and others to produce competing products based on our proprietary and intellectual property or limit our ability to continue to manufacture and market our products.

We believe our success depends more on the knowledge, ability, experience and technological expertise of our employees than on the legal protection of patents and other proprietary rights. However, we claim proprietary rights in various unpatented technologies, know-how, trade secrets and trademarks relating to our products and manufacturing processes. We cannot guarantee the degree of protection these various claims may or will afford, or that competitors will not independently develop or patent technologies that are substantially equivalent or superior to our technology. We protect our proprietary rights in our products and operations through contractual obligations, including nondisclosure agreements with certain employees, customers, consultants and strategic partners. There can be no assurance as to the degree of protection these contractual measures may or will afford. We have had patents issued and have patent applications pending in the U.S. and elsewhere. We cannot assure (1) that patents will be issued from any of these pending applications, or that the claims allowed under any issued patents will be sufficiently broad to protect our technology, (2) that any patents issued to us will not be challenged, invalidated or circumvented, or (3) as to the degree or adequacy of protection any patents or patent applications may or will afford. Further, if we are found to be infringing third party patents, we cannot assure that we will not be subjected to significant damages or will be able to obtain licenses with respect to such patents on acceptable terms, if at all. The failure to obtain necessary licenses could delay product shipments or the introduction of new products, and costly attempts to design around such patents could foreclose the development, manufacture or sale of products.

We are subject to the contract rules and procedures of the U.S. and foreign governments. These rules and procedures create significant risks and uncertainties for us that are not usually present in contracts with private parties.

We continue to develop battery products and communications systems to meet the needs of the U.S. and foreign governments. We compete in solicitations for awards of contracts. The receipt of an award, however, does not always result in the immediate release of an order and does not guarantee in any way any given volume of orders. Any delay of solicitations or anticipated purchase orders by, or future failure of, the U.S. or foreign governments to purchase products manufactured by us could have a material adverse effect on our business, financial condition and results of operations. In these scenarios we are also typically required to successfully meet contractual specifications and to pass various qualification-testing for the products under contract. Our inability to pass these tests in a timely fashion, as well as meet delivery schedules for orders released under contract, could have a material adverse effect on our business, financial condition and results of operations.

Additionally, when a U.S. government contract is awarded, there is a government procedure that permits unsuccessful companies to formally protest such award if they believe they were unjustly treated in the evaluation process. As a result of these protests, the government is precluded from proceeding under these contracts until the protests are resolved. A prolonged delay in the resolution of a protest, or a reversal of an award resulting from such a protest could have material adverse effects on our business, financial condition and results of operations.

We could be adversely affected by violations of the US Foreign Corrupt Practices Act ("FCPA"), the U.K. Bribery Act or other anti-corruption laws.

The FCPA, U.K. Bribery Act and other anti-corruption laws generally prohibit companies and their intermediaries from making improper payments (to foreign officials and otherwise) and require companies to keep accurate books and records and maintain appropriate internal controls. Our training program and policies mandate compliance with such laws. We operate in some parts of the world that have experienced governmental corruption to some degree, and, in certain circumstances, strict compliance with anti-bribery laws may conflict with local customs and practices. If we are found to be liable for violations of anti-corruption laws (either due to our own acts or our inadvertence, or due to the acts or inadvertence of others, including employees of our third party partners or agents), we could suffer from civil and criminal penalties or other sanctions, incur significant internal investigation costs and suffer reputational harm.

Our ability to use our net operating loss carryforwards in the future may be limited, which could increase our tax liabilities and reduce our cash flow and net income.

At December 31, 2017, we had approximately $70,000 of U.S. and $13,000 of U.K. net operating loss carryforwards (“NOLs”) and $2,000 of U.S. tax credit carryforwards available to offset future taxable income. We continually assess the carrying value of these assets based on the relevant accounting standards. The U.S. NOLs of $70,000 expire beginning in 2019 through 2034. As of December 31, 2017, we reflected a full valuation allowance against our deferred tax assets to the extent they are not able to be offset by future reversing temporary differences. As we continue to assess the realizability of our deferred tax assets, the amount of the valuation allowance could be reduced. Achieving our business plan targets, particularly those relating to revenue and profitability, is integral to our assessment regarding the recoverability of our deferred tax assets. The reduction of all or a portion of the valuation allowance could result in a significant one-time benefit to earnings followed in subsequent periods by an increase in our effective tax rate and increases in tax liabilities.

Compliance with government regulations regarding the use of "conflict minerals" may result in increased costs and risks to the company.

As part of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "Act"), the SEC has promulgated disclosure requirements regarding the use of certain minerals, which are mined from the Democratic Republic of Congo and adjoining countries, known as conflict minerals. The disclosure rules were effective in May 2014. We are required to perform due diligence inquiries of our supply chain and publicly disclose whether we manufacture (as defined in the Act) any products that contain conflict minerals and could incur significant costs related to implementing a process that will meet the mandates of the Act. Additionally, customers typically rely on us to provide critical data regarding the parts they purchase, including conflict mineral information. Our material sourcing is broad-based and multi-tiered, and we may not be able to easily verify the origins for conflict minerals used in the products we sell. We have many suppliers and each provides conflict mineral information in a different manner, if at all. Accordingly, because the supply chain is complex, we may face reputational challenges if we are unable to sufficiently verify the origins of conflict minerals used in our products. Additionally, customers may demand that the products they purchase be free of conflict minerals. This may limit the number of suppliers that can provide products in sufficient quantities to meet customer demand or at competitive prices.

The U.S. and foreign governments can audit our contracts with their respective defense and government agencies and, under certain circumstances, can adjust the economic terms of those contracts.

A portion of our business comes from sales of products and services to the U.S. and foreign governments through various contracts. These contracts are subject to procurement laws and regulations that lay out policies and procedures for acquiring goods and services. The regulations also contain guidelines for managing contracts after they are awarded, including conditions under which contracts may be terminated, in whole or in part, at the government's convenience or for default. Failure to comply with the procurement laws or regulations can result in civil, criminal or administrative proceedings involving fines, penalties, suspension of payments, or suspension or disbarment from government contracting or subcontracting for a period of time.

We may incur significant costs because of known and unknown environmental matters.

National, state and local laws impose various environmental controls on the manufacture, transportation, storage, use and disposal of batteries and of certain chemicals used in the manufacture of batteries. We use and generate a variety of chemicals and other hazardous by-products in our manufacturing operations. These environmental laws govern, among other things, air emissions, wastewater discharges and the handling, storage and release of wastes and hazardous substances. Such laws and regulations can be complex and are subject to change. Although we believe that our operations are in substantial compliance with current environmental regulations and that, except as noted below, there are no environmental conditions that will require material expenditures for clean up at our present or former facilities or at facilities to which we have sent waste for disposal, there can be no assurance that changes in such laws and regulations will not impose costly compliance requirements on us or otherwise subject us to future liabilities. There can be no assurance that additional or modified regulations relating to the manufacture, transportation, storage, use and disposal of materials used to manufacture our batteries or restricting disposal of batteries will not be imposed, or as to how these regulations will affect our customers or us. Such changes in regulations could reduce our operating income and margins and have other material adverse effects on our business, financial condition and results of operations. We could incur substantial costs as a result of violations of environmental laws, including clean up costs, fines and sanctions and third-party property damage or personal injury claims. Failure to comply with environmental requirements could also result in enforcement actions that materially limit or otherwise affect the operations of the facilities involved. Under certain environmental laws, a current or previous owner or operator of an environmentally contaminated site may be held liable for the entire cost of investigation, removal or remediation of hazardous materials at such property. This liability could result whether or not the owner or operator knew of, or was responsible for, the presence of any hazardous materials.

The EU RoHS Directive places restrictions on the use of certain hazardous substances in electrical and electronic equipment. All applicable products sold in the European Union market after July 1, 2006 must comply with EU RoHS Directive. While this directive does not apply to batteries and does not currently affect our defense products, should any changes occur in the directive that would affect our products, we intend and expect to comply with any new regulations that are imposed. Our commercial chargers are in compliance with this directive. Additional European Union directives, entitled the Waste Electrical and Electronic Equipment ("WEEE") Directive and the Directive "on batteries and accumulators and waste batteries and accumulators", impose regulations affecting our non-defense products. These directives require that producers or importers of particular classes of electrical goods are financially responsible for specified collection, recycling, treatment and disposal of past and future covered products. These directives assign levels of responsibility to companies doing business in European Union markets based on their relative market share. These directives call on each European Union member state to enact enabling legislation to implement the directive. As additional European Union member states pass enabling legislation our compliance system should be sufficient to meet such requirements. Our current estimated costs associated with our compliance with these directives based on our current market share are not significant. However, we continue to evaluate the impact of these directives as European Union member states implement guidance, and actual costs could differ from our current estimates.

The EU Battery Directive is intended to cover all types of batteries regardless of their shape, volume, weight, material composition or use. It is aimed at reducing mercury, cadmium, lead and other metals in the environment by minimizing the use of these substances in batteries and by treating and re-using old batteries. This directive applies to all types of batteries except those used to protect European Member States' security, for military purposes, or sent into space. To achieve these objectives, the EU Battery Directive prohibits the marketing of some batteries containing hazardous substances. It establishes processes aimed at high levels of collection and recycling of batteries with quantified collection and recycling targets. The directive sets out minimum rules for producer responsibility and provisions with regard to labeling of batteries and their removability from equipment. Product markings are required for batteries and accumulators to provide information on capacity and to facilitate reuse and safe disposal. We currently ship our products pursuant to the requirements of the directive. Our current estimated costs associated with our compliance with these directives based on our current market share are not significant. However, we continue to evaluate the impact of these directives as European Union member states implement guidance, and actual costs could differ from our current estimates.

The China RoHS 2 directive provides a regulatory framework, including similar hazardous substance restrictions as are imposed by the EU RoHS Directive, and applies to methods for the control and reduction of pollution and other public hazards to the environment caused during the production, sale, and import of EEP in China affecting a broad range of electronic products and parts. The regulatory framework of China RoHS 2, also now references the updated marking and labeling requirements under Standard SJ/T 11364-2014 (“Marking Standard”). The methods under China RoHS 2 only apply to EEP placed in the marketplace in China. We believe our compliance system is sufficient to meet our requirements under China RoHS 2. Our current estimated costs associated with our compliance with this regulation based on our current market share are not significant. However, we continue to evaluate the impact of this regulation, and actual costs could differ from our current estimates.

A number of domestic and international communities are prohibiting the landfill disposal of batteries and requiring companies to make provisions for product recycling. Of particular note are the EU Batteries Directive and the New York State Rechargeable Battery Recycling Law. We are committed to responsible product stewardship and ongoing compliance with these and future statutes and regulations. The compliance costs associated with current recycling statutes and regulations are not expected to be significant at this time. However, we continue to evaluate the impact of these regulations, and actual costs could differ from our current estimates and additional laws could be enacted by these and other states which entail greater costs of compliance.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

As of December 31, 2017, we own two buildings in Newark, New York comprising approximately 250,000 square feet, which serve operations primarily in the Battery & Energy Products operating segment. Our corporate headquarters are located in our Newark, New York facility. We also lease approximately 97,000 square feet in two buildings on one campus in Shenzhen, China and approximately 25,000 square feet in six buildings in a contiguous area in Newcastle-under-Lyme, United Kingdom, which serve operations in the Battery & Energy Products operating segment. The Shenzhen, China campus location includes a dormitory facility. We lease approximately 32,500 square feet in a facility in Virginia Beach, Virginia, which serves operations in the Communications Systems operating segment. We also lease sales and administrative offices, as well as manufacturing and production facilities, in India, which serve operations in the Battery & Energy Products operating segment. Our research and development efforts for our Battery & Energy Products are conducted at our Newark, New York, Newcastle-under-Lyme, United Kingdom and Shenzhen, China facilities, while our research and development efforts for our Communications Systems products are conducted in Tallahassee, Florida and at our facility in Virginia Beach, Virginia. We believe that our facilities are adequate and suitable for our current needs. However, we may require additional manufacturing and administrative space if demand for our products and services grows.

ITEM 3. LEGAL PROCEEDINGS

We are subject to legal proceedings and claims that arise in the normal course of business. We believe that the final disposition of such matters will not have a material adverse effect on our financial position, results of operations or cash flows.

Dreamliner Litigation

In July 2013, an unoccupied Boeing 787 Dreamliner aircraft operated by Ethiopian Airlines ("EA") was damaged by a fire while parked at London Heathrow Airport. We participated in and provided technical assistance in support of an investigation of this incident conducted by U.K. and U.S. regulatory authorities as well as by the manufacturer of the aircraft, as we are one of many downstream suppliers to that manufacturer. A final report was issued by the Air Accidents Investigative Branch – UK Civil Aviation regulatory authority, with findings indicating that the fire was primarily caused by circumstances related to the plane's emergency locator transmitter ("ELT") manufactured and installed by another company.

A component of the ELT is a battery pack which incorporates Ultralife's industry-standard Lithium Manganese Dioxide non-rechargeable D-cell. Ultralife has had this cell in production since 2001, with millions of units produced. The cell is widely-used for global defense and commercial applications. This battery product has gone through rigorous safety and qualification testing, including United Nations Transport of Dangerous Goods, Manual of Tests and Criteria, and is authorized for use in aerospace applications under Technical Standard Order C142.

On May 4, 2015, we were notified of a lawsuit in which we were named, along with other suppliers to the aircraft manufacturer, concerning that 2013 fire. The suit was filed by EA in the Commercial Court, Queen's Bench Division of the High Court of Justice, London and seeks as damages $42,000 plus other unspecified amounts, including those for loss of use and diminution in value of the aircraft. We maintain liability and products liability insurance through reputable providers, and in accordance with our corporate practices, immediately advised and referred this matter to our insurers. We are working with those insurers and their counsel to actively defend against this action, which is ongoing.

At this time, we believe that there is not a reasonable possibility that this incident will result in a material financial exposure to the Company.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT’S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information

Ultralife’s common stock is listed on the NASDAQ Global Market under the symbol “ULBI.”

The following table sets forth the quarterly high and low closing sales prices of our common stock during 2016 and 2017:

	Closing Sales Prices	
	High	Low
2016:		
Quarter ended March 27, 2016	$6.51	$4.95
Quarter ended June 26, 2016	$5.85	$3.76
Quarter ended September 25, 2016	$5.05	$3.95
Quarter ended December 31, 2016	$5.05	$3.92
2017:		
Quarter ended April 2, 2017	$5.90	$4.93
Quarter ended July 2, 2017	$7.20	$5.25
Quarter ended October 1, 2017	$7.45	$6.30
Quarter ended December 31, 2017	$7.70	$6.00

Holders

As of February 7, 2018, there were approximately 3,200 registered holders of record of our common stock.

Purchases of Equity Securities by the Issuer

On April 28, 2014, the Company's Board of Directors approved a share repurchase program (the "Share Repurchase Program") which became effective on May 1, 2014 and under which the Company was authorized to repurchase up to 1.8 million shares of its outstanding common stock over a period not to exceed twelve months. The Share Repurchase Program was extended through June 2, 2016, and the maximum number of shares authorized to be repurchased under the program was increased to 3.4 million shares.

Share repurchases under this program were made in accordance with SEC Rule 10b-18 using a variety of methods, which included open market purchases and block trades in compliance with applicable insider trading and other securities laws and regulations. With the exception of repurchases made during stock trading black-out periods under 10b5-1 Plans, the timing, manner, price and amount of any repurchases were determined at the Company's discretion. The Share Repurchase Program expired on June 2, 2016 and did not obligate the Company to repurchase any specific number of shares.

In 2016, we repurchased a total of 156,092 shares of our common stock for an aggregate consideration of $630, of which 149,904 shares were repurchased under the Share Repurchase Program for an aggregate amount (excluding fees and commissions) of $603.

From the inception of the Share Repurchase Program on May 1, 2014 through its expiration on June 2, 2016, the Company repurchased 2,592,095 shares for an aggregate cost (excluding fees and commissions) of $10,480.

The following table sets forth information regarding 2016 purchases of our common stock under this program:

	Total	Average	Total Number of	Maximum

	Number of Shares Purchased	Price Paid Per Share	Shares Purchased As Part of Publicly Announced Program	Number of Shares That May Yet Be Purchased Under the Program
Total for 2016	149,904	$ 4.02	2,592,095	-

Dividends

We have never declared or paid any cash dividends on our capital stock. Pursuant to our current credit facility, we are precluded from paying any dividends. We intend to retain earnings, if any, to finance future operations and expansion and, therefore, do not anticipate paying any cash dividends in the foreseeable future. Any future payment of dividends will depend upon our financial condition, capital requirements and earnings, as well as upon other factors that our Board of Directors may deem relevant.

ITEM 6. SELECTED FINANCIAL DATA

As a smaller reporting company, we are not required to provide this information.

ITEM 7. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis should be read in conjunction with the accompanying Consolidated Financial Statements and Notes thereto appearing elsewhere in this Form 10-K.

The financial information in this Management’s Discussion and Analysis of Financial Condition and Results of Operations is presented in thousands of dollars, except for share and per share amounts. All figures presented below represent results from continuing operations, unless otherwise specified.

General

We offer products and services ranging from power solutions to communications and electronics systems to customers across the globe in the government, defense and commercial sectors. With an emphasis on strong engineering and a collaborative approach to problem solving, we design, manufacture, install and maintain power and communications systems including rechargeable and non-rechargeable batteries, communications and electronics systems and accessories and custom engineered systems. We sell our products worldwide through a variety of trade channels, including original equipment manufacturers (“OEMs”), industrial and defense supply distributors and directly to U.S. and international defense departments.

We report our results in two operating segments: Battery & Energy Products and Communications Systems. The Battery & Energy Products segment includes Lithium 9-volt, cylindrical, thin cell and various other non-rechargeable batteries, in addition to rechargeable batteries, uninterruptable power supplies, charging systems and accessories, such as cables. The Communications Systems segment includes RF amplifiers, power supplies, cable and connector assemblies, amplified speakers, equipment mounts, case equipment, integrated communication systems for fixed or vehicle applications and communications and electronics systems design. We believe that reporting performance at the gross profit level is the best indicator of segment performance. As such, we report segment performance at the gross profit level and operating expenses as Corporate charges.

We continually evaluate ways to grow, including opportunities to expand through mergers, acquisitions and joint ventures, which can broaden the scope of our products and services, expand operating and market opportunities and provide the ability to enter new lines of business synergistic with our portfolio of product offerings.

In January 2016, we acquired Accutronics Limited ("Accutronics"), a U.K. corporation based in Newcastle-under-Lyme, U.K., a leading independent designer and manufacturer of smart batteries and charger systems for high-performance, feature-laden portable and handheld electronic devices.

Currently, we do not experience significant seasonal sales trends in any of our operating segments, although sales to the U.S. Defense Department and other international defense organizations can be sporadic based on the needs of those particular customers.

Consolidated revenues increased by $3,071 or 3.7% to $85,531 for the year ended December 31, 2017 compared to $82,460 for the year ended December 31, 2016. During 2017, we experienced revenue growth of 7.8% for our Battery & Energy products business and a revenue decline of 11.1% for our Communications Systems business. This 2017 performance reflected a $3,167 or 7.6% increase in sales to government and defense customers and a $96 or 0.2% decrease in sales to our commercial customers. The increase in government and defense sales reflects higher U.S. and international demand for our military batteries and chargers which increased $5,132 or 21.3% in 2017 and higher demand for our core Communications Systems products such as 20-watt amplifiers, universal vehicle adaptors and power supplies which increased $5,431 or 73.3% in 2017. These increases were partially offset by a year-over-year decrease of $7,396 in shipments of our Vehicle Installed Power Enhanced Rifleman Appliqué ("VIPER") systems to fulfill contracts awarded in 2016 and 2017. The slight decline in our commercial business was due primarily to timing differences in medical sales and the impact of the weaker U.S. Dollar on certain export sales. Despite unfavorable currency fluctuations, sales for Accutronics increased by 5.1% in 2017.

Gross margin increased to 30.7% for the year ended December 31, 2017, as compared to 30.4% for the year ended December 31, 2016. The 30 basis point increase was due primarily to product mix in our Communications Systems business segment, which was more heavily weighted towards our core products.

Operating expenses decreased by $1,589 or 7.4% to $19,756 during the year ended December 31, 2017, compared to $21,345 during the year ended December 31, 2016. This decrease was due primarily to strict control over discretionary spending, while focusing on the development of new products and revenue growth. Operating expenses as a percentage of revenues decreased 270 basis points from 25.9% in 2016 to 23.2% in 2017 due to the combination of higher revenues and lower expenses in 2017.

Income tax benefit was $1,369 million for the year ended December 31, 2017, compared to expense of $98 for the year ended December 31, 2016. As a result of the Tax Cuts and Jobs Act, a one-time, non-cash tax benefit of $1,939 was included in our 2017 results upon the revaluation, at the newly enacted 21% Federal tax rate, of deferred tax liabilities relating to book-to-tax differences on goodwill and indefinite-lived intangible assets.

Net income attributable to Ultralife for 2017 was $7,648, which includes the one-time, non-cash tax benefit of $1,939, compared to $3,509 for the year ended December 31, 2016. Reported earnings per share for 2017 of $0.49 per basic share ($0.48 per diluted share) includes $0.37 from our operating performance compared to $0.23 per basic share ($0.23 per diluted share) for 2016, plus $0.12 related to the tax benefit.

Adjusted EBITDA, defined as net income (loss) attributable to Ultralife before net interest expense, provision (benefit) for income taxes, depreciation and amortization, plus/minus expenses/income that we do not consider reflective of our continuing operations, amounted to $9,594 for the year ended December 31, 2017 compared to $7,502 for the prior period. See the section “Adjusted EBITDA” beginning on page 29 for a reconciliation of Adjusted EBITDA to net income attributable to Ultralife.

As a result of careful working capital management and cash generated from operations, our liquidity remains solid with total cash of $18,330, an increase of $7,624 from the cash position of $10,706 as of December 31, 2016. The increase primarily reflects our favorable operating performance, partially offset by an increase in inventory to help service our increased backlog in 2018. We had no debt as of December 31, 2017 or December 31, 2016.

For 2017, we achieved our stated goal of generating profitable growth, increasing operating income by 72% on a 4% gain in revenue. As a result of the actions taken in 2017 to lay the foundation for new revenue contributions in 2018, we are starting the year with a higher backlog than last year. The combination of new revenue opportunities and continued disciplined execution of our business model places us in an excellent position to extend our track record of profitable growth.

Results of Operations

Year Ended December 31, 2017 Compared With the Year Ended December 31, 2016:

	Year Ended December 31,		**Increase/**
	2017	**2016**	**(Decrease)**
Revenues:			
Battery & Energy Products	$69,789	$64,753	$ 5,036
Communications Systems	15,742	17,707	(1,965)
Total	85,531	82,460	3,071
Cost of Products Sold:			
Battery & Energy Products	50,130	45,173	4,957
Communications Systems	9,169	12,179	(3,010)
Total	59,299	57,352	1,947
Gross Profit:			
Battery & Energy Products	19,659	19,580	79
Communications Systems	6,573	5,528	1,045
Total	26,232	25,108	1,124
Operating Expenses	19,756	21,345	(1,589)
Operating Income	6,476	3,763	2,713
Other Expense, Net	181	183	2
Income Before Taxes	6,295	3,580	2,715
Income Tax (Benefit) Provision	(1,369)	98	(1,467)
Net Income	7,664	3,482	4,182
Net Income (Loss) Attributable to Non-Controlling Interest	16	(27)	43
Net Income Attributable to Ultralife	$7,648	$3,509	$ 4,139
Net Income Attributable to Ultralife Common Shares – Basic	$0.49	$0.23	$ 0.26
Net Income Attributable to Ultralife Common Shares – Diluted	$0.48	$0.23	$ 0.25
Weighted Average Shares Outstanding –Basic	15,528,000	15,261,000	267,000
Weighted Average Shares Outstanding – Diluted	15,858,000	15,405,000	453,000

Revenues. Total revenues for the year ended December 31, 2017 amounted to $85,531, an increase of $3,071, or 3.7% from the $82,460 reported for the year ended December 31, 2016.

Battery & Energy Products revenues increased $5,036, or 7.8%, for the year ended December 31, 2017. Government and defense sales of this business increased 21.5% from 2016 and now comprise 41.6% of total segment sales versus 36.9% last year. The increase reflects the higher overall demand for batteries and chargers across our U.S. and international customer base. Commercial revenues of this business decreased .2% from 2016 and now comprise 58.4% of total segment sales versus 63.1% last year. The year-over-year decrease primarily resulted from timing differences in medical sales, including large shipments in the fourth quarter of 2016 to stock a large global medical OEM under an ongoing master supply agreement, and the impact of currency fluctuations on some export sales. The reduction in 2017 was not fully offset by a 5.1% increase in medical sales by Accutronics and a 4.3% increase across our expanding commercial customer base.

Communications Systems revenues decreased $1,965 or 11.1% for the year ended December 31, 2017. Revenues attributable to fulfillment of orders through an OEM to the U.S. Army of the Vehicle Installed Power Enhanced Riflemen Appliqué (“VIPER”) were $2,895 in 2017 compared to $10,291 in 2016. Excluding the VIPER shipments, sales of core amplifiers and integrated solutions products increased $5,431 or 73.3% in 2017 driven by increased demand for our core products such as our 20-watt amplifiers, universal vehicle adaptors and power supplies.

Our order backlog at December 31, 2017 was $39,086, an increase of $12,912 or 49.3% from the backlog at December 31, 2016, which was $26,174. For our Battery & Energy Products business, the backlog increased by $7,876 or 34.0% to $31,013 from $23,137 primarily due to higher demand for medical products. For our Communications Systems business, the backlog increased by $5,036 or 165.8% to $8,973 from $3,037 resulting primarily from the award of a $3,900 order to supply our Vehicle Amplifier-Adaptor (“VAA”) through a large global defense supplier for the U.S. Army’s Security Force Assistance Brigades (SFABs) and the completion of shipments under a 2017 VIPER award.

Cost of Products Sold and Gross Profit. Cost of products sold for the year ended December 31, 2017 increased $1,947, or 3.4%, from the year ended December 31, 2016. Consolidated cost of products sold as a percentage of total revenue decreased from 69.6% for the year ended December 31, 2016 to 69.3% for the year ended December 31, 2017. Correspondingly, consolidated gross margin was 30.7% for the year ended December 31, 2017, compared with 30.4% for the year ended December 31, 2016. The 30 basis point improvement in gross margin is due primarily to product mix in our Communications Systems business segment, which was more heavily weighted towards our high value proposition core products.

For our Battery & Energy Products segment, the cost of products sold increased $4,957 or 11.0%, from the year ended December 31, 2016. Battery & Energy Products’ gross profit for 2017 was $19,659 or 28.2% of revenues, an increase of $79 or 0.4% from gross profit of $19,580, or 30.2% of revenues, for 2016. As a result, Battery & Energy Products’ gross margin as a percentage of revenues decreased for the year ended December 31, 2017 by 200 basis points over the prior year, reflecting product mix, including a larger concentration of government and defense sales compared to the prior year, as well as non-recurring incremental supply chain and logistics fees experienced in 2017.

For our Communications Systems segment, the cost of products sold decreased by $3,010 or 24.7% from the year ended December 31, 2016. Communications Systems' gross profit for the year ended December 31, 2017 was $6,573 or 41.8% of revenues, an increase of $1,045 or 18.9% from gross profit of $5,528 or 31.2% of revenues, for the year ended December 31, 2016. The 1,060 basis points increase in gross margin as a percentage of revenue during 2017 is due to sales product mix primarily related to the higher sales of core products.

Operating Expenses. Total operating expenses for the year ended December 31, 2017 decreased $1,589 or 7.4% from the year ended December 31, 2016. This decrease was primarily attributable to strict control over non-revenue related discretionary spending, while focusing on the development of new products and revenue growth.

Overall, operating expenses as a percentage of revenues were 23.1% for the year ended December 31, 2017 compared to 25.9% for the comparable 2016 period. Amortization expense associated with intangible assets related to our acquisitions decreased to $422 for the year ended December 31, 2017 ($257 in selling, general and administrative expenses and $165 in research and development costs) from $503 for the year ended December 31, 2016 ($303 in selling, general and administrative expenses and $200 in research and development costs). Research and development costs were $4,737 in 2017, a decrease of $1,209 or 20.3%, from $5,946 reported in 2016. The decrease primarily reflects the timing of development and testing costs associated with the initial shipment of VIPER units in 2016 and discretionary cost reduction actions completed during and subsequent to the second quarter of 2016, including synergies with Accutronics. Selling, general, and administrative expenses decreased $380 or 2.5%, from $15,399 for the year ended December 31, 2016 to $15,019 for the year ended December 31, 2017. The decrease is attributable to the absence of one-time costs incurred to complete the acquisition of Accutronics in January 2016 and discretionary cost reductions.

Other Income (Expense). Other income (expense) totaled ($181) for the year ended December 31, 2017 compared to ($183) for the year ended December 31, 2016. Interest and financing expense, net of interest income, decreased $80 to $183 for 2017 from $263 for 2016, as a result of one-time costs of $48 associated with the acquisition of Accutronics in 2016 and more favorable terms of our Revolving Credit Agreement which was executed on May 31, 2017. Miscellaneous income (expense) amounted to $2 for 2017 compared with $80 for 2016, primarily due to transactions impacted by foreign currency fluctuation between the U. S. Dollar, Pound Sterling and Euro.

Income Taxes. We recorded a tax benefit of $1,369 for the year ended December 31, 2017 compared to a tax provision of $98 for the year ended December 31, 2016. As a result of the Tax Cuts and Jobs Act, a one-time, non-cash tax benefit of $1,939 was included in our 2017 results upon the revaluation, at the newly enacted 21% Federal tax rate, of deferred tax liabilities relating to book-to-tax differences on goodwill and certain other indefinite-lived intangible assets. Excluding this benefit, the tax provision for 2017 would have been $570 primarily reflecting the income generated by our foreign operations and the recognition of deferred tax liabilities generated from the amortization of goodwill and certain other indefinite-lived intangible assets for tax purposes that cannot be predicted to reverse for book purposes. The year-over-year decrease is primarily attributable to tax benefit associated with the Tax Cuts and Jobs Act, which more than offset higher 2017 taxes on foreign earnings and the 2016 reversal of an excess accrual of income taxes from prior years. The effective consolidated tax rates for the years ended December 31, 2017 and 2016 were as follows:

	Years Ended December 31,	
	2017	2016
Income Before Income Taxes (a)	$6,295	$3,580
Income Tax Benefit (b)	(1,369)	98
Effective Rate (b) / (a)	(21.8%)	2.7 %

In 2017 and 2016, in the U.S. and for certain past operations in the U.K., we continue to report a valuation allowance for our net operating loss carryforwards and other deferred tax assets that cannot be offset by reversing temporary differences. The recognition of a valuation allowance is based on an assessment of all available evidence, both positive and negative, weighted based on objective verifiability. The assessment of the realizability of the U.S. deferred tax assets was based on a number of factors including our history of operating losses prior to 2015, our historical operating volatility, our historical inability to accurately forecast earnings for future periods and the continued uncertainty of the general business climate. The use of our U.K. NOL carryforwards may be limited due to the change in the past U.K. operations. Based on our assessment of all available evidence and its weighting based on objective verifiability, we concluded that the realizability of these deferred tax assets is not more likely than not. In both 2017 and 2016, we have not recognized a valuation allowance against our other foreign deferred tax assets as we believe that it is more likely than not that they will be realized. We will continue to evaluate the realizability of our deferred tax assets and anticipate a full or partial reversal of the valuation allowance in future periods. (See Notes 1 and 9 in the Notes to Consolidated Financial Statements for additional information.)

Net Income Attributable to Ultralife. Net income attributable to Ultralife was $7,648, which includes the $1,939 tax benefit, compared to $3,509 for the year ended December 31, 2016. Reported earnings per share for 2017 of $0.49 per basic share ($0.48 per diluted share) includes $0.37 from our operating performance compared to $0.23 per basic share ($0.23 per diluted share) for 2016, plus $0.12 related to the tax benefit. Average common shares outstanding used to compute diluted earnings per share increased from 15,405,000 in the 2016 period to 15,858,000 in the 2017 period, mainly due to the increase in the weighted average stock from $4.73 for 2016 to $6.42 for 2017 and the resulting impact on the treasury method used to calculate dilutive shares.

Adjusted EBITDA

In evaluating our business, we consider and use Adjusted EBITDA, a non-GAAP financial measure, as a supplemental measure of our operating performance. We define Adjusted EBITDA as net income (loss) attributable to Ultralife before net interest expense, provision (benefit) for income taxes, depreciation and amortization, plus/minus expenses/income that we do not consider reflective of our ongoing operations. We use Adjusted EBITDA as a supplemental measure to review and assess our operating performance and to enhance comparability between periods. We also believe the use of Adjusted EBITDA facilitates investors' use of operating performance comparisons from period to period and company to company by backing out potential differences caused by variations in such items as capital structures (affecting relative interest expense and stock-based compensation expense), the book amortization of intangible assets (affecting relative amortization expense), the age and book value of facilities and equipment (affecting relative depreciation expense) and other significant non-operating expenses or income. We also present Adjusted EBITDA because we believe securities analysts, investors and other interested parties frequently use it as a measure of financial performance. We reconcile Adjusted EBITDA to net income (loss) attributable to Ultralife, the most comparable financial measure under U.S. GAAP.

We use Adjusted EBITDA in our decision-making processes relating to the operation of our business together with U.S. GAAP financial measures such as income (loss) from operations. We believe that Adjusted EBITDA permits a comparative assessment of our operating performance, relative to our performance based on our U.S. GAAP results, while isolating the effects of depreciation and amortization, which may vary from period to period without any correlation to underlying operating performance, and of non-cash stock-based compensation, which is a non-cash expense that varies widely among companies. We believe that by presenting Adjusted EBITDA, we assist investors in gaining a better understanding of our business on a going forward basis. We provide information relating to our Adjusted EBITDA so that securities analysts, investors and other interested parties have the same data that we employ in assessing our overall operations. We believe that trends in our Adjusted EBITDA are a valuable indicator of our operating performance on a consolidated basis and of our ability to produce operating cash flows to fund working capital needs, to service debt obligations and to fund capital expenditures.

The term Adjusted EBITDA is not defined under U.S. GAAP, and is not a measure of operating income, operating performance or liquidity presented in accordance with U.S. GAAP. Our Adjusted EBITDA has limitations as an analytical tool, and when assessing our operating performance, Adjusted EBITDA should not be considered in isolation or as a substitute for net income (loss) attributable to Ultralife or other consolidated statement of operations data prepared in accordance with U.S. GAAP. Some of these limitations include, but are not limited to, the following:

a. Adjusted EBITDA does not reflect (1) our cash expenditures or future requirements for capital expenditures or contractual commitments; (2) changes in, or cash requirements for, our working capital needs; (3) the interest expense, or the cash requirements necessary to service interest or principal payments, on our debt; (4) income taxes or the cash requirements for any tax payments; and (5) all of the costs associated with operating our business;

b. although depreciation and amortization are non-cash charges, the assets being depreciated and amortized often will have to be replaced in the future, and Adjusted EBITDA does not reflect any cash requirements for such replacements;

c. while stock-based compensation is a component of cost of products sold and operating expenses, the impact on our consolidated financial statements compared to other companies can vary significantly due to such factors as assumed life of the stock-based awards and assumed volatility of our common stock; and

d. other companies may calculate Adjusted EBITDA differently than we do, limiting its usefulness as a comparative measure.

We compensate for these limitations by relying primarily on our U.S. GAAP results and using Adjusted EBITDA only on a supplemental basis. Adjusted EBITDA is calculated as follows for the periods presented:

	Years ended December 31,	
	2017	**2016**
Net Income Attributable to Ultralife	$7,648	$3,509
Add:		
Interest Expense, Net	183	263
Income Tax (Benefit) Provision	(1,369)	98
Depreciation and Amortization of Financing Fees	2,057	2,294
Amortization of Intangible Assets	422	503
Stock-Based Compensation Expense	653	710
Non-Cash Purchase Accounting Adjustment	-	96
Loss on Asset Disposal and Other	-	29
Adjusted EBIDTA	$9,594	$7,502

Liquidity and Capital Resources

Cash Flows and General Business Matters

As of December 31, 2017, cash totaled $18,330 (including restricted cash of $99), an increase of $7,624 from the beginning of the year primarily attributable to the Company's operating performance. During the year ended December 31, 2017, we generated $7,270 of cash from operating activities as compared to $7,653 of cash for the year ended December 31, 2016, a decrease of $383. In 2017, the cash generated from operating activities was a result of our net income of $7,664 plus an add-back of $1,463 for non-cash expenses of depreciation, amortization, and stock-based compensation, partially offset by a $1,669 net deferred tax benefit primarily attributable to a one-time benefit of $1,939 relating to the revaluation of deferred tax liabilities on goodwill and certain other indefinite-lived intangible assets upon enactment of the Tax Cuts and Jobs Act . Working capital changes of $1,857 partially offset the operating cash generated, due mainly to an increase in inventory to service the year-over-year increase in backlog. In 2016, the cash generated from operating activities resulted from our net income of $3,482 plus an add-back of $3,536 for non-cash expenses of depreciation, amortization, and stock-based compensation. Working capital changes accounted for $635 of the operating cash generation, due mainly to a decrease in inventory.

We used $1,392 in cash for investing activities during 2017 compared with $11,076 in cash used for investing activities in 2016. Cash paid for capital expenditures totaled $1,392 and $1,219 in 2017 and 2016, respectively. The year-over-year increase in cash paid for capital expenditures was due primarily to the 2017 payment for automation equipment pertaining to our Battery & Energy Products business. The Company acquired Accutronics in 2016 utilizing cash of $11,161, which was partially offset by the cash acquired from Accutronics of $1,304.

We generated $1,403 in cash from financing activities during 2017, compared to a use of $173 in cash for financing activities during 2016. We received $1,429 and $460 in 2017 and 2016, respectively, in funds from the issuance of common stock in connection with the exercise of stock options by our employees. In 2017 and 2016, we used $26 and $28, respectively, for tax withholdings related to stock-based awards. In 2016, we spent $607 to repurchase treasury stock under the Company’s Share Repurchase Program, which was concluded in June of that year.

Although we carry a full reserve for our deferred tax asset as of both December 31, 2017 and 2016, we continue to have significant U.S. NOLs available to utilize as an offset to taxable income. As of December 31, 2017, none of our U.S. NOLs have expired. See Note 9 in our Notes to the Consolidated Financial Statements for additional information.

As of December 31, 2017, we had made commitments to purchase approximately $1,392 of production machinery and equipment, which we expect to fund through operating cash flows.

In January 2016, we acquired Accutronics Limited ("Accutronics") as disclosed in Note 2 to our Consolidated Financial Statements. The purchase price of £7,708 (approximately $11,200) was funded out of our cash. Based on operating cash flows and working capital management, including reductions in discretionary spending and further reductions of inventory, a large portion of the cash used was restored over the course of 2016 and 2017.

Debt and Lease Commitments

On May 31, 2017, Ultralife Corporation entered into a Credit and Security Agreement (the "Credit Agreement") and related security agreements with KeyBank National Association ("KeyBank" or the "Bank") to establish a $30,000 senior secured, cash flow-based, revolving credit facility that includes a $1,500 letter of credit subfacility (the "Credit Facility"). The Credit Agreement provides that the Credit Facility may be increased with the Bank's concurrence to $50,000 prior to the last six months of the term and is scheduled to expire on May 30, 2020. The Credit Facility replaces the Company's asset-based revolving credit facility with PNC Bank National Association which expired in accordance with its terms on May 24, 2017 (the "Prior Credit Agreement").

The Credit Facility provides the Company with an aggregate of up to $30,000 of loan and letter of credit availability determined based on a borrowing base formula. The Company had available borrowings of approximately $30,000 under the Credit Facility at December 31, 2017. The Company may use advances under the Credit Facility for general working capital purposes, to reimburse drawings under letters of credit and to fund capital expenditures and acquisitions, all subject to the terms of the Credit Agreement. The Company had no amounts drawn under the Prior Credit Agreement at the time of its expiration and has not borrowed under the Credit Facility.

Interest will accrue on outstanding indebtedness under the Credit Agreement at the Overnight LIBOR Rate plus the applicable margin, or at the Base Rate plus the applicable margin, as selected by the Company. During the period beginning May 31, 2017 and ending April 1, 2018, the applicable margin for Overnight LIBOR Loans is 185 basis points, the applicable margin for Base Rate Loans is negative 50 basis points and applicable margin for the Unused Fee is 20 basis points. Beginning April 2, 2018 and thereafter, the applicable margins will be determined based on the chart below.

Consolidated Senior Leverage Ratio	Applicable Basis Points for Overnight	Applicable Basis Points for	Applicable Basis Points for Unused

	LIBOR Loans	Base Rate Loans	Fee
Less than 1.50 to 1.00	185	(50)	20
Greater than or equal to 1.50 to 1.00 but less than 2.50 to 1.00	200	(25)	15
Greater than or equal to 2.50 to 1.00	215	0	10

The Company must pay a fee on its unused availability equal to the applicable margin for the Unused Fee and customary letter of credit fees.

In addition to the affirmative and negative covenants, the Company must maintain a fixed charge coverage ratio of 1.15 to 1.0, tested each fiscal quarter for the trailing four fiscal quarters, and a minimum tangible net worth of $40,000, tested as of the end of each calendar year. The Company was in full compliance with its covenants as of December 31, 2017.

Any outstanding borrowings must be repaid upon expiration of the term of the Credit Facility. Payments must be made during the term to the extent outstanding borrowings exceed the maximum amount then permitted to be drawn as borrowings under the Credit Facility and from the proceeds of certain transactions. Upon the occurrence of an event of default, the outstanding obligations of the Company under the Credit Facility may be accelerated in addition to the other remedies available to the Bank under the terms of the Credit Agreement. The Credit Facility is secured by substantially all the assets of the Company.

As of December 31, 2017, we had no outstanding balance under the Credit Facility and no outstanding letters of credit related to the Credit Facility.

See Note 6 in the Notes to Consolidated Financial Statements for additional information.

Other Matters

With respect to our battery products, we typically offer warranties against any defects due to product manufacture or workmanship for up to one year from the date of purchase. With respect to our communications accessory products, we typically offer a three-year warranty. We provide for a reserve for these potential warranty expenses, which is based on an analysis of historical warranty issues. There is no assurance that future warranty claims will be consistent with past history, and in the event we experience a significant increase in warranty claims, there is no assurance that our reserves would be sufficient. This could have a material adverse effect on our business, financial condition and results of operations.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements.

Critical Accounting Policies and Estimates

The above discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with U.S. GAAP. The preparation of these financial statements requires management to make estimates and assumptions that affect amounts reported therein. The estimates and assumptions that require management's most difficult, subjective or complex judgments are described below.

Revenue Recognition:

Product Sales – In general, revenues from the sale of products are recognized when products are shipped. When products are shipped with terms that require transfer of title upon delivery at a customer's location, revenues are recognized on date of delivery. We make a provision at the time the revenue is recognized for warranty costs expected to be incurred. Customers, including distributors, do not have a general right of return on products shipped. For products shipped under vendor managed inventory arrangements, revenue is recognized when the product is consumed by the customer, at which point title has transferred and there are no further obligations by the Company.

Deferred Revenue - For each source of revenues, we defer recognition if: (i) evidence of an agreement does not exist, (ii) delivery or service has not occurred, (iii) the selling price is not fixed or determinable, or (iv) collectability is not reasonably assured.

Valuation of Inventory:

Inventories are stated at the lower of cost or net realizable value, with cost determined using the first-in, first-out (“FIFO”) method. Our inventory includes raw materials, work in process and finished goods. We record provisions for excess, obsolete or slow moving inventory based on changes in customer demand, technology developments or other economic factors. The factors that contribute to inventory valuation risks are our purchasing practices, material and product obsolescence, accuracy of sales and production forecasts, introduction of new products, product lifecycles, product support and foreign regulations governing hazardous materials (see Item 1A – Risk Factors for further information on foreign regulations). We manage our exposure to inventory valuation risks by maintaining safety stocks, minimum purchase lots, managing product end-of-life issues brought on by aging components or new product introductions, and by utilizing certain inventory minimization strategies such as vendor-managed inventories. We believe that the accounting estimate related to valuation of inventories is a "critical accounting estimate" because it is susceptible to changes from period-to-period due to the requirement for management to make estimates relative to each of the underlying factors ranging from purchasing, to sales, to production, to after-sale support. If actual demand, market conditions or product lifecycles are adversely different from those estimated by management, inventory adjustments to lower market values would result in a reduction to the carrying value of inventory, an increase in inventory write-offs and a decrease in gross margins.

Warranties:

We maintain provisions related to normal warranty claims by customers. We evaluate these reserves quarterly based on actual experience with warranty claims to date and our assessment of additional claims in the future. There is no assurance that future warranty claims will be consistent with past history, and in the event we experience a significant increase in warranty claims, there is no assurance that our reserves would be sufficient.

Impairment of Long-Lived Assets:

We regularly assess all of our long-lived assets for impairment when events or circumstances indicate their carrying amounts may not be recoverable. This is accomplished by comparing the expected undiscounted future cash flows of the assets with the respective carrying amount as of the date of assessment. Should aggregate future cash flows be less than the carrying value, a write-down would be required, measured as the difference between the carrying value and the fair value of the asset. Fair value is estimated either through the assistance of an independent valuation or as the present value of expected discounted future cash flows. The discount rate used by us in our evaluation is an industry-based weighted average cost of capital. If the expected undiscounted future cash flows exceed the respective carrying amount as of the date of assessment, no impairment charge is recognized.

Environmental Issues:

Environmental expenditures, if any, that relate to current operations, are generally expensed. Remediation costs that relate to an existing condition caused by past operations are accrued when it is probable that these costs will be incurred and can be reasonably estimated.

Goodwill and Other Intangible Assets:

The purchase price paid to effect an acquisition is allocated to the acquired tangible and intangible assets and liabilities at fair value. We do not amortize goodwill and intangible assets with indefinite lives, but instead evaluate these assets for impairment at least annually, or when events indicate that impairment exists. We amortize intangible assets that have definite lives so that the economic benefits of the intangible assets are being utilized over their weighted-average estimated useful life.

The quantitative impairment test for goodwill consists of a comparison of the fair value of the reporting unit with the carrying amount of the reporting unit to which it is assigned. If the fair value of a reporting unit exceeds its carrying amount, goodwill of the reporting unit is considered not impaired. If the carrying amount of a reporting unit exceeds its fair value, a second step of the goodwill impairment test is performed to measure the amount of impairment loss, if any. The impairment test for intangible assets with indefinite lives consists of a comparison of the fair value of the intangible assets with their carrying amounts. If the carrying value of the intangible assets exceeds the fair value, an impairment loss is recognized in an amount equal to that excess.

The Company changed the date of its annual impairment test in 2017 from December 31 to the first day of the fourth quarter. The change was made for administrative purposes and did not materially impact the estimated fair values.

We conducted our annual impairment tests for goodwill and other indefinite-lived intangible assets as of October 1, 2017. For 2017, we identified four goodwill reporting units. We performed a quantitative impairment test of goodwill using a discounted cash flow model and concluded that the fair value of each reporting unit exceeded its respective carrying value. To estimate the fair value of the reporting units, we used significant estimates and judgments, including an assessment of our future revenue prospects, revenue growth rates and profit margins based on internal forecasts, industry and market based terminal growth rates, inputs to the weighted-average cost of capital used to discount future cash flows, and earnings multiples. We performed a quantitative impairment test of each of our four trademarks as of October 1, 2017 using the relief from royalty method and concluded that the fair value of each trademark exceeded its carrying value. Significant estimates and judgments included an assessment of our future revenue prospects, industry and market based terminal growth rates, inputs to the weighted-average cost of capital used to discount future cash flows, and royalty rates based on external market data. Based on the results of our quantitative impairment tests, and consideration of qualitative factors, no impairments were identified. There is a possibility that our goodwill and other intangible assets could be impaired in the future should there be a significant change in our internal forecasts and other assumptions we use in our impairment analysis.

Stock-Based Compensation:

We recognize compensation cost relating to share-based payment transactions in our financial statements. The cost is measured at the grant date, based on the fair value of the award, and is recognized as an expense over the employee's requisite service period (generally the vesting period of the equity award). We calculate expected volatility for stock options by taking an average of historical volatility over the past five years and a computation of implied volatility. The computation of expected term was determined based on historical experience of similar awards, giving consideration to the contractual terms of the stock-based awards and vesting schedules. The interest rate for periods within the contractual life of the award is based on the U.S. Treasury yield in effect at the time of grant. If required, our market based awards are valued using a Monte Carlo simulation.

Income Taxes:

We account for income taxes using the asset and liability method. Under this method, deferred tax assets and liabilities are determined based on differences between financial reporting and tax basis of assets and liabilities and are measured using the enacted tax rates and laws that may be in effect when the differences are expected to reverse.

In 2017 and 2016, in the U.S. and certain operations in the U.K., we continued to report a valuation allowance for our deferred tax assets that we believe cannot be offset by reversing temporary differences because based on past history, it is more likely than not that we would not be able to utilize our U.S. and U.K. net operating losses ("NOLs") that have accumulated over time. The recognition of a valuation allowance on our deferred tax assets resulted from our evaluation of all available evidence, both positive and negative. The assessment of the realizability of the NOLs was based on a number of factors including our history of net operating losses prior to 2015, our historical operating volatility, our historical inability to accurately forecast earnings for future periods and the continued uncertainty of the general business climate. We concluded that these historical factors represent sufficient negative evidence and have concluded that we should continue to record a full valuation allowance at December 31, 2017. We currently carry a deferred tax asset in China that we have determined does not require a valuation allowance as it is more likely than not to be fully realized. We continually assess the carrying value of this asset based on relevant accounting standards.

Business Combinations:

We account for businesses acquired using the acquisition method of accounting. Under this method, all acquisition-related costs are expensed as incurred. The underlying net assets are recorded at their respective acquisition-date fair values. As part of this process, we identify and attribute values and estimated lives to property and equipment and intangible assets acquired. These determinations involve significant estimates and assumptions, including those with respect to future cash flows, discount rates and asset lives, and therefore require considerable judgment. These determinations affect the amount of depreciation and amortization expense recognized in future periods. The results of operations of acquired businesses are included in the consolidated statements of income and comprehensive income beginning on the respective business's acquisition date.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As a smaller reporting company, we are not required to provide this information.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The financial statements and schedules listed in Item 15(a)(1) are included in this Report beginning on page 37.

Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors of Ultralife Corporation

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Ultralife Corporation (the Company) and its subsidiaries as of December 31, 2017 and 2016, the related consolidated statements of income and comprehensive income, change in shareholders' equity and cash flows for the years then ended, and the related notes to the consolidated financial statements (collectively, the financial statements). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2017 and 2016, and the results of its operations and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ Freed Maxick, CPAs, P.C.

We have served as the Company's auditor since 2016.

Rochester, New York

February 8, 2018

ULTRALIFE CORPORATION AND SUBSIDIARIES CONSOLIDATED BALANCE SHEETS

(Dollars in Thousands)

	December 31, 2017	December 31, 2016
ASSETS		
Current Assets:		
Cash	$*18,241*	$*10,629*
Restricted Cash	*89*	*77*
Trade Accounts Receivable, Net of Allowance for Doubtful Accounts of $292 and $277, Respectively	*14,657*	*13,179*
Inventories, Net	*26,326*	*23,456*
Prepaid Expenses and Other Current Assets	*2,603*	*2,079*
Total Current Assets	*61,916*	*49,420*
Property, Equipment and Improvements, Net	*7,570*	*7,999*
Goodwill	*20,458*	*19,965*
Other Intangible Assets, Net	*7,085*	*7,194*
Deferred Income Taxes	*32*	*94*
Security Deposits and Other Non-Current Assets	*125*	*72*
Total Assets	$*97,186*	$*84,744*
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities:		
Accounts Payable	$*8,787*	$*7,292*
Accrued Compensation and Related Benefits	*2,413*	*1,258*
Accrued Expenses and Other Current Liabilities	*2,871*	*2,606*
Income Taxes Payable	*168*	*172*
Total Current Liabilities	*14,239*	*11,328*
Deferred Income Taxes	*3,867*	*5,538*
Other Non-Current Liabilities	*31*	*18*
Total Liabilities	*18,137*	*16,884*
Commitments and Contingencies (Note 7)		
Shareholders' Equity:		
Preferred Stock – Par Value $.10 Per Share; Authorized 1,000,000 Shares; None Issued	-	-
Common Stock – Par Value $.10 Per Share; Authorized 40,000,000 Shares;		
Issued – 19,670,928 Shares and 19,324,723 Shares, Respectively;		

Outstanding – 15,651,217 Shares and 15,308,971 Shares, Respectively	*1,966*	*1,932*
Capital in Excess of Par Value	*180,211*	*178,163*
Accumulated Deficit	*(82,894*)	*(90,542*)
Accumulated Other Comprehensive Loss	*(1,611*)	*(3,080*)
Treasury Stock - at Cost; 4,019,711 Shares and 4,015,752 Shares at December 31, 2017 and 2016, respectively	*(18,469*)	*(18,443*)
Total Ultralife Corporation Equity	*79,203*	*68,030*
Non-Controlling Interest	*(154*)	*(170*)
Total Shareholders’ Equity	*79,049*	*67,860*
Total Liabilities and Shareholders' Equity	$*97,186*	$*84,744*

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

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ULTRALIFE CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME
(Dollars in Thousands, Except Per Share Amounts)

	Year Ended December 31, 2017	2016
Revenues	$85,531	$82,460
Cost of Products Sold	59,299	57,352
Gross Profit	26,232	25,108
Operating Expenses:		
Research and Development	4,737	5,946
Selling, General and Administrative	15,019	15,399
Total Operating Expenses	19,756	21,345
Operating Income	6,476	3,763
Other Expense (Income):		
Interest and Financing Expense	183	263
Miscellaneous	(2)	(80)
Income Before Income Taxes	6,295	3,580
Income Tax (Benefit) Provision	(1,369)	98
Net Income	7,664	3,482
Net Income (Loss) Attributable to Non-Controlling Interest	16	(27)
Net Income Attributable to Ultralife Corporation	7,648	3,509
Other Comprehensive Income (Loss):		
Foreign Currency Translation Adjustments	1,469	(2,173)
Comprehensive Income Attributable to Ultralife Corporation	$9,117	$1,336
Net Income Per Share Attributable to Ultralife Corporation Common Shareholders – Basic:	$.49	$.23

Net Income Per Share Attributable to Ultralife Corporation Common Shareholders – Diluted:	$*.48*	$*.23*
Weighted Average Shares Outstanding – Basic	*15,528*	*15,261*
Weighted Average Shares Outstanding – Diluted	*15,858*	*15,405*

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

ULTRALIFE CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(Dollars in Thousands)

	Common Stock Number of Shares	Amount	Capital in Excess of Par Value	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Treasury Stock	Non-Controlling Interest	Total
Balance – December 31, 2015	*19,181,815*	$ *1,918*	$ *177,007*	$ *(907)*	$ *(94,051)*	$ *(17,808)*	$ *(143)*	$ *66,016*
Purchases of Stock						*(635)*		*(635)*
Vesting of Restricted Shares	*15,900*	*2*	*(2)*					-
Stock Option Exercises	*127,008*	*12*	*448*					*460*
Stock-Based Compensation - Stock Options			*676*					*676*
Restricted Stock			*34*					*34*
Foreign Currency Translation Adjustments				*(2,173)*				*(2,173)*
Net Income					*3,509*		*(27)*	*3,482*
Balance – December 31, 2016	*19,324,723*	$ *1,932*	$ *178,163*	$ *(3,080)*	$ *(90,542)*	$ *(18,443)*	$ *(170)*	$ *67,860*
Purchases of Stock						*(26)*		*(26)*
Vesting of Restricted Shares	*12,900*	*1*	*(1)*					-
Stock Option Exercises	*333,305*	*33*	*1,396*					*1,429*
Stock-Based Compensation - Stock Options			*642*					*642*
Restricted Stock			*11*					*11*
				1,469				*1,469*

Foreign Currency Translation Adjustments								
Net Income					*7,648*		*16*	*7,664*
Balance – December 31, 2017	*19,670,928*	$*1,966*	$*180,211*	$ *(1,611*)	$ *(82,894*)	$*(18,469*)	$ *(154*)	$*79,049*

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

ULTRALIFE CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

(Dollars In Thousands)

	Years ended December 31, 2017	2016
OPERATING ACTIVITIES:		
Net Income	$7,664	$3,482
Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities:		
Depreciation	2,005	2,223
Amortization of Intangible Assets	422	503
Amortization of Financing Fees	52	71
Stock-Based Compensation	653	710
Loss on Long-Lived Asset Disposals	-	29
Deferred Income Tax Expense	(1,669)	135
Provision for allowance for doubtful accounts	(5)	(24)
Changes in operating assets and liabilities:		
Accounts Receivable	(1,295)	(667)
Inventories	(2,537)	1,981
Prepaid Expenses and Other Assets	(673)	730
Income taxes receivable and payable	(8)	(158)
Accounts Payable and Other Liabilities	2,661	(1,362)
Net Cash Provided by Operating Activities	7,270	7,653
INVESTING ACTIVITIES:		
Cash Paid for Property, Equipment and Improvements	(1,392)	(1,219)
Acquisition of Accutronics, Net of Cash Acquired	-	(9,857)
Net Cash Used in Investing Activities	(1,392)	(11,076)
FINANCING ACTIVITIES:		
Proceeds from Exercise of Stock Options	1,429	460
Tax Withholdings on Stock-Based Awards	(26)	(28)
Cash Paid to Repurchase Treasury Stock	-	(607)
Proceeds from Debt Borrowings	-	3,030
Payments of Debt Borrowings	-	(3,030)
Net Cash Provided by (Used in) Financing Activities	1,403	(175)
Effect of Exchange Rate Changes on Cash	331	(166)
INCREASE (DECREASE) IN CASH	7,612	(3,764)
Cash, Beginning of Year	10,629	14,393
Cash, End of Year	$18,241	$10,629

Supplemental Cash Flow Information:		
Construction in Process in Accounts Payable	$87	$*83*
Income Taxes Paid	$345	$*273*
Interest Paid	$102	$*179*

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

ULTRALIFE CORPORATION

Notes to Consolidated Financial Statements

(Dollars in Thousands, Except Per Share Amounts)

Note *1* - Summary of Operations and Significant Accounting Policies

a. *Description of Business*

As used in this annual report, unless otherwise indicated, the terms “we”, “our” and “us” refer to Ultralife Corporation (“Ultralife”) and includes our wholly-owned subsidiaries, ABLE New Energy Co., Limited and its wholly-owned subsidiary ABLE New Energy Co.; Ltd; Ultralife UK LTD and its wholly-owned subsidiary, Accutronics Ltd; Ultralife Batteries (UK) Ltd.; and our majority-owned joint venture Ultralife Batteries India Private Limited.

We offer products and services ranging from power solutions to communications and electronics systems. Through our engineering and collaborative approach to problem solving, we serve government, defense and commercial customers across the globe. We design, manufacture, install and maintain power and communications systems including: rechargeable and non-rechargeable batteries, charging systems, communications and electronics systems and accessories, and custom engineered systems. We sell our products worldwide through a variety of trade channels, including original equipment manufacturers (“OEMs”), industrial and defense supply distributors, and directly to U.S. and international defense departments.

b. *Principles of Consolidation*

The consolidated financial statements are prepared in accordance with generally accepted accounting principles in the United States (“GAAP”) and include the accounts of Ultralife Corporation, our wholly-owned subsidiaries, Ultralife Batteries (UK) Ltd., Ultralife UK LTD, and its wholly-owned subsidiary Accutronics Ltd, ABLE New Energy Co., Limited, and its wholly-owned subsidiary ABLE New Energy Co., Ltd. (“ABLE” collectively), and our majority-owned subsidiary Ultralife Batteries India Private Limited (“India JV”). Intercompany accounts and transactions have been eliminated in consolidation.

c. *Management's Use of Judgment and Estimates*

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at year end and the reported amounts of revenues and expenses during the reporting period. Key areas affected by estimates include: (a) carrying value of goodwill and intangible assets; (b) reserves for deferred tax assets, excess and obsolete inventory, warranties, and bad debts; (c) valuation of assets acquired and liabilities assumed in business combinations; (d) various expense accruals; and (e) stock-based compensation. Our actual results could differ from these estimates.

d. *Reclassifications*

Certain items previously reported in specific financial statement captions are reclassified to conform to the current presentation. There were *no* material reclassifications for the years ended *December 31, 2017* and *2016.*

e. *Cash*

Our cash balances *may* at times exceed federally insured limits. We have *not* experienced any losses in these accounts and believe we are *not* exposed to any significant risk with respect to cash.

f. *Accounts Receivable and Allowance for Doubtful Accounts*

We extend credit to our customers in the normal course of business. We perform ongoing credit evaluations and generally do *not* require collateral. Trade accounts receivable are recorded at their invoiced amounts, net of allowance for doubtful accounts. We evaluate the adequacy of our allowance for doubtful accounts quarterly. Accounts outstanding longer than contractual payment terms are considered past due and are reviewed individually for collectability. We maintain reserves for potential credit losses based upon our loss history and specific receivables aging analysis. Receivable balances are written off when collection is deemed unlikely. Allowance for doubtful accounts was *$292* and *$277* for the years ended *December 31, 2017* and *2016,* respectively.

g. *Inventories*

Inventories are stated at the lower of cost or net realizable value with cost determined under the *first*-in, *first*-out (FIFO) method. We record provisions for excess, obsolete or slow-moving inventory based on changes in customer demand, technology developments or other economic factors.

h. *Property, Plant and Equipment*

Property, plant and equipment are stated at cost. Depreciation and amortization are computed using the straight-line method over the estimated useful lives. Estimated useful lives are as follows (in years):

Buildings	10 – 20
Machinery and Equipment	5 – 10
Furniture and Fixtures	3 – 10
Computer Hardware and Software	3 – 5
Leasehold Improvements	Lesser of useful life or lease term

Betterments, renewals and extraordinary repairs that extend the life of the assets are capitalized. Other repairs and maintenance costs are expensed when incurred. When disposed, the cost and accumulated depreciation applicable to assets retired are removed from the accounts and the gain or loss on disposition is recognized in operating income.

i. *Long-Lived Assets, Goodwill and Intangibles*

We assess all of our long-lived assets for impairment when events or circumstances indicate that their carrying amounts *may not* be recoverable. For property, plant and equipment and amortizable intangible assets, this is accomplished by comparing the expected undiscounted future cash flows of the assets with the respective carrying amount as of the date of assessment. Should aggregate future cash flows be less than the carrying value, a write-down would be required, measured as the difference between the carrying value and the fair value of the asset. Fair value is estimated as the present value of expected discounted future cash flows. The discount rate used by us in our evaluation is an industry-based weighted average cost of capital. If the expected undiscounted future cash flows exceed the respective carrying amount as of the date of assessment, *no* impairment is recognized.

The purchase price paid to effect an acquisition is allocated to the acquired tangible and intangible assets and liabilities at fair value. We do not amortize goodwill and intangible assets with indefinite lives, but instead evaluate these assets for impairment at least annually, or when events indicate that impairment exists. We amortize intangible assets that have definite lives so that the economic benefits of the intangible assets are being utilized over their weighted-average estimated useful life.

The quantitative impairment test for goodwill consists of a comparison of the fair value of the reporting unit with the carrying amount of the reporting unit to which it is assigned. If the fair value of a reporting unit exceeds its carrying amount, goodwill of the reporting unit is considered *not* impaired. If the carrying amount of a reporting unit exceeds its fair value, a *second* step of the goodwill impairment test is performed to measure the amount of impairment loss, if any. The impairment test for intangible assets with indefinite lives consists of a comparison of the fair value of the intangible assets with their carrying amounts. If the carrying value of the intangible assets exceeds the fair value, an impairment loss is recognized in an amount equal to that excess.

j. *Translation of Foreign Currency*

The financial statements of our foreign subsidiaries are translated from the functional currency into U.S. dollar equivalents, with translation adjustments recorded as the sole component of accumulated other comprehensive loss on the balance sheets. Exchange gains and (losses) relate to foreign currency transactions and balances denominated in currencies other than the functional currency included in net income for the years ended *December 31, 2017* and *2016* were $(*10*) and *$86,* respectively.

k. *Revenue Recognition*

Product Sales – In general, revenues from the sale of products are recognized when products are shipped. When products are shipped with terms that require transfer of title upon delivery at a customer's location, revenues are recognized on the date of delivery. We will make a provision at the time the revenue is recognized for warranty costs expected to be incurred. Customers, including distributors, do *not* have a general right of return on products shipped. For products shipped under vendor managed inventory arrangements, revenue is recognized when the product is consumed by the customer, at which point title has transferred and there are no further obligations by the Company.

Deferred Revenue – For each source of revenues, we defer recognition if: (i) evidence of an agreement does *not* exist,(ii) delivery or service has *not* occurred, (iii) the selling price is *not* fixed or determinable, or (iv) collectability is *not* reasonably assured.

l. *Warranty Reserves*

We estimate future costs associated with expected product failure rates, material usage and service costs in the development of our warranty obligations. Warranty reserves, included in other current liabilities and other long-term liabilities as applicable on our Consolidated Balance Sheets, are based on historical experience of warranty claims. In the event the actual results of these items differ from the estimates, an adjustment to the warranty obligation would be recorded.

m. *Shipping and Handling Costs*

Costs incurred by us related to shipping and handling are included in cost of products sold. Amounts charged to customers pertaining to these costs are reflected as revenue.

n. *Advertising Expenses*

Advertising costs are expensed as incurred and are included in selling, general and administrative expenses in the accompanying Consolidated Statements of Income and Comprehensive Income. Such expenses amounted to *$26* and *$32* for the years ended *December 31, 2017* and *2016,* respectively.

o. *Research and Development*

Research and development expenditures are charged to operations as incurred. The majority of research and development expenses pertain to salaries and benefits, developmental supplies, depreciation and other contracted services. During *2017* and *2016,* we expended *$5,142* and *$6,155,* respectively, on research and development, including *$405* and *$209,* respectively, on customer sponsored research and development activities, which are included in cost of goods sold. We recognized *$405* and *$209* of revenue relating to these activities during *2017* and *2016,* respectively.

p. *Environmental Costs*

Environmental expenditures that relate to current operations are expensed. Remediation costs that relate to an existing condition caused by past operations are accrued when it is probable that these costs will be incurred and can be reasonably estimated.

q. *Income Taxes*

We account for income taxes using the asset and liability method. Under this method, deferred tax assets and liabilities are determined based on differences between financial reporting and tax basis of assets and liabilities and are measured using the enacted tax rates and laws that are expected to be in effect when the differences are expected to reverse.

A valuation allowance is required when it is more likely than *not* that the recorded value of a deferred tax asset will *not* be realized. As of December *31, 2017,* we continued to recognize a valuation allowance in the U.S. and certain U.K. operations on our net deferred tax assets to the extent that temporary tax differences and the U.S. and U.K. net operating loss and tax credit carryforwards resulting in the deferred tax asset are *not* able to be offset by future reversing temporary differences. The assessment of the realizability of the U.S. NOL was based on a number of historical factors including, our history of net operating losses prior to 2015, our historical operating volatility, our historical inability to accurately forecast earnings for future periods, and the continued uncertainty of the general business climate as of the end of *2017.* We concluded that these historical factors represent sufficient negative evidence and have concluded that we should record a full valuation allowance against these net deferred tax assets. We also recorded a full valuation allowance on our net deferred tax asset for the year ended *December 31, 2016.*

r. *Concentration Related to Customers and Suppliers*

During the year ended *December 31, 2017,* we had *one* major customer, a large defense primary contractor, which comprised *18%* and *12%* of our revenues in *2017* and *2016,* respectively. During the year ended *December 31, 2016,* another large defense primary contractor comprised *13%* of our sales; however, sales to this customer in *2017* comprised *3%* of our sales. There were *no* other customers that comprised greater than *10%* of our total revenues during these years.

Currently, we do *not* experience significant seasonal trends in our revenues. Since a significant portion of our revenues are based on purchases from U.S. and allied country defense departments, the timing of our sales could be impacted by delays in the government budget process and the decisions to deploy resources to support military purchases of our products.

We generally do *not* distribute our products to a concentrated geographical area nor is there a significant concentration of credit risks arising from individuals or groups of customers engaged in similar activities, or who have similar economic characteristics. While direct and indirect sales to the U.S. Department of Defense have been substantial during *2017* and *2016,* we do *not* consider this customer to be a significant credit risk. We do *not* normally obtain collateral on trade accounts receivable.

Certain materials and components used in our products are available only from a single or a limited number of suppliers. As such, some materials and components could become in short supply resulting in limited availability and/or increased costs. Additionally, we *may* elect to develop relationships with a single or limited number of suppliers for materials and components that are otherwise generally available. Although we believe that alternative suppliers are available to supply materials and components that could replace materials and components currently used and that, if necessary, we would be able to redesign our products to make use of such alternatives, any interruption in the supply from any supplier that serves as a sole source could delay product shipments and have a material adverse effect on our business, financial condition and results of operations. We have experienced interruptions of product deliveries by sole source suppliers in the past.

s. *Fair Value Measurements and Disclosures*

Fair value is defined as the price that would be received for an asset or the exit price that would be paid to transfer a liability in the principal or most advantageous market in an orderly transaction between market participants on the measurement date. Fair value is estimated by applying the following hierarchy, which prioritizes the inputs used to measure fair value into *three* levels and bases the categorization within the hierarchy upon the lowest level of input that is available and significant to the fair value measurement:

Level *1:*	Quoted prices in active markets for identical assets or liabilities.
Level *2:*	Observable inputs, other than Level *1* prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are *not* active; or other inputs that are observable or that we corroborate with observable market data for substantially the full term of the related assets or liabilities.
Level *3:*	Unobservable inputs supported by little or *no* market activity that are significant to the fair value of the assets or liabilities.

The fair value of financial instruments approximated their carrying values at *December 31, 2017 and 2016.* The fair value of cash, trade accounts receivable, trade accounts payable, and accrued liabilities approximates carrying value due to the short-term nature of these instruments.

t. *Earnings Per Share*

Basic earnings per share is computed by dividing net income or loss attributable to Ultralife Corporation by the weighted average number of common shares outstanding for the period. Diluted earnings per share calculations reflect the assumed exercise and conversion of dilutive employee stock options and unvested restricted stock, if any, applying the treasury stock method. Diluted earnings per share in *2017* include *1,035,711* outstanding in-the-money stock options that add *330,676* shares to the number of shares outstanding. Diluted earnings per share in *2016* include *1,238,804* outstanding in-the-money stock options that add *135,458* shares to the number of shares outstanding, and include *15,900* restricted stock units that add *9,538* shares outstanding. There were *no* unvested restricted stock units as of *December 31, 2017.*

Diluted earnings per share calculations exclude the effect of *824,500* and *1,332,281* employee stock options in *2017* and *2016,* respectively, as such options have an exercise price in excess of the weighted average market price of the Company’s common stock.

u. *Stock-Based Compensation*

We have various stock-based employee compensation plans that are described more fully in Note *8.* The compensation cost relating to share-based payment transactions is measured at the grant date, based on the estimated fair value of the award, and is recognized as expense over the employee’s requisite service period (generally the vesting period of the equity award).

v. *Segment Reporting*

We have *two* operating segments – Battery & Energy Products, and Communications Systems. The basis for determining our operating segments is the manner in which financial information is used in monitoring our operations. Management operates and organizes itself according to business units that comprise unique products and services across geographic locations.

w. *Recent Accounting Pronouncements*

In November 2015, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2015-17, “Income Taxes: Balance Sheet Classification of Deferred Taxes”, which requires that deferred tax liabilities and assets be netted against each other and classified as non-current in a classified statement of financial position. ASU 2015-17 is effective for public companies for annual and interim periods beginning after December 15, 2016. During the first quarter of 2017, we adopted ASU 2015-17 on a retrospective basis. As such, we reclassified $32 and $94 of foreign current deferred tax assets to non-current on the consolidated balance sheets as of December 31, 2017 and 2016, respectively. The deferred tax liabilities relate to U.S. tax obligations which cannot be netted against foreign deferred taxes. The adoption of ASU 2015-17 did not affect our consolidated statements of income.

In March 2016, the FASB issued ASU 2016-09, “Compensation – Stock Compensation (Topic 718)”, which identifies areas for simplification involving several aspects of accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities, an option to recognize gross stock compensation expense with actual forfeitures recognized as they occur, as well as certain classifications on the statement of cash flows. ASU 2016-09 is effective for public companies for annual and interim periods beginning after December 15, 2016. We adopted the new accounting standard in the first quarter of 2017 and will maintain our policy to estimate forfeitures expected to occur to determine stock-based compensation expense. Adoption of this new accounting standard resulted in the recognition of an increase in the Company’s gross deferred tax asset of $1,123 and an offsetting increase in the valuation allowance. There was no impact to the Company’s retained earnings as a result of adopting this new accounting standard.

In July 2015, the FASB issued ASU 2015-11, "Simplifying the Measurement of Inventory," which simplifies the subsequent measurement of inventory by using only the lower of cost and net realizable value. This standard is effective for fiscal years and interim periods within those years beginning after December 15, 2016, and must be applied on a retrospective basis. We adopted the new accounting standard in the first quarter of 2017. There was no material impact to the Company's financial statements as a result of adopting this new accounting standard.

In *May 2014,* the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update *No. 2014-09* (Topic *606*) “Revenue from Contracts with Customer” related to revenue from contracts with customers. Under this standard, revenue is recognized when promised goods or services are transferred to customers in an amount that reflects the consideration that is expected to be received for those goods or services. The updated standard will replace most existing revenue recognition guidance under GAAP and permits the use of either the retrospective or cumulative effect transition method. Topic *606* is effective for annual reporting periods beginning after *December 15, 2017,* including interim periods within that reporting period. The company will adopt Topic *606* effective *January 1, 2018.* Topic *606* will *not* have a material impact on our Consolidated Financial Statements.

In *February 2016,* the FASB issued Accounting Standards Update *No. 2016-02,* "Leases" requires that lessees recognize a right-to-use asset and related lease liability for all significant financing and operating leases *not* considered short-term leases, and specifies where in the statement of cash flows the related lease payments are to be presented. The guidance is effective for years beginning after *December 15, 2018* and early adoption is permitted. The Company has *not* yet determined the impact of this standard on our Consolidated Financial Statements, but believes it *may* be significant. We have elected *not* to adopt this standard in advance of its required effective date.

In *October 2016,* the FASB issued Accounting Standards Update *No. 2016-16,* "Income Taxes (Topic *740*), Intra-Entity Transfers of Assets Other Than Inventory". The new guidance requires that entities recognize the income tax consequences of an intra-entity transfer of an asset other than inventory when the transfer occurs, rather than when the asset is sold to an outside party. The guidance is effective for annual reporting periods beginning after *December 15, 2017,* including interim periods within those annual reporting periods. Early adoption is permitted. The new guidance requires adoption on a modified retrospective basis through a cumulative-effect adjustment directly to retained earnings as of the beginning of the period of adoption. The company will adopt Topic *740* effective *January 1, 2018.* Topic *740* will *not* have a material impact on our Consolidated Financial Statements.

In *August 2016,* the FASB issued Accounting Standards Update *No. 2016-15,* “Statement of Cash Flows (Topic *230*), Classification of Certain Cash Receipts and Cash Payments”. The new guidance makes *eight* targeted changes to how cash receipts and cash payments are presented and classified in the statement of cash flows. The guidance is effective for fiscal years beginning after *December 15, 2017,* and interim periods within those fiscal years. Early adoption is permitted, including adoption in an interim period. If an entity early adopts the amendments in an interim period, any adjustments should be reflected as of the beginning of the fiscal year that includes that interim period. An entity that elects early adoption must adopt all of the amendments in the same period. The new guidance requires adoption on a retrospective basis unless it is impracticable to apply, in which case the company would be required to apply the amendments prospectively as of the earliest date practicable. The Company will adopt this standard effective *January 1, 2018.* This standard will *not* have a material impact on our Consolidated Financial Statements.

In January 2017, the FASB issued ASU 2017-04, “Intangibles – Goodwill and Other (Topic 350) – Simplifying the Test for Goodwill Impairment”, which eliminates the two-step process that required identification of potential impairment and a separate measure of the actual impairment. The annual assessment of goodwill impairment will be determined by using the difference between the carrying amount and the fair value of the reporting unit. The Company is currently assessing the impact that adopting this new accounting standard will have on our Consolidated Financial Statements.

In May 2017, the FASB issued ASU 2017-09, “Compensation – Stock Compensation (Topic 718) – Scope of Modification Accounting”, which provides guidance about which changes to the terms or conditions of a share-based payment award require an entity to apply modification accounting in Topic 718. ASU 2017-09 is effective for fiscal years beginning after December 15, 2017 and interim periods within those fiscal years, and early adoption is permitted, including in an interim period. ASU 2017-09 is to be applied on a prospective basis to an award modified on or after the adoption date. We do not intend to early adopt ASU 2017-09 and do not expect the adoption of this new accounting standard will have a material impact on our Consolidated Financial Statements.

Note *2* – Acquisition

On *January 13, 2016,* Ultralife UK Limited (the “Merger Subsidiary”), a U.K. corporation and a wholly-owned subsidiary of Ultralife Corporation (the “Company”), completed the acquisition of all of the outstanding ordinary shares of Accutronics Limited (“Accutronics”), a U.K. corporation based in Newcastle-under-Lyme, U.K., from Intrinsic Equity Limited, Catapult Growth Fund Limited Partnership, MJF Pension Trustees Limited, Robert Andrew Phillips and Michael Allen (collectively, the “Sellers”). There are *no* material relationships between the Company or Merger Subsidiary and any of the Sellers, other than pertaining to this acquisition. Accutronics is a leading independent designer and manufacturer of smart batteries and charger systems for high-performance, feature-laden portable and handheld electronic devices and is classified in the Battery & Energy Products segment. The acquisition of Accutronics advances our strategy of commercial revenue diversification and expands our geographic reach within

European OEM's. With industry experts predicting mid-to-high single digit growth in the global medical batteries market, this strategic investment positions Ultralife well for further penetration of and growing revenue streams from an attractive commercial market.

The acquisition was completed pursuant to the terms of the Share Purchase Agreement dated *January 13, 2016* by and among the Merger Subsidiary and the Sellers. The Merger Subsidiary paid at the time of closing an aggregate purchase price of *£7,575* (*$10,976*) in cash, and in exchange the Merger Subsidiary received all of the outstanding shares of Accutronics ordinary stock. Monies to fund the purchase price were advanced to the Merger Subsidiary from the Company's general corporate funds.

The purchase price was subject to adjustment based on the difference between actual and estimated amounts of working capital of Accutronics as well as the amount of net cash of Accutronics. The adjustment resulted in a final payment to the Sellers in the amount of *£133* on *February 24, 2016,* bringing the total aggregate purchase price to *£7,708* (*$11,161*).

The purchase price allocation was determined in accordance with the accounting treatment of a business combination in Financial Accounting Standards Board ("FASB") ASC Topic *805, Business Combinations*. Under the guidance, the fair value of the consideration was determined and the assets acquired and liabilities assumed have been recorded at their fair values at the date of the acquisition. The excess of the consideration paid over the estimated fair values has been recorded as goodwill.

The allocation of purchase price to the assets acquired and liabilities assumed at the date of the acquisition is presented in the table below (in thousands). Management is responsible for determining the fair value of the tangible and intangible assets acquired and liabilities assumed as of the date of acquisition. Management considered a number of factors, including reference to an analysis performed under FASB ASC Topic *805* solely for the purpose of allocating the purchase price to the assets acquired and liabilities assumed. The Company's estimates are based upon assumptions believed to be reasonable, but which are inherently uncertain and unpredictable. These valuations require the use of management's assumptions, which would *not* reflect unanticipated events and circumstances that occur. The originally reported purchase price allocation has been updated based on information obtained about facts and circumstances that existed as of the acquisition date. As a result, adjustments were made which reduced identifiable intangible assets and property, plant and equipment by *$402* and *$99,* respectively, and increased prepaids and other current assets, inventory, deferred income taxes on intangible assets and goodwill by *$291, $75, $113* and *$104,* respectively.

Cash	$*1,304*
Accounts Receivable	*1,344*
Inventory	*2,167*
Prepaids and Other Current Assets	*584*
Property, Plant & Equipment	*269*
Identifiable Intangible Assets	*4,374*
Goodwill	*4,487*
Accounts Payable	*(1,009*)
Accrued Expenses	*(1,136*)
Income Taxes Payable	*(111*)
Non-Current Liabilities	*(209*)
Deferred Income Taxes	*(74*)
Deferred Income Taxes on Intangible Assets	*(829*)
Total Consideration	**$*11,161***

The goodwill included in the Company's purchase price allocation presented above represents the value of Accutronics assembled and trained workforce, the incremental value that Accutronics engineering and technology will bring to the Company and the revenue growth expected to occur over time attributable to increased market penetration from future new products and customers. The goodwill acquired in connection with the acquisition is *not* deductible for income tax purposes.

The identifiable intangible assets included in the Company's purchase price allocation represent customer contracts and relationships of *$2,821,* intellectual property of *$1,132* and trade name of *$421* that are amortized straight-line over a period ranging from *10* to *15* years.

During the year ended *December 31, 2016,* direct acquisition costs of *$251* and increased cost of sales related to purchase accounting adjustments of *$96* for inventory acquired were recorded in the Company's Consolidated Statement of Income and Comprehensive Income. Accutronics contributed revenue of *$10,362* and operating income of *$436* during the *twelve*-month period ended *December, 2016,* reflecting the purchase accounting adjustments and non-recurring costs directly related to the acquisition.

Set forth below is the unaudited pro forma results of the Company for the *twelve*-month period ended *December 31, 2016* as if the acquisition occurred as of *January 1, 2015.* The unaudited pro forma results exclude direct acquisition costs of *$251* and cost of sales of *$96* related to the purchase accounting adjustments for inventory acquired. The results of Accutronics were *not* material for the period from *January 1, 2016* to the acquisition date.

	Year Ended December 31, 2016
Revenue	$ *82,460*
Operating income	$ *4,061*
Net income attributable to Ultralife	$ *3,821*
Earnings per share:	
Basic	$ *0.25*
Diluted	$ *0.25*

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The unaudited pro forma results do *not* reflect the realization of any expected cost savings or other synergies from the acquisition of Accutronics as a result of restructuring activities, other cost savings initiatives or sales synergies following the completion of the business combination. Accordingly, these unaudited pro forma results are presented for informational purposes only and are *not* necessarily indicative of what the actual results of operations of the combined Company would have been if the acquisition had occurred at the beginning of the *2015* period presented, nor are they indicative of future results of operations.

Note *3* – Share Repurchase Program

On *April 28, 2014,* the Company's Board of Directors approved a share repurchase program (the "Share Repurchase Program") which became effective on *May 1, 2014* and under which the Company was authorized to repurchase up to *1.8* million shares of its outstanding common stock over a period *not* to exceed *twelve* months. The Share Repurchase Program was extended through *June 2, 2016,* and the maximum number of shares authorized to be repurchased under the program was increased to *3.4* million shares.

Share repurchases under this program were made in accordance with SEC Rule *10b-18* using a variety of methods, which included open market purchases and block trades in compliance with applicable insider trading and other securities laws and regulations. With the exception of repurchases made during stock trading black-out periods under *10b5-1* Plans, the timing, manner, price and amount of any repurchases were determined at the Company's discretion. The Share Repurchase Program expired on *June 2, 2016* and did *not* obligate the Company to repurchase any specific number of shares.

In *2016,* we repurchased a total of *156,092* shares of our common stock for an aggregate consideration of *$630,* of which *149,904* shares were repurchased under the Share Repurchase Program for an aggregate amount (excluding fees and commissions) of *$603.*

From the inception of the Share Repurchase Program on *May 1, 2014* through its expiration on *June 2, 2016,* the Company repurchased *2,592,095* shares for an aggregate cost (excluding fees and commissions) of *$10,480.*

Note *4* - Supplemental Balance Sheet Information

a. Inventory, Net

Inventories are stated at the lower of cost or net realizable value with cost determined under the *first*-in, *first*-out (FIFO) method. The composition of inventories, net was:

	December 31, 2017	December 31, 2016
Raw Materials	$*14,606*	$*14,482*
Work in Process	*2,013*	*986*
Finished Products	*9,707*	*7,988*
Total	$*26,326*	$*23,456*

b. Property, Plant and Equipment

Major classes of property, plant and equipment consisted of the following:

	December 31, 2017	December 31, 2016
Land	$*123*	$*123*
Buildings and Leasehold Improvements	*7,858*	*7,757*
Machinery and Equipment	*50,852*	*49,722*
Furniture and Fixtures	*2,005*	*1,947*
Computer Hardware and Software	*5,338*	*5,223*
Construction in Progress	*535*	*421*
	66,711	*65,193*
Less – Accumulated Depreciation	*(59,141*)	*(57,194*)
Total	$*7,570*	$*7,999*

Estimated costs to complete construction-in-progress as of *December 31, 2017* and *2016* were approximately *$5,136* and *$170,* respectively.

Depreciation expense was *$2,005* and *$2,223* for the years ended *December 31, 2017* and *2016,* respectively.

c. *Goodwill and Other Intangible Assets*

The Company performed its annual impairment tests of goodwill and other indefinite-lived intangible assets as of October 1, 2017. The Company changed the date of its annual impairment test in 2017 from December 31 to the first day of the fourth quarter. The change was made for administrative purposes and did not materially impact the estimated fair values.

The Company performed a quantitative impairment test of its four identified goodwill reporting units. The fair value for the reporting units could not be determined using readily available quoted Level 1 inputs or Level 2 inputs that were observable in active markets. Therefore, we used a discounted cash flow model to estimate the fair value of the reporting units, using Level 3 inputs. To estimate the fair value of the reporting units, we used significant estimates and judgments, including an assessment of our future revenue prospects, revenue growth rates and profit margins based on internal forecasts, industry and market based terminal growth rates, inputs to the weighted-average cost of capital used to discount future cash flows, and earnings multiples.

The Company performed a quantitative impairment test of its four other indefinite-lived intangible assets (trademarks). The fair value of our trademarks could not be determined using readily available quoted Level 1 inputs or Level 2 inputs that were observable in active markets. Therefore, we used a relief from royalty approach to estimate the fair value of our trademarks, using Level 3 inputs. Significant estimates and judgments included an assessment of our future revenue prospects, industry and market based terminal growth rates, inputs to the weighted-average cost of capital used to discount future cash flows, and royalty rates based on external market data.

As a result of the impairment tests performed for 2017 and 2016, we determined that no impairments existed. Fair value exceeded carrying value for all reporting units and trademarks by more than 10%.

There is a possibility that our goodwill and other intangible assets could be impaired in the future should there be a significant change in our internal forecasts and other assumptions used in our impairment analysis.

The following table summarizes the goodwill activity by segment for the years ended *December 31, 2017* and *2016:*

	Battery & Energy Products	Communi-cations Systems	Total
Balance – January 1, 2016	$ *4,790*	$ *11,493*	$*16,283*
Acquisition of Accutronics	*4,487*	-	*4,487*
Effect of Foreign Currency Translation	*(805*)	-	*(805*)
Balance – December 31, 2016	*8,472*	*11,493*	*19,965*
Effect of Foreign Currency Translation	*493*	-	*493*
Balance – December 31, 2017	$ *8,965*	$ *11,493*	$*20,458*

The composition of intangible assets was:

	December 31, 2017		
	Cost	Accumulated Amortization	Net
Trademarks	$*3,411*	$ -	$*3,411*
Customer Relationships	*6,618*	*4,208*	*2,410*
Patents and Technology	*5,545*	*4,595*	*950*
Distributor Relationships	*377*	*377*	-
Trade Name	*393*	*79*	*314*
Total Other Intangible Assets	$*16,344*	$ *9,259*	$*7,085*

	December 31, 2016		
	Cost	Accumulated Amortization	Net
Trademarks	$*3,404*	$ -	$*3,404*
Customer Relationships	*6,395*	*3,975*	*2,420*
Patents and Technology	*5,455*	*4,417*	*1,038*
Distributor Relationships	*377*	*368*	*9*
Trade Name	*359*	*36*	*323*
Total Other Intangible Assets	$*15,990*	$ *8,796*	$*7,194*

The change in the cost value of other intangible assets is a result of the effect of foreign currency translations.

Amortization of other intangible assets was included in the following financial statement captions:

	Year ended December 31,	
	2017	2016
Research and Development Expense	$*165*	$*200*
Selling, General and Administrative Expense	*257*	*303*
Total	$*422*	$*503*

Future amortization expense of amortizable intangible assets will be approximately $400, $379, $367, $348 and $334 for the fiscal years ending December 31, 2018 through 2022, respectively.

Note *5* - Operating Leases

We lease various buildings, machinery, land, automobiles and office equipment. Rental expenses for all operating leases were approximately *$660* and *$668* for the years ended *December 31, 2017* and *2016,* respectively. Future minimum lease payments under non-cancelable operating leases as of *December 31, 2017* are as follows:

2018 2019 2020 2021 2022

$558	$*416*	$*100*	$ -	$ -

Note *6* - Debt

Credit Facilities

On *May 31, 2017,* Ultralife Corporation entered into a Credit and Security Agreement (the "Credit Agreement") and related security agreements with KeyBank National Association ("KeyBank" or the "Bank") to establish a *$30,000* senior secured, cash flow-based, revolving credit facility that includes a *$1,500* letter of credit subfacility (the "Credit Facility"). The Credit Agreement provides that the Credit Facility *may* be increased with the Bank's concurrence to *$50,000* prior to the last *six* months of the term and is scheduled to expire on *May 30, 2020.* The Credit Facility replaces the Company's asset-based revolving credit facility with PNC Bank National Association which expired in accordance with its terms on *May 24, 2017 (*the "Prior Credit Agreement").

The Credit Facility provides the Company with an aggregate of up to *$30,000* of loan and letter of credit availability determined based on a borrowing base formula. The Company *may* use advances under the Credit Facility for general working capital purposes, to reimburse drawings under letters of credit and to fund capital expenditures and acquisitions, all subject to the terms of the Credit Agreement. The Company had *no* amounts drawn under the Prior Credit Agreement at the time of its expiration and has *not* borrowed under the Credit Facility.

Interest will accrue on outstanding indebtedness under the Credit Agreement at the Overnight LIBOR Rate plus the applicable margin, or at the Base Rate plus the applicable margin, as selected by the Company. During the period beginning *May 31, 2017* and ending *April 1, 2018,* the applicable margin for Overnight LIBOR Loans is *185* basis points, the applicable margin for Base Rate Loans is negative *50* basis points and applicable margin for the Unused Fee is *20* basis points. Beginning *April 2, 2018* and thereafter, the applicable margins will be determined based on the chart below.

Consolidated Senior Leverage Ratio	Applicable Basis Points for Overnight LIBOR Loans	Applicable Basis Points for Base Rate Loans	Applicable Basis Points for Unused Fee
Less than 1.50 to 1.00	*185*	*(50)*	*20*
Greater than or equal to 1.50 to 1.00 but less than 2.50 to 1.00	*200*	*(25)*	*15*
Greater than or equal to 2.50 to 1.00	*215*	*0*	*10*

The Company must pay a fee on its unused availability equal to the applicable margin for the Unused Fee and customary letter of credit fees.

In addition to the affirmative and negative covenants, the Company must maintain a fixed charge coverage ratio of *1.15* to *1.0,* tested each fiscal quarter for the trailing *four* fiscal quarters, and a minimum tangible net worth of *$40,000,* tested as of the end of each calendar year. The Company was in full compliance with its covenants as of *December 31, 2017.*

Any outstanding borrowings must be repaid upon expiration of the term of the Credit Facility. Payments must be made during the term to the extent outstanding borrowings exceed the maximum amount then permitted to be drawn as borrowings under the Credit Facility and from the proceeds of certain transactions. Upon the occurrence of an event of default, the outstanding obligations of the Company under the Credit Facility *may* be accelerated in addition to the other remedies available to the Bank under the terms of the Credit Agreement. The Credit Facility is secured by substantially all the assets of the Company.

As of *December 31, 2017,* we had *no* outstanding balance under the Credit Facility and *no* outstanding letters of credit related to the Credit Facility.

Note *7* - Commitments and Contingencies

a. *Indemnity*

Our organizational documents provide that our directors or officers will be reimbursed for all expenses, to the fullest extent permitted by law arising out of their performance.

b. *Purchase Commitments*

As of *December 31, 2017,* we have made commitments to purchase approximately *$1,392* of production machinery and equipment.

c. *China*

Our operating facility in China presents risks including, but *not* limited to, changes in local regulatory requirements, including changes in labor laws, local wage laws, environmental regulations, taxes and operating licenses, compliance with U.S. regulatory requirements, including the Foreign Corrupt Practices Act, uncertainties as to application and interpretation of local laws and enforcement of contract and intellectual property rights, eminent domain claims, labor disputes, rapid changes in government, economic and political policies, and other various contingencies that are outside of our control. Any such event could depress our earnings and have other material adverse effects on our business, financial condition and results of operations.

d. *Employment Contracts*

We have an employment contract with Michael D. Popielec, our President and Chief Executive Officer, which remains in effect until terminated by either party. This agreement provides for a base salary, as adjusted for increases at the discretion of our Board of Directors, and includes incentive bonuses based upon attainment of specified quantitative and qualitative performance goals. This agreement also provides for severance payments in the event of specified events of termination of employment. In addition, this agreement provides for a lump sum payment in the event of termination of employment in connection with a change in control.

As part of our employment commencement process, employees are required to enter into agreements providing for confidentiality of certain information and the assignment of rights to inventions made by them while employed by us. These agreements also contain certain non-competition and non-solicitation provisions effective during the employment term and for varying periods thereafter depending on position and location. There can be *no* assurance that we will be able to enforce these agreements. All of our employees agree to abide by the terms of a Code of Ethics policy that provides for the confidentiality of certain information received during the course of their employment.

e. *Product Warranties*

We estimate future costs associated with expected product failure rates, material usage and service costs in the development of our warranty obligations. Warranty reserves are based on historical experience of warranty claims and generally will be estimated as a percentage of sales over the warranty period. In the event the actual results of these items differ from the estimates, an adjustment to the warranty obligation would be recorded. Changes in our product warranty liability during the years ended *December 31, 2017* and *2016* were as follows:

	2017	**2016**
Balance, January 1	$*172*	$*192*
Provision (reversal) for warranties issued	*84*	*39*
Settlements made	*(107*)	*(59*)
Balance, December 31	$*149*	$*172*

f. *Legal Matters*

We are subject to legal proceedings and claims that arise in the normal course of business. We believe that the final disposition of such matters will *not* have a material adverse effect on our financial position, results of operations or cash flows.

Dreamliner Litigation

In *July 2013,* an unoccupied Boeing *787* Dreamliner aircraft operated by Ethiopian Airlines ("EA") was damaged by a fire while parked at London Heathrow Airport. We participated in and provided technical assistance in support of an investigation of this incident conducted by U.K. and U.S. regulatory authorities as well as by the manufacturer of the aircraft, as we are *one* of many downstream suppliers to that manufacturer. A final report was issued by the Air Accidents Investigative Branch - - UK Civil Aviation regulatory authority, with findings indicating that the fire was primarily caused by circumstances related to the plane's emergency locator transmitter ("ELT") manufactured and installed by another company.

A component of the ELT is a battery pack which incorporates Ultralife's industry-standard Lithium Manganese Dioxide non-rechargeable D-cell. Ultralife has had this cell in production since *2001,* with millions of units produced. The cell is widely-used for global defense and commercial applications. This battery product has gone through rigorous safety and qualification testing, including United Nations Transport of Dangerous Goods, Manual of Tests and Criteria, and is authorized for use in aerospace applications under Technical Standard Order *C142.*

On *May 4, 2015,* we were notified of a lawsuit in which we were named, along with other suppliers to the aircraft manufacturer, concerning that *2013* fire. The suit was filed by EA in the Commercial Court, Queen's Bench Division of the High Court of Justice, London and seeks as damages *$42,000* plus other unspecified amounts, including those for loss of use and diminution in value of the aircraft. We maintain liability and products liability insurance through reputable providers, and in accordance with our corporate practices, immediately advised and referred this matter to our insurers. We are working with those insurers and their counsel to actively defend against this action, which is ongoing.

At this time, we believe that there is *not* a reasonable possibility that this incident will result in a material financial exposure to the Company.

Note *8* - Shareholders' Equity

a. Stock-Based Compensation Expense

We recorded non-cash stock compensation expense in each period as follows:

	2017	**2016**
Stock Options	$*642*	$*676*
Restricted Stock Grants	*11*	*34*
Total	$*653*	$*710*

These are more fully discussed as follows:

b. *Stock Options*

We have various stock-based employee compensation plans, for which compensation cost is recognized in the financial statements. The cost is measured at the grant date, based on the fair value of the award, and is recognized as an expense over the employee's requisite service period (generally the vesting period of the equity award).

Our shareholders have approved various equity-based plans that permit the grant of stock options, restricted stock and other equity-based awards. In addition, our shareholders have approved the grant of stock options outside of these plans.

In *June 2004,* our shareholders adopted the *2004* Long-Term Incentive Plan (*"2004* LTIP") pursuant to which we were authorized to issue up to *750,000* shares of common stock and grant stock options, restricted stock awards, stock appreciation rights and other stock-based awards. Through shareholder approved amendments to the LTIP in *2006, 2008, 2011,* and *2013,* the total number of shares authorized under the LTIP was increased to *2,900,000.*

In *June 2014,* our shareholders approved the *2014* Long-Term Incentive Plan (*"2014* LTIP") as the successor plan to the *2004* LTIP that expired on *June 10, 2014.* Under the *2014* LTIP, a total of *1,750,000* shares of Common Stock will be available for grant of awards. However, of the total number of shares of common stock available for awards under the *2014* LTIP, *no* more than *800,000* shares of Common Stock *may* be used for awards other than stock options and stock appreciation rights. Grants under the *2014* LTIP *may* be awarded through *June 2, 2024.*

Stock options granted under the LTIPs are either Incentive Stock Options ("ISOs") or Non-Qualified Stock Options ("NQSOs"). Key employees are eligible to receive ISOs and NQSOs; however, directors and consultants are eligible to receive only NQSOs. Most ISOs vest over a *three*- year period and expire on the *seventh* anniversary of the grant date. As of *December 31, 2017,* there were *1,116,083* stock options outstanding under the *2004* LTIP and *744,128* stock options outstanding under the *2014* LTIP.

On December 30, 2010, pursuant to the terms of his employment agreement, we granted our President and Chief Executive Officer, Michael D. Popielec, options to purchase shares of common stock under the 2004 LTIP as follows: (i) 50,000 shares at $6.42, vesting in annual increments of 12,500 shares over a four-year period commencing December 30, 2011; (ii) 250,000 shares at $6.42, vesting in annual increments of 62,500 shares over a four-year period commencing December 30, 2011; (iii) 200,000 shares at $10.00, with vesting to begin on the date the stock reaches a closing price of $10.00 per share for 15 trading days within a 30-day trading period, with such vesting in annual increments of 50,000 shares over the four anniversary dates of that date; and (iv) 200,000 shares at $15.00, with vesting to begin on the date the stock reaches a closing price of $15.00 per share for 15 trading days within a 30-day trading period, with such vesting in annual increments of 50,000 shares over the four anniversary dates of that date. All such options in items (i) and (ii) were due to expire on December 30, 2017. On April 19, 2017, the Company's Board of Directors extended the expiration date to December 30, 2020. Pursuant to Accounting Standards Codification Topic 718, Compensation – Stock Compensation, the transaction was accounted for as an equity award modification. During the second quarter, the Company recognized compensation cost of $193 representing the incremental fair value of the modified award computed as of the modification date as the difference between the fair value of the modified award and the fair value of the original award immediately before it was modified. All such options in items (iii) and (iv) shall expire as of the later of December 30, 2017 and five years after the initial vesting commences, but in no event later than December 30, 2020. The market-based conditions for the stock options in items (iii) and (iv) had not been met as of December 31, 2017. The options set forth in items (ii), (iii) and (iv) were subject to shareholder approval of an amendment to the 2004 LTIP, which approval was obtained on June 7, 2011.

On *January 3, 2011,* pursuant to the terms of his employment agreement, we granted our President and Chief Executive Officer, Michael D. Popielec, an option to purchase *50,000* shares of common stock at *$6.58* under the *2004* LTIP. The option vested in annual increments of *12,500* shares over a *four*-year period commencing *December 30, 2011.* The option expired on *December 30, 2017.*

As of *December 31, 2017,* there was *$385* of total unrecognized compensation costs related to outstanding stock options, which we expect to recognize over a weighted average period of *1.0* years.

We use the Black-Scholes option-pricing model to estimate fair value of stock-based awards. The following weighted average assumptions were used to value options granted during the years ended *December 31, 2017* and *2016:*

	Years Ended December 31,	
	2017	**2016**
Risk-free interest rate	*1.7 %*	*1.4 %*
Volatility factor	*50.0%*	*48.2%*
Weighted average expected life (years)	*5.0*	*4.8*
Forfeiture rate	*10.0%*	*10.0%*
Dividends	*0.0 %*	*0.0 %*

We used a Monte Carlo simulation option-pricing model to estimate the fair value of market performance stock-based awards, of which there were *no* new awards in the years ended *December 31, 2017* or *2016.*

We calculate expected volatility for stock options by taking an average of historical volatility over the expected term. The computation of expected term was determined based on historical experience of similar awards, giving consideration to the contractual terms of the stock-based awards and vesting schedules. The interest rate for periods within the contractual life of the award is based on the U.S. Treasury yield in effect at the time of grant. Forfeiture rates are calculated by dividing unvested shares forfeited by beginning shares outstanding. The pre-vesting forfeiture rate is calculated yearly and is determined using a historical *twelve*-quarter rolling average of the forfeiture rates.

The following tables summarize data for the stock options issued by us:

Year Ended December 31, 2017

	Number of Shares	Weighted Average Exercise Price Per Share	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value
Shares under Option – January 1	*2,323,581*	$ *6.22*		
Options Granted	*244,750*	*5.60*		
Options Exercised	*(333,305*)	*4.29*		
Options Forfeited or Expired	*(374,815*)	*8.11*		
Shares under option – December 31	*1,860,211*	$ *5.06*	*2.93*	$ *2,624*
Vested and Expected to Vest - December 31	*1,649,594*	$ *4.63*	*2.75*	$ *2,438*
Options Exercisable – December 31	*1,045,798*	$ *4.18*	*2.63*	$ *1,806*

Year Ended December 31, 2016

	Number of Shares	Weighted Average Exercise Price Per Share
Shares under Option – January 1	*2,257,969*	$ *6.30*
Options Granted	*369,550*	*4.69*
Options Exercised	*(152,789*)	*3.86*
Options Forfeited or Expired	*(151,149*)	*6.09*
Shares under option – December 31	*2,323,581*	$ *6.22*
Options Exercisable – December 31	*1,302,390*	$ *5.05*

The following table represents additional information about stock options outstanding at *December 31, 2017:*

Range of Exercise Prices	Option Outstanding Number of Outstanding Options – December 31, 2017	Weighted-Average Remaining Contractual Life	Weighted-Average Exercise Price	Options Exercisable Number of Options Exercisable at December 31, 2017	Weighted-Average Exercise Price
$3.22 - $3.99	*435,398*	*3.28*	$ *3.78*	*368,406*	$ *3.80*
$4.00 - $4.99	*510,213*	*3.27*	*4.37*	*335,624*	*4.40*
$5.00 - $9.99	*614,600*	*5.56*	*5.69*	*341,768*	*5.77*
$10.00 - $15.00	*300,000*	*2.00*	*12.50*	-	-
$3.22 - $15.00	*1,860,211*	*2.93*	$ *5.06*	*1,045,798*	$ *4.18*

The weighted average fair value of options granted during the years ended *December 31, 2017* and *2016* was *$2.47* and *$2.01,* respectively. The total intrinsic value of options (which is the amount by which the stock price exceeded the exercise price of the options on the date of exercise) exercised during the years ended *December 31, 2017* and *2016* was *$588* and *$149,* respectively.

Cash received from option exercises under our stock-based compensation plans for the years ended *December 31, 2017* and *2016* was *$1,429* and *$460,* respectively.

c. *Restricted Stock Awards*

During *2014,* we awarded *49,200* restricted stock units under the *2014* LTIP to certain key employees. These units vest over *three* years and we estimated their weighted average grant date fair value to be *$3.24* per share. *$11* and *$34* of expense was recorded in *2017* and *2016,* respectively, relating to these units. In *September 2017, 12,900* shares of the awarded restricted stock vested and the Company repurchased *3,959* shares to satisfy the statutory tax withholding on shares vested for certain employees.

At *December 31, 2017,* there was *no* unrecognized compensation expense related to restricted stock grants.

d. *Reserved Shares*

We have reserved *946,027* shares of common stock under the various stock option plans, warrants and restricted stock awards as of *December 31, 2017*.

Note *9* - Income Taxes

Our income tax provision consists of:

	Years Ended December 31,	
	2017	**2016**
Current:		
Federal	$ -	$ *(70*)
State	-	*20*
Foreign	*300*	*13*
	300	*(37*)
Deferred:		
Federal	*(1,717*)	*220*
State	*55*	-
Foreign	*(7*)	*(85*)
	(1,669)	*135*
Total income tax provision	$ *(1,369*)	$ *98*

On December 22, 2017, the U.S. government enacted comprehensive tax legislation commonly referred to as the Tax Cuts and Jobs Act (the “Tax Act”). The Tax Act makes broad and complex changes to the U.S. tax code, including, but not limited to, (1) reducing the U.S. federal corporate tax rate from 35 percent to 21 percent; (2) elimination of the corporate alternative minimum tax (AMT) and changing how existing AMT credits can be realized; (3) changing rules related to usage and limitation of net operating loss carryforwards created in tax years beginning after December 31, 2017; (4) generally eliminating U.S. federal income taxes on dividends from foreign subsidiaries for tax years beginning after December 31, 2017; and (5) implementing a territorial tax system and imposing a transition toll tax on deemed repatriated earnings of foreign subsidiaries.

The Act reduces the U.S. corporate tax rate to 21 percent, effective January 1, 2018. Deferred tax liabilities associated with goodwill and certain other intangible assets have been reduced by $1,939, resulting in a deferred income tax benefit of $1,939 for the year ended December 31, 2017.

The Act provided for a one-time deemed mandatory repatriation for post-1986 undistributed foreign subsidiary earnings and profits (“E&P”) through the year ended December 31, 2017. The Company had a deficit in foreign E&P and is not expected to be subject to the deemed mandatory repatriation.

On December 22, 2017, the SEC staff issued Staff Accounting Bulletin No. 118 to address the application of U.S. GAAP in situations when a registrant does not have the necessary information available, prepared, or analyzed (including computations) in reasonable detail to complete the accounting for certain income tax effects of the Tax Reform Act. The Company has recognized the provisional tax impacts related to the revaluation of deferred tax assets and liabilities and included these amounts in its consolidated financial statements for the year ended December 31, 2017. As of December 31, 2017, we have completed the majority of our accounting for the tax effects of the Act. If revisions are needed as new information becomes available, the final determination of the deemed re-measurement of our deferred assets and liabilities or other applicable provisions of The Act will be completed as additional information becomes available, but no later than one year from the enactment of the 2017 Tax Act.

The deferred U.S. income tax benefit for 2017 primarily represents a one-time, non-cash benefit of $1,939 relating to the revaluation of deferred tax liabilities on goodwill and certain other intangible assets upon the enactment of the Tax Act, offset by the increase in the deferred tax liability associated with the increase in the taxable temporary difference related to the goodwill and certain other indefinite-lived intangible assets. The deferred income tax provision for 2016 is primarily due to the recognition of deferred tax liabilities relating to goodwill and certain other intangible assets that cannot be predicted to reverse during our loss-carryforward for book purposes partially offset by the deferred tax benefit of the amortization of certain intangible assets of Accutronics (U.K.). The current income tax provision is primarily attributa

	Three Months Ended September 30, 2018			Three Months Ended September 30, 2017		
	Average Balance	Interest Income/ Expense	Annualized Yield Rate	Average Balance	Interest Income/ Expense	Annualized Yield Rate
Loans net of deferred fees	$411,684	$ 5,094	4.91 %	$343,357	$ 4,063	4.69 %
Loans held for sale	7,986	98	4.87 %	7,123	72	4.01 %
Investment securities	46,776	254	2.15 %	44,009	178	1.60 %
Federal funds and other	5,736	34	2.35 %	20,526	67	1.30 %
Total interest earning assets	472,182	5,480	4.60 %	415,015	4,380	4.19 %
Allowance for loan losses and deferred fees	(3,197)			(3,261)		
Cash and due from banks	9,408			9,560		
Premises and equipment, net	12,726			13,029		
Other assets	20,674			25,397		
Total assets	$511,793			$459,740		
Interest bearing deposits						
Interest checking	$48,386	$ 22	0.18 %	$49,152	$ 22	0.18 %
Money market	83,742	97	0.46 %	82,411	84	0.40 %
Savings	24,441	11	0.18 %	22,597	10	0.18 %
Certificates	157,922	585	1.47 %	150,981	499	1.31 %
Total	314,491	715	0.90 %	305,141	615	0.80 %
Borrowings	37,760	332	3.49 %	10,364	73	2.79 %
Total interest bearing liabilities	352,251	1,047	1.18 %	315,505	688	0.87 %
Noninterest bearing deposits	121,021			97,464		
Other liabilities	2,879			2,860		
Total liabilities	476,151			415,829		
Equity capital	35,642			43,911		
Total liabilities and capital	$511,793			$459,740		
Net interest income before provision for loan losses		$ 4,433			$ 3,692	
Interest spread - average yield on interest earning assets, less average rate on interest bearing liabilities			3.42 %			3.32 %
Annualized net interest margin (net interest income expressed as percentage of average earning assets)			3.72 %			3.53 %

	Nine Months Ended September 30, 2018			Nine Months Ended September 30, 2017		
	Average Balance	Interest Income/ Expense	Annualized Yield Rate	Average Balance	Interest Income/ Expense	Annualized Yield Rate
Loans net of deferred fees	$393,424	$14,334	4.87 %	$342,157	$11,880	4.64 %
Loans held for sale	6,113	218	4.77 %	6,704	206	4.11 %
Investment securities	47,861	776	2.17 %	43,717	506	1.55 %
Federal funds and other	5,386	81	2.01 %	12,742	111	1.16 %
Total interest earning assets	452,784	15,409	4.55 %	405,320	12,703	4.19 %
Allowance for loan losses and deferred fees	(3,278)			(3,317)		
Cash and due from banks	10,276			10,023		
Premises and equipment, net	12,860			12,858		
Other assets	20,832			25,557		
Total assets	$493,474			$450,441		
Interest bearing deposits						
Interest checking	$48,194	$65	0.18 %	$45,677	$61	0.18 %
Money market	82,992	267	0.43 %	77,319	225	0.39 %
Savings	24,231	31	0.17 %	22,373	29	0.17 %
Certificates	155,034	1,641	1.42 %	152,169	1,455	1.28 %
Total	310,451	2,004	0.86 %	297,538	1,770	0.80 %
Borrowings	30,387	733	3.23 %	12,879	227	2.36 %
Total interest bearing liabilities	340,838	2,737	1.07 %	310,417	1,997	0.86 %
Noninterest bearing deposits	113,204			92,851		
Other liabilities	2,917			3,481		
Total liabilities	456,959			406,749		
Equity capital	36,515			43,692		
Total liabilities and capital	$493,474			$450,441		
Net interest income before provision for loan losses		$12,672			$10,706	
Interest spread - average yield on interest earning assets, less average rate on interest bearing liabilities			3.48 %			3.33 %
Annualized net interest margin (net interest income expressed as percentage of average earning assets)			3.74 %			3.53 %

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Provision for (recovery of) loan losses

The amount of the allowance for loan losses is determined by an evaluation of the level of loans outstanding, the level of non-performing loans, historical loan loss experience, delinquency trends, underlying collateral values, the amount of actual losses charged to the reserve in a given period and assessment of present and anticipated economic conditions.

The level of the allowance reflects changes in the size of the portfolio or in any of its components as well as management's continuing evaluation of industry concentrations, specific credit risks, loan loss experience, current loan portfolio quality, present economic, political and regulatory conditions. Portions of the allowance may be allocated for specific credits; however, the entire allowance is available for any credit that, in management's judgment, should be charged off. While management utilizes its best judgment and information available, the ultimate adequacy of the allowance is dependent upon a variety of factors beyond the Company's control, including the performance of the Company's loan portfolio, the economy, changes in interest rates and the view of the regulatory authorities toward loan classifications.

The Company did not record a provision for loan losses for the three and nine months ended September 30, 2018 and 2017 because of minimal net charge-offs and stable asset quality.

The provision for (recovery of) loan losses by category is presented following (in thousands):

	Nine Months Ended September 30,				**For Year Ended December 31,**	
	2018		**2017**		**2017**	
	Provision (Recovery)	**Loans Outstanding**	**Provision (Recovery)**	**Loans Outstanding**	**Provision (Recovery)**	**Loans Outstanding**
Construction and land development	$46	$ 41,081	$(131)	$ 34,455	$(118)	$ 30,817
Commercial real estate	(24)	200,281	(89)	136,578	98	165,505
Consumer real estate	(8)	91,714	(55)	81,479	(30)	88,228
Commercial and industrial	2	40,142	209	40,019	316	36,506
Guaranteed student loans	76	40,502	56	47,521	96	45,805
Consumer	31	1,835	(5)	2,000	4	1,848
Unallocated	(123)	-	15	-	(366)	-
	$-	$ 415,555	$-	$ 342,052	$-	$ 368,709

For more financial data and other information about the Allowance for loan losses refer to section, “Balance Sheet Analysis “ under Item 2 – “Management’s Discussion and Analysis of Financial Condition and Results of Operations”, and Note 5 “Loans and allowance for loan losses” in the “Notes to Consolidated Financial Statements” contained in Item 1 of this Form 10-Q.

Noninterest income

Noninterest income includes service charges and fees on deposit accounts, fee income related to loan origination, gains and losses on sale of mortgage loans and securities held for sale, and rental income primarily on our previous headquarters building. The most significant noninterest income item has been mortgage banking income, net of commissions, representing 68% for the three month periods ended September 30, 2018 and 2017, and 66% and 69% for the nine month periods ended September 30, 2018 and 2017, respectively.

	For the Three Months Ended September 30,		Change	
	2018	2017	$	%
	(dollars in thousands)			
Service charges and fees	$485	$460	$25	5.4 %
Mortgage banking income, net	1,227	1,114	113	10.1%
Other	83	73	10	13.7%
Total noninterest income	$1,795	$1,647	$148	9.0 %

- The increase in mortgage banking income, net of commissions, is due primarily to an increase in the gain on sale of loans held for sale from $1,395,000 for the three months ended September 30, 2017 to $1,679,000 for the three months ended September 30, 2018.

	For the Nine Months Ended September 30,		Change	
	2018	2017	$	%
	(dollars in thousands)			
Service charges and fees	$1,424	$1,372	$52	3.8 %
Mortgage banking income, net	3,164	3,482	(318)	(9.1)%
Gain (loss) on sale of investment securities	-	(9)	9	(100.0)%
Other	207	216	(9)	(4.2)%
Total noninterest income	$4,795	$5,061	$(266)	(5.3)%

- The decrease in mortgage banking income, net of commissions, is due primarily to an increase in commission expense from $1,180,000 for the nine months ended September 30, 2017 to $1,426,000 for the nine months ended September 30, 2018.

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Noninterest expense

	For the Three Months Ended September 30, 2018	2017	Change $	%
	(dollars in thousands)			
Salaries and benefits	$2,928	$2,985	$(57)	(1.9)%
Occupancy	316	269	47	17.5 %
Equipment	228	193	35	18.1 %
Supplies	44	55	(11)	(20.0)%
Professional and outside services	649	742	(93)	(12.5)%
Advertising and marketing	77	134	(57)	(42.5)%
Foreclosed assets, net	21	11	10	90.9 %
FDIC insurance premium	82	69	13	18.8 %
Other operating expense	475	502	(27)	(5.4)%
Total noninterest income	$4,820	$4,960	$(140)	(2.8)%

- The decrease in salaries and benefits was due to staffing reductions associated with processing efficiencies gained in the mortgage segment during the fourth quarter of 2017.
- Occupancy increased due to the opening of a new mortgage company branch during the first quarter of 2018 and building management fees attributed to our branches and headquarters building.
- The decrease in professional and outside services was due to lower expense associated with consultants and other outside service providers.

	For the Nine Months Ended September 30, 2018	2017	Change $	%
	(dollars in thousands)			
Salaries and benefits	$8,843	$9,042	$(199)	(2.2)%
Occupancy	991	821	170	20.7 %
Equipment	658	553	105	19.0 %
Cease use lease obligation	-	(125)	125	(100.0)%
Supplies	147	173	(26)	(15.0)%
Professional and outside services	2,170	2,254	(84)	(3.7)%
Advertising and marketing	224	274	(50)	(18.2)%
Foreclosed assets, net	(53)	(151)	98	(64.9)%
FDIC insurance premium	238	207	31	15.0 %
Other operating expense	1,563	1,460	103	7.1 %

Total noninterest income	$14,781	$14,508	$273	1.9 %

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- The decrease in salaries and benefits was due to staffing reductions associated with processing efficiencies gained in the mortgage segment.
- Occupancy increased due to the opening of a new mortgage company branch, increase in snow removal expenses and building management fees.
- During the fourth quarter of 2016, the Company recorded a loss from branch consolidation of $252,000 related to a future lease obligation, which was settled for a lower amount late in the first quarter of 2017 resulting in a partial recovery of $125,000.
- The change in expense related to foreclosed assets was primarily due to the recognition of gains on the sale of foreclosed assets of $218,000 during the first nine months of 2017 compared to a gain of $69,000 during first nine months of 2018.

Income taxes

On December 22, 2017, the President signed into law the Tax Cuts and Jobs Act of 2017 (the “Tax Reform Act”). The Tax Reform Act includes a number of changes in existing tax law impacting businesses. One of the most significant changes is a permanent reduction in the corporate income tax rate from 35% to 21%. The rate reduction took effect on January 1, 2018. GAAP requires companies to re-value their deferred tax assets and liabilities as of the date of enactment, with resulting tax effects accounted for in the reporting period of enactment.

Income tax expense for the three and nine months ended September 30, 2018 was $280,000 and $505,000, respectively, resulting in an effective tax rate of 19.9% and 18.8%, respectively, compared to $106,000 and $333,000, or 27.9% and 26.4%, for the same periods in 2017. The lower effective tax rates in 2018 resulted from the reduction in the corporate income tax rate beginning in 2018.

The Company has a net deferred tax asset which is included in other assets on the balance sheet. For more financial data and other information about income taxes refer to Note 15 “Income Taxes” in the “Notes to Consolidated Financial Statements” contained in Item 1 of this Form 10-Q.

Balance Sheet Analysis

Investment securities

At September 30, 2018 and December 31, 2017, all of our investment securities were classified as available for sale.

For more financial data and other information about investment securities refer to Note 4 “Investment Securities Available for Sale” in the “Notes to Consolidated Financial Statements” contained in Item 1 of this From 10-Q.

Loans

One of management's objectives is to improve the quality of the loan portfolio. The Company seeks to achieve this objective by maintaining rigorous underwriting standards coupled with regular evaluation of the creditworthiness of and the designation of lending limits for each borrower. The portfolio strategies include seeking industry, loan type and loan size diversification in order to minimize credit concentration risk. Management also focuses on originating loans in markets with which the Company is familiar. Additionally, as a significant amount of the loan losses we have experienced in the past is attributable to construction and land development loans, our strategy has shifted from reducing this type of lending to closely managing the quality and concentration in these loan types.

Approximately 80% of all loans are secured by mortgages on real property located principally in the Commonwealth of Virginia. We are less reliant on real estate secured lending than was the case in 2012 when 90% of our loan portfolio consisted of this type of lending. Approximately 10% of the loan portfolio consists of rehabilitated student loans purchased by the Bank in 2017, 2016, 2015 and 2014 (see discussion following). The Company's commercial and industrial loan portfolio represents approximately 10% of all loans. Loans in this category are typically made to individuals, and small and medium-sized businesses, and range between $250,000 and $2.5 million. Based on underwriting standards, commercial and industrial loans may be secured in whole or in part by collateral such as liquid assets, accounts receivable, equipment, inventory, and real property. The collateral securing any loan may depend on the type of loan and may vary in value based on market conditions. The remainder of our loan portfolio is in consumer loans which represent less than 1% of the total.

The following table presents the composition of our loan portfolio (excluding mortgage loans held for sale) at the dates indicated (dollars in thousands):

	September 30, 2018		December 31, 2017	
	Amount	%	Amount	%
Construction and land development				
Residential	$14,263	3.43 %	$5,361	1.45 %
Commercial	26,818	6.45 %	25,456	6.91 %
	41,081	9.88 %	30,817	8.36 %
Commercial real estate				
Owner occupied	97,632	23.49%	85,004	23.06%
Non-owner occupied	87,006	20.94%	70,845	19.21%
Multifamily	15,411	3.71 %	9,386	2.55 %
Farmland	232	0.06 %	270	0.07 %
	200,281	48.20%	165,505	44.89%
Consumer real estate				
Home equity lines	22,393	5.39 %	22,849	6.20 %
Secured by 1-4 family residential				
First deed of trust	59,564	14.33%	57,919	15.71%
Second deed of trust	9,757	2.35 %	7,460	2.02 %
	91,714	22.07%	88,228	23.93%
Commercial and industrial loans (except those secured by real estate)	40,142	9.66 %	36,506	9.90 %
Guaranteed student loans	40,502	9.75 %	45,805	12.42%
Consumer and other	1,835	0.44 %	1,848	0.50 %
Total loans	415,555	100.0%	368,709	100.0%
Deferred fees and costs, net	764		699	
Less: allowance for loan losses	(3,131)		(3,239)	
	$413,188		$366,169	

For more financial data and other information about loans refer to Note 5 “Loans and allowance for loan losses” in the “Notes to Consolidated Financial Statements” contained in Item 1 of this Form 10-Q.

Allowance for loan losses

We monitor and maintain an allowance for loan losses to absorb an estimate of probable losses inherent in the loan portfolio. For more financial data and other information about loans refer to Note 5 “Loans and allowance for loan losses” in the “Notes to Consolidated Financial Statements” contained in Item 1 of this Form 10-Q.

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Asset quality

The following table summarizes asset quality information at the dates indicated (dollars in thousands):

	September 30, 2018	December 31, 2017	September 30, 2017
Nonaccrual loans	$ 2,079	$ 2,320	$ 2,516
Other real estate owned	548	1,788	1,788
Total nonperforming assets	$ 2,627	$ 4,108	$ 4,304
Restructured loans (not included in nonaccrual loans above)	$ 9,097	$ 8,313	$ 10,170
Loans past due 90 days and still accruing [(1)]	$ 6,661	$ 7,229	$ 8,113
Nonperforming assets to loans [(2)]	0.63 %	1.11 %	1.24 %
Nonperforming assets to total assets	0.51 %	0.90 %	0.93 %
Allowance for loan losses to nonaccrual loans	150.6 %	139.6 %	128.9 %

(1) All loans 90 days past due and still accruing consist of loans guaranteed by the United States Department of Agriculture, which covers 100% of the principal and interest, and student loans that are garanteed by the DOE, which covers approximately 98% of the principal and interest.

(2) Loans are net of deferred fees and costs.

The following table presents an analysis of the changes in nonperforming assets for the nine months ended September 30, 2018 (in thousands):

	Nonaccrual Loans	Foreclosed Properties	Total
Balance December 31, 2017	$ 2,320	$ 1,788	$4,108
Additions	901	-	901
Loans placed back on accrual	(260)	-	(260)
Transfers to OREO	-	-	-
Repayments	(363)	-	(363)
Charge-offs	(519)	-	(519)
Sales	-	(1,240)	(1,240)
Balance September 30, 2018	$ 2,079	$ 548	$2,627

Nonperforming restructured loans are included in nonaccrual loans. Until a nonperforming restructured loan has performed in accordance with its restructured terms for a minimum of six months, it will remain on nonaccrual status.

Interest is accrued on outstanding loan principal balances, unless the Company considers collection to be doubtful. Commercial and unsecured consumer loans are designated as non-accrual when the Company considers collection of expected principal and interest doubtful. Mortgage loans and most other types of consumer loans past due 90 days or more may remain on accrual status if management determines that concern over our ability to collect principal and interest is not significant. When loans are placed on non-accrual status, previously accrued and unpaid interest is reversed against interest income in the current period and interest is subsequently recognized only to the extent cash is received. Interest accruals are resumed on such loans only when in the judgment of management, the loans are estimated to be fully collectible as to both principal and interest.

Of the total nonaccrual loans of $2,079,000 at September 30, 2018 that were considered impaired, five loans totaling $306,000 had specific allowances for loan losses totaling $152,000. This compares to $2,320,000 in nonaccrual loans at December 31, 2017 of which thirteen loans totaling $1,053,000 had specific allowances for loan losses of $454,000.

Cumulative interest income that would have been recorded had nonaccrual loans been performing would have been approximately $212,000 and $145,000 for the nine months ended September 30, 2018 and 2017, respectively.

Deposits

Deposits as of September 30, 2018 and December 31, 2017 were as follows (dollars in thousands):

	September 30, 2018 Amount	%	December 31, 2017 Amount	%
Demand accounts	$120,374	27.6 %	$104,138	25.3 %
Interest checking accounts	48,489	11.1 %	48,042	11.7 %
Money market accounts	88,833	20.3 %	82,523	20.1 %
Savings accounts	28,683	6.6 %	27,596	6.7 %
Time deposits of $250,000 and over	19,730	4.5 %	21,592	5.2 %
Other time deposits	130,757	29.9 %	127,733	31.0 %
Total	$436,866	100.0%	$411,624	100.0%

Total deposits increased by $25,242,000, or 6.1%, from $411,624,000 at December 31, 2017 to $436,866,000 at September 30, 2018, as compared to an increase of $24,127,000, or 6.3%, during the first nine months of 2017. Checking and savings accounts increased by $17,770,000, money market accounts increased by $6,310,000 and time deposits increased by $1,162,000 during the first nine months of 2018. The cost of our interest-bearing deposits increased to 0.86% for the first nine months of 2018 compared to 0.80% for the first nine months of 2017.

The variety of deposit accounts that we offer has allowed us to be competitive in obtaining funds and has allowed us to respond with flexibility to, although not to eliminate, the threat of disintermediation (the flow of funds away from depository institutions such as banking institutions into direct investment vehicles such as government and corporate securities). Our ability to attract and retain deposits, and our cost of funds, has been, and is expected to continue to be, significantly affected by money market conditions.

Borrowings

We utilize borrowings to supplement deposits to address funding or liability duration needs. For more financial data and other information about borrowings refer to Note 7 “Borrowings” in the “Notes to Consolidated Financial Statements” contained in Item 1 of this Form 10-Q.

Capital resources

Shareholders' equity at September 30, 2018 was $35,819,000 compared to $39,334,000 at December 31, 2017. The $3.5 million decrease in shareholders' equity during the nine months ended September 30, 2018 is primarily due to the redemption of the Company's remaining 5,027 shares of Fixed Rate Cumulative Perpetual Preferred Stock, Series A on March 30, 2018.

The following table presents the composition of regulatory capital and the capital ratios for the Bank at the dates indicated (dollars in thousands):

	September 30, 2018	**December 31, 2017**
Tier 1 capital		
Total bank equity capital	$ 46,794	$ 44,748
Net unrealized loss on available-for-sale securities	1,088	401
Defined benefit postretirement plan	56	51
Dissallowed deferred tax asset	(2,413)	(2,935)
Total Tier 1 capital	45,525	42,265
Tier 2 capital		
Allowance for loan losses	3,131	3,239
Total Tier 2 capital	3,131	3,239
Total risk-based capital	48,656	45,504
Risk-weighted assets	$ 398,325	$ 353,349
Average assets	$ 508,322	$ 460,556
Capital ratios		
Leverage ratio (Tier 1 capital to average assets)	8.96 %	9.18 %
Common equity tier 1 capital ratio (CET 1)	11.43 %	11.96 %
Tier 1 capital to risk-weighted assets	11.43 %	11.96 %
Total capital to risk-weighted assets	12.22 %	12.88 %
Equity to total assets	9.17 %	9.42 %

For more financial data and other information about capital resources, refer to Note 13 “Shareholders’ Equity and Regulatory Matters” in the “Notes to Consolidated Financial Statements” contained in Item 1 of this Form 10-Q.

Liquidity

Liquidity represents the ability of a company to convert assets into cash or cash equivalents without significant loss, and the ability to raise additional funds by increasing liabilities. Liquidity management involves monitoring our sources and uses of funds in order to meet our day-to-day cash flow requirements while maximizing profits. Liquidity management is made more complicated because different balance sheet components are subject to varying degrees of management control. For example, the timing of maturities of our investment portfolio is fairly predictable and subject to a high degree of control at the time investment decisions are made. However, net deposit inflows and outflows are far less predictable and are not subject to the same degree of control.

At September 30, 2018, our liquid assets, consisting of cash, cash equivalents and investment securities available for sale totaled $61,385,000, or 12% of total assets. Investment securities traditionally provide a secondary source of liquidity since they can be converted into cash in a timely manner. However, approximately $7,936,000 of these securities are pledged against current and potential fundings.

Our holdings of liquid assets plus the ability to maintain and expand our deposit base and borrowing capabilities serve as our principal sources of liquidity. We plan to meet our future cash needs through the liquidation of temporary investments, the generation of deposits, and from additional borrowings. In addition, we will receive cash upon the maturity and sale of loans and the maturity of investment securities. We maintain two federal funds lines of credit with correspondent banks totaling $15 million for which there were no borrowings against the lines at September 30, 2018 and $1,584,000 at December 31, 2017.

We are also a member of the Federal Home Loan Bank of Atlanta (“FHLB”), from which applications for borrowings can be made. The FHLB requires that securities, qualifying mortgage loans, and stock of the FHLB owned by the Bank be pledged to secure any advances from the FHLB. The unused borrowing capacity currently available from the FHLB at September 30, 2018 was $10.8 million, based on the Bank's qualifying collateral available to secure any future borrowings. However, we are able to pledge additional collateral to the FHLB in order to increase our available borrowing capacity up to 25% of assets. Liquidity provides us with the ability to meet normal deposit withdrawals, while also providing for the credit needs of customers. We are committed to maintaining liquidity at a level sufficient to protect depositors, provide for reasonable growth, and fully comply with all regulatory requirements.

At September 30, 2018, we had commitments to originate $79,790,000 of loans. Fixed commitments to incur capital expenditures were approximately $100,000 at September 30, 2018. Certificates of deposit scheduled to mature in the 12-month period ending September 30, 2019 totaled $80,892,000. We believe that a significant portion of such deposits will remain with us. We further believe that deposit growth, loan repayments and other sources of funds will be adequate to meet our foreseeable short-term and long-term liquidity needs.

Interest rate sensitivity

An important element of asset/liability management is the monitoring of our sensitivity to interest rate movements. In order to measure the effects of interest rates on our net interest income, management takes into consideration the expected cash flows from the securities and loan portfolios and the expected magnitude of the repricing of specific asset and liability categories. We evaluate interest sensitivity risk and then formulate guidelines to manage this risk based on management’s outlook regarding the economy, forecasted interest rate movements and other business factors. Our goal is to maximize and stabilize the net interest margin by limiting exposure to interest rate changes.

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Contractual principal repayments of loans do not necessarily reflect the actual term of our loan portfolio. The average lives of mortgage loans are substantially less than their contractual terms because of loan prepayments and because of enforcement of due-on-sale clauses, which gives us the right to declare a loan immediately due and payable in the event, among other things, the borrower sells the real property subject to the mortgage and the loan is not repaid. In addition, certain borrowers increase their equity in the security property by making payments in excess of those required under the terms of the mortgage.

The sale of fixed rate loans is intended to protect us from precipitous changes in the general level of interest rates. The valuation of adjustable rate mortgage loans is not as directly dependent on the level of interest rates as is the value of fixed rate loans. As with other investments, we regularly monitor the appropriateness of the level of adjustable rate mortgage loans in our portfolio and may decide from time to time to sell such loans and reinvest the proceeds in other adjustable rate investments.

Critical accounting policies

General

The accounting and reporting policies of the Company and its subsidiary are in accordance GAAP and conform to general practices within the banking industry. The Company's financial position and results of operations are affected by management's application of accounting policies, including estimates, assumptions and judgments made to arrive at the carrying value of assets and liabilities, and amounts reported for revenues, expenses and related disclosures. Different assumptions in the application of these policies could result in material changes in the Company's consolidated financial position and/or results of operations.

The more critical accounting and reporting policies include the Company's accounting for the allowance for loan losses, troubled debt restructurings, real estate acquired in settlement of loans and income taxes. The Company's accounting policies are fundamental to understanding the Company's consolidated financial position and consolidated results of operations.

The following is a summary of the Company's critical accounting policies that are highly dependent on estimates, assumptions, and judgments.

Allowance for loan losses

We monitor and maintain an allowance for loan losses to absorb an estimate of probable losses inherent in the loan portfolio. We maintain policies and procedures that address the systems of controls over the following areas of maintenance of the allowance: the systematic methodology used to determine the appropriate level of the allowance to provide assurance they are maintained in accordance with GAAP; the accounting policies for loan charge-offs and recoveries; the assessment and measurement of impairment in the loan portfolio; and the loan grading system.

The allowance reflects management's best estimate of probable losses within the existing loan portfolio and of the risk inherent in various components of the loan portfolio, including loans identified as impaired as required by Financial Accounting Standards Board Codification Topic 310: *Receivables*. Loans evaluated individually for impairment include nonperforming loans, such as loans on nonaccrual, loans past due by 90 days or more, restructured loans and other loans selected by management. The evaluations are based upon discounted expected cash flows or collateral valuations. If the evaluation shows that a loan is individually impaired, then a specific reserve is established for the amount of impairment.

Loans are grouped by similar characteristics, including the type of loan, the assigned loan classification and the general collateral type. A loss rate reflecting the expected loss inherent in a group of loans is derived based upon historical net charge-off rates, the predominant collateral type for the group and the terms of the loan. The resulting estimate of losses for groups of loans is adjusted for relevant environmental factors and other conditions of the portfolio of loans and leases, including: borrower and industry concentrations; levels and trends in delinquencies, charge-offs and recoveries; changes in underwriting standards and risk selection; level of experience, ability and depth of lending management; and national and local economic conditions.

The amounts of estimated impairment for individually evaluated loans and groups of loans are added together for a total estimate of loan losses. This estimate of losses is compared to our allowance for loan losses as of the evaluation date and, if the estimate of losses is greater than the allowance, an additional provision to the allowance would be made. If the estimate of losses is less than the allowance, the degree to which the allowance exceeds the estimate is evaluated to determine whether the allowance falls outside a range of estimates. We recognize the inherent imprecision in estimates of losses due to various uncertainties and the variability related to the factors used in the calculation of the allowance. If different assumptions or conditions were to prevail and it is determined that the allowance is not adequate to absorb the new estimate of probable losses, an additional provision for loan losses would be made, which amount may be material to the financial statements.

Troubled debt restructurings

A loan is accounted for as a troubled debt restructuring if we, for economic or legal reasons, grant a concession to a borrower considered to be experiencing financial difficulties that we would not otherwise consider. A troubled debt restructuring may involve the receipt of assets from the debtor in partial or full satisfaction of the loan, or a modification of terms such as a reduction of the stated interest rate or balance of the loan, a reduction of accrued interest, an extension of the maturity date or renewal of the loan at a stated interest rate lower than the current market rate for a new loan with similar risk, or some combination of these concessions. Troubled debt restructurings can be in either accrual or nonaccrual status. Nonaccrual troubled debt restructurings are included in nonperforming loans. Accruing troubled debt restructurings are generally excluded from nonperforming loans as it is considered probable that all contractual principal and interest due under the restructured terms will be collected. Troubled debt restructurings generally remain categorized as nonperforming loans and leases until a six-month payment history has been maintained.

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In accordance with current accounting guidance, loans modified as troubled debt restructurings are, by definition, considered to be impaired loans. Impairment for these loans is measured on a loan-by-loan basis similar to other impaired loans as described above under ***Allowance for loan losses***. Certain loans modified as troubled debt restructurings may have been previously measured for impairment under a general allowance methodology (i.e., pooling), thus at the time the loan is modified as a troubled debt restructuring the allowance will be impacted by the difference between the results of these two measurement methodologies. Loans modified as troubled debt restructurings that subsequently default are factored into the determination of the allowance in the same manner as other defaulted loans.

Other real estate owned

Other real estate owned represents properties acquired through foreclosure or physical possession. Write-downs to fair value less cost to sell of foreclosed assets at the time of transfer are charged to allowance for loan losses. Subsequent to foreclosure, the Company periodically evaluates the value of foreclosed assets held for sale and records an impairment charge for any subsequent declines in fair value less selling costs. If fair value declines subsequent to foreclosure, a valuation allowance is recorded through expense. Operating costs after acquisition are expensed as incurred. The valuation allowance was $67,000 and $281,000 at September 30, 2018 and December 31, 2017, respectively. Fair value is based on an assessment of information available at the end of a reporting period and depends upon a number of factors, including historical experience, economic conditions, and issues specific to individual properties. The evaluation of these factors involves subjective estimates and judgments that may change.

Income taxes

The Company uses the asset and liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. If current available information raises doubt as to the realization of the deferred tax assets, a valuation allowance may be established. Management considers the determination of this valuation allowance to be a critical accounting policy due to the need to exercise significant judgment in evaluating the amount and timing of recognition of deferred tax liabilities and assets, including projections of future taxable income. These judgments and estimates are reviewed on a continual basis as regulatory and business factors change. A valuation allowance for deferred tax assets may be required if the amounts of taxes recoverable through loss carry backs decline, or if management projects lower levels of future taxable income.

On December 22, 2017, the President signed into law the Tax Reform Act. The Tax Reform Act includes a number of changes in existing tax law impacting businesses. One of the most significant changes is a permanent reduction in the corporate income tax rate from 35% to 21%. The rate reduction took effect on January 1, 2018. GAAP requires companies to re-value their deferred tax assets and liabilities as of the date of enactment, with resulting tax effects accounted for in the reporting period of enactment.

As of December 31, 2017, the Company had net deferred tax assets of $11 million. The Company recorded a re-valuation of its deferred tax assets and liabilities as of December 31, 2017, at the new rate of 21%, based upon balances in existence at date of enactment. As a result, the Company's net deferred tax assets were written down by approximately $4,181,000 in the fourth quarter of 2017 with a corresponding increase in tax expense. Although the Tax Reform Act had a significant negative impact on the Company’s earnings for 2017 as a result of the re-valuation of its deferred tax assets and liabilities, the reduction in the corporate tax rate to 21% is expected to have a significant positive benefit to the Company in 2018 and beyond.

ITEM 3 – QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not Applicable.

ITEM 4 – CONTROLS AND PROCEDURES

The Company’s Chief Executive Officer and Chief Financial Officer evaluated the effectiveness of the Company’s disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934 (the “Exchange Act”)) as of September 30, 2018. Based on that evaluation, management concluded that the Company’s disclosure controls and procedures were effective as of September 30, 2018 in ensuring that all material information required to be disclosed in reports that it files or submits under the Exchange Act is recorded, processed summarized and reported with the time periods specified in SEC rules and regulations and that such information is accumulated and communicated to the Company’s management, including the Company’s Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

The Company’s management is also responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. There were no changes in our internal control over financial reporting identified in connection with the evaluation of it that occurred during the Company’s last fiscal quarter that materially affected, or are reasonably likely to materially affect, internal control over financial reporting.

PART II – OTHER INFORMATION

ITEM 1 – LEGAL PROCEEDINGS

As previously disclosed by the Company, in March 2013, the Special Inspector General for the Troubled Asset Relief Program notified the Company that it was conducting an investigation of the Company. SIGTARP issued seven subpoenas from March 2013 to November 2016 requesting that the Company produce certain documents and other information. The Company has been cooperating fully with SIGTARP in providing the requested materials. The Company cannot predict the duration or the outcome of this investigation, including the effect the investigation and the costs associated with the investigation could have on the Company’s business, financial condition, or results of operations.

In the course of its operations, the Company may become a party to legal proceedings. Except as described above, there are no material pending legal proceedings to which the Company is party or of which the property of the Company is subject.

ITEM 1A – RISK FACTORS

Not applicable.

ITEM 2 – UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Not applicable.

ITEM 3 – DEFAULTS UPON SENIOR SECURITIES

Not applicable.

ITEM 4 – MINE SAFETY DISCLOSURES

None.

ITEM 5 – OTHER INFORMATION

Not applicable.

ITEM 6 – EXHIBITS

31.1 Certification of Chief Executive Officer

31.2 Certification of Chief Financial Officer

32.1 Statement of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350

101 The following materials from the Village Bank and Trust Financial Corp. Quarterly Report on Form 10-Q for the quarter ended September 30, 2018 formatted in eXtensible Business Reporting Language (XBRL): (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Operations, (iii) Consolidated Statements of Comprehensive Income (Loss), (iv) Consolidated Statements of Shareholders' Equity, (v) Consolidated Statements of Cash Flows, and (vi) Notes to Condensed Consolidated Financial Statements.

SIGNATURES

In accordance with 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.

		VILLAGE BANK AND TRUST FINANCIAL CORP.
Date:	November 9, 2018	By: /s/ William G. Foster, Jr. William G. Foster, Jr. President and Chief Executive Officer
Date:	November 9, 2018	By: /s/ Donald M. Kaloski, Jr. Donald M. Kaloski, Jr. Executive Vice President and Chief Financial Officer

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