

SONO TEK CORP  
Form 10-Q  
October 14, 2011

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

**FORM 10-Q**

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

For the quarterly period ended: **August 31, 2011**

OR

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

Commission File No.: 0-16035

**SONO-TEK CORPORATION**

(Exact name of registrant as specified in its charter)

**New York** **14-1568099**  
(State or other jurisdiction of (IRS Employer  
incorporation or organization) Identification No.)

**2012 Rt. 9W, Milton, NY 12547**

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(Address of Principal Executive Offices) (Zip Code)

Issuer's telephone no., including area code: **(845) 795-2020**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

YES  NO

Indicate by checkmark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (section 229.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). | | Yes | | No

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

Large Accelerated Filer  Accelerated Filer  Smaller reporting company

Non Accelerated Filer  (Do not check if a smaller reporting company)

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

YES  NO

**APPLICABLE ONLY TO CORPORATE ISSUERS:**

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

| <u>Class</u> | <b>Outstanding<br/>as of</b> |
|--------------|------------------------------|
|--------------|------------------------------|

**September  
30, 2011**

Common Stock, par value \$.01 per share 14,442,211

SONO-TEK CORPORATION

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**SONO-TEK CORPORATION****CONSOLIDATED BALANCE SHEETS**

|  | <b>August 31,<br/>2011<br/>(Unaudited)</b> | <b>February 28,<br/>2011</b> |
|--|--|------------------------------|
| <b>ASSETS</b>  |  |                              |
| Current Assets:  |  |                              |
| Cash and cash equivalents  | \$2,065,862                                | \$1,683,801                  |
| Marketable Securities  | 251,842                                    | 249,100                      |
| Accounts receivable (less allowance of \$32,000 and \$26,000 at August 31 and February 28, respectively)   | 939,877                                    | 976,339                      |
| Inventories  | 2,667,474                                  | 1,868,144                    |
| Prepaid expenses and other current assets  | 171,935                                    | 131,404                      |
| Total current assets   | 6,096,990                                  | 4,908,788                    |
| Land   | 250,000                                    | 250,000                      |
| Buildings, net   | 2,258,427                                  | 2,280,175                    |
| Equipment, furnishings and leasehold improvements (less accumulated depreciation of \$1,947,089 and \$1,834,560 at August 31 and February 28, respectively)      | 395,152                                    | 414,210                      |
| Intangible assets, net   | 80,167                                     | 79,150                       |
| Other assets   | 6,542                                      | 6,542                        |
| <b>TOTAL ASSETS</b>  | <b>\$9,087,278</b>                         | <b>\$7,938,865</b>           |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>  |  |                              |
| Current Liabilities:   |  |                              |
| Accounts payable   | \$778,907                                  | \$643,315                    |
| Accrued expenses   | 453,346                                    | 507,517                      |
| Customer deposits  | 542,245                                    | 373,577                      |
| Current maturities of long term debt   | 119,457                                    | 62,247                       |
| Total current liabilities  | 1,893,955                                  | 1,586,656                    |
| Long term debt, less current maturities  | 2,174,386                                  | 2,035,579                    |
| Total liabilities  | 4,068,341                                  | 3,622,235                    |
| Commitments and Contingencies  | —  | —                            |
| Stockholders' Equity   |  |                              |
| Common stock, \$.01 par value; 25,000,000 shares authorized, 14,442,211 and 14,437,511 shares issued and outstanding, at August 31 and February 28, respectively | 144,423                                    | 144,416                      |
| Additional paid-in capital   | 8,625,302                                  | 8,599,122                    |
| Accumulated deficit  | (3,750,788)                                | (4,426,908)                  |
| Total stockholders' equity   | 5,018,937                                  | 4,316,630                    |
| <b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>  | <b>\$9,087,278</b>                         | <b>\$7,938,865</b>           |

See notes to consolidated financial statements.

**SONO-TEK CORPORATION****CONSOLIDATED STATEMENTS OF INCOME**

|  | <b>Six Months Ended August 31</b> |              | <b>Three Months Ended August 31</b> |              |
|--|-----------------------------------|--------------|-------------------------------------|--------------|
|  | <b>Unaudited</b>                  |              | <b>Unaudited</b>                    |              |
|  | <b>2011</b>                       | <b>2010</b>  | <b>2011</b>                         | <b>2010</b>  |
| Net Sales                                  | \$ 6,139,028                      | \$ 4,715,788 | \$ 3,149,960                        | \$ 2,432,137 |
| Cost of Goods Sold                         | 3,027,484                         | 2,482,488    | 1,471,513                           | 1,315,865    |
| Gross Profit                               | 3,111,544                         | 2,233,300    | 1,678,447                           | 1,116,272    |
| Operating Expenses                         |                                   |              |                                     |              |
| Research and product development costs     | 539,941                           | 398,349      | 284,885                             | 188,803      |
| Marketing and selling expenses             | 1,148,253                         | 1,033,254    | 580,617                             | 510,833      |
| General and administrative costs           | 627,037                           | 576,226      | 323,853                             | 289,061      |
| Rental operations expense                  | 63,793                            | —            | 23,965                              | —            |
| Total Operating Expenses                   | 2,379,024                         | 2,007,829    | 1,213,320                           | 988,697      |
| Operating Income                           | 732,520                           | 225,471      | 465,127                             | 127,575      |
| Interest Expense                           | (59,367 )                         | (5,835 )     | (29,594 )                           | (2,397 )     |
| Interest Income                            | 3,220                             | 1,220        | 2,973                               | 760          |
| Income from Operations Before Income Taxes | 676,373                           | 220,856      | 438,506                             | 125,938      |
| Income Tax Expense                         | 253                               | 216          | 980                                 | 50           |
| Net Income                                 | \$ 676,120                        | \$ 220,640   | \$ 437,526                          | \$ 125,888   |
| Basic Earnings Per Share                   | \$0.05                            | \$0.02       | \$ 0.03                             | \$ 0.01      |
| Diluted Earnings Per Share                 | \$0.05                            | \$0.02       | \$ 0.03                             | \$ 0.01      |
| Weighted Average Shares - Basic            | 14,442,211                        | 14,437,511   | 14,442,211                          | 14,437,511   |
| Weighted Average Shares - Diluted          | 14,759,663                        | 14,594,030   | 14,784,319                          | 14,568,332   |

See notes to consolidated financial statements.





**SONO-TEK CORPORATION****CONSOLIDATED STATEMENTS OF CASH FLOWS**

|   | <b>Six Months Ended August<br/>31,<br/>Unaudited</b> |               |
|---|--|---------------|
|   | <b>2011</b>  | <b>2010</b>   |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>                                      |  |               |
| Net Income  | \$ 676,120   | \$ 220,640    |
| Adjustments to reconcile net income to net cash provided by operating activities: |  |               |
| Depreciation and amortization   | 154,420  | 143,129       |
| Stock based compensation expense  | 25,829   | 26,528        |
| Allowance for doubtful accounts   | 6,000  | 4,000         |
| Decrease (Increase) in:   |  |               |
| Accounts receivable   | 30,462   | 22,074        |
| Inventories   | (799,330 )   | (142,337 )    |
| Prepaid expenses and other current assets   | (40,531 )  | (60,767 )     |
| (Decrease) Increase in:   |  |               |
| Accounts payable and accrued expenses   | 81,421   | (415,741 )    |
| Customer Deposits   | 168,668  | 294,217       |
| Net Cash Provided by Operating Activities   | 303,059  | 91,743        |
| <b>CASH FLOW FROM INVESTING ACTIVITIES:</b>                                       |  |               |
| Patent application costs  | (4,760 )   | (6,797 )      |
| Purchase of equipment and furnishings   | (112,563 )   | (59,807 )     |
| Net Cash Used In Investing Activities   | (117,323 )   | (66,604 )     |
| <b>CASH FLOW FROM FINANCING ACTIVITIES:</b>                                       |  |               |
| Proceeds from exercise of stock options   | 358  | —             |
| Proceeds from equipment financing - bank  | 237,000  |               |
| Repayments of notes payable and loans   | (41,033 )  | (9,171 )      |
| Net Cash Provided by (Used In) Financing Activities                               | 196,325  | (9,171 )      |
| <b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>                                  | <b>382,061</b>                                       | <b>15,968</b> |
| <b>CASH AND CASH EQUIVALENTS</b>  |  |               |
| Beginning of period   | 1,683,801  | 1,787,516     |
| End of period   | \$ 2,065,862   | \$ 1,803,484  |
| <b>SUPPLEMENTAL DISCLOSURE:</b>   |  |               |
| Interest paid   | \$ 59,368  | \$ 5,819      |
| Taxes Paid  | \$ 253   | \$ 216        |

See notes to consolidated financial statements.

**SONO-TEK CORPORATION**

**Notes to Consolidated Financial Statements**

**Six Months Ended August 31, 2011 and 2010**

**NOTE 1: SIGNIFICANT ACCOUNTING POLICIES**

**Consolidation** - The accompanying consolidated financial statements of Sono-Tek Corporation, a New York corporation (the “Company”), include the accounts of the Company and its wholly owned subsidiaries, Sono-Tek Cleaning Systems Inc. and Sono-Tek Industrial Park, LLC. Sono-Tek Cleaning Systems, Inc., a New Jersey Corporation, ceased operations during the Fiscal Year Ended February 28, 2002. Sono-Tek Industrial Park, LLC, operates as a real estate holding company for the Company’s real estate operations and started operating in December 2010.

**Cash and Cash Equivalents** – Cash and cash equivalents consist of money market mutual funds, short term commercial paper and short-term certificates of deposit with original maturities of 90 days or less.

**Fair Value of Financial Instruments** - Effective June 1, 2008, the Company adopted the guidance in the Fair Value Measurements and Disclosure Topic of the Accounting Standards Codification for assets and liabilities measured at fair value on a recurring basis. This guidance establishes a common definition for fair value to be applied to existing generally accepted accounting principles that require the use of fair value measurements, establishes a framework for measuring fair value and expands disclosure about such fair value measurements. The adoption of this guidance did not have an impact on the Company’s financial position or operating results, but did expand certain disclosures. The guidance defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Additionally, the guidance requires the use of valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. These inputs are prioritized below:

Level 1: Quoted prices in active markets.

Level 2: Observable market-based inputs or unobservable inputs that are corroborated by market data.

Level 3: Unobservable inputs for which there is little or no market data, which require the use of the reporting entity's own assumptions.

The fair values of financial assets of the Company were determined using the following categories at August 31, 2011:

|                       | <b>Quoted<br/>prices in<br/>active<br/>markets<br/>(Level 1)</b> |
|-----------------------|--|
| Marketable Securities | \$251,842  |

Marketable Securities include mutual funds of \$251,842, that are considered to be highly liquid and easily tradeable as of August 31, 2011. These securities are valued using inputs observable in active markets for identical securities and are therefore classified as Level 1 within the Company's fair value hierarchy.

In addition, the guidance of the Fair Value Option for Financial Assets and Financial Liabilities Topic of the Codification was effective for June 1, 2008. The guidance expands opportunities to use fair value measurements in financial reporting and permits entities to choose to measure many financial instruments and certain other items at fair value.

**Interim Reporting** - The attached summary consolidated financial information does not include all disclosures required to be included in a complete set of financial statements prepared in conformity with accounting principles generally accepted in the United States of America. Such disclosures were included with the financial statements of the Company at February 28, 2011, and included in its report on Form 10-K. Such statements should be read in conjunction with the data herein.

The financial information reflects all adjustments, normal and recurring, which, in the opinion of management, are necessary for a fair presentation of the results for the interim periods presented. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. The results for such interim periods are not necessarily indicative of the results to be expected for the year.

**Intangible Assets** – Include cost of patent applications that are deferred and charged to operations over seventeen years for domestic patents and twelve years for foreign patents. The accumulated amortization is \$81,801 and \$78,058 at August 31, 2011 and February 28, 2011, respectively. Annual amortization expense of such intangible assets is expected to be \$7,300 per year for the next five years.

**Reclassifications** – Certain reclassifications have been made to the prior period to conform to the presentations of the current period.

**Impact of New Accounting Pronouncements** - All new accounting pronouncements issued but not yet effective have been deemed to be not applicable to the Company, hence the adoption of these new accounting pronouncements once effective are not expected to have any impact on the Company.

## NOTE 2: INVENTORIES

Inventories consist of the following:

|                                 | <b>August 31,<br/>2011</b> | <b>February 28,<br/>2011</b> |
|---------------------------------|----------------------------|------------------------------|
| Finished goods                  | \$1,003,621                | \$ 729,142                   |
| Work in process                 | 790,648                    | 594,744                      |
| Consignment                     | 4,333                      | 7,861                        |
| Raw materials and subassemblies | 1,167,831                  | 799,355                      |
| Total                           | 2,966,432                  | 2,131,102                    |
| Less: Allowance                 | (298,958 )                 | (262,958 )                   |
| Net inventories                 | \$2,667,474                | \$ 1,868,144                 |

**NOTE 3: STOCK OPTIONS AND WARRANTS**

**Stock Options** - Under the 2003 Stock Incentive Plan, as amended ("2003 Plan"), options can be granted to officers, directors, consultants and employees of the Company and its subsidiaries to purchase up to 1,500,000 of the Company's common shares. The 2003 Plan supplemented and replaced the 1993 Stock Incentive Plan (the "1993 Plan"), under which no further options may be granted. Options granted under the 1993 Plan expire on various dates through 2013. As of August 31, 2011, there were 40,000 options outstanding under the 1993 Plan and 1,317,693 options outstanding under the 2003 plan.

Under both the 1993 and 2003 Stock Incentive Plans, option prices must be at least 100% of the fair market value of the common stock at time of grant. For qualified employees, except under certain circumstances specified in the plans or unless otherwise specified at the discretion of the Board of Directors, no option may be exercised prior to one year after date of grant, with the balance becoming exercisable in cumulative installments over a three year period during the term of the option, and terminating at a stipulated period of time after an employee's termination of employment.

**NOTE 4: STOCK BASED COMPENSATION**

The weighted-average fair value of options has been estimated on the date of grant using the Black-Scholes options-pricing model. The weighted-average Black-Scholes assumptions are as follows:

|                         | <b>2012</b>  | <b>2011</b>  |
|-------------------------|--------------|--------------|
| Expected life           | 4 years      | 4 years      |
| Risk free interest rate | .71% - 1.17% | .57% - 1.17% |
| Expected volatility     | 29% - 31%    | 37% - 53%    |
| Expected dividend yield | 0%           | 0%           |

In computing the impact, the fair value of each option is estimated on the date of grant based on the Black-Scholes options-pricing model utilizing certain assumptions for a risk free interest rate; volatility; and expected remaining lives of the awards. The assumptions used in calculating the fair value of share-based payment awards represent management's best estimates, but these estimates involve inherent uncertainties and the application of management judgment. As a result, if factors change and the Company uses different assumptions, the Company's stock-based compensation expense could be materially different in the future. In addition, the Company is required to estimate the expected forfeiture rate and only recognize expense for those shares expected to vest. In estimating the Company's forfeiture rate, the Company analyzed its historical forfeiture rate, the remaining lives of unvested options, and the number of vested options as a percentage of total options outstanding. If the Company's actual forfeiture rate is materially different from its estimate, or if the Company reevaluates the forfeiture rate in the future, the stock-based compensation expense could be significantly different from what the Company has recorded in the current period.

For the six months ended August 31, 2011 and 2010, net income and earnings per share reflect the actual deduction for stock-based compensation expense. The impact of applying ASC 718 approximated \$25,829 and \$26,528 in additional compensation expense during the six months ended August 31, 2011 and 2010, respectively. Such amounts are included in general and administrative expenses on the statement of operations. The expense for stock-based compensation is a non-cash expense item.

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## NOTE 5: EARNINGS PER SHARE

The denominator for the calculation of diluted earnings per share at August 31, 2011 and 2010 are calculated as follows:

|  | Six Months Ended August 31, |            | Three Months Ended August 31, |            |
|--|-----------------------------|------------|-------------------------------|------------|
|  | 2011                        | 2010       | 2011                          | 2010       |
| Denominator for basic earnings per share   | 14,442,211                  | 14,437,511 | 14,442,211                    | 14,437,511 |
| Dilutive effect of stock options           | 317,742                     | 156,519    | 342,108                       | 130,821    |
| Denominator for diluted earnings per share | 14,759,663                  | 14,594,030 | 14,784,319                    | 14,568,332 |

## NOTE 6: LONG TERM DEBT

Long-term debt consists of the following:

|  | August 31,<br>2011 | February<br>28, |
|--|--------------------|-----------------|
| Note payable, individual, collateralized by land and buildings, payable in monthly installments of principal and interest of \$14,446 through January 2031. Interest rate 5.5%.<br>20 year term    | \$2,065,788        | \$2,095,179     |
| Equipment loan, bank, collateralized by related office equipment, payable in monthly installments of principal and interest of \$5,154 through June 2015. Interest rate 2.12%.<br>48 month term    | 228,055            | 0               |
| Equipment loan, bank, collateralized by related office equipment, payable in monthly installments of principal and interest of \$529 through September 2011. Interest rate 5.22%.<br>36 month term | 0                  | 2,647           |
| Total long term debt   | 2,293,843          | 2,097,826       |
| Due within one year  | 119,457            | 62,247          |
| Due after one year   | \$2,174,386        | \$2,035,579     |



**NOTE 7: REVOLVING LINE OF CREDIT**

The Company has a \$750,000 revolving line of credit at prime which was 3.25% at August 31, 2011. The loan is collateralized by all of the assets of the Company. The line of credit is payable on demand and must be retired for a 30 day period once annually. If the Company fails to perform the 30 day annual pay down or if the bank elects to terminate the credit line, the bank may at its option convert the outstanding balance to a 36 month term note with payments including interest in 36 equal installments. As of August 31, 2011, the Company's outstanding balance was \$0, and the unused credit line was \$750,000.

**NOTE 8: SEGMENT INFORMATION**

The company operates in two segments: ultrasonic spraying systems and rental real estate operations.

For the six and three months ended August 31, 2011, segment information is as follows. All inter-company transactions are eliminated in consolidation.

|                   | <b>Six Months Ended August 31, 2011</b> |             |                                      |             | <b>Three Months Ended August 31, 2011</b> |             |                                      |             |
|-------------------|---|-------------|--------------------------------------|-------------|---|-------------|--------------------------------------|-------------|
|                   | <b>Ultrasonic Spraying</b>              |             | <b>Rental Real Estate Operations</b> |             | <b>Ultrasonic Spraying</b>                |             | <b>Rental Real Estate Operations</b> |             |
| Net Sales         | \$6,094,342                             | \$112,558   | \$67,872                             | \$6,139,028 | \$3,127,614                               | \$56,279    | \$33,933                             | \$3,149,960 |
| Rental Expense    | \$67,872                                | \$63,793    | \$(67,872)                           | \$63,793    | \$33,933                                  | \$23,965    | \$(33,933)                           | \$23,965    |
| Interest Expense  | \$2,086                                 | \$57,282    |                                      | \$59,368    | \$1,054                                   | \$28,540    |                                      | \$29,594    |
| Net Income (Loss) | \$684,637                               | \$(8,517)   |                                      | \$676,120   | \$433,749                                 | \$3,777     |                                      | \$437,526   |
| Assets            | \$6,550,462                             | \$2,536,816 |                                      | \$9,087,278 | \$6,550,462                               | \$2,536,816 |                                      | \$9,087,278 |
| Debt              | \$228,055                               | \$2,065,788 |                                      | \$2,293,843 | \$228,055                                 | \$2,065,788 |                                      | \$2,293,843 |

**NOTE 9: SUBSEQUENT EVENTS**

The Company has evaluated subsequent events for disclosure purposes.

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## **ITEM 2 – Management’s Discussion and Analysis of Financial Condition and Results of Operations**

### **Forward-Looking Statements**

We discuss expectations regarding our future performance, such as our business outlook, in our annual and quarterly reports, press releases, and other written and oral statements. These “forward-looking statements” are based on currently available competitive, financial and economic data and our operating plans. They are inherently uncertain, and investors must recognize that events could turn out to be significantly different from our expectations. These factors include, among other considerations, general economic and business conditions; political, regulatory, competitive and technological developments affecting the Company's operations or the demand for its products; timely development and market acceptance of new products; adequacy of financing; capacity additions, the ability to enforce patents and the ability to achieve increased sales volume and continued profitability.

We undertake no obligation to update any forward-looking statement.

### **Overview**

Sono-Tek has developed a unique and proprietary series of ultrasonic atomizing nozzles, which are being used in an increasing variety of electronic, advanced energy, medical, industrial, and nanotechnology applications. These nozzles are electrically driven and create a fine, uniform, low velocity spray of atomized liquid particles, in contrast to common pressure nozzles. These characteristics create a series of commercial applications that benefit from the precise, uniform, thin coatings that can be achieved. When combined with significant reductions in liquid waste and less overspray than can be achieved with ordinary pressure nozzle systems, there is lower environmental impact and lower energy use.

### **Market Diversity**

We have a well established position in the electronics industry with our SonoFlux spray fluxing equipment. It saves customers from 40% to 80% of the liquid flux required to solder printed circuit boards over more labor intensive methods, such as foam fluxing. Less flux equates to less material cost, fewer chemicals in the workplace, and less clean-up. Also, the SonoFlux equipment reduces the number of soldering defects, which reduces the amount of rework.

In recent years we have diversified our product lines. For example, we have successfully entered into the medical device market. To accomplish this goal, we have focused engineering resources on the medical device market, with an emphasis on providing coating solutions for the newest generations of drug coated stents and other implantable devices. We have sold a significant number of specialized ultrasonic nozzles and MediCoat stent coating systems to large medical device customers. Sono-Tek's stent coating systems are superior compared to pressure nozzles in their ability to uniformly coat the very small arterial stents without creating webs or gaps in the coatings. We sell a bench-top, fully outfitted stent coating system to a wide range of customers that are manufacturing stents and/or applying coatings to be used in developmental trials. We have also introduced and sold a production oriented stent coater known as Medicoat II. In addition, we are selling an increasing number of specialized medical implant coating devices now.

Another effort that has stimulated an increase in business has been the development of the WideTrack coating system, a broad-based platform for applying a variety of coatings to moving webs of glass, textiles, plastic, metal, food products and packaging materials. The WideTrack is a long-term product and market development effort. Thus far, we have made successful inroads with WideTrack systems into the glass, medical textile (bandages), textiles and food industries. Some of these applications involve nano-technology based liquids. We believe there is an excellent fit between the thin, precise films required in nano-technology coating applications and our ultrasonic nozzle systems, as employed in the WideTrack system.

More recently, we have also invested time and money in developing equipment solutions for applications in the solar cell and fuel cell clean energy markets. We have seen significant growth in these markets and are serving them with our Exactacoat, Flexicoat and Hypersonic products. We now have four diversified market/application areas, which creates a stable base for all of our business.

In our four core areas: the electronics, medical device, advanced energy and WideTrack coating markets, it has been incumbent upon us to focus our attention and resources on the development of a much greater international presence. We believe we have accomplished this and plan to continue our marketing efforts. Our international sales have risen from approximately 20% of total revenues in Fiscal Year 2003 to approximately 60% today. This geographic market diversity in North America, Europe, Latin America and Asia is expected to provide us with additional business stability going forward.

The creation of technological innovations and markets and the expansion into new geographical markets requires the investment of both time and capital. Although there is no guarantee of success, we expect that over time, these newer markets will be the basis for Sono-Tek's continued growth and will contribute to future profitability.

### **Liquidity and Capital Resources**

**Working Capital** – Our working capital increased \$881,000 from \$3,322,000 at February 28, 2011 to \$4,203,000 at August 31, 2011. The increase in working capital is primarily a result of the current period's net income. The Company's current ratio is 3.2 to 1 at August 31, 2011 as compared to 3.1 to 1 at February 28, 2011.

During the six months ended August 31, 2010, our inventories increased approximately \$799,000. The increase is a result of our increased sales volume during the period. During the current period, our raw material inventory increased \$339,000, finished good increased \$276,000 and work in process increased \$184,000. The increase in inventory is due to an increase in committed orders based upon our backlog at August 31, 2011.

**Stockholders' Equity** – Stockholder's Equity increased \$702,000 from \$4,317,000 at February 28, 2011 to \$5,019,000 at August 31, 2011. The increase is a result of net income of \$676,000, and an adjustment for stock based compensation expense of \$26,000.

**Operating Activities** – Our operating activities provided \$303,000 of cash for the six months ended August 31, 2011 as compared to providing \$92,000 for the six months ended August 31, 2010. During the six months ended August 31, 2011, accounts receivable decreased \$30,000, inventory increased \$799,000, prepaid expenses increased \$41,000, accounts payable and accrued expenses increased \$81,000 and customer deposits increased \$169,000. In addition, we incurred non-cash expenses of \$154,000 for depreciation and amortization, \$26,000 for stock based compensation expense and \$6,000 for bad debt expense.

**Investing Activities** – During the six months ended August 31, 2011, we used \$112,000 for the purchase of capital equipment and \$5,000 for patent application costs. During the six months ended August 31, 2010, we used \$60,000 for the purchase of capital equipment and \$7,000 for patent application costs.



**Financing Activities** – During the six months ended August 31, 2011, we had proceeds from equipment financing of \$237,000. For the six months ended August 31, 2011 and 2010, we used \$41,000 and \$9,000, respectively for the repayment of our notes payable.

### **Results of Operations**

For the six months ended August 31, 2011, our sales increased \$1,423,000 or 30% to \$6,139,000 as compared to \$4,716,000 for the six months ended August 31, 2010. During the six month period ended August 31, 2011, we experienced an increase in sales of our nozzles and generators, fluxer spare parts, stent coating units, XYZ units and hypersonic units.

For the three months ended August 31, 2011, our sales increased \$718,000 to \$3,150,000 or 30% as compared to \$2,432,000 for the three months ended August 31, 2010. During the three month period ended August 31, 2011, we experienced an increase in sales of our nozzles and generators, stent coating units and fluxer units.

For the six months ended August 31, 2011, our gross profit increased \$879,000 to \$3,112,000 from \$2,233,000 for the six months ended August 31, 2010. The gross profit margin was 51% of sales for the six months ended August 31, 2011 and 47% of sales for the six months ended August 31, 2010. The increase in our gross profit margin for the six months ended August 31, 2011 is due to an increase in sales of our nozzles and generators, fluxer spare parts, stent coating units, XYZ units and hypersonic units.

For the three months ended August 31, 2011, our gross profit increased \$562,000 to \$1,678,000 from \$1,116,000 for the three months ended August 31, 2010. The gross profit margin was 53% of sales for the three months ended August 31, 2011 and 46% of sales for the three months ended August 31, 2010. The increase in our gross profit margin for the three months ended August 31, 2011 is due to an increase in sales of our nozzles and generators, fluxer spare parts, stent coating units.

Research and product development costs increased \$142,000 to \$540,000 for the six months ended August 31, 2011 from \$398,000 for the six months ended August 31, 2010 and \$96,000 to \$285,000 for the three months ended August 31, 2011 from \$189,000 for the three months ended August 31, 2010. The increases were due to increases in salary expense for additional engineering personnel in the current periods and increased expenditures for research and development materials.

Marketing and selling expenses increased \$115,000 to \$1,148,000 for the six months ended August 31, 2011 from \$1,033,000 for the six months ended August 31, 2010 and \$70,000 to \$581,000 for the three months ended August 31, 2011 from \$511,000 for the three months ended August 31, 2010. During the six months ended August 31, 2011, we experienced increases in salary expense due to the addition of personnel, travel expense and trade show expense. For the three months ended August 31, 2011, we experienced increases in salary expense, commission expense, travel expense and trade show expense. During the three months ended August 31, 2011, commission expense increased but not in proportion with the increase in sales, this is due to the mix of sales in the quarter.

General and administrative costs increased \$51,000 to \$627,000 for the six months ended August 31, 2011 from \$576,000 for the six months ended August 31, 2010 and \$35,000 to \$324,000 for the three months ended August 31, 2011 from \$289,000 for the three months ended August 31, 2010. The increases were principally due to an increase in consulting fees, professional fees and other corporate expenses.

The six and three months ended August 31, 2010 includes rent expense of \$68,454 and \$34,519 allocated as follows:

|                            | <b>Six<br/>months<br/>ended<br/>August 31, 2010</b> | <b>Three<br/>months<br/>ended</b> |
|----------------------------|---|-----------------------------------|
| Cost of Good Sold          | \$28,107  | \$14,371                          |
| Research and Development   | \$17,673  | \$8,826                           |
| Marketing and Selling      | \$13,392  | \$6,684                           |
| General and Administrative | \$9,282   | \$4,638                           |
|                            | \$68,454  | \$34,519                          |

The six and three months ended August 31, 2011 results do not include any rental expense as all inter company transactions are eliminated in consolidation due to our purchase of the Sono-Tek Industrial Park in December 2010.

***Rental Real Estate Operations:***

For the six and three months ended August 31, 2011 the results of our rental real estate operations are as follows:

|                         | <b>Six<br/>months<br/>ended<br/>August 31, 2011</b> | <b>Three<br/>months<br/>ended</b> |
|-------------------------|---|-----------------------------------|
| Rental Income           | \$44,686  | \$22,344                          |
| Depreciation            | \$28,638  | \$14,319                          |
| Insurance               | \$7,060   | \$4,810                           |
| Grounds and Landscaping | \$12,850  | \$11,056                          |
| Property taxes          | \$14,737  | \$9,260                           |
| Miscellaneous           | \$508   | \$432                             |
| Loss before Interest    | \$(19,107)  | \$(17,533)                        |
| Interest expense        | \$57,282  | \$28,540                          |
| Net Loss                | \$(76,389)  | \$(46,073)                        |

It should be noted that the Company's elimination of rental expense as detailed in the results of operations was replaced by rental operations expense as detailed in the above table.

***Consolidated Results:***

We had net income of \$676,000 for the six months ended August 31, 2011 as compared to net income of \$221,000 for the six months ended August 31, 2010. During the three months ended August 31, 2011 we had net income of \$438,000 as compared to net income of \$126,000 for the three months ended August 31, 2010. Our results for the six and three months ended August 31, 2011 were improved over the same period last year due to an increase in sales and gross profit.

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## **Critical Accounting Policies**

The discussion and analysis of the Company's financial condition and results of operations are based upon the consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires the Company to make estimates and judgments that affect the reported amount of assets and liabilities, revenues and expenses, and related disclosure on contingent assets and liabilities at the date of the financial statements. Actual results may differ from these estimates under different assumptions and conditions.

Critical accounting policies are defined as those that are reflective of significant judgments and uncertainties, and may potentially result in materially different results under different assumptions and conditions. The Company believes that critical accounting policies are limited to those described below. For a detailed discussion on the application of these and other accounting policies see Note 2 to the Company's consolidated financial statements included in Form 10-K for the year ended February 28, 2011.

### *Accounting for Income Taxes*

As part of the process of preparing the Company's consolidated financial statements, the Company is required to estimate its income taxes. Management judgment is required in determining the provision for the deferred tax asset. During the fiscal year ended February 28, 2009, the Company increased the valuation reserve for the deferred tax asset. In the event that actual results differ from these estimates, the Company may need to again adjust such valuation reserve.

### *Stock-Based Compensation*

The computation of the expense associated with stock-based compensation requires the use of a valuation model. ASC 718 is a complex accounting standard, the application of which requires significant judgment and the use of estimates, particularly surrounding Black-Scholes assumptions such as stock price volatility, expected option lives, and expected option forfeiture rates, to value equity-based compensation. The Company currently uses a Black-Scholes option pricing model to calculate the fair value of its stock options. The Company primarily uses historical data to determine the assumptions to be used in the Black-Scholes model and has no reason to believe that future data is likely to differ materially from historical data. However, changes in the assumptions to reflect future stock price volatility and future stock award exercise experience could result in a change in the assumptions used to value awards in the future and may result in a material change to the fair value calculation of stock-based awards. ASC 718 requires the recognition of the fair value of stock compensation in net income. Although every effort is made to ensure the accuracy of the Company's estimates and assumptions, significant unanticipated changes in those estimates, interpretations and assumptions may result in recording stock option expense that may materially impact our financial statements for each respective reporting period.

## **Impact of New Accounting Pronouncements**

Accounting pronouncements issued but not yet effective have been deemed to be not applicable or the adoption of such accounting pronouncements are not expected to have a material impact on the financial statements of the Company.

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### **ITEM 3 - Quantitative and Qualitative Disclosures about Market Risk**

The Company does not issue or invest in financial instruments or derivatives for trading or speculative purposes. Substantially all of the operations of the Company are conducted in the United States, and, as such, are not subject to material foreign currency exchange rate risk. Although the Company's assets included \$2,066,000 in cash, the market rate risk associated with changing interest rates in the United States is not material.

### **ITEM 4 – Controls and Procedures**

The Company has established and maintains “disclosure controls and procedures” (as those terms are defined in Rules 13a –15(e) and 15d-15(e) under the Securities and Exchange Act of 1934 (the “Exchange Act”). Christopher L. Coccio, Chief Executive Officer (principal executive) and Stephen J. Bagley, Chief Financial Officer (principal accounting officer) of the Company, have evaluated the Company’s disclosure controls and procedures as of August 31, 2011. Based on this evaluation, they have concluded that the Company’s disclosure controls and procedures were effective to ensure that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is (1) recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms, and (2) accumulated and communicated to Management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding timely disclosure.

In addition, there were no changes in the Company’s internal controls over financial reporting during the second fiscal quarter of 2012 that have materially affected, or are reasonably likely to materially affect, internal controls over financial reporting.

PART II - OTHER INFORMATION

**Item 1. Legal Proceedings**

None

**Item 1A. Risk Factors**

Note Required for Smaller Reporting Companies

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.**

None

**Item 3. Defaults Upon Senior Securities**

None

**Item 4. Reserved**

**Item 5. Other Information**

None

**Item 6. Exhibits and Reports**

31.1 – 31.2 – Rule 13a - 14(a)/15d – 14(a) Certification

32.1 – 32.2 – Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002.



SIGNATURES

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

Dated: October 12, 2011

SONO-TEK CORPORATION  
(Registrant)

By: /s/ Christopher L. Coccio  
Christopher L. Coccio  
Chief Executive Officer

By: /s/ Stephen J. Bagley  
Stephen J. Bagley  
Chief Financial Officer