

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 June 30, 2016

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: 1-7939



VICON INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

New York

(State or other jurisdiction of
incorporation or organization)

11-2160665

(I.R.S. Employer
Identification No.)

135 Fell Court, Hauppauge, New York

(Address of principal executive offices)

11788

(Zip Code)

(631) 952-2288

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T 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 definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

(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

At August 19, 2016, the registrant had outstanding 9,348,388 shares of Common Stock, \$.01 par value.

VICON INDUSTRIES, INC. AND SUBSIDIARIES
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PART I - FINANCIAL INFORMATION**ITEM 1. FINANCIAL STATEMENTS**

VICON INDUSTRIES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)

	<u>Three Months Ended</u>		<u>Nine Months Ended</u>	
	<u>6/30/2016</u>	<u>6/30/2015</u>	<u>6/30/2016</u>	<u>6/30/2015</u>
Net sales	\$ 9,526,764	\$ 11,701,030	\$ 28,405,444	\$ 32,146,605
Cost of sales	5,718,851	7,017,300	17,687,386	19,787,165
Gross profit	<u>3,807,913</u>	<u>4,683,730</u>	<u>10,718,058</u>	<u>12,359,440</u>
Operating expenses:				
Selling, general and administrative expense	3,333,045	4,158,176	10,989,395	12,372,692
Engineering and development expense	1,292,446	1,325,877	3,950,500	4,025,913
Goodwill writedown	—	—	6,016,469	—
Restructuring charges	—	—	—	572,913
	<u>4,625,491</u>	<u>5,484,053</u>	<u>20,956,364</u>	<u>16,971,518</u>
Operating loss	(817,578)	(800,323)	(10,238,306)	(4,612,078)
Other income (expense):				
Gain on sale of building	—	—	784,896	—
Interest income	164	161	488	1,533
Interest expense	(25,403)	—	(25,403)	—
Other expense	—	—	—	(140,853)
	<u>(842,817)</u>	<u>(800,162)</u>	<u>(9,478,325)</u>	<u>(4,751,398)</u>
Loss before income taxes	(842,817)	(800,162)	(9,478,325)	(4,751,398)
Income tax expense	—	—	—	—
Net loss	<u>\$ (842,817)</u>	<u>\$ (800,162)</u>	<u>\$ (9,478,325)</u>	<u>\$ (4,751,398)</u>
Loss per share:				
Basic	<u>\$ (.09)</u>	<u>\$ (.09)</u>	<u>\$ (1.01)</u>	<u>\$ (.52)</u>
Diluted	<u>\$ (.09)</u>	<u>\$ (.09)</u>	<u>\$ (1.01)</u>	<u>\$ (.52)</u>
Weighted average shares outstanding:				
Basic	9,343,946	9,154,797	9,338,559	9,135,987
Diluted	9,343,946	9,154,797	9,338,559	9,135,987

See Accompanying Notes to Condensed Consolidated Financial Statements.

VICON INDUSTRIES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(UNAUDITED)

	<u>Three Months Ended</u>		<u>Nine Months Ended</u>	
	<u>6/30/2016</u>	<u>6/30/2015</u>	<u>6/30/2016</u>	<u>6/30/2015</u>
Net loss	\$ (842,817)	\$ (800,162)	\$ (9,478,325)	\$ (4,751,398)
Other comprehensive income (loss):				
Unrealized gain (loss) on securities	74	(168)	148	2,826
Foreign currency translation adjustment	(249,648)	95,025	(276,730)	(112,722)
Other comprehensive income (loss)	(249,574)	94,857	(276,582)	(109,896)
Comprehensive loss	<u>\$ (1,092,391)</u>	<u>\$ (705,305)</u>	<u>\$ (9,754,907)</u>	<u>\$ (4,861,294)</u>

See Accompanying Notes to Condensed Consolidated Financial Statements.

VICON INDUSTRIES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

<u>ASSETS</u>	<u>6/30/2016</u>	<u>9/30/2015</u>
	(Unaudited)	
<u>CURRENT ASSETS</u>		
Cash and cash equivalents	\$ 1,995,504	\$ 2,390,409
Marketable securities	13,448	13,047
Accounts receivable, net	7,497,630	10,816,348
Inventories:		
Parts, components, and materials	1,723,553	2,074,389
Work-in-process	1,054,661	981,878
Finished products	5,481,294	5,557,556
	<u>8,259,508</u>	<u>8,613,823</u>
Prepaid expenses and other current assets	721,561	501,497
Assets held for sale	—	800,902
TOTAL CURRENT ASSETS	<u>18,487,651</u>	<u>23,136,026</u>
Property, plant and equipment	5,835,401	5,812,517
Less accumulated depreciation and amortization	<u>(5,248,392)</u>	<u>(5,117,570)</u>
	587,009	694,947
Goodwill	—	6,016,469
Intangible assets, net	3,214,917	3,602,667
Other assets	725,886	722,022
TOTAL ASSETS	<u>\$ 23,015,463</u>	<u>\$ 34,172,131</u>
<u>LIABILITIES AND SHAREHOLDERS' EQUITY</u>		
<u>CURRENT LIABILITIES</u>		
Accounts payable	3,642,557	\$ 5,688,424
Accrued compensation and employee benefits	1,956,574	2,923,474
Accrued expenses	1,555,039	1,653,333
Unearned revenue	400,221	829,138
TOTAL CURRENT LIABILITIES	<u>7,554,391</u>	<u>11,094,369</u>
Revolving credit borrowings	1,750,000	—
Unearned revenue - non current	65,662	104,779
Other long-term liabilities	1,489,218	1,508,801
TOTAL LIABILITIES	<u>10,859,271</u>	<u>12,707,949</u>
Commitments and contingencies		
<u>SHAREHOLDERS' EQUITY</u>		
Common stock, par value \$.01 per share authorized - 25,000,000 shares issued - 10,044,827 and 10,010,995 shares	100,448	100,109
Capital in excess of par value	40,876,574	40,972,206
Accumulated deficit	(24,829,300)	(15,350,975)
Treasury stock at cost, 696,439 and 806,198 shares, respectively	(3,437,643)	(3,979,852)
Accumulated other comprehensive loss	(553,887)	(277,306)
TOTAL SHAREHOLDERS' EQUITY	<u>12,156,192</u>	<u>21,464,182</u>
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	<u>\$ 23,015,463</u>	<u>\$ 34,172,131</u>

See Accompanying Notes to Condensed Consolidated Financial Statements.

VICON INDUSTRIES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	Nine Months Ended	
	6/30/2016	6/30/2015
Cash flows from operating activities:		
Net loss	\$ (9,478,325)	\$ (4,751,398)
Adjustments to reconcile net loss to net cash used in operating activities:		
Goodwill impairment	6,016,469	—
Gain on sale of building	(784,896)	—
Depreciation and amortization	636,306	512,645
Amortization of deferred compensation	1,111	2,539
Stock compensation expense	440,621	468,063
Change in assets and liabilities:		
Accounts receivable, net	3,023,170	(1,064,427)
Inventories, net	160,437	443,648
Prepaid expenses and other current assets	(251,428)	(88,588)
Other assets	(3,864)	203,444
Accounts payable	(1,929,100)	(921,548)
Accrued compensation and employee benefits	(944,254)	(336,369)
Accrued expenses	(78,378)	(390,680)
Unearned revenue	(468,034)	184,641
Other liabilities	(10,918)	(33,024)
Net cash used in operating activities	<u>(3,671,083)</u>	<u>(5,771,054)</u>
Cash flows from investing activities:		
Proceeds from sale of building, net	1,512,320	3,325,000
Net decrease (increase) in marketable securities	(253)	110,239
Capital expenditures	(159,643)	(112,284)
Net cash provided by investing activities	<u>1,352,424</u>	<u>3,322,955</u>
Cash flows from financing activities:		
Revolving credit borrowings	1,750,000	—
Proceeds from exercise of stock options	5,184	48,106
Net cash provided by financing activities	<u>1,755,184</u>	<u>48,106</u>
Effect of exchange rate changes on cash	<u>168,570</u>	<u>(93,075)</u>
Net decrease in cash	(394,905)	(2,493,068)
Cash and cash equivalents at beginning of year	2,390,409	4,751,270
Cash and cash equivalents at end of period	<u>\$ 1,995,504</u>	<u>\$ 2,258,202</u>

See Accompanying Notes to Condensed Consolidated Financial Statements.

VICON INDUSTRIES, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
June 30, 2016

Note 1: Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and the instructions to Form 10-Q and Rule 8-03 of Regulation S-X. Accordingly, they do not include all the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the nine months ended June 30, 2016 are not necessarily indicative of the results that may be expected for the fiscal year ended September 30, 2016. For further information, refer to the consolidated financial statements and footnotes thereto included in the Company's annual report on Form 10-K for the fiscal year ended September 30, 2015.

Note 2: Marketable Securities

Marketable securities consist of mutual fund investments principally in federal, state and local government debt securities of \$13,448 as of June 30, 2016. Such mutual fund investments are stated at market value based on quoted market prices (Level 1 inputs) and are classified as available-for-sale under the provisions of Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 320, with unrealized gains and losses reported in accumulated other comprehensive loss as a component of shareholders' equity. The cost of such securities at June 30, 2016 was \$13,608, with \$160 of cumulative unrealized losses reported at June 30, 2016.

Note 3: Accounts Receivable

Accounts receivable is stated net of an allowance for uncollectible accounts of \$979,000 and \$993,000 as of June 30, 2016 and September 30, 2015, respectively.

Note 4: Loss per Share

Basic loss per share (EPS) is computed based on the weighted average number of common shares outstanding for the period. Diluted EPS reflects the maximum dilution that would have resulted from incremental common shares issuable upon the exercise of stock options and under deferred compensation agreements.

The following tables provide the components of the basic and diluted EPS computations for the three and nine month periods ended June 30, 2016 and 2015:

	Three Months Ended		Nine Months Ended	
	June 30,		June 30,	
	2016	2015	2016	2015
<u>Basic EPS Computation</u>				
Net loss	\$ (842,817)	\$ (800,162)	\$ (9,478,325)	\$ (4,751,398)
Weighted average shares outstanding	9,343,946	9,154,797	9,338,559	9,135,987
Basic loss per share	<u>\$ (.09)</u>	<u>\$ (.09)</u>	<u>\$ (1.01)</u>	<u>\$ (.52)</u>

	Three Months Ended		Nine Months Ended	
	June 30,		June 30,	
	2016	2015	2016	2015
<u>Diluted EPS Computation</u>				
Net loss	\$ (842,817)	\$ (800,162)	\$ (9,478,325)	\$ (4,751,398)
Weighted average shares outstanding	9,343,946	9,154,797	9,338,559	9,135,987
Stock options	—	—	—	—
Stock compensation arrangements	—	—	—	—
Diluted shares outstanding	9,343,946	9,154,797	9,338,559	9,135,987
Diluted loss per share	<u>\$ (.09)</u>	<u>\$ (.09)</u>	<u>\$ (1.01)</u>	<u>\$ (.52)</u>

For the for the three and nine month periods ended June 30, 2016 and 2015, all outstanding stock options and shares issuable under stock compensation arrangements totaling 643,533 and 604,082 shares, respectively, have been omitted from the calculation of diluted EPS as their effect would have been antidilutive. The actual effect of these stock options and shares, if any, on the diluted earnings per share calculation will vary significantly depending on fluctuations in the market price of the Company's stock.

Note 5: Accumulated Other Comprehensive Loss

The Company's accumulated other comprehensive loss balances at June 30, 2016 and September 30, 2015 consisted of the following:

	June 30, 2016	September 30, 2015
Foreign currency translation adjustment	\$ (553,727)	\$ (276,998)
Unrealized loss on marketable securities	(160)	(308)
Accumulated other comprehensive loss	<u>\$ (553,887)</u>	<u>\$ (277,306)</u>

Note 6: Goodwill and Intangible Assets

The Company's goodwill represents the excess of the purchase price over the fair value of net identifiable assets acquired in the August 29, 2014 IQinVision business combination. Goodwill is not amortized and is tested for impairment on an annual basis during the Company's fourth quarter, or more frequently if circumstances indicate impairment might exist. Goodwill is evaluated for impairment through the comparison of fair value of reporting units to their carrying values. When evaluating goodwill for impairment, the Company may first perform an assessment of qualitative factors to determine if the fair value of the reporting unit is more-likely-than-not greater than its carrying amount. This qualitative assessment is referred to as a "step zero" approach. If, based on the review of the qualitative factors, the Company determines it is not more-likely-than-not that the fair value of a reporting unit is less than its carrying value, the required two-step impairment test can be bypassed. If the Company does not perform a qualitative assessment or if the fair value of the reporting unit is not more-likely-than-not greater than its carrying value, the Company must perform the first step of the two-step impairment test, and calculate the estimated fair value of the reporting unit. If the carrying value of the reporting unit exceeds the estimated fair value, there is an indication that impairment may exist and the second step must be performed to measure the amount of impairment.

The amount of impairment is determined by comparing the implied fair value of the reporting unit goodwill to the carrying value of the goodwill in the same manner as if the reporting unit was being acquired in a business combination. If the implied fair value of goodwill is less than the recorded goodwill, an impairment loss for the difference would be recorded. In considering the step zero approach to testing goodwill for impairment, a qualitative analysis is performed evaluating factors including, but not limited to, macro-economic conditions, market and industry conditions, internal cost factors, competitive environment, share price fluctuations, results of past impairment tests, and the operational stability and the overall financial performance of the reporting units. The Company conducted an impairment test at March 31, 2016 using the income approach and determined that its goodwill carrying value was fully impaired. As a result, the Company recorded an impairment charge of \$6.0 million in the quarter ended March 31, 2016. This noncash charge was principally based upon an updated assessment of the Company's continuing depressed market valuation and operating losses.

The components and estimated useful lives of intangible assets as of June 30, 2016 and September 30, 2015 are stated below. Amortization is provided on a straight line method, or in the case of customer relationships, on an accelerated method, over the following estimated useful lives:

	June 30, 2016		September 30, 2015		Estimated Useful Life
	Gross Amount	Accumulated Amortization	Gross Amount	Accumulated Amortization	
Definite-lived intangibles:					
Technology	\$ 2,500,000	\$ 458,333	\$ 2,500,000	\$ 270,833	10 years
Customer relationships	910,000	316,083	910,000	148,833	7 years
Tradenames	660,000	80,667	660,000	47,667	15 years
	<u>\$ 4,070,000</u>	<u>\$ 855,083</u>	<u>\$ 4,070,000</u>	<u>\$ 467,333</u>	

The activity in the goodwill balance consists of the following:

Balance at October 1, 2013	\$ —
Acquisition of IQinVision	6,016,469
Balance at September 30, 2014	<u>6,016,469</u>
Changes in Goodwill	—
Balance at September 30, 2015	<u>6,016,469</u>
Goodwill impairment	(6,016,469)
Balance at June 30, 2016	<u>\$ —</u>

Amortization expense was \$129,250 and \$387,750 for the three and nine month periods ended June 30, 2016. Future amortization expense for intangible assets over the next five years ending September 30 and thereafter is summarized as follows:

<u>Fiscal Year</u>	<u>Amount</u>
Remainder of 2016	\$ 129,250
2017	518,000
2018	427,000
2019	373,000
2020	341,000
Thereafter	\$ 1,426,667

Note 7: Stock-Based Compensation

The Company maintains stock option plans that include both incentive and non-qualified options reserved for issuance to key employees, including officers and directors. All options are issued at fair market value at the grant date and are exercisable in varying installments according to the plans. The plans allow for the payment of option exercises through the surrender of previously owned mature shares based on the fair market value of such shares at the date of surrender.

The Company follows ASC 718 (“Share-Based Payment”), which requires that all share based payments to employees, including stock options, be recognized as compensation expense in the consolidated financial statements based on their grant date fair values and over the requisite service period. For the three month periods ended June 30, 2016 and 2015, the Company recorded non-cash compensation expense of \$141,843 and \$156,718, respectively (\$.02 and \$.02 per basic and diluted share, respectively), relating to stock compensation. For the nine month periods ended June 30, 2016 and 2015, the Company recorded non-cash compensation expense of \$440,621 and \$468,063, respectively (\$.05 and \$.05 per basic and diluted share, respectively), relating to stock compensation.

Note 8: Recent Accounting Pronouncements

In May 2014, the FASB issued guidance on revenue from contracts with customers. The underlying principle is that an entity will recognize revenue to depict the transfer of goods or services to customers at an amount that the entity expects to be entitled to in exchange for those goods or services. The guidance provides a five-step analysis of transactions to determine when and how revenue is recognized. Other major provisions include capitalization of certain contract costs, consideration of time value of money in the transaction price, and allowing estimates of variable consideration to be recognized before contingencies are resolved, in certain circumstances. The guidance also requires enhanced disclosures regarding the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. This guidance permits the use of either the retrospective or cumulative effect transition method and is effective for the Company beginning in 2019; early adoption is not permitted prior to 2018. The Company has not yet evaluated the impact of this guidance on the Company's financial condition, results of operations and related disclosures.

In August 2014, the FASB issued guidance on management's responsibility in evaluating whether there is substantial doubt about a company's ability to continue as a going concern and related footnote disclosures. Management will be required to evaluate, at each reporting period, whether there are conditions or events that raise substantial doubt about a company's ability to continue as a going concern within one year from the date the financial statements are issued. This guidance is effective prospectively for annual and interim reporting period beginning in 2017. The Company has not yet evaluated the impact of this guidance on the Company's financial condition, results of operations and related disclosures.

In February 2016, the FASB issued guidance on lease accounting requiring lessees to recognize a right-of-use asset and a lease liability for long-term leases. The liability will be equal to the present value of lease payments. This guidance must be applied using a modified retrospective transition approach to all annual and interim periods presented and is effective for the Company beginning in fiscal 2019. The Company has not yet evaluated the impact of this guidance on the Company's financial condition, results of operations and related disclosures.

In March 2016, the FASB issued guidance on simplifying several aspects of accounting for share-based payment award transactions, including income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows. This guidance requires a mix of prospective, modified retrospective, and retrospective transition to all annual and interim periods presented and is effective for the Company beginning in fiscal 2018. The Company has not yet evaluated the impact of this guidance on the Company's financial condition, results of operations and related disclosures.

Note 9: Income Taxes

Deferred tax assets and liabilities are recognized based on the differences between the financial statement carrying amounts and the tax basis of assets and liabilities. Deferred tax assets represent items to be used as a tax deduction or credit in future tax returns for which a tax benefit has been recorded in the income statement. The Company has a valuation allowance against its deferred tax assets due to the uncertainty of future realization. The full valuation allowance is determined to be appropriate due to the Company's operating losses since fiscal year 2010 and the inherent uncertainties of predicting future operating results in periods over which such net tax differences become deductible. At September 30, 2015, the Company had \$11.1 million of unrecognized net deferred tax assets available, which includes approximately \$7.0 million of tax effected U.S. and foreign net operating loss carryforwards. On August 29, 2014, the Company merged with IQinVision, Inc. In connection with this merger, the Company's ability to utilize pre-merger net operating losses and tax credit carryforwards in the future is subject to certain limitations pursuant to Section 382 of the Internal Revenue Code. The annual limitation on utilization of the Company's U.S. net operating loss carryforwards is presently estimated at \$500,000 based on a preliminary entity valuation.

The Company recognizes potential accrued interest and penalties related to unrecognized tax benefits in income tax expense. The Company files U.S. Federal and State income tax returns and foreign tax returns in the United Kingdom, Germany and Israel. The Company is generally no longer subject to tax examinations in such jurisdictions for fiscal years prior to 2011 in the U.S. and 2009 in the U.K., Germany and Israel.

Note 10: Fair Value

The majority of the Company's non-financial assets and liabilities are not required to be carried at fair value on a recurring basis, but the Company is required on a non-recurring basis to use fair value measurements when analyzing asset impairment as it relates to long-lived assets. The carrying amounts for trade accounts and other receivables and accounts payable approximate fair value due to the short-term maturity of these instruments. As the Revolving Loan Facility is a revolving credit agreement, the carrying amount approximates fair value.

Fair value estimates are made at a specific point in time based on relevant market information about the financial instrument. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and, therefore, cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

Note 11: Restructuring Charges

Pursuant to the August 29, 2014 IQinVision merger, the Company initiated certain integration and restructuring activities pursuant to an approved plan (the "Plan"). For the nine month period ended June 30, 2015, the Company recognized \$573,000 of severance charges in connection with the Plan pursuant to notification of termination benefits to fourteen affected employees. As of June 30, 2016, the Company had paid out approximately \$486,000 of such severance.

Accounting for restructuring activities, as compared to regular operating cost management activities, requires an evaluation of formally committed and approved plans. Restructuring activities have comparatively greater strategic significance and materiality and may involve exit activities, whereas regular cost containment activities are more tactical in nature and are rarely characterized by formal and integrated action plans or exiting a particular product, facility or service.

Note 12: Product Warranties

The Company provides for the estimated cost of product warranties at the time revenue is recognized. While the Company engages in product quality programs and processes, including monitoring and evaluating the quality of its component suppliers, its warranty obligation is affected by product failure rates, material usage and service delivery costs incurred in correcting a product failure. Should actual product failure rates, material usage or service delivery costs differ from its estimates, revisions to the estimated warranty liability may be required.

Changes in the Company's warranty liability (included in accrued expenses) for the three and nine month periods ended June 30, 2016 and 2015 were as follows:

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2016	2015	2016	2015
Balance at beginning of period	\$ 650,000	\$ 836,000	\$ 650,000	\$ 849,000
Provision for warranties	106,000	117,000	324,000	366,000
Expenses incurred	(106,000)	(120,000)	(324,000)	(382,000)
Balance at end of period	<u>\$ 650,000</u>	<u>\$ 833,000</u>	<u>\$ 650,000</u>	<u>\$ 833,000</u>

Note 13: Operating Facility Sale

In January 2016, the Company sold its United Kingdom based operating facility at a gross sales price of \$1.5 million. The facility was classified as an asset held for sale in the accompanying consolidated balance sheets as of September 30, 2015. A gain of approximately \$785,000 was recognized on the sale in the March 31, 2016 quarter after factoring in selling and transaction costs.

Note 14: Credit Agreement

On March 4, 2016, the Company entered into a Credit Agreement (the "Agreement") with NIL Funding Corporation to provide a \$3 million revolving line of credit for working capital purposes. The Agreement provides for a borrowing formula based upon eligible accounts receivable and is secured by a first priority security interest in substantially all of the Company's assets. Borrowings under the Agreement bear interest at a rate of 6.75% per annum. The Agreement also provides for an initial commitment fee of \$37,500, which was paid at closing, as well as an unused commitment fee equal to .5% per annum. The Agreement includes provisions that are customarily found in similar financing agreements, but does not include any financial covenants. NIL Funding Corporation is an affiliate of The InterTech Group, whose Executive Vice President and Chief Operating Officer, Julian A. Tiedemann, serves as the Chairman of the Company's Board of Directors. As of June 30, 2016, outstanding borrowings under the Agreement were \$1,750,000.

On August 18, 2016, the Company entered into an Amended and Restated Credit Agreement (the "Amended Agreement") with NIL Funding Corporation which increased the \$3 million revolving line of credit to \$6 million. This facility, as amended, matures on October 2, 2018 and consists of two credit lines of \$4 million and \$2 million which bear interest at rates of 6.95% per annum and 8.25% per annum, respectively. The \$4 million line of credit is subject to a borrowing formula based upon eligible accounts receivable. The Amended Agreement also provides for an initial commitment fee of \$60,000, which was paid at closing, as well

as an unused commitment fee equal to .5% per annum. The Amended Agreement includes a financial covenant that requires the Company to maintain a specified minimum tangible net worth, and is otherwise substantially similar to the original Agreement with NIL Funding Corporation.

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

General

Management's Discussion and Analysis of Financial Condition and Results of Operations discusses the Company's consolidated financial statements for the periods indicated, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the 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. On an ongoing basis, management evaluates its estimates and judgments, including those related to revenue recognition, bad debts, product warranties, inventories, long lived assets, goodwill and other intangible assets, income taxes and contingencies and litigation. Management bases its estimates and judgments on historical experience and on various other factors including general market conditions that are believed to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions. Results for the periods reported herein are not necessarily indicative of results that may be expected in future periods.

Overview

The Company designs, assembles and markets video management systems and system components for use in security, surveillance, safety and communication applications by a broad group of end users worldwide. The Company's product line consists of various elements of a video system, including DVR's, NVR's, video encoders, decoders, servers and related video management software, data storage units, analog, digital and HD megapixel fixed and robotic cameras, virtual and analog matrix video switchers and controls, and system peripherals.

The Company sells video surveillance system components in a highly competitive worldwide marketplace principally to authorized security distributors, dealers and system integrators. Such dealers and integrators typically resell and install the Company's products directly to end users, among other services. The Company's sales are principally project based and are largely dependent upon winning projects, construction activities and the timing of funding. Sales will vary from period to period depending upon many factors including seasonal and geographic trends in construction activities and the timing of deliveries due to changes in project schedules and funding. The Company usually does not have a large backlog as its customer orders are typically deliverable within three months or often upon receipt of order.

The Company competes in a market of rapid technology shifts which enhance the performance capability of security systems. As a result, the Company spends a significant amount on new product development. In fiscal 2015 and 2014, the Company incurred \$5.1 million and \$4.6 million of engineering and development expense or 11% and 13% of net sales, respectively. The Company's expenditures for product development are substantially less than its major competitors. The ongoing market shift to IP based products and network technologies will continue to burden the Company's development resources and increase ongoing annual expense for product development. Further, the Company's sales effort requires a high level of customer service and technical support for its products. The Company routinely considers various strategic options that may augment or supplement its present product offerings and technology platforms.

The Company has a foreign sales and distribution subsidiary in Europe that conducts business in British pounds and Euros that represented approximately 20% of the Company's consolidated sales for fiscal 2015. It also has an Israel based engineering and development subsidiary that incurs a majority of its operating expenses in Shekels that represented approximately 16% of the Company's operating expenses for fiscal 2015. The Company has historically entered into selected forward currency exchange contracts during favorable exchange rate conditions to help stabilize the impact of changing exchange rates and will consider doing so in the future, financing permitted. However, such hedging activities cannot entirely eliminate the long term effects of foreign currency exchange movements.

The Company continues to incur operating losses due to decreased revenue levels and ongoing strategic investments. Refer to the Liquidity and Capital Resources section for further discussion.

Results of Operations

Three Months Ended June 30, 2016 Compared with June 30, 2015

Net sales for the quarter ended June 30, 2016 decreased by \$2.2 million (19%) to \$9.5 million compared with \$11.7 million in the year ago period. Sales in the Americas decreased \$2.5 million (26%) to \$7.0 million compared with \$9.5 million in the year ago period, while Europe, Middle East and Africa (EMEA) sales increased \$313,000 (14%) to \$2.5 million compared with \$2.2 million in the year ago period. The Americas market segment was negatively impacted by certain camera line production issues. Order intake for the quarter ended June 30, 2016 decreased by \$2.6 million (23%) to \$8.9 million compared with \$11.5 million in the year ago period. Americas order intake decreased by \$3.5 million (37%) to \$5.9 million compared with \$9.4 million in the year ago period, while EMEA order intake increased 40% to \$3.0 million compared with \$2.1 million in the year ago period. The backlog of unfilled orders was \$1.9 million at June 30, 2016 compared with \$2.4 million at September 30, 2015.

Gross profit margins were 40.0% for both the quarter ended June 30, 2016 and the year ago period.

Operating expenses for the third quarter of fiscal 2016 decreased \$859,000 to \$4.6 million compared with \$5.5 million for the year ago period. Selling, general and administrative (SG&A) expenses for the current quarter decreased \$825,000 to \$3.3 million compared with \$4.2 million in the year ago period. Such decreases included the effects of planned staff and other cost reduction initiatives. Engineering and development expenses decreased \$33,000 to \$1.3 million for the current quarter compared with \$1.3 million for the year ago period. The Company continued to fund the development and test of its next generation video management system solution that is scheduled to first launch in October 2016.

The Company incurred an operating loss of \$818,000 for the third quarter of fiscal 2016 compared with an operating loss of \$800,000 in the year ago period.

The Company incurred interest expense of \$25,000 for the third quarter of fiscal 2016 relating to borrowings under its revolving credit agreement.

The Company provides for a valuation allowance against its deferred tax assets due to the uncertainty of future realization and, thus, no tax benefit has been recognized on reported pretax losses for both periods (see Note 9: Income Taxes).

As a result of the foregoing, the Company reported a net loss of \$843,000 for the third quarter of fiscal 2016 compared with a net loss of \$800,000 in the year ago period.

Results of Operations

Nine Months Ended June 30, 2016 Compared with June 30, 2015

Net sales for the nine months ended June 30, 2016 decreased by \$3.7 million (12%) to \$28.4 million compared with \$32.1 million in the year ago period. Sales in the Americas decreased \$3.4 million (14%) to \$21.7 million compared with \$25.1 million in the year ago period, while Europe, Middle East and Africa (EMEA) sales decreased \$331,000 (5%) to \$6.7 million compared with \$7.0 million in the year ago period. Order intake for the nine months ended June 30, 2016 decreased by \$5.8 million (17%) to \$27.9 million compared with \$33.7 million in the year ago period. Americas order intake decreased by \$5.8 million (22%) to \$21.1 million compared with \$26.9 million in the year ago period while EMEA order intake was \$6.8 million for both the current and year ago periods.

Gross profit margins for the nine months ended June 30, 2016 decreased to 37.7% compared with 38.4% in the year ago period principally due to the recognition of \$150,000 (0.5%) of additional inventory provisions relating to the rework and transition of the Company's IQinVision camera line to a new contract manufacturing partner.

Operating expenses for the nine months ended June 30, 2016 increased \$4.0 million to \$21.0 million compared with \$17.0 million for the year ago period due principally to a \$6.0 million writeoff of goodwill in the current year period. The prior year period included \$573,000 of severance charges in connection with a merger related integration and restructuring plan. Excluding the effects of the current year period goodwill writeoff and the prior year period severance charges, operating expenses decreased \$1.5 million in the current year period. Selling, general and administrative (SG&A) expenses for the current year period decreased \$1.4 million to \$11.0 million compared with \$12.4 million in the year ago period. This decrease included the effects of planned staff and other cost reduction initiatives. Engineering and development expenses decreased \$75,000 to \$4.0 million for the current year period compared with \$4.0 million for the year ago period.

The Company incurred an operating loss of \$10.2 million for the first nine months of fiscal 2016 compared with an operating loss of \$4.6 million in the year ago period.

The Company recorded a gain on the sale of its United Kingdom based operating facility of \$785,000 in the first nine months of fiscal 2016.

The Company provides for a valuation allowance against its deferred tax assets due to the uncertainty of future realization and, thus, no tax benefit has been recognized on reported pretax losses for both periods (see Note 9: Income Taxes).

As a result of the foregoing, the Company reported a net loss of \$9.5 million for the first nine months of fiscal 2016 compared with a net loss of \$4.8 million in the year ago period.

Liquidity and Capital Resources

Net cash used in operating activities was \$3.7 million for the first nine months of fiscal 2016, which included a \$3.2 million net loss net of non-cash charges. Cash generated by a \$3.0 million decrease in accounts receivable was fully offset by the paydown of trade accounts payable and accrued expenses. Net cash provided by investing activities was \$1.4 million for the first nine months of fiscal 2016 which included \$1.5 million of proceeds received from the sale of the Company's United Kingdom operating facility. Net cash provided by financing activities was \$1.8 million for the first nine months of fiscal 2016 consisting principally of revolving credit line borrowings. As a result of the foregoing, cash (exclusive of marketable securities) decreased by \$395,000 for the first nine months of fiscal 2016 after the effect of exchange rate changes on the cash position of the Company.

The Company continues to incur operating losses due to decreased revenue levels and ongoing strategic investments. Since 2012, the Company has made a significant investment in the development of a completely new, and strategically critical, video management system (VMS). The first release of this product offering is scheduled for Fall 2016 and is ultimately expected to significantly enhance the Company's market competitiveness. The funding of this major development effort has contributed to the ongoing operating losses and depletion of cash reserves. The Company has also encountered issues with certain of its camera offerings that has negatively impacted its revenues during the last six months. Although these issues have been substantially resolved, their market impact may linger throughout the balance of this fiscal year. In response, a cost restructuring plan has been implemented, which will phase in material operating expense reductions over the remaining quarter of fiscal 2016. This measure is not anticipated to eliminate near term loss levels as the Company must continue funding of its upcoming new VMS product launch.

At June 30, 2016, the Company had \$2.0 million of cash reserves and \$1.25 million of borrowings available under its asset based credit facility, which is subject to a borrowing formula. Cash losses over the past several years have been financed in part by the sale of the Company's two principal operating facilities and ongoing management of working capital levels. Subsequent to quarter end, the Company amended and restated its credit facility to increase its existing \$3 million credit facility to \$6 million and extend its term through October 2018 (see Note 14: Credit Agreement). The Company presently expects to continue to draw on its credit facility to finance its near term working capital needs. Based upon these plans, the Company presently believes that it will have sufficient cash to meet its anticipated operating cost and capital expenditure requirements for at least the next twelve months.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet transactions, arrangements or obligations (including contingent obligations) that have, or are reasonably likely to have, a material effect on the Company's financial condition, results of operations, liquidity, capital expenditures or capital resources.

Critical Accounting Policies

The Company's significant accounting policies are fully described in Note 1 to the Company's consolidated financial statements included in its September 30, 2015 Annual Report on Form 10-K. Management believes the following critical accounting policies, among others, affect its more significant judgments and estimates used in the preparation of its consolidated financial statements.

Revenue is generally recognized when products are sold and title is passed to the customer. Advance service billings are deferred and recognized as revenues on a pro rata basis over the term of the service agreement. Pursuant to Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 605-25-05, the Company evaluates multiple-element revenue arrangements for separate units of accounting, and follows appropriate revenue recognition policies for each separate unit. Elements are considered separate units of accounting provided that (i) the delivered item has stand-alone value to the customer, (ii) there is objective and reliable evidence of the fair value of the undelivered item, and (iii) if a general right of return exists relative to the delivered item, delivery or performance of the undelivered item is considered probable and substantially within the control of the Company. As applied to the Company, under arrangements involving the sale of product and the provision of

services, product sales are recognized as revenue when the products are sold and title is passed to the customer, and service revenue is recognized as services are performed.

For products that include software and for separate licenses of the Company's software products, the Company recognizes revenue in accordance with the provisions of FASB Accounting Standards Update (ASU) 2009-13, "Revenue Recognition (Topic 605) - Multiple-Deliverable Revenue Arrangements" (ASU 2009-13). ASU 2009-13 provides revenue recognition guidance for establishing separate units of accounting in a multiple element arrangement and requires the allocation of arrangement consideration to each deliverable in the arrangement based on the fair value of the elements. The fair value for each deliverable is based on vendor-specific objective evidence ("VSOE") if available, third-party evidence ("TPE") if VSOE is not available, or best estimate of selling price ("BESP") if neither VSOE nor TPE is available. BESP must be determined in a manner that is consistent with that used to determine the price to sell the specific elements on a standalone basis.

The Company maintains allowances for doubtful accounts for estimated losses resulting from the inability of its customers to make required payments. If the financial condition of its customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required.

The Company provides for the estimated cost of product warranties at the time revenue is recognized. While the Company engages in product quality programs and processes, including monitoring and evaluating the quality of its component suppliers, its warranty obligation is affected by product failure rates, material usage and service delivery costs incurred in correcting a product failure. Should actual product failure rates, material usage or service delivery costs differ from its estimates, revisions to the estimated warranty liability may be required.

The Company writes down its inventory for estimated obsolescence and slow moving inventory equal to the difference between the carrying cost of inventory and the estimated net realizable market value based upon assumptions about future demand and market conditions. Technology changes and market conditions may render some of the Company's products obsolete and additional inventory write-downs may be required. If actual future demand or market conditions are less favorable than those projected by management, additional inventory write-downs may be required.

The Company evaluates the establishment of technological feasibility of its software in accordance with ASC 985 ("Accounting for the Costs of Computer Software to be Sold, Leased or Otherwise Marketed"). The Company has determined that technological feasibility for its new products is reached shortly before products are released for field testing. Costs incurred after technological feasibility has been established have not been material and are expensed as incurred.

The Company assesses the recoverability of the carrying value of its long-lived and intangible assets whenever events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable. The Company evaluates the recoverability of such assets based upon the expectations of undiscounted cash flows from such assets. If the sum of the expected future undiscounted cash flows were less than the carrying amount of the asset, a loss would be recognized for the difference between the fair value and the carrying amount.

The Company's goodwill represents the excess of the purchase price over the fair value of net identifiable assets acquired in the recent business combination. Goodwill is not amortized and is tested for impairment at least annually. When evaluating goodwill for impairment, the Company may first perform an assessment of qualitative factors to determine if the fair value of the reporting unit is more-likely-than-not greater than its carrying amount. If, based on the review of the qualitative factors, the Company determines it is not more-likely-than-not that the fair value of a reporting unit is less than its carrying value, the required two-step impairment test can be bypassed. If the Company does not perform a qualitative assessment or if the fair value of the reporting unit is not more-likely-than-not greater than its carrying value, the Company must perform the first step of the two-step impairment test, and calculate the estimated fair value of the reporting unit. If the carrying value of the reporting unit exceeds the estimated fair value, there is an indication that impairment may exist and the second step must be performed to measure the amount of impairment loss. The amount of impairment for goodwill is measured as the excess of its carrying amount over its fair value. The Company conducted an impairment test at March 31, 2016 using the income approach and determined that its goodwill carrying value was fully impaired. As a result, the Company recorded an impairment charge of \$6.0 million in the quarter ended March 31, 2016. This noncash charge was principally based upon an updated assessment of the Company's continuing depressed market valuation and operating losses.

The Company's ability to recover the reported amounts of deferred income tax assets is dependent upon its ability to generate sufficient taxable income during the periods over which net temporary tax differences become deductible. The Company provides for a valuation allowance against all deferred tax assets due to the uncertainty of future realization. The Company plans to provide a full valuation allowance against its deferred tax assets until such time that it can achieve a sustained level of profitability or other positive evidence arises that would demonstrate an ability to recover such assets.

The Company accrues liabilities for identified tax contingencies that result from positions that are being challenged or could be challenged by tax authorities. The Company believes that its accrual for tax liabilities is adequate for all open years, based on Management's assessment of many factors, including its interpretations of the tax law and judgments about potential actions by tax authorities. However, it is possible that the ultimate resolution of any tax audit may be materially greater or lower than the amount accrued.

Accounting for restructuring activities, as compared to regular operating cost management activities, requires an evaluation of formally committed and approved plans. Restructuring activities have comparatively greater strategic significance and materiality and may involve exit activities, whereas regular cost containment activities are more tactical in nature and are rarely characterized by formal and integrated action plans or exiting a particular product, facility or service.

The Company is subject to proceedings, lawsuits and other claims related to labor, product and other matters. The Company assesses the likelihood of an adverse judgment or outcomes for these matters, as well as the range of potential losses. A determination of the reserves required, if any, is made after careful analysis. The required reserves may change in the future due to new developments.

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995

Statements in this Report on Form 10-Q that are not strictly historical facts including, without limitation, statements included under the "Management's Discussion and Analysis" caption, are "forward-looking" statements within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, that should be considered as subject to the many risks and uncertainties that exist in the Company's operations and business environment. The forward-looking statements are based on current expectations and involve a number of known and unknown risks and uncertainties that could cause the actual results, performance and/or achievements of the Company to differ materially from any future results, performance or achievements, express or implied, by the forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, and that in light of the significant uncertainties inherent in forward-looking statements, the inclusion of such statements should not be regarded as a representation by the Company or any other person that the objectives or plans of the Company will be achieved. The Company assumes no obligation to publicly update or revise its forward-looking statements or to advise of changes in the assumptions and factors on which they are based.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

The Company's management, with the participation of its Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the effectiveness of the design and operation of the Company's disclosure controls and procedures, as required by Exchange Act Rule 13a-15. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer has concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures were effective to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified by the Securities and Exchange Commission's rules and forms and such information is accumulated and communicated to management as appropriate to allow timely decisions regarding required disclosures.

Changes in Internal Controls

There were no changes in the Company's internal control over financial reporting identified in connection with the evaluation referred to above that occurred during the quarter ended June 30, 2016 that have materially affected, or are reasonably likely to materially affect, the registrant's internal control over financial reporting.

PART II – OTHER INFORMATION**ITEM 1 - LEGAL PROCEEDINGS**

None

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

None

ITEM 3 - DEFAULTS UPON SENIOR SECURITIES

None

ITEM 4 – MINE SAFETY DISCLOSURES

Not applicable

ITEM 5 - OTHER INFORMATION

On August 18, 2016, the Company entered into an Amended and Restated Credit Agreement with NIL Funding Corporation which increased the \$3 million revolving line of credit to \$6 million. The facility, as amended, matures on October 2, 2018. For additional information, see Note 14: Credit Agreement, above.

ITEM 6 – EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
10.1	Amended and Restated Credit Agreement between the Company and NIL Funding Corporation, dated as of August 18, 2016
10.2	Amended and Restated Revolving Line of Credit Note (Facility A) between the Company and NIL Funding Corporation, dated as of August 18, 2016
10.3	Revolving Line of Credit Note (Facility B) between the Company and NIL Funding Corporation, dated as of August 18, 2016
31.1	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	XBRL Instance Document*
101.SCH	XBRL Taxonomy Extension Schema Document*
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document*
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document*
101.LAB	XBRL Taxonomy Extension Label Linkbase Document*
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document*

* In accordance with Regulation S-T, the XBRL-related information in Exhibit 101 to this Quarterly Report on Form 10-Q shall be deemed to be “furnished” and not “filed.”

Signatures

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

VICON INDUSTRIES, INC.

August 22, 2016

/s/ John M. Badke

John M. Badke

Interim Chief Executive Officer,

Senior Vice President, Finance and

Chief Financial Officer