

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

## ADM TRONICS UNLIMITED, INC.

**Form: 8-K**

**Date Filed: 2008-11-19**

Corporate Issuer CIK: 849401

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

---

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 19, 2008

**ADM TRONICS UNLIMITED, INC.**  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation)

000-17629  
(Commission  
File Number)

22-1896032  
(IRS Employer  
Identification No.)

224-S Pegasus Avenue, Northvale, New Jersey 07647  
(Address of principal executive offices) (Zip Code)

(201) 767-6040  
Registrant's Telephone Number

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c)).
-

## **Item 2.02. Results of Operations and Financial Condition.**

On November 19, 2008, ADM Tronics Unlimited, Inc. (the "Company") issued a press release regarding results for the six months ended September 30, 2008. A copy of this press release is being furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this report under Item 2.02 is being furnished pursuant to Item 2.02 of Form 8-K, insofar as it discloses historical information regarding the Company's results of operations and financial condition as of and for the six months ended September 30, 2008. In accordance with General Instructions B.2 of Form 8-K, the information in this Current Report on Form 8-K under Item 2.02, including Exhibit 99.1, shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

### Forward Looking Statements

This Current Report on Form 8-K, including Exhibit 99.1, contains forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements typically are identified by use of terms such as "may," "will," "should," "plan," "expect," "anticipate," "estimate" and similar words, although some forward-looking statements are expressed differently. Forward-looking statements represent our management's judgment regarding future events. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, the Company can give no assurance that such expectations will prove to be correct. All statements other than statements of historical fact included in this Current Report on Form 8-K, are forward-looking statements. The Company cannot guarantee the accuracy of the forward-looking statements, and you should be aware that the Company's actual results could differ materially from those contained in the forward-looking statements due to a number of factors, including the statements under "Risk Factors" contained in the Company's reports filed with the Securities and Exchange Commission.

## **Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit 99.1 Press release, dated November 14, 2008, regarding results for the six months ended September 30, 2008 (Exhibit 99.1 is  
– furnished as part of this Current Report on Form 8-K).

## SIGNATURES

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

ADM Tronics Unlimited, Inc.

By: /s/ Andre' DiMino  
Name: Andre' DiMino  
Title: CEO/CFO

Dated: November 19, 2008

**ADM Tronics Reports Second Quarter Financial Results**

**November 19, 2008, Northvale, NJ** – ADM Tronics Unlimited, Inc. (OTCBB: ADMT), a technology-based developer and manufacturer of unique, environmentally-safe, health and life-enhancing technologies, today announced financial results for the six months ended September 30, 2008.

ADMT reported a net loss of \$4,407,174, or \$.08 net loss per share, and \$7,628,702, or \$.14 net loss per share, for the three and six months ended September 30, 2008, respectively, an increase of \$3,725,826 and \$6,374,705 compared to a net loss of \$681,348, or \$.01 net loss per share, and \$1,253,997, or \$.02 net loss per share, for the three and six months ended September 30, 2007, respectively. This increase was primarily the result of decreases in the fair market value of our investment in Ivivi Technologies Inc. (Ivivi) of \$4,517,500 and \$9,815,000 for the three and six months ended September 30, 2008, respectively, which were offset by recognized deferred tax credits of \$277,612 and \$2,147,576 for the three and six months ended September 30, 2008, respectively. Revenues for the three months ended September 30, 2008 were \$389,589 as compared to \$399,847 for the three months ended September 30, 2007, a decrease of \$10,258, or 3%. Revenues were \$990,530 for the six months ended September 30, 2008 as compared to \$692,933 for the six months ended September 30, 2007, an increase of \$297,597, or 43%. This increase was mainly the result of greater sales in contract manufacturing for Ivivi. To date, we have not received any additional orders from Ivivi.

Andre' DiMino, President of ADMT stated, "Our results show continued growth for our year-over-year periods. We expect to see continued growth and acceptance of our water-based chemical products through expanded sales and marketing activities."

ADM TRONICS UNLIMITED, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS  
FOR THE THREE AND SIX MONTHS ENDED SEPTEMBER 30, 2008 AND 2007  
(Unaudited)

	Three Months Ended September 30,		Six Months Ended September 30,	
	2008	2007	2008	2007
Revenues	<u>\$ 389,589</u>	<u>\$ 399,847</u>	<u>\$ 990,530</u>	<u>\$ 692,933</u>
Costs and expenses:				
Cost of sales	258,269	249,170	657,480	419,229
Research and development	-	1,057	-	3,550
Selling, general and administrative	<u>311,913</u>	<u>245,798</u>	<u>600,581</u>	<u>494,517</u>
Total operating expenses	<u>570,182</u>	<u>496,025</u>	<u>1,258,061</u>	<u>917,296</u>
Operating loss	(180,593)	(96,178)	(267,531)	(224,363)
Interest income, net	13,307	25,647	28,641	50,790
Change in fair value of investment in Ivivi	(4,517,500)	--	(9,815,000)	--
Equity in net loss of Ivivi	<u>--</u>	<u>(610,817)</u>	<u>--</u>	<u>(1,080,424)</u>
Net loss before income taxes (credit)	(4,684,786)	(681,348)	(10,053,890)	(1,253,997)
Income taxes (credit)	<u>(277,612)</u>	<u>--</u>	<u>(2,425,188)</u>	<u>--</u>
Net loss	<u>\$ (4,407,174)</u>	<u>\$ (681,348)</u>	<u>\$ (7,628,702)</u>	<u>\$ (1,253,997)</u>
Net loss per share, basic and diluted	<u>\$ (0.08)</u>	<u>\$ (0.01)</u>	<u>\$ (0.14)</u>	<u>\$ (0.02)</u>
Weighted average shares outstanding, basic and diluted	53,939,537	53,882,037	53,939,537	53,882,037

ADM TRONICS UNLIMITED, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED BALANCE SHEETS

	SEPTEMBER 30, 2008 (Unaudited)	MARCH 31, 2008
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 1,518,042	\$ 2,072,325
Accounts receivable, net of allowance for doubtful accounts of \$1,088 and \$1,088, respectively	83,747	101,270
Inventories	365,745	469,403
Prepaid expenses and other current assets	8,592	83,731
Restricted cash	<u>225,000</u>	<u>-</u>
Total current assets	2,201,126	2,726,729
Property and equipment, net of accumulated depreciation of \$21,576 and \$17,873, respectively	66,473	55,288
Inventory - long term portion	84,543	78,416
Investment in Ivivi	1,560,000	2,154,517
Advances to related parties	65,655	74,299
Other assets	<u>236,144</u>	<u>28,486</u>
Total assets	<u>\$ 4,213,941</u>	<u>\$ 5,117,735</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 139,349	\$ 237,331
Note payable – Bank	200,000	--
Accrued expenses and other current liabilities	48,165	87,439
Customer deposits – Ivivi	<u>108,697</u>	<u>241,828</u>
Total current liabilities	<u>496,211</u>	<u>566,598</u>
Stockholders' equity:		
Preferred stock, \$.01 par value; 5,000,000 shares authorized, no shares issued and outstanding	--	--
Common stock, \$.0005 par value; 150,000,000 shares authorized, 53,939,537 shares issued and outstanding at September 30, 2008 and March 31, 2008	26,970	26,970
Additional paid-in capital	32,153,597	32,153,597
Accumulated deficit	<u>(28,462,838)</u>	<u>(27,629,430)</u>
Total stockholders' equity	<u>3,717,730</u>	<u>4,551,137</u>
Total liabilities and stockholders' equity	<u>\$ 4,213,941</u>	<u>\$ 5,117,735</u>

## **About ADMT**

ADMT is a technology based developer and manufacturer of unique, environmentally safe, health and life enhancing technologies and products. Its core competency is its ability to conceptualize a technology, bring it through development, into manufacturing and commercialization, all in-house. Its diversified product technology areas are environmentally friendly, water based industrial chemicals; therapeutic, non invasive electronic medical devices; and, innovative personal care and topical dermatological products.

## **Forward-Looking Statements**

This press release contains statements, which may constitute "forward-looking statements" made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 under Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements reflect management's current knowledge, assumptions, judgment and expectations regarding future performance or events. Although management believes that the expectations reflected in such statements are reasonable, they give no assurance that such expectations will prove to be correct and you should be aware that actual results could differ materially from those contained in the forward-looking statements. Forward-looking statements are subject to a number of risks and uncertainties, including, those risks detailed from time to time in the Company's filings with the Securities and Exchange Commission, including the Company's Annual Report on Form 10-KSB for the fiscal year ended March 31, 2008. The Company assumes no obligation to update the information contained in this press release.

**Company Contact:**

**Andre' DiMino**

**201-767-6040**

**andre@admtronics.com**