

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

## ADM TRONICS UNLIMITED, INC.

Form: 10-Q

Date Filed: 2014-08-14

Corporate Issuer CIK: 849401

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 10-Q**

(Mark One)

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

For the quarterly period ended June 30, 2014

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

COMMISSION FILE NO. 0-17629

**ADM TRONICS UNLIMITED, INC.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or Other Jurisdiction  
of Incorporation or organization)

22-1896032  
(I.R.S. Employer  
Identification Number)

224-S Pegasus Ave., Northvale, New Jersey 07647  
(Address of Principal Executive Offices)

Registrant's Telephone Number, including area code: (201) 767-6040

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES  NO

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See 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

Non-accelerated filer  (Do not check if a smaller reporting company)

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

State the number of shares outstanding of each of the Issuer's classes of common equity, as of the latest practicable date:

64,939,537 shares of Common Stock, \$.0005 par value, as of August 14, 2014.

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**PART I. FINANCIAL INFORMATION**  
**ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

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

	June 30, 2014 (Unaudited)	March 31, 2014
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 69,894	\$ 83,156
Accounts receivable, net of allowance for doubtful accounts of \$3,000 for each period	382,174	271,038
Inventories	157,981	94,692
Prepaid expenses and other current assets	34,461	10,623
Restricted cash	232,264	232,264
<b>Total current assets</b>	<b>876,774</b>	<b>691,773</b>
Property and equipment, net of accumulated depreciation of \$72,087 and \$70,942, respectively	5,229	6,374
Inventories - long-term portion	57,753	38,046
Secured convertible note receivable, including interest of \$21,947 and \$20,900, respectively	63,947	62,900
Intangible assets, net of accumulated amortization of \$152,274 and \$151,777, respectively	15,874	16,371
Other assets	15,764	14,764
<b>Total other assets</b>	<b>158,567</b>	<b>138,455</b>
<b>Total assets</b>	<b>\$ 1,035,341</b>	<b>\$ 830,228</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Note payable - bank	\$ 132,990	\$ 136,990
Accounts payable	255,690	208,248
Accrued expenses and other current liabilities	623,520	497,677
<b>Total current liabilities</b>	<b>1,012,200</b>	<b>842,915</b>
<b>Total liabilities</b>	<b>1,012,200</b>	<b>842,915</b>
Stockholders' (deficiency) equity:		
Preferred stock, \$.01 par value; 5,000,000 shares authorized, no shares issued and outstanding	-	-
Common stock, \$0.0005 par value; 150,000,000 authorized, 64,939,537 shares issued and outstanding at June 30, 2014 and March 31, 2014, respectively	32,470	32,470
Additional paid-in capital	32,298,094	32,298,094
Accumulated deficit	(32,307,423)	(32,343,251)
<b>Total stockholders' (deficiency) equity</b>	<b>23,141</b>	<b>(12,687)</b>
<b>Total liabilities and stockholders' (deficiency) equity</b>	<b>\$ 1,035,341</b>	<b>\$ 830,228</b>

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

**ADM TRONICS UNLIMITED, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
**FOR THE THREE MONTHS ENDED JUNE 30, 2014 AND 2013**  
(Unaudited)

	2014	2013
Net revenues	\$ 623,674	\$ 322,439
Cost of sales, exclusive of depreciation and amortization	244,652	149,202
Gross Profit	379,022	173,237
Operating expenses:		
Research and development	12,045	8,673
Selling, general and administrative	329,601	226,956
Depreciation and amortization	1,642	4,408
Total operating expenses	343,288	240,037
Income (loss) from operations	35,734	(66,800)
Other income (expense):		
Interest income	1,047	1,352
Interest expense	(953)	(790)
Total other income	94	562
Net income (loss)	\$ 35,828	\$ (66,238)
Basic net income (loss) per common share:	\$ 0.00	\$ (0.00)
Diluted net income (loss) per common share	\$ 0.00	\$ (0.00)
Weighted average shares of common stock outstanding - basic	64,939,537	59,939,537
Weighted average shares of common stock outstanding - diluted	65,539,537	59,939,537

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

**ADM TRONICS UNLIMITED, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**FOR THE THREE MONTHS ENDED JUNE 30, 2014 AND 2013**  
(Unaudited)

	2014	2013
Cash flows from operating activities:		
Net income (loss)	\$ 35,828	\$ (66,238)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	1,642	4,408
Interest receivable	(1,047)	(1,047)
Increase (decrease) in cash flows as a result of changes in net assets and liabilities balances:		
Accounts receivable	(111,136)	20,593
Inventories	(82,996)	(20,350)
Prepaid expenses and other current assets	(23,838)	(8,901)
Other assets	(1,000)	-
Accounts payable	47,442	2,377
Accrued expenses and other current liabilities	125,843	(781)
Net cash used in operating activities	<u>(9,262)</u>	<u>(69,939)</u>
Cash flows used in investing activities:		
Restricted cash	<u>-</u>	<u>(304)</u>
Cash flows used in financing activities:		
Repayments on note payable - Bank	<u>(4,000)</u>	<u>(3,000)</u>
Net decrease in cash and cash equivalents	(13,262)	(73,243)
Cash and cash equivalents - beginning of period	<u>83,156</u>	<u>105,087</u>
Cash and cash equivalents - end of period	<u>\$ 69,894</u>	<u>\$ 31,844</u>
Cash paid for:		
Interest	<u>\$ 953</u>	<u>\$ 790</u>

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

**NOTE 1 - NATURE OF BUSINESS**

ADM Tronics Unlimited, Inc. ("we", "us", the "Company" or "ADM"), was incorporated under the laws of the state of Delaware on November 24, 1969. We are a manufacturing and engineering concern whose principal lines of business are the production and sale of chemical products and the manufacture and sale of electronics. On July 17, 2009, we purchased the assets of Antistatic Industries of Delaware Inc., ("Antistatic") a company involved in the research, development and manufacture of water-based and proprietary electrically conductive paints, coatings and other products and accessories which can be used by electronics, computer, pharmaceutical and chemical companies to prevent, reduce or eliminate static electricity.

The accompanying condensed consolidated financial statements as of June 30, 2014 (unaudited) and March 31, 2014 and for the three month period ended June 30, 2014 and 2013 (unaudited) have been prepared by ADM pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC") including Form 10-Q and Regulation S-X. The information furnished herein reflects all adjustments (consisting of normal recurring accruals and adjustments) which are, in the opinion of management, necessary to fairly present the operating results for the respective periods. Certain information and footnote disclosures normally present in annual financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been omitted pursuant to such rules and regulations. These condensed consolidated financial statements and the information included under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations" should be read in conjunction with the audited financial statements and explanatory notes for the year ended March 31, 2014 as disclosed in our annual report on Form 10-K for that year. The results of the three months ended June 30, 2014 (unaudited) are not necessarily indicative of the results to be expected for the pending full year ending March 31, 2015.

**NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES**

**PRINCIPLES OF CONSOLIDATION**

The condensed consolidated financial statements include the accounts of ADM Tronics Unlimited, Inc. and its subsidiaries Sonotron, Action (through March 31, 2013), and Pegasus (through March 31, 2012). All significant intercompany balances and transactions have been eliminated in consolidation.

**USE OF ESTIMATES**

These unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States and, accordingly, require management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosures of contingent assets and liabilities. Significant estimates made by management include expected economic life and value of our medical devices, reserves, deferred tax assets, valuation allowance, impairment of long lived assets, fair value of equity instruments issued to consultants for services and fair value of equity instruments issued to others, option and warrant expenses related to compensation to employees and directors, consultants and investment banks, allowance for doubtful accounts, and warranty reserves. Actual results could differ from those estimates.

**REVENUE RECOGNITION**

**CHEMICAL PRODUCTS:**

Revenues are recognized when products are shipped to end users. Shipments to distributors are recognized as revenue when no right of return exists.

**ELECTRONICS:**

We recognize revenue from the sale of our electronic products when they are shipped to the purchaser. For contract manufacturing, revenues are recognized after shipment of the completed products.

## NET INCOME / (LOSS) PER SHARE

Basic net income (loss) per share is calculated based on the weighted average number of common shares outstanding during the period. Diluted net income (loss) per share is computed similar to basic loss per share, except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential shares had been issued and if the additional shares were dilutive. Common stock equivalents for the three months ended June 30, 2013, have been excluded from the fully diluted calculation of net income (loss) per share, as inclusion would be anti-dilutive.

Per share basic and diluted net income (loss) amounted to \$0.00 and (\$0.00) for the three months ended June 30, 2014 and 2013, respectively. There were 600,000 and 5,600,000 common stock equivalents at June 30, 2014 and 2013, respectively.

## RECENT ACCOUNTING PRONOUNCEMENTS

On May 14, 2014, FASB and IASB issued a new joint revenue recognition standard that supersedes nearly all US GAAP guidance on revenue recognition. The core principal of the standard is that revenue recognition should depict the transfer of goods and services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. The new standard is effective for the Partnership for the fiscal year beginning April 1, 2017 and the effects of the standard on the Partnership's consolidated financial statements are not known at this time.

Management does not believe that any other recently issued, but not yet effective accounting pronouncement, if adopted, would have a material effect on the accompanying condensed consolidated financial statements.

## NOTE 3 - INVENTORY

Inventory at June 30, 2014 consisted of the following:

	Current	Long Term	Total
Raw materials	\$ 136,877	\$ 56,071	\$ 192,948
Finished Goods	21,104	1,682	22,786
	<u>\$ 157,981</u>	<u>\$ 57,753</u>	<u>\$ 215,734</u>

Inventory at March 31, 2014 consisted of the following:

	Current	Long Term	Total
Raw materials	\$ 78,072	\$ 36,364	\$ 114,436
Finished Goods	16,620	1,682	18,302
	<u>\$ 94,692</u>	<u>\$ 38,046</u>	<u>\$ 132,738</u>

The Company values its inventories at the first in, first out ("FIFO") method at the lower of cost or market.

## NOTE 4 – SECURED CONVERTIBLE NOTE RECEIVABLE

On June 4, 2009 the Company invested in Wellington Scientific, LLC ("Wellington") which has rights to an electronic uroflowmetry diagnostic medical device technology. The Company invested a total of \$50,000, with \$10,000 provided in cash, and \$40,000 in services to Wellington. Wellington issued a convertible note to the Company for a principal amount of \$50,000 with an interest rate of 10% due at various dates through July 15, 2012. The total of the note receivable and accrued interest at June 30, 2014 and March 31, 2014 was \$63,947 and \$62,900, respectively. At the option of the Company, the Note is convertible in whole or in part, into equity of Wellington. The conversion price, and resulting equity ownership percentage in Wellington, is determined by dividing the cash value of principal and accrued interest by \$2,000,000. (See Legal Proceedings).

As of August 14, 2014, the loan has not yet been repaid.



## NOTE 5 – CONCENTRATIONS

During the three month period ended June 30, 2014, one customer accounted for 18% of our revenue. As of June 30, 2014, three customers represented approximately 52% of our accounts receivable.

During the three month period ended June 30, 2013, two customers accounted for 35% of our revenue. As of June 30, 2013, three customers represented approximately 53% of our accounts receivable.

The Company's customer base is comprised of foreign and domestic entities with diverse demographics. Revenues from foreign customers represented \$40,095 of net revenue or 6.4% for the three months ended June 30, 2014 and \$46,954 of net revenue or 14.6% for the three months ended June 30, 2013. As of June 30, 2014 and 2013, accounts receivable includes approximately \$4,300 and \$4,000, respectively, from foreign customers.

## NOTE 6 - SEGMENT INFORMATION

Information about segments is as follows:

	Chemical	Electronics	Total
Three months ended June 30, 2014			
Revenue from external customers	\$ 297,158	\$ 326,516	\$ 623,674
Segment operating income (loss)	\$ 77,032	\$ (41,298)	\$ 35,734
Three months ended June 30, 2013			
Revenue from external customers	\$ 249,780	\$ 72,659	\$ 322,439
Segment operating income (loss)	\$ 70,571	\$ (137,371)	\$ (66,800)
Total assets at June 30, 2014			
	\$ 488,768	\$ 546,573	\$ 1,035,341
Total assets at March 31, 2014			
	\$ 613,406	\$ 216,822	\$ 830,228

## NOTE 7 - OPTIONS OUTSTANDING

During 2013, ADM granted an aggregate of 5,600,000 stock options to employees and consultants expiring at various dates through fiscal 2015. During 2014, 5,000,000 of the outstanding stock options were exercised. The options had various exercise prices and were fully vested at the date of grant. The options were valued at \$55,997 using the Black Scholes option pricing model with the following assumptions: risk free interest rate of 4.9%, volatility of 414%, estimated useful life of 1.5 years and dividend rate of 0%. The following table summarizes information on all common share purchase options issued by us as of June 30, 2014 and 2013.

	2014		2013	
	# of Shares	Weighted Average Exercise Price	# of Shares	Weighted Average Exercise Price
Outstanding, beginning of year	600,000	\$ 0.01	5,600,000	\$ 0.01
Issued	-	\$ -	-	\$ -
Exercised	-	\$ -	-	\$ -
Expired	-	\$ -	-	\$ -
Outstanding, end of year	600,000	\$ 0.01	5,600,000	\$ 0.01
Exercisable, end of year	600,000	\$ 0.01	5,600,000	\$ 0.01

#### NOTE 8 - COMMITMENTS AND CONTINGENCIES

We lease our office and manufacturing facility under a non-cancelable operating lease, which expires on June 30, 2019. The Company's future minimum lease commitment at June 30, 2014 is as follows:

Period	Per year
2015	\$ 104,625
2016	104,625
2017	104,625
2018	104,625
2019	104,625
	<u>\$ 523,125</u>

Rent and real estate tax expense for all facilities for the three months ended June 30, 2014 and 2013 was approximately \$31,000 for each period.

#### MASTER SERVICES AGREEMENT

On February 12, 2010, ADM agreed to provide certain services to Ivivi Health Sciences, LLC (IHS) pursuant to a Master Services Agreement, as described below:

- We provided IHS with engineering services, including quality control and quality assurance services along with regulatory compliance services, warehouse fulfillment services and network administrative services including hardware and software services;
- We were paid at the rate of \$26,000 per month by IHS for these services; in August 2012 IHS agreed to pay ADM approximately \$6,000 per month for reduced services on a month-to-month basis, and on October 1, 2013 the monthly amount to be paid by IHS was reduced to \$3,000 plus additional amounts for individual projects requested time to time by IHS. Pursuant to this agreement, revenues from engineering services to IHS for the three months ended June 30, 2014 and 2013 were \$9,000 and \$19,096, respectively.

## MANUFACTURING AGREEMENT

Under the terms of the February 12, 2010 manufacturing agreement with IHS, ADM has agreed to serve as the exclusive manufacturer of all current and future medical and non-medical electronic and other electronic devices or products to be sold or rented by IHS. For each product that ADM manufactures, IHS pays ADM an amount equal to 120% of the sum of (i) the actual, invoiced cost for raw materials, parts, components or other physical items that are used in the manufacture of product and actually purchased for such entity by ADM, if any, plus (ii) a labor charge the based on ADM's standard hourly manufacturing labor rate, which ADM believes is more favorable than could be attained from unaffiliated third parties. Under the terms of the Agreement, if ADM is unable to perform its obligations to IHS under the manufacturing agreement or is otherwise in breach of any provision of the manufacturing agreement, IHS has the right, without penalty, to engage third parties to manufacture some or all of its products. In addition, if IHS elects to utilize a third-party manufacturer to supplement the manufacturing being completed by ADM, IHS has the right to require ADM to accept delivery of its products from these third-party manufacturers, finalize the manufacture of the products to the extent necessary to ensure that the design, testing, control, documentation and other quality assurance procedures during all aspects of the manufacturing process have been met.

Pursuant to the manufacturing agreement, sales of finished goods to IHS for the three months ended June 30, 2014 and 2013 were \$-0- and \$41,189, respectively.

### NOTE 9 - INCOME TAXES

The provision for income taxes of -0- is net of a benefit from the carry forward of a net operating loss of \$12,000.

### NOTE 10 – SUBSEQUENT EVENTS

We evaluated all subsequent events from the date of the condensed consolidated balance sheet through the issuance date of this report and determined that there are no events or transactions occurring during the subsequent event reporting period which require recognition or disclosure in the condensed consolidated financial statements.

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

The following discussion of our operations and financial condition should be read in conjunction with the condensed consolidated financial statements and notes thereto included elsewhere in this Quarterly Report on Form 10-Q.

### FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of the "safe harbor" provisions under section 21E of the Securities and Exchange Act of 1934 and the Private Securities Litigation Act of 1995. We use forward-looking statements in our description of our plans and objectives for future operations and assumptions underlying these plans and objectives. Forward-looking terminology includes the words "may", "expects", "believes", "anticipates", "intends", "forecasts", "projects", or similar terms, variations of such terms or the negative of such terms. These forward-looking statements are based on management's current expectations and are subject to factors and uncertainties which could cause actual results to differ materially from those described in such forward-looking statements. We expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained in this Form 10-Q to reflect any change in our expectations or any changes in events, conditions or circumstances on which any forward-looking statement is based. Factors which could cause such results to differ materially from those described in the forward-looking statements include those set forth under "Item. 1 Description of Business – Risk Factors" and elsewhere in or incorporated by reference into our Annual Report on Form 10-K for the year ended March 31, 2014.

### CRITICAL ACCOUNTING POLICIES

#### REVENUE RECOGNITION:

#### CHEMICALS:

Revenues are recognized when products are shipped to end users. Shipments to distributors are recognized as sales where no right of return exists.

## **ELECTRONICS:**

We recognize revenue from the sale of our electronic products when they are shipped to the purchaser. Revenue from the sale of the electronics we manufacture is recognized upon shipment of product. Shipping and handling charges and costs are de minimis. We offer a limited 90 day warranty on our electronics products and a limited 5 year warranty on our electronic controllers for spas and hot tubs. Historically, the amount of warranty revenue included in the sales of our electronic products have been de minimis. We have no other post shipment obligations and sales returns have been de minimis.

## **WARRANTY LIABILITIES**

We offer a limited 90 day warranty on our electronics products and a 5 year limited warranty on all of our electronic controllers for spas and hot tubs sold through Action. This product lines' past experience has resulted in de minimis costs associated with warranty issues. Therefore, no warranty liabilities have yet been recorded. Accordingly, management has not accrued any liability for future expenses as management has deemed such costs to be de minimis.

## **USE OF ESTIMATES:**

Our discussion and analysis of our financial condition and results of operations is based upon our condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the US. The preparation of these condensed consolidated financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosures of contingent assets and liabilities. On an ongoing basis, we evaluate our estimates, including those related to reserves, deferred tax assets and valuation allowance, impairment of long-lived assets, fair value of equity instruments issued to consultants for services and fair value of equity instruments issued to others. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions; however, we believe that our estimates, including those for the above described items, are reasonable.

## **BUSINESS OVERVIEW**

ADM is a corporation that was organized under the laws of the State of Delaware on November 24, 1969. During the three months ended June 30, 2014 and 2013, our operations are conducted through ADM Tronics Unlimited, Inc. ("ADM") and its subsidiaries, Sonotron Medical Systems, Inc. ("SMI") and Action Industries Unlimited LLC ("Action"). On April 1, 2013 Action ceased operations and its assets were transferred to the Company. In addition, the Company owns a minority interest in Montvale Technologies, Inc. (formerly known as Ivivi Technologies, Inc.) ("ITI"), which until October 18, 2006 was operated as a subsidiary of the Company. ITI was deconsolidated as of October 18, 2006 upon the consummation of ITI's initial public offering. Our investment in ITI from October 18, 2006 through March 31, 2008 was reported under the equity method of accounting. Since April 1, 2008 we reported our investment in ITI at fair value. As reported by ITI, on February 12, 2010 all of ITI's assets were acquired by IHS, an unaffiliated entity controlled by ITI's former Chairman of the Board. Concurrent with such asset sale, the Company entered into agreements with IHS for services related to engineering and regulatory matters, and the previous manufacturing agreement with ITI was assigned to IHS.

We are a technology-based developer and manufacturer of diversified lines of products in the following four areas: (1) environmentally safe chemical products for industrial use, (2) electronic products for numerous industries, including therapeutic non-invasive electronic medical devices and electronic controllers for spas and hot tubs, (3) cosmetic and topical dermatological products and (4) Antistatic paint and coatings products. We have historically derived most of our revenues from the development, manufacture and sale of chemical products, and, to a lesser extent, from our electronics and topical dermatological products. Our Electronics segment includes our AIU and SMS subsidiaries, and our Chemical segment includes our PLI subsidiary.

## **RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED JUNE 30, 201 4 AS COMPARED TO JUNE 30, 201 3**

### **REVENUES**

Revenues were \$623,674 for the three months ended June 30, 2014 as compared to \$322,439 for the three months ended June 30, 2013, an increase of \$301,235, or 93%. The increase resulted from an increase in sales to customers in both our electronics division in the amount of \$253,857 and chemical division in the amount of \$47,378.

Gross profit was \$379,022, or 60.8%, for the three months ended June 30, 2014 and \$173,237, or 53.7% for the three months ended June 30, 2013. Gross profit percentage increased by 31.4% in our electronics division mostly due to an increase in sales of engineering services of \$84,000, which was partially offset by a decrease of 24.3% in our chemical division.

We are highly dependent upon certain customers to generate our revenues. During the three month period ended June 30, 2014, one customer accounted for 18% of our revenue. During the three month period ended June 30, 2013, two customers accounted for 35% of our revenue. The complete loss of or significant reduction in business from, or a material adverse change in the financial condition of any of our customers could cause a material and adverse change in our revenues and operating results.

#### **OPERATING PROFIT / LOSS**

Income from operations for the three months ended June 30, 2014 was \$35,734 compared to a loss from operations for the three months ended June 30, 2013 of \$66,800. Selling, general and administrative expenses increased by \$102,646, or 45%, from \$226,956 to \$329,601 mainly due to an increase of \$34,686 in salaries coupled with an increase in royalties and commissions of \$33,505 and an increase of \$50,000 in regulatory engineering costs. Cost of sales increased by \$95,450, or 64% from \$149,202 to \$244,652, mainly due to an increase in direct material purchases of \$72,619 coupled with an increase in freight costs of \$6,822 and direct labor of \$13,490.

#### **NET INCOME (LOSS) AND NET INCOME (LOSS) PER SHARE**

Net income for the three months ended June 30, 2014 was \$35,828, or \$0.00 per share, compared to a net loss for the three months ended June 30, 2013 of (\$66,238) or (\$0.00) per share. Interest income decreased \$305 to \$1,047 in the three months ended June 30, 2014, from \$1,352 in the three months ended June 30, 2013, due to decreased funds invested in a money market account, offset by an increase in accrued interest receivable on a convertible note issued to Wellington.

#### **LIQUIDITY AND CAPITAL RESOURCES**

At June 30, 2014, we had cash and cash equivalents of \$69,894 as compared to \$83,156 at March 31, 2014. The \$13,262 decrease was primarily the result of cash used in operations during the three month period in the amount of \$9,262 and cash used in financing activities in the amount of \$4,000. Our cash will continue to be used for increased marketing costs, and the related administrative expenses, in order to attempt to increase our revenue. We expect to have enough cash to fund operations for the next twelve months. Our note payable of \$132,990 at June 30, 2014, is secured and collateralized by restricted cash of \$232,264. This note bears an interest rate of 2% above the rate of the savings account. The interest rate at June 30, 2014 was 2.15% and is payable upon demand.

#### **Future Sources of Liquidity:**

We expect that growth in profitable revenues and continued focus on new customers will enable us to continue to generate cash flows from operating activities during fiscal 2015.

If we do not generate sufficient cash from operations, face unanticipated cash needs or do not otherwise have sufficient cash, we may need to consider the sale of certain intellectual property which does not support the Company's operations. In addition, we have the ability to reduce certain expenses depending on the level of business operation.

Based on current expectations, we believe that our existing cash of \$69,894 as of June 30, 2014 and other potential sources of cash will be sufficient to meet our cash requirements. Our ability to meet these requirements will depend on our ability to generate cash in the future, which is subject to general economic, financial, competitive, legislative, regulatory and other factors that are beyond our control.

#### **OPERATING ACTIVITIES**

Net cash used by operating activities was \$9,262 for the three months ended June 30, 2014, as compared to net cash used by operating activities of \$69,939 for the three months ended June 30, 2013. The use of cash during the three months ended June 30, 2014 was primarily due to net income of \$35,828 and an increase in operating liabilities of \$173,285, and a decrease in net operating assets of \$220,017.

#### **INVESTING ACTIVITIES**

No cash was provided or used in investing activities for the three months ended June 30, 2014.

For the three months ended June 30, 2013, net cash used in investing activities was \$304 due to the deposits into the restricted cash account.

## **FINANCING ACTIVITIES**

For the three months ended June 30, 2014 and 2013, net cash used in financing activities were \$4,000 and \$3,000, respectively which were repayments on a note from a commercial bank to facilitate our acquisition of AIU.

## **OFF BALANCE SHEET ARRANGEMENTS**

We have no off-balance sheet arrangements that have had or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

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

### **Concentration of Credit Risk**

Financial instruments that potentially subject us to significant concentrations of credit risk consist primarily of cash and cash equivalents, accounts receivable and our investment in ITI. We have no control over the market value of our investment in ITI.

We maintain cash and cash equivalents with FDIC insured financial institutions.

Our sales are materially dependent on a small group of customers, as noted in Note 6 of our financial statements. We monitor our credit risk associated with our receivables on a routine basis. We also maintain credit controls for evaluating and granting customer credit.

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

### **EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES**

The Company's management, including the Company's principal executive officer and principal financial officer, have evaluated the effectiveness of the Company's "disclosure controls and procedures," as such term is defined in Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended, (the "Exchange Act"). Based upon their evaluation, the principal executive officer and principal financial officer concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures were effective for the purpose of ensuring that the information required to be disclosed in the reports that the Company files or submits under the Exchange Act with the Securities and Exchange Commission (the "SEC") (1) is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and (2) is accumulated and communicated to the Company's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. During the quarterly period ended June 30, 2014, there were no changes in the Company's internal control over financial reporting which materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting.

### **CHANGES IN INTERNAL CONTROLS OVER FINANCIAL REPORTING**

There were no changes in our internal control over financial reporting that occurred during our last fiscal quarter to which this report relates that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## **PART II. OTHER INFORMATION**

### **ITEM 1. LEGAL PROCEEDINGS.**

In August 2012, the Company filed a civil suit in the Superior Court of New Jersey against defendants Wellington Scientific LLC ("Wellington") and Peter F. Lordi, demanding payment of the convertible note receivable from Wellington in the amount of \$50,000 (plus accrued interest). The Company is suing for breach of contract, fraud in the inducement, and other claims. Since this civil suit is in the early stages of litigation, its ultimate outcome cannot be predicted with certainty at this time.

### **ITEM 1A. RISK FACTORS**

There have been no material changes to the risk factors contained in our Annual Report on Form 10-K for the year ended March 31, 2014.

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

None

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None

**ITEM 4. OTHER INFORMATION**

None

**ITEM 5. EXHIBITS.**

(a) Exhibit No.

31.1 Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

32.1 Certification of Chief Executive Officer and Chief Financial Officer 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
101.SCH**	XBRL Taxonomy Extension Schema
101.CAL**	XBRL Taxonomy Extension Calculation
101.DEF**	XBRL Taxonomy Extension Definition
101.LAB**	XBRL Taxonomy Extension Labels
101.PRE**	XBRL Taxonomy Extension Presentation

\*\* XBRL information is furnished and not filed or a part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

**SIGNATURES**

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

**ADM TRONICS UNLIMITED, INC.**  
(Registrant)

By: /s/ Andre' DiMino  
Andre' DiMino, Chief Executive  
Officer and Chief Financial Officer

Dated:Northvale, New Jersey  
August 14, 2014

**CERTIFICATION  
PURSUANT TO SECTION 302 OF THE SARBANES - OXLEY ACT OF 2002**

I, Andre' DiMino, certify that:

1. I have reviewed this quarterly report on Form 10-Q of ADM Tronics Unlimited, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. I am the registrant's only certifying officer and am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report my conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 14, 2014

/s/ Andre' DiMino

Andre' DiMino  
Chief Executive Officer, Chief Financial Officer

A signed original of this written statement required by Section 302 has been provided to ADM Tronics Unlimited, Inc. and will be retained by ADM Tronics Unlimited, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.



**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of ADM Tronics Unlimited, Inc. (the "Company") on Form 10-Q for the nine months ended June 30, 2014, (the "Report"), filed with the Securities and Exchange Commission, Andre' DiMino, Chief Executive Officer and Chief Financial Officer, of the Company hereby certifies pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the consolidated financial condition of the Company as of the dates presented and the consolidated result of operations of the Company for the periods presented.

Date: August 14, 2014

/s/ Andre' DiMino  
Chief Executive Officer and  
Chief Financial Officer

The foregoing certification is being furnished solely pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code) and is not being filed as part of the Form 10-Q or as a separate disclosure document.

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to ADM Tronics Unlimited, Inc. and will be retained by ADM Tronics Unlimited, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.