

PROCYON CORP
Form 10-Q
February 14, 2019

UNITED STATES SECURITIES & 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 Quarterly Period Ended December 31, 2018

or

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

For the transition period from to

Commission File Number: 0-17449

PROCYON CORPORATION

(Exact Name of Registrant as specified in its charter)

COLORADO 59-3280822
(State of Incorporation) (I.R.S. Employer Identification Number)

1300 S. Highland Ave. Clearwater, FL 33756

(Address of Principal Executive Offices)

(727) 447-2998

(Registrant's Telephone Number, Including Area Code)

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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 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 every Interactive Data File required to be submitted 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 such files).

YES NO

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

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company
Emerging growth company

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). YES NO

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: Common stock, no par value; 8,077,388 shares outstanding as of February 14, 2019.

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PROCYON CORPORATION & SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
December 31, 2018 and June 30, 2018

	(unaudited) December 31, 2018	(audited) June 30, 2018
ASSETS		
CURRENT ASSETS		
Cash	\$ 335,739	\$ 270,313
Certificates of Deposit, plus accrued interest	153,798	153,457
Accounts Receivable, less allowance for doubtful accounts of \$5,495 and \$2,804, respectively.	315,972	372,309
Inventories	486,633	416,621
Prepaid Expenses	227,917	171,340
TOTAL CURRENT ASSETS	1,520,059	1,384,040
PROPERTY AND EQUIPMENT, NET	493,772	512,353
OTHER ASSETS		
Deposits	4,192	4,192
Inventories	142,760	160,294
Intangible Asset	17,000	17,000
Deferred Tax Asset, net valuation allowance of \$144,348 and \$133,867, respectively	249,884	280,370
	413,836	461,856
TOTAL ASSETS	\$ 2,427,667	\$ 2,358,249
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts Payable	\$ 197,538	\$ 95,472
Capital Lease Liability	216	2,110
Accrued Expenses	178,929	228,894
TOTAL CURRENT LIABILITIES	376,683	326,476
COMMITMENTS AND CONTINGENCIES (NOTE I)	-	-
STOCKHOLDERS' EQUITY		
Preferred Stock, 496,000,000 shares authorized, none issued.	-	-
Series A Cumulative Convertible Preferred Stock, no par value; 4,000,000 shares authorized; 194,100 shares issued and outstanding.	126,860	136,860
	4,444,766	4,434,766

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Common Stock, no par value, 80,000,000 shares authorized; 8,077,388 shares issued and outstanding.

Paid-in Capital	15,885	15,885
Accumulated Deficit	(2,536,527)	(2,555,738)
TOTAL STOCKHOLDERS' EQUITY	2,050,984	2,031,773
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$2,427,667	\$2,358,249

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

PROCYON CORPORATION & SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
Three and Six Months Ended December 31, 2018 and 2017

	(unaudited) Three Months Ended Dec. 31, 2018	(unaudited) Three Months Ended Dec. 31, 2017	(unaudited) Six Months Ended Dec. 31, 2018	(unaudited) Six Months Ended Dec. 31, 2017
NET SALES	\$ 914,462	\$ 1,017,779	\$ 2,005,088	\$ 1,848,850
COST OF SALES	239,891	272,904	544,192	495,732
GROSS PROFIT	674,571	744,875	1,460,896	1,353,118
OPERATING EXPENSES				
Salaries and Benefits	373,299	397,645	732,734	729,085
Selling, General and Administrative	374,334	325,807	679,616	587,584
	747,633	723,452	1,412,350	1,316,669
INCOME / (LOSS) FROM OPERATIONS	(73,062)	21,423	48,546	36,449
OTHER INCOME (EXPENSE)				
Interest Expense	-	-	-	-
Interest Income	967	193	1,151	462
	967	193	1,151	462
INCOME / (LOSS) BEFORE INCOME TAXES	(72,095)	21,616	49,697	36,911
INCOME TAX (EXPENSE) / BENEFIT	4,028	(398,011)	(30,486)	(405,441)
NET INCOME / (LOSS)	(68,067)	(376,395)	19,211	(368,530)
Dividend requirements on preferred stock	(4,178)	(4,427)	(8,605)	(8,855)
Basic net income (loss) available to common shares	\$(72,245)	\$(380,822)	\$10,606	\$(377,385)
Basic net income (loss) per common share	\$(0.01)	\$(0.05)	\$0.00	\$(0.05)
Weighted average number of common shares outstanding	8,077,388	8,077,388	8,077,388	8,077,388
Diluted net income (loss) per common share	\$(0.01)	\$(0.05)	\$0.00	\$(0.05)
	8,077,388	8,077,388	8,319,488	8,077,388

Weighted average number of common shares outstanding,
diluted

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

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PROCYON CORPORATION & SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
For the Six Months Ending December 31, 2018 and 2017

	(unaudited) December 31, 2018	(unaudited) December 31, 2017
CASH FLOWS FROM OPERATING ACTIVITIES		
Net Income / (Loss)	\$ 19,211	\$ (368,530)
Adjustments to reconcile net (loss) / income to net cash provided by (used in) operating activities:		
Depreciation	26,161	23,472
Deferred Income Taxes	30,486	405,441
Decrease (increase) in:		
Accounts Receivable	56,337	76,905
Inventory	(52,478)	(99,498)
Prepaid Expenses	(56,577)	(76,432)
Increase (decrease) in:		
Accounts Payable	102,066	27,877
Accrued Expenses	(49,965)	(140,375)
NET CASH PROVIDED BY / (USED IN) OPERATING ACTIVITIES	75,241	(151,140)
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property & equipment	(7,581)	(9,376)
NET CASH (USED IN) INVESTING ACTIVITIES	(7,581)	(9,376)
CASH FLOW FROM FINANCING ACTIVITIES		
Purchase of CD	(51,112)	-
Redemption of CD	50,772	60,721
Capital Lease Liability payments	(1,894)	(1,894)
NET CASH (USED IN) / PROVIDED BY FINANCING ACTIVITIES	(2,234)	58,827
NET CHANGE IN CASH	65,426	(101,689)
CASH AT BEGINNING OF PERIOD	270,313	173,173
CASH AT END OF PERIOD	\$ 335,739	\$ 71,484
SUPPLEMENTAL DISCLOSURES		
Interest Paid	\$ -	\$ -

Taxes Paid

\$ -

\$ -

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

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Notes to Financial Statements

NOTE A - SUMMARY OF ACCOUNTING POLICIES

The interim consolidated financial statements included herein have been prepared by the Company without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in the financial statements prepared in accordance with generally accepted accounting principles ("GAAP") have been condensed or omitted as allowed by such rules and regulations. The Company believes that the disclosures are adequate to make the information presented *not* misleading. These consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements dated *June 30, 2018*. The results for interim periods are *not* necessarily indicative of results that *may* be expected for any other interim period or for the full year.

Management of the Company has prepared the accompanying unaudited condensed consolidated financial statements prepared in conformity with generally accepted accounting principles, which require the use of management estimates, contain all adjustments (including normal recurring adjustments) necessary to present fairly the operations and cash flows for the period presented and to make the financial statements *not* misleading.

STOCK-BASED COMPENSATION

Stock based compensation is accounted for in accordance with Topic 718 - Compensation - Stock Compensation in the Accounting Standards Codification. Pursuant to Topic 718, all share-based payments to employees, including grants of employee stock options, are to be recognized in the statement of operations based upon their fair values. Topic 718 rescinds the acceptance of pro forma disclosure. In *December 2009*, our shareholders approved the adoption of a new stock option plan, providing the Company a continued means of offering stock-based compensation.

On *December 31, 2018*, there were *65,000* outstanding options to purchase shares of our common stock.

The fair value of a stock option is determined using the Black-Scholes option-pricing model, which values options based on the stock price at the grant date, the expected life of the option, the estimated volatility of the stock, the expected dividend payments, and the risk-free interest rate over the life of the option. There were *no* options granted during the quarter ended *December 31, 2018*.

The Black-Scholes option valuation model was developed for estimating the fair value of traded options that have *no* vesting restrictions and are fully transferable. Because option valuation models require the use of subjective assumptions, changes in these assumptions can materially affect the fair value of the options. Our options do *not* have the characteristics of traded options, therefore, the option valuation models do *not* necessarily provide a reliable measure of the fair value of our options.

EARNINGS PER SHARE

Basic earnings per share (EPS) is computed by dividing income available to common stockholders by the weighted-average number of common shares outstanding for the period. Diluted EPS reflects the potential dilution that would occur if dilutive securities such as stock options and other contracts to issue Common Stock were exercised or converted into Common Stock or resulted in the issuance of Common Stock that then shared in earnings. We use the treasury stock method to compute potential common shares from stock options and the as-if-converted method to compute potential common shares from Preferred Stock.

For the *six months ended December 31, 2018*, the potential dilutive effects of the preferred stock and stock options were included in the weighted-average shares outstanding.

NOTE B - INVENTORIES

Inventories consisted of the following:	December 31, 2018	June 30, 2018
Finished Goods	\$ 532,917	\$ 391,879
Raw Materials	96,476	185,036
	\$ 629,393	\$ 576,915

At *December 31, 2018* and *June 30, 2018*, respectively, \$142,760 and \$160,294 of our inventory was considered non-current as it will *not* be used within a *one* year period.

NOTE C - STOCKHOLDERS' EQUITY

During *January 1995*, the Company's Board of Directors authorized the issuance of up to *4,000,000* shares of Series A Cumulative Convertible Preferred Stock ("Series A Preferred Stock"). The preferred stockholders are entitled to receive, as and if declared by the board of directors, quarterly dividends at an annual rate of *\$.10* per share of Series A Preferred Stock per annum. Dividends will accrue without interest and will be cumulative from the date of issuance of the Series A Preferred Stock and will be payable quarterly in arrears in cash or publicly traded common stock when and if declared by the Board of Directors. As of *December 31, 2018*, *no* dividends have been declared. Dividends in arrears on the outstanding preferred shares total *\$362,741* as of *December 31, 2018*.

Holder of the Preferred Stock have the right to convert their shares of Preferred Stock into an equal number of shares of Common Stock of the Company. In addition, Preferred Stock holders have the right to vote the number of shares into which their shares are convertible into Common Stock. Such preferred shares will automatically convert into *one* share of Common Stock at the close of a public offering of Common Stock by the Company provided the Company receives gross proceeds of at least *\$1,000,000*, and the initial offering price of the Common Stock sold in such offering is equal to or in excess of *\$1* per share. The Company is obligated to reserve an adequate number of shares of its common stock to satisfy the conversion of all the outstanding Series A Preferred Stock. There were *no* shares

converted during the reporting period. So long as any share of Series A Preferred Stock is outstanding, the Company is prohibited from declaring dividends or other distributions related to its Common Stock or purchasing, redeeming or otherwise acquiring any of the Common Stock.

NOTE D - INCOME TAXES AND AVAILABLE CARRYFORWARD

As of *December 31, 2018*, the Company had consolidated income tax net operating loss ("NOL") carryforwards for federal income tax purposes of approximately *\$1,537,000*. The NOL will expire in various years ending through the year *2035*. The utilization of certain loss carryforwards are limited under Section 382 of the Internal Revenue Code.

The components of the provision for income tax (expense) attributable to continuing operations are as follows:

	Six Months 12/31/2018	Six Months 12/31/2017
Current		
Federal	\$ 0	\$ 0
State	0	0
	\$ 0	\$ 0
Deferred		
Federal	\$ (25,260)	\$ (355,330)
State	(5,226)	(50,111)
	\$ (30,486)	\$ (405,441)
Total Income Tax (Expense)	\$ (30,486)	\$ (405,441)

Deferred income taxes reflect the net tax effects of the temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Company's deferred tax assets and liabilities are as follows:

	Non-Current
Deferred tax assets	
NOL and contribution carryforwards	\$ 393,076
Accrued compensated absences	7,604
Accrued bonus	-
Allowance for doubtful accounts	1,393
Total deferred tax assets	402,073
Deferred tax (liabilities)	
Excess of tax over book depreciation	(7,841)
Total deferred tax (liabilities)	(7,841)
Total deferred tax asset	394,232
Valuation Allowance	(144,348)
Net Deferred Tax Asset	\$ 249,884

The change in the valuation allowance is as follows:

June 30, 2018	\$(133,867)
December 31, 2018	\$(144,348)
	\$10,481

Management believes it is more likely than *not* that the tax benefit of approximately \$570,000 of NOL carryforwards will *not* be realized because management estimates that they will expire prior to their utilization. Therefore, management provided a valuation allowance of \$144,348 against its deferred tax asset. Management will continue to evaluate its operating results each reporting period and assess whether it will be able to utilize all available NOL carryforwards before expiration.

During the *six* months ended *December 31, 2017*, the Company revised its estimated annual effective rate to reflect a change in the federal statutory rate from 35% to 21%, resulting from legislation that was enacted on *December 22, 2017*. The rate change is administratively effective at the beginning of our fiscal year, using a blended rate for the annual period. As a result, the blended statutory tax rate for the year is 28.06% and income tax expense reported for the *six* months ended *December 31, 2017* was adjusted to reflect the effects of the change in the tax law and resulted in an increase in income tax expense of \$282,782 for the *six* months ended *December 31, 2017* from application of the newly enacted rates to existing deferred balances. The accounting for the effects of the rate change on deferred tax balances is complete and *no* provisional amounts were recorded for this item.

The accounting for the effects of the rate change on deferred tax balances is complete and *no* provisional amounts were recorded for this item.

Income taxes for the *six* months ended *December 31, 2018* and *2017* differ from the amounts computed by applying the effective income tax rate of 25.35% and 37.63%, respectively, to income before income taxes as a result of the following:

	Six Months December 31, 2018	Six Months December 31, 2017
Expected (provision) at US statutory rate	\$(10,436)	\$(10,356)
State income tax net of federal (provision)	(2,159)	(1,461)
Nondeductible Expense	(3,833)	(2,692)
Change in estimates of losses carryforward	(563)	-
Change in valuation allowance	(10,481)	(108,150)

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Effect or remeasurement due to tax reform	-	(282,782)
Other	(3,014)	-
Income Tax (Expense)	\$(30,486)	\$(405,441)

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The earliest tax year still subject to examination by a major taxing jurisdiction is fiscal year end *June 30, 2016*.

The Company performed a review of its uncertain tax positions in accordance with Accounting Standards Codification ASC 740-10 "Uncertainty in Income Taxes". In this regard, an uncertain tax position represents the Company's expected treatment of a tax position taken in a filed tax return, or planned to be taken in a future tax return, that has *not* been reflected in measuring income tax expense for financial reporting purposes. As a result of this review, the Company concluded that at this time there are *no* uncertain tax positions, and there has been *no* cumulative effect on retained earnings.

NOTE E - LINE OF CREDIT

The Company held a \$250,000, due-on-demand line of credit with a financial institution. The line of credit was *not* renewed in *April 2018*. The Company put in place a new line of credit from a different financial institution on *October 9, 2018*. The line of credit is collateralized by all accounts and general intangibles, matures on *October 9, 2020*, accrues interest at "prime" rate and is guaranteed by Justice Anderson, the Chief Executive Officer of the Company.

NOTE F - SUBSEQUENT EVENTS

We have evaluated subsequent events through *February 13, 2019*, which is the date the financial statements were available to be issued.

NOTE G - RECENT ACCOUNTING PRONOUNCEMENTS

In *May 2017*, the FASB issued ASU No. 2017-09, Compensation-Stock Compensation (Topic 718): Scope of Modification Accounting, which clarifies when to account for a change to the terms or conditions of a share-based payment award as a modification. Under the new guidance, modification accounting is required only if the fair value, the vesting conditions, or the classification of the award (as equity or liability) changes as a result of the change in terms or conditions. It is effective prospectively for the annual period ending *June 30, 2019* and interim periods within that annual period. Early adoption is permitted. Based on management's current understanding of this standard along with the underlying substance of our operations, management believes it will *not* have a material impact on our consolidated financial statements.

On *June 16, 2016*, the FASB issued Accounting Standards Update *2016-13*, Financial Instruments - Credit Losses (Topic 326) (the "ASU"), which introduces new guidance for the accounting for credit losses on instruments within its scope. Given the breadth of that scope, the new ASU will impact both financial services and non-financial services entities. The guidance in this ASU is effective for public entities that meet the definition of an SEC filer for fiscal years beginning after *December 15, 2019*, and interim periods within those years. Early adoption is permitted in annual periods beginning after *December 15, 2018*. Based on management's current understanding of this standard along with the underlying substance of our operations, management believes it will *not* have a material impact on our consolidated financial statements.

In *February 2016*, the FASB issued ASU No. *2016-02*, Leases, related to the recognition of lease assets and lease liabilities. The new guidance requires lessees to recognize almost all leases on their balance sheet as a right-of-use asset and a lease liability, other than leases that meet the definition of a short- term lease, and requires expanded disclosures about leasing arrangements. The recognition, measurement, and presentation of expenses and cash flows arising from a lease by a lessee have *not* significantly changed from the current guidance. Lessor accounting is similar to the current guidance, but updated to align with certain changes to the lessee model and the new revenue recognition standard. The new guidance is effective for the Company on *July 1, 2019*, with early adoption permitted. Based on management's current understanding of this standard along with the underlying substance of our operations, management believes it will *not* have a material impact on our consolidated financial statements.

Other recent accounting pronouncements issued by the FASB, the AICPA and the SEC did *not* or are *not* believed by management to have a material effect, if any, on the Company's financial statements.

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

General

You should read the following discussion and analysis in conjunction with the unaudited Condensed Financial Statements and Notes thereto appearing elsewhere in this report.

This Report on Form 10-Q, including Management's Discussion and Analysis of Financial Condition and Results of Operations, contains forward-looking statements. When used in this report, the words "may," "will," "expect," "anticipate," "continue," "estimate," "project," "intend," "hope," "believe" and similar expressions, variations of these words or the negative of those words, and, any statement regarding possible or assumed future results of operations of the Company's business, the markets for its products, anticipated expenditures, regulatory developments or competition, or other statements regarding matters that are not historical facts, are intended to identify forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 regarding events, conditions and financial trends including, without limitation, business conditions in the skin and wound care market and the general economy, competitive factors, changes in product mix, production delays, product recalls, manufacturing capabilities, and other risks or uncertainties detailed in other of the Company's Securities and Exchange Commission filings. Such statements are based on management's current expectations and are subject to risks, uncertainties and assumptions. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, the Company's actual plan of operations, business strategy, operating results and financial position could differ materially from those expressed in, or implied by, such forward-looking statements.

Recent Developments

In fiscal 2018, the Company added a new sales channel designed to reduce inventory costs while expanding access to AMERX's full line of products, through existing markets. AMERX expanded the size of the warehouse facilities to address current demands and allow for future growth as the Company continues to focus efforts towards product line expansion.

In fiscal 2018, AMERX's new product, Extremit-Ease Compression Garment was listed among the Top 10 Innovations Award presented by HMP Communications. Extremit-Ease continues to gain momentum in the wound care, edema and lymphedema markets and expansion of the line is planned for Fiscal 2019.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The Company's condensed consolidated financial statements have been prepared in accordance with standards of the Public Company Accounting Oversight Board (United States), which require the Company to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and the related disclosures. A summary of those significant accounting policies can be found in the Notes to the Consolidated Financial Statements included in the Company's annual report on form 10-K, for the year ended June 30, 2018, which was filed with the Securities and Exchange Commission on September 27, 2018. The estimates used by management are based upon the Company's historical experiences combined with management's understanding of current facts and circumstances. Certain of the Company's accounting policies are considered critical as they are both important to the portrayal of the Company's financial condition and the results of its operations and require significant or complex judgments on the part of management. We believe that the following critical accounting policies affect the more significant judgments and estimates used in the preparation of our consolidated financial statements.

Accounts Receivable Allowance

Accounts receivable allowance reflects a reserve that reduces our customer accounts and receivable to the net amount estimated to be collectible. The valuation of accounts receivable is based upon the credit-worthiness of customers and third-party payers as well as historical collection experience. Allowances for doubtful accounts are recorded as a selling, general and administrative expense for estimated amounts expected to be uncollectible from third-party payers and customers. The Company bases its estimates on its historical collection experience, current trends, credit policy and on the analysis of accounts by aging category. At December 31, 2018, and June 30, 2018, our allowance for doubtful accounts totaled \$5,495 and \$2,804, respectively.

Advertising and Marketing

The Company uses several forms of advertising, including sponsorships to agencies who represent the professionals in their respective fields. The Company expenses these sponsorships over the term of the advertising arrangements on a straight line basis. Other forms of advertising used by the Company include professional journal advertisements, distributor catalogs, website and mailing campaigns. These forms of advertising are expensed when incurred.

Deferred Income Taxes

Deferred income taxes are recognized for the expected tax consequences in future years for differences between the tax bases of assets and liabilities and their financial reporting amounts, based upon enacted tax laws and statutory tax rates applicable to the periods in which the differences are expected to affect taxable income. The Company accounts for income taxes under Topic 740 - Income Tax in the Accounting Standards Codification. A valuation allowance is used to reduce deferred tax assets to the net amount expected to be recovered in future periods. The estimates for deferred tax assets and the corresponding valuation allowance require us to exercise complex judgments. We periodically review and adjust those estimates based upon the most current information available. The Company had a valuation allowance of \$144,348 and \$133,867, respectively, as of December 31, 2018 and June 30, 2018. Because the recoverability of deferred tax assets is directly dependent upon future operating results, actual recoverability of deferred tax assets may differ materially from our estimates.

Revenue Recognition

The Company recognizes revenue in accordance with the Financial Accounting Standards Board's (FASB) release of Accounting Standards Update (ASU) 2014-09, Revenue from Contracts with Customers (Topic 606) which requires

that five basic criteria must be met before revenue can be recognized: (1) identify the contract with a customer; (2) identify the performance obligations in the contract; (3) determine the transaction price; (4) allocate the transaction price to the performance obligations in the contract, and (5) recognize revenue when (or as) the entity satisfies a performance obligation.

Stock Based Compensation

Stock based compensation is accounted for in accordance with Topic 718 - Compensation - Stock Compensation in the Accounting Standards Codification. All share-based payments to employees, including grants of employee stock options, are to be recognized in the statement of operations based upon their fair values. Topic 718 rescinds the acceptance of pro forma disclosure.

FINANCIAL CONDITION

As of December 31, 2018 the Company's principal sources of liquid assets included cash of \$335,739, inventories of \$629,393, and net accounts receivable of \$315,972. The Company also has \$153,798 in Certificate of Deposits. The Company had net working capital of \$1,143,376, and no long-term debt at December 31, 2018.

During the six months ended December 31, 2018 cash increased from \$270,313 as of June 30, 2018, to

\$335,739. Operating activities provided cash of \$75,241 during the period. The change is primarily the result of an increase in accounts payable.

The Company reflected a net non-current deferred tax asset of \$249,884, at December 31, 2018. Because the recoverability of deferred tax assets is directly dependent upon future operating results, actual recoverability of deferred tax assets may differ materially from our estimates.

RESULTS OF OPERATIONS

Comparison of the three and six months ended December 31, 2018 and 2017.

Net Sales during the quarter ended December 31, 2018, were \$914,462 as compared to the previous year's quarter net sales of \$1,017,779, a decrease of \$103,317, or approximately 10%. We believe decreased sales for the three months ended December 31, 2018, were a result of our major distributor's merger into a larger company combined with lower than expected sales internationally. The growth experienced in other sectors was not enough to overcome sales lost from the distributor in this period. Net Sales during the six months ended December 31, 2018, were \$2,005,088 as compared to the previous year's six month period net sales of \$1,848,850, an increase of \$156,238, or approximately

8%. We believe increased sales were driven by expansion of our distribution network partners, expansion into new markets and new customer sales of both existing and new products.

Gross profit during the quarter ended December 31, 2018, was \$674,571 as compared to \$744,875 during the quarter ended December 31, 2017, a decrease of \$70,304 or 9%. As a percentage of net sales, gross profit was approximately 74% in the quarter ended December 31, 2018, and approximately 73% in the corresponding quarter in 2017. Gross profit during the six months ended December 31, 2018, was \$1,460,896 as compared to \$1,353,118 during the six months ended December 31, 2017, an increase of \$107,778 or 8%. As a percentage of net sales, gross profit was approximately 73% in the six months ended December 31, 2018, and approximately 73% in the corresponding period in 2017.

Operating expenses during the quarter ended December 31, 2018 were \$747,633, consisting of \$373,299 in salaries and benefits and \$374,334 in selling, general and administrative expenses. This compares to operating expenses during the quarter ended December 31, 2017 of \$723,452, consisting of \$397,645 in salaries and benefits; and \$325,807 in selling, general and administrative expenses. Expenses for the quarter ended December 31, 2018, increased by \$24,181 or approximately 3% compared to the corresponding quarter in 2017. The expense increases came mainly from the increased professional fees and shipping cost. Operating expenses during the six months ended December 31, 2018 were \$1,412,350, consisting of \$732,734 in salaries and benefits and \$679,616 in selling, general and administrative expenses. This compares to operating expenses during the six months ended December 31, 2017 of \$1,316,669, consisting of \$729,085 in salaries and benefits; and \$587,584 in selling, general and administrative expenses. Expenses for the six months ended December 31, 2018, increased by \$95,681 or approximately 7% compared to the corresponding period in 2017. The expense increases came mainly from the professional fees and shipping costs.

Operating profit decreased by \$94,485 to an operating loss of \$73,062 for the quarter ended December 31, 2018, as compared to an operating profit of \$21,423 in the comparable quarter of the prior year. We believe the decrease in net income for the three month period, of the comparable quarter of the prior year before income taxes was primarily attributable to the decrease in Net Sales and increase in expenses. Operating profit increased by \$12,097 to an operating profit of \$48,546 for the six months ended December 31, 2018, as compared to an operating profit of \$36,449 in the comparable period of the prior year. We believe the increase in net income for the six month period, of the comparable period of the prior year before income taxes was primarily attributable to the increase in Net Sales.

ITEM 4. CONTROLS AND PROCEDURES

(a) Evaluation of Disclosure Controls and Procedures

Management of the Company, with the participation of the Chief Executive Officer and Chief Financial Officer, has conducted an evaluation of the effectiveness of the Company's disclosure controls and procedures pursuant to Rule 13a-15 under the Securities Exchange Act of 1934 as of the end of the period covered by this report. Based on that evaluation, management, including the Chief Executive 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 not effective in ensuring that all material information relating to the Company required to be disclosed in this report has been made known to management in a timely manner and ensuring that this information is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and regulations, because of the identification of a material weakness in our internal controls over financial reporting, identified below, which we view as an integral part of our disclosure controls and procedures.

(b) Changes in Internal Controls Over Financial Reporting

As previously reported, our annual assessment of the internal controls over financial reporting as of June 30, 2018 revealed a deficiency that we consider to be a material weakness: inadequate segregation of duties consistent with control objectives.

During fiscal 2019, the Company will continue to address changes needed to improve segregation of duties consistent with control objectives. We have added staff to grow sales. We expect that increased sales will enable us to add support staff, specifically in the accounting and shipping departments. A secondary effect of adding more staff will address needed improvements in segregation of duties consistent with control objectives.

PART II. OTHER INFORMATION

ITEM 5. OTHER INFORMATION

Item 5.07 Submission of Matters to a Vote of Security Holders

We held our annual meeting for fiscal 2019 on Tuesday, November 13, 2018, at 4:00 p.m. EST. The following matters were considered and approved by the shareholders:

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The following seven directors were elected to hold office for one-year terms or until their successors are elected and qualified:

	Votes For	Votes Against or Withheld	Total Votes
Regina W. Anderson	4,242,033	1,581,893	5,823,926
James B. Anderson	4,242,033	1,581,893	5,823,926
Justice W. Anderson	4,242,033	1,581,893	5,823,926
Paul E. Kudelko	4,242,033	1,581,893	5,823,926
Michael T. Foley	4,242,033	1,581,893	5,823,926
Fred W. Suggs	4,242,033	1,581,893	5,823,926
Joseph R. Treshler	4,242,033	1,581,893	5,823,926

Pursuant to the following vote, the appointment of Ferlita, Walsh, Gonzalez and Rodriguez, P.A. as our independent certified public accountants for the 2019 fiscal year, was ratified:

Votes For	Votes Against	Votes Abstaining	Total Votes
5,813,130	1,000	9,796	5,823,926

The Company's Board of Directors recently affirmed that the Chief Executive Officer, and certain Vice President positions, are executive officers of the Company pursuant to the Company's Bylaws. In addition, the Board of Directors affirmed that the position of Chairman or Chairwoman of the Board of Directors was an executive officer position prior to January 8, 2018, but thereafter, is no longer an executive officer position until such time as the Board of Directors directs otherwise. The Chairwoman of the Board position continues to be held by Regina W. Anderson.

ITEM 6. EXHIBITS

(A) EXHIBITS

31.1 Certification of Justice W. Anderson pursuant to Exchange Act Rule 13a-14(a)/15d-14(a)

31.2 Certification of James B. Anderson pursuant to Exchange Act Rule 13a-14(a)/15d-14(a)

32.1 Certification Pursuant to 18 U.S.C.§1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act Of 2002

101.1* The following materials from the Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 2018, formatted in XBRL (Extensible Business Reporting Language): (I) the Condensed Balance Sheets, (ii) the Condensed Consolidated Statements of Operations, (iii) the Consolidated Statements of Cash Flows, and (iv) the Notes to Condensed Consolidated Financial Statements

* Furnished, not filed

SIGNATURES

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

	PROCYON CORPORATION
February 14, 2019	By:/s/ JUSTICE W. ANDERSON
Date	Justice W. Anderson, Chief Executive Officer