RANDGOLD RESOURCES LTD
Form 20-F
March 29, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 20-F

.. **REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934**

OR

x **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE FISCAL YEAR ENDED DECEMBER 31, 2017**

OR

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

OR

.. **SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of event requiring this shell company report

For the transition period from to

Commission file number: 000-49888

RANDGOLD RESOURCES LIMITED

(Exact name of Registrant as specified in its charter)

Not Applicable

(Translation of Registrant's name into English)

JERSEY, CHANNEL ISLANDS

(Jurisdiction of incorporation or organization)

3rd Floor Unity Chambers, 28 Halkett Street, St. Helier, Jersey JE2 4WJ, Channel Islands

(Address of principal executive offices)

Graham Shuttleworth

Finance Director and Chief Financial Officer

Tel: +44 1534 735 333

Graham.Shuttleworth@randgold.com

3rd Floor, Unity Chambers

28 Halkett Street, St Helier

Jersey JE2 4WJ

Channel Islands

(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class	Name of each exchange on which registered
American Depositary Shares each represented by one Ordinary Share	**Nasdaq Global Select Market**
Ordinary Shares, par value US $0.05 per Share*	

* Not for trading, but only in connection with the listing of American Depositary Shares on the Nasdaq Global Select Market pursuant to the requirements of the Securities and Exchange Commission.

Securities registered or to be registered pursuant to Section 12(g) of the Act.

None

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

None

(Title of Class)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the Annual Report.

As of December 31, 2017, the Registrant had outstanding 94,124,872 ordinary shares, par value $0.05 per share.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. x Yes ¨ No

If the report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. ¨ Yes x No

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. x 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 an emerging growth company. See definition of "large accelerated filer," "accelerated filer," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer x	Accelerated filer ¨	Non-accelerated filer ¨ Emerging growth company ¨

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, 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. ¨

† The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP ¨	International Financial Reporting Standards as issued by the International Accounting Standards Board x	Other ¨

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow. ¨ Item 17 ¨ Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). ¨ Yes x No

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GLOSSARY OF MINING TECHNICAL TERMS

The following explanations are not intended as technical definitions, but rather are intended to assist the reader in understanding some of the terms as used in this annual report (Annual Report).

Alteration:	The chemical change in a rock due to hydrothermal and other fluids.
Archaean:	A geological eon before 2.5 Ga.
Anastomosing:	A braided network of irregularly branching and reconnecting veins or structures.
Ankerite:	An iron carbonate mineral often associated with hydrothermal alteration.
Arsenopyrite:	An iron arsenic sulfide mineral.
Assay:	A chemical test performed on a sample of ores or minerals to determine the amount of valuable metals contained.
Backfill Operations:	Underground mining procedure where voids are filled to optimize ore recovery and safety.
BIF (Banded-Iron Formation):	Layered sedimentary rocks, normally from the Precambrian era, consisting of iron rich material (commonly magnetite) and silica (chert).
Bio-Oxidation:	A biological process which uses organisms to liberate gold from sulfide minerals.
Birimian:	Geological time era, about 2.1 billion years ago.
Breccia:	A rock in which angular fragments are surrounded by a mass of fine-grained minerals.
Carbonate:	A mineral salt typically found in quartz veins and as a product of hydrothermal alteration of sedimentary rock.
Chlorite:	A common silicate mineral which is typically green in colour and associated with metamorphism and hydrothermal alteration.
Concentrate:	A fine, powdery product of the milling process containing a high percentage of valuable metal.
Cut-off grade:	The lowest grade of material that can be mined and processed considering all applicable costs, without incurring a loss or gaining a profit.
Decline:	A sloping underground opening for machine access from level to level or from surface, also called a ramp.

Development:	Underground work carried out for the purpose of opening up a mineral deposit which includes shaft sinking, crosscutting, drifting and raising.
Diamond Drilling (DDH):	A rotary type of rock drilling that cuts a core of rock that is recovered in long cylindrical sections, two cm or more in diameter.

Dilution (mining):	Rock that is, by necessity, removed along with the ore in the mining process, subsequently lowering the grade of the ore.
Diorite:	A coarse-grained intrusive rock with a composition between that of a Granite and a Basalt.
Dip:	The angle at which a vein, structure or rock bed is inclined from the horizontal as measured at right angles to the strike.
Domain Boundary:	The limit of a geological domain, often defined by a change in lithologies and their orientation.

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Doré:	Unrefined gold which is produced at a minesite before transportation to a refinery for further purification.
EEP:	Exclusive exploration permit.
Elution:	An extraction technique for the recovery of gold from activated carbon using a cyanide solution.
EP:	Exploitation permit.
Exploration:	Prospecting, sampling, mapping, diamond drilling and other work involved in searching for ore.
Fault:	A break in the Earth's crust caused by tectonic forces which have moved the rock on one side with respect to the other.
Feasibility Study:	A comprehensive study of a mineral deposit in which all geological, engineering, legal, operating, economic, social, environmental and other relevant factors are considered in sufficient detail that it could reasonably serve as the basis for a final decision by a financial institution to finance the development of the deposit for mineral production.
Feldspar:	An alumino-silicate mineral.
Footwall:	The rock mass which is located below a dipping structure.
g/t:	Grams of gold per metric tonne.
Gabbro:	A dark, coarse-grained igneous rock.
Gneiss:	A coarse-grained, foliated rock produced by metamorphism.
Gold sales:	Represents the sales of gold at spot and the gains/losses on hedge contracts which have been delivered into at the designated maturity date. It excludes gains/losses which have been rolled forward to match future sales. This adjustment is considered appropriate because no cash is received/paid in respect of such contracts.
Grade:	The quantity of metal per unit mass of ore expressed as a percentage or, for gold, as grams of gold per tonne of ore.
Granite:	A coarse-grained intrusive igneous rock consisting of quartz, feldspar and mica.
Greenstone belt:	An area underlain by metamorphosed volcanic and sedimentary rocks, usually in a continental shield.
ha	Abbreviation for Hectare. 100 meters by 100 meters.
Hangingwall:	The rock on the upper side of a vein or ore deposit.
Head grade:	The grade of the ore as delivered to the metallurgical plant.

Hematite: An oxide of iron, and one of that metal's most common ore minerals.

Hydropower Station: A power plant which generates electricity when river water turns an electric turbine.

Hydro-sluicing: The method of mining soft, unconsolidated material by high pressure water.

Hydrothermal: Relating to hot fluids circulating in the earth's crust.

Kibalian: A geological time era between 2.4 billion to 2.8 billion years before the present.

Kt: Abbreviation for Kilotonne, 1000 metric tonnes.

kWh: Abbreviation for kilowatt hours.

Lode: A portion of a mineral deposit in solid rock.

Lower proterozoic: Era of geological time between 2.5 billion and 1.8 billion years before the present.

Measures: Conversion factors from metric units to US units are provided below:

Metric Unit		US Equivalent
1 tonne	= 1 t	1.10231 tons
1 gram	= 1 g	0.03215 ounces
1 gram per ton	= 1 g/t	0.02917 ounces per ton
1 kilogram per ton	= 1 kg/t	29.16642 ounces per ton
1 kilometer	= 1 km	0.621371 miles
1 meter	= 1 m	3.28084 feet
1 centimeter	= 1 cm	0.3937 inches
1 millimeter	= 1 mm	0.03937 inches
1 square kilometer	= 1 sq km	0.3861 square miles

Metasedimentary: Rocks formed by the deposition of sediment in water which have been subsequently been altered by pressure and temperature.

Mill delivered tonnes: A quantity, expressed in tonnes, of ore delivered to the metallurgical plant.

Milling/mill: The comminution of the ore, although the term has come to cover the broad range of machinery inside the treatment plant where the gold is separated from the ore/a revolving drum used for the grinding of ores in preparation for treatment.

Mineable: That portion of a mineralized deposit for which extraction is technically and economically feasible.

Mineralization: The presence of a target mineral in a mass of host rock.

Mineralized material: A mineralized body which has been delineated by appropriately spaced drilling and/or underground sampling to support a sufficient tonnage and average grade of metals to warrant further exploration. A deposit of mineralized material does not qualify as a reserve until a comprehensive evaluation based upon unit cost, grade, recoveries, and other material factors conclude legal and economic feasibility.

Moz: Abbreviation for million troy ounces.

Mt: Abbreviation for million metric tonnes.

Mtpa: Abbreviation for million tonnes per annum.

MW: Abbreviation for megawatt.

Open pit: A mine that is entirely on surface. Also referred to as open-cut or open-cast mine.

Ore: A mixture of ore minerals and gangue from which at least one of the metals can be extracted at a profit.

Orebody: A natural concentration of valuable material that can be extracted and sold at a profit.

Orogen: A belt of volcanic, igneous and sedimentary rocks formed by the movement of tectonic plates.

Ounce: One troy ounce, which equals 31.10348 grams.

Outcrop: An exposure of rock or mineral deposit that can be seen on surface that is, not covered by soil or water.

Paste Backfill: A backfill method for filling open stopes that uses cement and tailings material.

Probable reserves: Reserves for which quantity and grade and/or quality are computed from information similar to that used for proven reserves, but the sites for inspection, sampling, and measurement are farther apart or are otherwise less adequately spaced. The degree of assurance, although lower than that for proven reserves, is high enough to assume continuity between points of observation.

Prospect: An area of land with insufficient data available on the mineralization to determine if it is economically recoverable, but warranting further investigation.

Proterozoic: A geological eon representing the time period between 2500 and 541 million years ago.

Proven reserves: Reserves for which quantity is computed from dimensions revealed in outcrops, trenches, workings or drill holes; grade and/or quality are computed from the results of detailed sampling; and the sites for inspection, sampling and measurement are spaced so closely and the geologic character is so well defined that size, shape, depth and mineral content of reserves are well-established.

Pyrite: A yellow iron sulphide mineral, normally of little value. It is sometimes referred to as “fool’s gold”.

Quartz: A mineral compound of silicon and oxygen.

Quartzite: Metamorphic rock with interlocking quartz grains displaying a mosaic texture.

Refining: The final stage of metal production in which final impurities are removed from the molten metal by introducing air and fluxes. The impurities are removed as gases or slag.

Regolith: The product of the weathering of rock and other surface processes.

Rehabilitation: The process of restoring mined land to a condition approximating its original state.

Reserve: That part of a mineral deposit which could be economically and legally extracted or produced at the time of the reserve determination.

Rockbursts: A spontaneous and violent fracture of rock due to the buildup of pressure.

Sampling: Selecting a fractional but representative sample for analysis.

Satellite deposit: A smaller subsidiary deposit proximal to a main deposit.

Sedimentary:	Pertaining to or containing sediment. Used in reference to rocks which are derived from weathering and are deposited by natural agents, such as air, water and ice.
Shaft:	A vertical or inclined excavation in rock for the purpose of providing access to an orebody. Usually equipped with a hoist at the top, which lowers and raises a conveyance for handling ore, workers or materials.
Shear zone:	A zone in which shearing has occurred on a large scale.

Shearing: The lateral movement of one rock surface against another, causing deformation and alteration to the rock.

Silica: Silicon dioxide. Quartz is a common example.

Slag: The vitreous mass separated from the fused metals in the smelting process.

Stockpile: Broken ore heaped on surface, pending treatment.

Stope: An excavation in a mine from which ore is, or has been, extracted.

Strike length: The direction and length of a geological plane.

Stripping: The process of removing overburden to expose ore.

Sulfide: A mineral characterized by the linkages of sulfur with a metal or semi-metal, such as pyrite or iron sulfide. Also a zone in which sulfide minerals occur.

Sump: An excavation where water accumulates before being pumped to surface.

Tailings: Material rejected from a mill after most of the recoverable valuable minerals have been extracted.

Tonnage: Quantities where the ton or tonne is an appropriate unit of measure. Typically used to measure reserves of gold-bearing material in situ or quantities of ore and waste material mined, transported or milled.

Tonne: One tonne is equal to 1,000 kilograms (also known as a “metric” ton).

Total cash costs: Total cash costs, as defined in the Gold Institute standard, include mine production, transport and refinery costs, general and administrative costs, movement in production inventories and ore stockpiles, and royalties. Total cash costs exclude costs associated with capitalized stripping activities.

Tourmaline: A group of silicate minerals that are commonly found in hydrothermal alteration systems.

Trend: The direction, in the horizontal plane, of a linear geological feature, such as an ore zone, or a group of orebodies measured from true north.

TSF: Tailings Storage Facility.

Ultramafic: Igneous rocks with a very low silica content.

Vein: A fissure, fault or crack in a rock filled by minerals that have travelled upwards from some deep source.

Volcaniclastic: Where volcanic derived material has been transported and reworked through mechanical processes.

Volcanisedimentary:	Where volcanic and sedimentary material have been transported and reworked through mechanical processes.
VTEM:	Versatile Time Domain Electromagnetic system that measures the electrical properties of rocks while suspended below a moving helicopter.
Waste:	Rock mined with an insufficient gold content to justify processing.
Weathering:	Rock broken down by surface elements of temperature and water.

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Statements in this Annual Report concerning our business outlook or future economic performance; anticipated revenues, expenses or other financial items; and statements concerning assumptions made or expectations as to any future events, conditions, performance or other matters, are "forward-looking statements" as that term is defined under the United States federal securities laws. Forward-looking statements are subject to risks, uncertainties and other factors which could cause actual results to differ materially from those stated in such statements. Factors that could cause or contribute to such differences include, but are not limited to, those set forth under "PART I. Item 3. Key Information—D. Risk Factors" in this Annual Report as well as those discussed elsewhere in this Annual Report and in our other filings with the U.S. Securities and Exchange Commission, or SEC.

We are incorporated under the laws of Jersey, Channel Islands with the majority of our operations located in West and Central Africa. Our books of account are maintained in US dollars and our annual and interim financial statements are prepared on a historical cost basis, except as otherwise required under International Financial Reporting Standards as issued by International Accounting Standards Board (IFRS), and in accordance with IFRS. IFRS differs in significant respects from generally accepted accounting principles in the United States, or US GAAP. This Annual Report includes our audited consolidated financial statements prepared in accordance with IFRS. The financial information included in this Annual Report has been prepared in accordance with IFRS and, except where otherwise indicated, is presented in US dollars. For a definition of cash costs and other non-GAAP information, please see "PART I. Item 3. Key Information—A. Selected Financial Data."

Unless the context otherwise requires, "us", "we", "our", "company", "group" or words of similar import, refer to Randgold Resources Limited and its subsidiaries and affiliated companies.

Unless the context otherwise requires, "Morila" refers to Société des Mines de Morila SA, "Loulo" refers to Société des Mines de Loulo SA, "Gounkoto" refers to Société des Mines de Gounkoto SA, "Tongon" refers to Société des Mines de Tongon SA, "Kibali" refers to Kibali Goldmines SA and "Massawa" refers to the Massawa project.

Part I

Item 1. Identity of Directors, Senior Management and Advisers

Not applicable.

Item 2. Offer Statistics and Expected Timetable

Not applicable.

Item 3. Key Information

3A. SELECTED FINANCIAL DATA

The following selected historical consolidated financial data has been derived from, and should be read in conjunction with, the more detailed information and financial statements, including our audited consolidated financial statements for the years ended December 31, 2017, 2016 and 2015 and as at December 31, 2017 and 2016, which appear elsewhere in this Annual Report. The historical consolidated financial data as at December 31, 2015, 2014 and 2013, and for the years ended December 31, 2014 and 2013 have been derived from our audited consolidated financial statements not included in this Annual Report.

The financial data have been prepared in accordance with IFRS.

	Year Ended December 31,	Year Ended December 31,	Year Ended December 31, 2015	Year Ended December 31, 2014	Year Ended December 31, 2013

	2017	**2016**							
$000: CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME DATA: Amounts in accordance with IFRS									
Revenues	1,280,217	1,200,777		1,001,420		1,086,756		1,137,690	
Share of profits of equity accounted joint ventures	11,950	17,299		77,303		75,942		54, 257	
Net profit	335,047	294,221	2,399,077		1,670,997		4,060,843		3,078,283
Operating income	510,854	1,201,637		1,584,276		2,078,591			
Other income (expense)									
Interest income	8,839	2,665		15,720		6,000			
Interest expense	(56,313)	(48,923)		(88,612)		(102,655)			
Other income	17,260	8,055		29,052		92,459			
Total other (expense)	(30,214)	(38,203)		(43,840)		(4,196)			
Income before income taxes	480,640	1,163,434		1,540,436		2,074,395			
Income tax expense	159,886	384,994		491,526		608,531			
Net income	$320,754	$778,440	$	1,048,910	$	1,465,864			
Basic income per common share	$0.05	$0.15	$	0.18	$	0.29			
Diluted income per common share	$0.05	$0.14	$	0.17	$	0.28			
Weighted average common shares outstanding basic	5,992,330	5,211,190		5,984,392		5,019,562			
Effect of potential common share issuance:									
Stock options	169,842	256,514		169,563		244,968			
Weighted average common shares outstanding diluted	6,162,172	5,467,704		6,153,955		5,264,530			

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

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CVD EQUIPMENT CORPORATION AND SUBSIDIARY
Consolidated Statements of Cash Flows
(Unaudited)

	Six Months Ended June 30, 2012	Six Months Ended June 30, 2011
Cash flows from operating activities:		
Net Income	$1,048,910	$1,465,864
Adjustments to reconcile net income to net cash (used in) provided by operating activities:		
Stock-based compensation expense	117,856	144,031
Loss on sale of building	693,818	
Gain on sale of other fixed assets	(3,288)	-
Depreciation and amortization	291,266	276,738
Deferred tax expense	62,432	74,076
Bad debt provision	(1,354)	711
Increases/(decreases) in operating assets and liabilities:		
Accounts receivable	806,140	(907,124)
Costs and estimated earnings in excess of billings on uncompleted contracts	(1,918,798)	125,890
Inventories, net	259,811	474,707
Other current assets	(445,368)	(53,471)
Customer deposits	-	(24,478)
Increase (decrease) in operating liabilities:		
Billings in excess of costs and estimated earnings on uncompleted contracts	(1,368,189)	3,641,223
Accounts payable and accrued expenses	302,512	1,166,180
Deferred revenue	(1,077,553)	156,138
Net cash (used in) provided by operating activities	(1,231,805)	6,540,485
Cash flows from investing activities:		
Capital expenditures	(7,724,948)	(100,066)
Proceeds from sale of building	1,582,323	-
Proceeds from sale of other fixed assets	21,500	-
Deposits	141,757	-
Net cash (used in) investing activities	(5,979,368)	(100,066)
Cash flows from financing activities:		
Net proceeds from stock options exercised	57,683	9,391,967
Proceeds from long-term debt	6,000,000	4,520
Payments of long-term debt	(385,534)	(371,598)
Net cash provided by financing activities	5,672,149	9,024,889
Net (decrease) increase in cash and cash equivalents	(1,539,024)	15,465,308
Cash and cash equivalents at beginning of period	18,136,527	6,249,090
Cash and cash equivalents at end of period	$16,597,503	$21,714,398
Supplemental disclosure of cash flow information:		

Income taxes paid	$329,725	$505,100
Interest paid	$88,612	$102,655

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

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CVD EQUIPMENT CORPORATION AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2012
(Unaudited)

NOTE 1: BASIS OF PRESENTATION

The accompanying unaudited financial statements for CVD Equipment Corporation and Subsidiary (collectively, "the Company") have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10-Q and Article 8 of Regulation S-X. They do not include all of 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 in order to make the interim financials not misleading have been included and all such adjustments are of a normal recurring nature. The operating results for the three and six months ended June 30, 2012 are not necessarily indicative of the results that can be expected for the year ending December 31, 2012.

The balance sheet as of December 31, 2011 has been derived from the audited financial statements at such date, but does not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. For further information, please refer to the consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2011, including the accounting policies followed by the Company as set forth in Note 2 to the consolidated financial statements contained therein.

All material intercompany transactions have been eliminated in consolidation. In addition, certain reclassifications have been made to prior period financial statements to conform to the current year presentation.

Subsequent events have been evaluated through the filing date of this Quarterly Report on Form 10-Q.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Revenue and Income Recognition

The Company recognizes revenues using the percentage-of-completion method for custom production-type contracts while revenues from other products are recorded when such products are accepted and shipped. Profits on custom production-type contracts are recorded on the basis of the Company's estimates of the percentage-of-completion of individual contracts, commencing when progress reaches a point where experience is sufficient to estimate final results with reasonable accuracy. Under this method, revenues are recognized based on costs incurred to date compared with total estimated costs.

CVD EQUIPMENT CORPORATION AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2012
(Unaudited)

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

The asset, "Cost and estimated earnings in excess of billings on uncompleted contracts," represents revenues recognized in excess of amounts billed.

The liability, "Billings in excess of costs and estimated earnings on uncompleted contracts," represents amounts billed in excess of revenues recognized.

Recent Accounting Pronouncements

In July 2012, the Financial Accounting Standards Board issued Accounting Standards Update No. 2012-02 "Intangibles-Goodwill and Other (Topic 350) Testing Indefinite-Lived Intangible Assets for Impairment," which affords an entity the option to first assess qualitative factors to determine whether the existence of events and circumstances indicate that it is more likely than not that an indefinite-lived intangible asset is impaired. If, after assessing the totality of events and circumstances, an entity concludes that it is not more likely than not that the indefinite-lived intangible asset is impaired, then the entity is not required to take further actions. However, if an entity concludes otherwise, then it is required to determine the fair value of the indefinite-lived intangible asset and perform the quantitative impairment test by comparing the fair value with the carrying amount.

The amendments are effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012. Early adoption is permitted, including for annual and interim impairment tests performed as of a date before July 27, 2012, if a public entity's financial statements for the most recent annual or interim period have not yet been issued. The adoption of this Accounting Standards Update, will not have a significant impact on the Company's financial statements and related disclosures.

We believe there is no additional new accounting guidance adopted, but not yet effective that is relevant to the readers of our financial statements. However, there are numerous new proposals under development which, if and when enacted, may have a significant impact on our financial reporting.

NOTE 3: CONCENTRATION OF CREDIT RISK

Financial instruments that potentially subject the Company to concentrations of credit risk consist of cash and cash equivalents and accounts receivable. The Company places its cash equivalents with high credit-quality financial institutions and invests its excess cash primarily in money market instruments. The Company has established guidelines relative to credit ratings and maturities that seek to maintain stability and liquidity. From time to time these temporary cash investments may exceed the Federal Deposit Insurance Corporation ("FDIC") limit. At June 30, 2012 and December 31, 2011, the cash investments that exceeded the FDIC limit amounted to $3,878,000 and $4,249,000, respectively. The Company sells products and services to various companies across several industries in the ordinary course of business. The Company assesses the financial strength of its customers and maintains allowances for anticipated losses.

CVD EQUIPMENT CORPORATION AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2012
(Unaudited)

NOTE 4: UNCOMPLETED CONTRACTS

Costs and estimated earnings in excess of billings on uncompleted contracts are summarized as follows:

	June 30, 2012	December 31, 2011
Costs incurred on uncompleted contracts	$14,299,833	$11,253,624
Estimated earnings	13,096,063	10,120,760
	27,395,896	21,374,384
Billings to date	(22,385,295)	(19,650,770)
	$5,010,601	$1,723,614
Included in accompanying balance sheets under the following captions:		
Costs and estimated earnings in excess of billings on uncompleted contracts	$ 5,329,622	$3,410,824
Billings in excess of costs and estimated earnings on uncompleted contracts	$ (319,021)	$(1,687,210)

NOTE 5: INVENTORIES

Inventories consist of:

	June 30, 2012	December 31, 2011
Raw materials	$1,877,191	$1,986,880
Work-in-process	357,821	507,943
Finished goods	1,012,250	37,250
Totals	3,247,262	2,532,073
Less: Reserve for obsolescence	(300,000)	(300,000)
	$2,947,262	$2,232,073

CVD EQUIPMENT CORPORATION AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2012
(Unaudited)

NOTE 5: INVENTORIES (continued)

During the six months ended June 30, 2011, the Company recorded certain inventory write-downs of $560,000.

At December 31, 2011, the Company held $975,000 of equipment returned from a terminated contract recorded as Idle Inventories, which it had not been granted permission to use or sell as a result of pending litigation, as a separate line item on the balance sheet. The Company may now sell or otherwise dispose of the goods then referred to as Idle Inventories and as of June 30, 2012, this inventory is included in Finished goods.

NOTE 6: FAIR VALUE MEASUREMENTS

We determine the fair value of financial and non-financial assets and liabilities using the fair value hierarchy, and the three levels of inputs that may be used to measure fair value are as follows:

Level 1 inputs which include quoted prices in active markets for identical assets or liabilities.

Level 2 inputs which include observable inputs other than Level 1 inputs, such as quoted prices for similar assets or liabilities; quoted prices for identical or similar assets or liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the asset or liability.

Level 3 inputs which include unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the underlying asset or liability. Level 3 assets and liabilities include those whose fair value measurements are determined using pricing models, discounted cash flow methodologies or similar valuation techniques, as well as significant management judgment or estimation.

The following table summarizes, for each major category of assets and liabilities, the respective fair value and the classification by level of input within the fair value hierarchy:

	June 30, 2012				December 31, 2011			
Description	Level (1)	Level (2)	Level (3)	Total	Level (1)	Level (2)	Level (3)	Total
Assets:								
Cash equivalents	$3,878,216	$---	$---	$3,878,216	$5,394,434	$---	$---	$5,394,434
Total Liabilities	$---	$---	$---	$---	$---	$---	$---	$---

CVD EQUIPMENT CORPORATION AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2012
(Unaudited)

NOTE 7: BAD DEBTS

Accounts receivable are presented net of an allowance for doubtful accounts of $24,534 and $25,888 as of June 30, 2012 and December 31, 2011, respectively. The allowance is based on prior experience and management's evaluation of the collectability of accounts receivable. Management believes the allowance is adequate. However, future estimates may change based on changes in future economic conditions.

NOTE 8: REAL ESTATE TRANSACTIONS

Having determined that larger operating facilities would be required to facilitate the growth of the Company's operations and that the most efficient means to facilitate this growth would be to locate all Long Island operations in a single facility, on March 15, 2012, we closed title on the purchase of the premises located at 355 South Technology Drive, Central Islip, New York as the first phase of this process. After obtaining our new facilities, we sold our facility located at 979 Marconi Avenue, Ronkonkoma, New York where our Application Laboratory had been located; this transaction closed on April 26, 2012 for a selling price of approximately $1,659,000 and we incurred a capital loss of approximately $694,000. On May 31, 2012, we entered into a Contract of Sale to sell our headquarters located at 1860 Smithtown Avenue, Ronkonkoma, New York, and began the final phase in completing the relocation process. The sale price for the Smithtown Avenue facility is $3,875,000 (exclusive of closing costs) and as of June 30, 2012, the book value (net of depreciation) on this facility is approximately $2,800,000. The closing on the sale of the Smithtown Avenue facility is expected to occur no later than October 15, 2012.

NOTE 9: LONG-TERM DEBT

On April 22, 2008, the Company entered into a three year Modified and Restated Revolving Credit Agreement (the "Credit Agreement") with Capital One, N.A. ("Capital One" as the "Bank") as successor to North Fork Bank, pursuant to which the Bank agreed to make revolving loans to the Company of up to $5 million until May 1, 2011 which was later extended to August 1, 2011. Interest on the unpaid principal balance on this facility accrued at either (i) the LIBOR rate plus 2.00% or (ii) the Bank's prime rate minus .25%. This agreement contained certain financial and other covenants. Borrowings were collateralized by the Company's assets.

The amount available under the Credit Agreement was $5,000,000 as of June 30, 2011. This Credit Agreement was terminated and satisfied in full.

CVD EQUIPMENT CORPORATION AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2012
(Unaudited)

NOTE 9: LONG-TERM DEBT (continued)

On August 5, 2011, the Company entered into a $9.1 million credit agreement with HSBC Bank, USA, N.A. (“HSBC”), secured by substantially all of the Company's personal property, to replace its $5.0 million revolving credit agreement and $2.1 million of existing mortgages previously held by Capital One Bank, N.A., which was previously secured by substantially all of the Company’s personal property. This new agreement consists of a $7 million revolving credit facility and a $2.1 million five (5) year term loan. The revolving credit facility permits the Company to borrow on a revolving basis until August 5, 2014. Interest on the unpaid principal balance on this facility accrues at either (i) the London Interbank Offered Rate (“LIBOR”) plus 1.75% or (ii) HSBC’s prime rate minus 0.50%. Interest on the unpaid principal balance for the term loan, used to pay off the previous mortgages, accrues at a fixed rate of 3.045%. Borrowings under this term loan are additionally collateralized by $1 million of restricted cash deposits, provided that, so long as no event of default has occurred and is then continuing, HSBC will release $200,000 of the collateral on each anniversary of the closing date. This restricted cash is a separate line item on the balance sheet. The credit agreement also contains certain financial covenants with which the Company was in compliance at June 30, 2012.

Effective as of March 15, 2012, we closed on the purchase of a 120,000 square foot facility located at 355 S. Technology Drive, Central Islip, New York (the “Property”) through the Town of Islip Industrial Development Agency. The purchase price for the Property was $7,200,000 exclusive of closing costs. Pursuant to the terms of an Accommodation Agreement, we entered into a loan agreement with HSBC Bank, in the amount of $6,000,000 (the “Loan”), the proceeds of which were used to finance a portion of the purchase price on the Property. The Loan is secured by the mortgage against the Property. Interest presently accrues on the Loan, at our option, at the variable rate of LIBOR plus 1.75% or HSBC’s prime rate minus 0.50%. The loan matures on March 15, 2022.

NOTE 10: EQUITY ISSUANCES

On May 27, 2011, the Company completed a public offering of 967,950 shares of common stock at $10.50 per share. The net proceeds of $9,391,967 are being used for general corporate purposes, including working capital.

During the three and six months ended June 30, 2012 and June 30, 2011, the Company recorded as part of selling and general administrative expense, approximately $42,000 and $118,000 and $75,000 and $144,000 respectively, for the cost of employee and director services received in exchange for equity instruments based on the grant-date fair value of those instruments. This expense was recorded based upon the guidance of ASC 718, “Compensation–Stock Compensation.”

CVD EQUIPMENT CORPORATION AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2012
(Unaudited)

NOTE 11: INCOME TAXES

The provision for income taxes includes the following:

	Six Months Ended June 30, 2012	2011
Current:		
Federal	$ 386,909	$ 457,042
State	42,185	77,413
Total Current Provision	429,094	534,455
Deferred:		
Federal	$ 47,302	$ 101,857
State	15,130	(27,781)
Total deferred	62,432	74,076
Income tax expense	$ 491,526	$ 608,531

We calculate our current and deferred tax provision based on estimates and assumptions that could differ from the actual results reflected in income tax returns filed. Adjustments for differences between our tax provisions and tax returns are recorded when identified, which is generally in the third or fourth quarter of our subsequent year.

NOTE 12: EARNINGS PER SHARE

As per the Accounting Standards Classification section 260, basic earnings per share are computed by dividing net earnings available to common shareholders (the numerator) by the weighted average number of common shares (the denominator) for the period presented. The computation of diluted earnings per share is similar to basic earnings per share, except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potentially dilutive common shares had been issued.

Stock options to purchase 258,930 shares of common stock were outstanding and 208,930 were exercisable during the three and six months ended June 30, 2012. Stock options to purchase 403,550 shares were outstanding and 334,550 were exercisable during the three and six months ended June 30, 2011. At June 30, 2012 and June 30, 2011, all outstanding options were included in the diluted earnings per share calculation because the average market price was higher than the exercise price.

The dilutive potential common shares on warrants and options is calculated in accordance with the treasury stock method, which assumes that proceeds from the exercise of all warrants and options are used to repurchase common stock at market value. The amount of shares remaining after the proceeds are exhausted represents the potential dilutive effect of the securities.

CVD EQUIPMENT CORPORATION AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2012
(Unaudited)

NOTE 13: LEGAL PROCEEDINGS

On January 26, 2010, the Company commenced an action against Taiwan Glass Industrial Corp. ("Taiwan Glass") in the United States District Court for the Southern District of New York. By that action, the Company seeks monetary damages ($5,816,000) against Taiwan Glass for breach of contract.

The Company believes that Taiwan Glass has no legal basis for unilaterally refusing to accept and pay for equipment specially manufactured for them and shipped to them by the Company. Taiwan Glass has interposed an answer and counterclaims denying these allegations and is seeking unspecified monetary damages. On April 12, 2012, Taiwan Glass filed a Motion seeking Partial Summary Judgment in the amount of $3,564,000 (representing the portion of the purchase price that it had previously paid to the Company). The Company is vigorously pursuing its claims against Taiwan Glass and defending against the counterclaims and Motion for Partial Summary Judgment by Taiwan Glass.

NOTE 14: SEGMENT REPORTING

The Company operates through (2) segments, CVD and SDC. The CVD division is utilized for silicon, silicon germanium, silicon carbide and gallium arsenide processes. SDC is the Company's ultra-high purity manufacturing division in Saugerties, New York. The Conceptronic division of the Company is no longer considered a segment and has been merged into the CVD division as a result of decreasing revenues coupled with the growth of CVD and SDC. The respective accounting policies of CVD and SDC are the same as those described in the summary of significant accounting policies (see Note 2). The Company evaluates performance based on several factors, of which the primary financial measure is income or (loss) before taxes.

Three Months
Ended June 30,

2012	CVD	SDC	Eliminations *	Consolidated
Revenue	$6,505,330	$976,951	$(388,496)	$7,093,785
Pretax income	400,325	80,315		480,640
2011				
Revenue	$6,482,466	$1,652,531	$(627,280)	$7,507,717
Pretax income	858,632	304,802		1,163,434

CVD EQUIPMENT CORPORATION AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2012
(Unaudited)

NOTE 14: SEGMENT REPORTING (continued)

Six Months
Ended June 30,

2012	CVD	SDC	Eliminations *	Consolidated
Revenue	$12,722,329	$2,450,893	$(924,486)	$14,248,736
Pretax income	1,222,513	317,923		1,540,436
2011				
Revenue	$12,194,241	$2,685,678	$(1,166,502)	$13,713,417
Pretax income	1,710,438	363,957		2,074,395

*All elimination entries represent intersegment revenues eliminated in consolidation for external financial reporting.

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Except for historical information contained herein, this "Management's Discussion and Analysis of Financial Condition and Results of Operations" contains forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995, as amended. These statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance, or achievements of the Company to be materially different from any future results, performance, or achievements expressed or implied by such forward-looking statements. These forward-looking statements were based on various factors and were derived utilizing numerous important assumptions and other important factors that could cause actual results to differ materially from those in the forward-looking statements. Important assumptions and other factors that could cause actual results to differ materially from those in the forward-looking statements, include but are not limited to: competition in the Company's existing and potential future product lines of business; the Company's ability to obtain financing on acceptable terms if and when needed; uncertainty as to the Company's future profitability, uncertainty as to the future profitability of acquired businesses or product lines, uncertainty as to any future expansion of the Company. Other factors and assumptions not identified above were also involved in the derivation of these forward-looking statements and the failure of such assumptions to be realized as well as other factors may also cause actual results to differ materially from those projected. The Company assumes no obligation to update these forward looking statements to reflect actual results, changes in assumptions or changes in other factors affecting such forward-looking statements.

Results of Operations
Three and Six Months Ended June 30, 2012 vs. Three and Six Months Ended June 30, 2011

Revenue

Revenue for the three months ended June 30, 2012 was approximately $7,094,000 compared to approximately $7,508,000 for the three months ended June 30, 2011, a decrease of 5.5%. This decrease is a result of some of our efforts being diverted to our relocation to our new facility in Central Islip, New York. Revenue for the six months ended June 30, 2012 was approximately $14,249,000 compared to approximately $13,713,000 for the six months ended June 30, 2011, an increase of 3.9%.

Gross Profit

During the three and six months ended June 30, 2012, we generated gross profits of approximately $2,910,000 and $5,645,000, respectively, resulting in gross profit margins of 41.0% and 39.6% as compared to the three and six months ended June 30, 2011, where we generated gross profits of approximately $2,873,000 and $5,157,000, respectively, resulting in gross profit margins of 38.3% and 37.6%. The increase in gross profit margin is primarily attributable to our continuing successful efforts in engineering and production to achieve greater efficiencies in the use of our labor costs and the utilization of volume purchase discounts on materials ordered.

Selling, General and Administrative Expenses

Selling and shipping expenses for the three and six months ended June 30, 2012 were approximately $329,000 and $711,000, respectively, or 4.6% and 5.0% of our revenue compared to $236,000 and 522,000, respectively, or 3.1% and 3.8% of our revenue for the three and six months ended June 30, 2011. The increases can be attributed to certain selling and shipping expenses such as commissions and freight which vary from period to period due to the timing of the shipments of systems as well as the hiring of additional personnel and attending more trade shows during the current three and six month periods compared to prior periods.

We incurred approximately $1,376,000 and $2,656,000 of general and administrative expenses or 19.4% and 18.6% of our revenue for the three and six months ended June 30, 2012, compared to approximately $1,435,000 and $2,556,000 or 19.1% and 18.6% of our revenue during the three and six months ended June 30, 2011.

During the three and six months ended June 30, 2012, we completed the sale of our facility located at 979 Marconi Avenue, Ronkonkoma, New York, where our application Laboratory was located. The selling price for the facility was approximately $1,659,000 and as a result, we incurred a long-term capital loss on the sale of approximately $694,000. This capital loss had an adverse effect of $.12 per share on our pre-tax earnings for the three and six months ended June 30, 2012.

On May 31, 2012, we entered into a Contract of Sale to sell our headquarters located at 1860 Smithtown Avenue, Ronkonkoma, New York, and began the final phase in completing the relocation process. The sale price for the Smithtown Avenue facility is $3,875,000 (exclusive of closing costs) and as of June 30, 2012, the book value (net of depreciation) on this facility is approximately $2,800,000. The closing on the sale of the Smithtown Avenue facility is expected to occur no later than October 15, 2012.

Operating Income

As a result of the foregoing factors, operating income was approximately $511,000 for the three months ended June 30, 2012 compared to operating income of $1,202,000 for the three months ended June 30, 2011, a decrease of 57.5%. If the loss on the sale of the Marconi Avenue facility had been excluded from the three months ended June 30, 2012, operating income would have been $1,205,000. Operating income for the six months ended June 30, 2012 was $1,584,000 compared to operating income of approximately $2,079,000 for the six months ended June 30, 2011, a decrease of 23.8%. If the loss on the sale of the Marconi Avenue facility had been excluded from the six months ended June 30, 2012, the operating income would have been $2,278,000, an increase of 9.6%.

Interest Expense, Net

Interest income for the three and six months ended June 30, 2012 was approximately $9,000 and $16,000, respectively, compared to approximately $3,000 and $6,000 for the three and six months ended June 30, 2011. Interest expense for the three and six months ended June 30, 2012 was approximately $56,000 and $89,000 compared to approximately $49,000 and $103,000 for the three and six months ended June 30, 2011. The primary sources of this interest expense are the mortgages on the three buildings that we own.

Income Taxes

For the six months ended June 30, 2012, we recorded approximately $429,000 of current income tax expense and $62,000 of deferred tax expense. For the six months ended June 30, 2011, we recorded a current income tax expense of approximately $534,000 and $74,000 of deferred tax expense.

Net Income

For the foregoing reasons, we reported net income of approximately $321,000 and $1,049,000 for the three and six months ended June 30, 2012 compared to net income of approximately $778,000 and $1,466,000 for the three and six month periods ended June 30, 2011. Inflation has not materially impacted the operations of our Company.

Liquidity and Capital Resources

As of June 30, 2012, we had aggregate working capital of approximately $24,549,000 compared to $22,948,000 of working capital at December 31, 2011, an increase of $1,601,000 and cash and cash equivalents of $16,598,000, compared to $18,137,000 at December 31, 2011, a decrease of $1,539,000. The increase in working capital was primarily the result of the increase of approximately $1,919,000 in costs and estimated earnings in excess of billings on uncompleted contracts and the reduction of approximately $1,368,000 in billings in excess of costs and estimated earnings on uncompleted contracts that was partially offset by the reduction in cash that was used to pay for the acquisition and renovations of our new facility in Central Islip, New York. The decrease in cash and cash equivalents can be primarily attributed to the costs associated with the acquisition and renovations of the facility in Central Islip, New York.

Accounts receivable, net, as of June 30, 2012 was $2,859,000 compared to $3,664,000 as of December 31, 2011. This decrease is primarily attributable to the timing of shipments and customer payments.

As of June 30, 2012, our backlog was approximately $10,058,000, a decrease of $6,140,000, or 37.9%, compared to $16,198,000 at December 31, 2011. During the six months ended June 30, 2012, we received approximately $8,109,000 in new orders. Timing for completion of the backlog varies depending on the product mix and can be as long as two years. Included in the backlog are all accepted purchase orders with the exception of those that are included in percentage-of-completion. Order backlog is usually a reasonable management tool to indicate expected revenues and projected profits; however, it does not provide an assurance of future achievement of revenues or profits as order cancellations or delays are possible.

On August 5, 2011, the Company entered into a $9.1 million credit agreement with HSBC Bank, USA, N.A. secured by substantially all of the Company's personal property. The agreement consists of a $7 million revolving credit loan and a $2.1 million five (5) year term loan. The revolving credit facility permits the Company to borrow on a revolving basis until August 5, 2014. Interest on the unpaid principal balance on this facility accrues at either (i) the LIBOR Rate plus 1.75% or (ii) the bank's prime rate minus 0.50%. The term loan was used to pay off the mortgages previously held by Capital One Bank, NA. Interest on the unpaid principal balance accrues at a fixed rate of 3.045%. Borrowings under this term loan are collateralized by $1 million, provided that, so long as no event of default has occurred and is then continuing, the bank will release $200,000 of the collateral on each anniversary of the closing date. The credit agreement also contains certain financial covenants.

So that we may expand our engineering, manufacturing, administration and Application Laboratory to further support the increase in our existing product sales and the development and sales of new products, on March 16, 2012, effective as of March 15, 2012, we closed on the purchase of a 120,000 square foot facility located in Central Islip, New York 11722 (the "Property") through the Town of Islip Industrial Development Agency, (the "Islip IDA"). This building will replace our two Ronkonkoma facilities which total 63,275 square feet. The transaction was structured pursuant to Section 1031 of the Internal Revenue Code, as amended, as a reverse tax deferred exchange. In order to avail ourselves of certain real estate and sales tax abatements, the purchase took the form of an assignment and lease purchase agreement with fee title continuing to be vested in the Islip IDA. The property was purchased from SJA Industries, LLC. The purchase price for the Property was $7,200,000, exclusive of closing costs.

Pursuant to the terms of an Accommodation Agreement, we entered into a loan agreement with HSBC Bank, USA, N.A. in the amount of $6,000,000, (the "Loan"), the proceeds of which were used to finance a portion of the purchase price of the Central Islip facility. The Loan is secured by the mortgage against that facility. Interest accrues on the Loan, at our option, at the variable rate of LIBOR plus 1.75% or HSBC's prime rate minus 0.50%. The Loan matures on March 15, 2022.

On April 26, 2012, we closed on the sale of our facility located at 979 Marconi Avenue, Ronkonkoma, New York 11779 which housed our Application Laboratory to K.A.V. Realty Associates, LLC. The selling price for the Premises was $1,659,375, exclusive of closing costs.

On May 31, 2012, we entered into a Contract of Sale to sell our headquarters located at 1860 Smithtown Avenue, Ronkonkoma, New York, and began the final phase in completing the relocation process. The sale price for the Smithtown Avenue facility is $3,875,000 (exclusive of closing costs) and as of June 30, 2012, the book value (net of depreciation) on this facility is approximately $2,800,000. The closing on the sale of the Smithtown Avenue facility is expected to occur no later than October 15, 2012.

We may also raise additional funds in the event we determine in the future to effect one or more acquisitions of businesses, technologies or products. In addition, we may elect to raise additional funds even before we need them if the conditions for raising capital are favorable. On February 14, 2011, we filed a shelf registration statement on Form S-3 with the United States Securities and Exchange Commission ("SEC") to register shares of our common stock and other securities for sale, giving us the opportunity to pursue possible future fundraising of up to $20 million (the "Registration Amount") when needed or otherwise considered appropriate at prices and on terms to be determined at the time of any such offerings. This shelf registration was declared effective by the SEC on February 28, 2011. In May 2011, we sold securities under the shelf registration statement having an aggregate value of $10,163,475.

We believe we have an ample amount of cash, positive operating cash-flow and available credit facilities at June 30, 2012, to meet our working capital and investment requirements for the next twelve months.

Off-Balance Sheet Arrangements.

We have no off-balance sheet arrangements at this time.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Not applicable.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

We maintain a system of disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act). As required by Rule 13a-15(b) under the Exchange Act, management of the Company, under the direction of our Chief Executive Officer and Chief Financial Officer, reviewed and performed an evaluation of the effectiveness of design and operation of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act) as of the end of the period covered by this Quarterly Report on Form 10-Q (the "Report").

Based on that review and evaluation, the Chief Executive Officer and Chief Financial Officer, along with our management, have determined that as of the end of the period covered by the Report on Form 10-Q, the disclosure controls and procedures were and are effective to provide reasonable assurance that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and were effective to provide reasonable assurance that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding disclosures.

Changes in Internal Controls

There were no changes in our internal controls over financial reporting as defined in Rule 13a-15(f) or Rule 15d-15(f) under the Exchange Act that occurred during the most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, the internal controls over financial reporting.

Limitations on the Effectiveness of Controls

We believe that a control system, no matter how well designed and operated, cannot provide absolute assurance that the objectives of the control systems are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected.

CVD EQUIPMENT CORPORATION

PART II

OTHER INFORMATION

Item 1. Legal Proceedings.

On January 26, 2010, the Company commenced an action against Taiwan Glass Industrial Corp. ("Taiwan Glass") in the United States District Court for the Southern District of New York. By that action, the Company seeks monetary damages ($5,816,000) against Taiwan Glass for breach of contract.

The Company believes that Taiwan Glass has no legal basis for unilaterally refusing to accept and pay for equipment specially manufactured for them and shipped to them by the Company. Taiwan Glass has interposed an answer and counterclaims denying these allegations and is seeking unspecified monetary damages. On April 12, 2012, Taiwan Glass filed a Motion seeking Partial Summary Judgment in the amount of $3,564,000 (representing the portion of the purchase price that it had previously paid to the Company). The Company is vigorously pursuing its claims against Taiwan Glass and defending against the counterclaims and Motion for Partial Summary Judgment by Taiwan Glass.

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.

None.

Item 6. Exhibits

The exhibits below are hereby furnished to the SEC as part of this report:

10.1	Contract of Sale, dated May 31, 2012, between the Company and Glomel LLC.
31.1	Certification of Leonard A. Rosenbaum, Chief Executive Officer, dated August 14, 2012.
31.2	Certification of Glen R. Charles, Chief Financial Officer, dated August 14, 2012.
32.1	Certification of Leonard A. Rosenbaum, Chief Executive Officer, dated August 14, 2012, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Glen R. Charles, Chief Financial Officer, dated August 14, 2012, 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.

**Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not to be filed or part of a registration statement or prospectus for purposes of Section 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Act of 1934, as amended, and otherwise 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, this 14th day of August 2012.

CVD EQUIPMENT CORPORATION

By:	/s/ Leonard A. Rosenbaum Leonard A. Rosenbaum Chief Executive Officer, President and Chairman (Principal Executive Officer)
By:	/s/ Glen R. Charles Glen R. Charles Chief Financial Officer (Principal Financial and Accounting Officer)

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EXHIBIT INDEX

EXHIBIT NUMBER	DESCRIPTION
10.1	Contract of Sale, dated May 31, 2012, between the Company and Glomel LLC*
31.1	Certification of Chief Executive Officer *
31.2	Certification of Chief Financial Officer *
32.1	Certification of Chief Executive Officer pursuant to U.S.C. Section 1350 *
32.2	Certification of Chief Financial Officer pursuant to U.S.C. Section 1350 *
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.

* Filed herewith

**Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not to be filed or part of a registration statement or prospectus for purposes of Section 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Act of 1934, as amended, and otherwise not subject to liability under these sections.