

DIGITAL POWER CORP
Form 10-Q/A
August 31, 2012

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q/A
(Amendment No. 2)

- Quarterly report under Section 13 or 15(d) of the Securities Exchange Act of 1934
For the quarterly period ended March 31, 2012
- Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the transition period from _____ to _____ .

Commission file number 1-12711

DIGITAL POWER CORPORATION
(Exact name of registrant as specified in its charter)

California
(State or other jurisdiction of
incorporation or organization)

94-1721931
(I.R.S. Employer Identification Number)

41324 Christy Street
Fremont, CA 94538-3158
(Address of principal executive offices)

(510) 657-2635
(Registrant's telephone number)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

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

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>

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

At May 4, 2012, the registrant had outstanding 6,849,654 shares of common stock.

DIGITAL POWER CORPORATION

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EXPLANATORY NOTE

Digital Power Corporation ("Company") is filing this Amendment No. 2 (this "Amendment") to its Quarterly Report on Form 10-Q for the quarter ended March 31, 2012 (the "Original Form 10-Q"), filed with the Securities and Exchange Commission on May 15, 2012 and amended by Amendment No. 1 ("Amendment No. 1") filed on May 25, 2012. The Registrant is filing this Amendment in response to a comment letter received from the Commission. This amendment includes the Certifications required by Section 302 or 906 of the Sarbanes-Oxley Act of 2002 which were inadvertently not included in the Amendment No. 1. In addition, this Amendment modifies the language of disclosures under Part I, Item 4 – Controls and Procedures.

This Amendment should be read in conjunction with the Original Form 10-Q and Amendment No. 1, Except as specifically noted above, this Amendment does not modify or update disclosures in the Original Form 10-Q or Amendment No. 1. Accordingly, this Amendment does not reflect events occurring after the filing of the Original Form 10-Q or modify or update any related or other disclosures.

PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

DIGITAL POWER CORPORATION AND ITS SUBSIDIARY

CONSOLIDATED BALANCE SHEETS

U.S. dollars in thousands

	March 31, 2012 Unaudited	December 31, 2011
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 2,065	\$ 1,777
Trade receivables (net of allowance for doubtful accounts of \$ 146 and \$ 148 as of March 31, 2012 and December 31, 2011, respectively)	1,518	1,845
Prepaid expenses and other accounts receivable	135	108
Inventories (Note 3)	2,005	2,332
Total current assets	5,723	6,062
PROPERTY AND EQUIPMENT, NET	454	448
INTANGIBLE ASSET, NET	338	350
AVAILABLE FOR SALE MARKETABLE SECURITIES	536	483
LONG-TERM DEPOSITS	6	6
Total assets	\$ 7,057	\$ 7,349

The accompanying notes are an integral part of the interim consolidated financial statements.

DIGITAL POWER CORPORATION AND IT'S SUBSIDIARY

CONSOLIDATED BALANCE SHEETS

U.S. dollars in thousands

	March 31, 2012 Unaudited	December 31, 2011
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable	\$ 547	\$ 1,032
Trade payables - related parties	304	369
Advances from customers and deferred revenue	296	286
Other current liabilities	556	529
Total current liabilities	1,703	2,216
SHAREHOLDERS' EQUITY:		
Share capital -		
Series A Redeemable Convertible Preferred shares, no par value - 500,000 shares authorized; 0 shares issued and outstanding at March 31, 2012 and December 31, 2011	-	-
Preferred shares, no par value - 1,500,000 shares authorized; 0 shares issued and outstanding at March 31, 2012 and December 31, 2011	-	-
Common shares, no par value - 30,000,000 shares authorized; 6,849,654 shares issued and outstanding as of March 31, 2012 and December 31, 2011	-	-
Additional paid-in capital	14,385	14,358
Accumulated deficit	(8,246)	(8,321)
Accumulated other comprehensive loss	(785)	(904)
Total shareholders' equity	5,354	5,133