

POSITRON CORP  
Form 10-Q  
November 23, 2015

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-Q**

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

For the quarterly period ended September 30, 2015

Commission file number 000-29449

**POSITRON CORPORATION**

(Exact Name of Registrant as specified in its charter)

**Texas**

(State or Other Jurisdiction of Incorporation or Organization)

**76-0083622**

(IRS Employer Identification No.)

**530 Oakmont Lane, Westmont, Illinois 60559**  
(Address of Principal Executive Offices) (Zip Code)

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Registrant's Telephone Number, Including Area Code: (317) 576-0183

Indicate by check mark whether the issuer (1) 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 larger accelerated filer, an accelerated filer, a non-accelerated or a smaller reporting company filer. See the definition of "large accelerated filer, accelerated filer and smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one)

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

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

The numbers of shares outstanding of common stock, par value \$0.0001 per share outstanding as of November 23, 2015: 14,275,797

**POSITRON CORPORATION**

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**PART 1 – FINANCIAL INFORMATION****ITEM 1. Financial Statements****POSITRON CORPORATION AND SUBSIDIARIES****CONSOLIDATED BALANCE SHEETS**

(In thousands, except share data)

	September 30, 2015 (Unaudited)	December 31, 2014
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 28	\$ 208
Accounts receivable, less allowance for doubtful accounts of \$171 and \$141	147	175
Inventories, less reserve of \$338 and \$513	316	330
Prepaid expenses	23	17
Total current assets	514	730
Property and equipment, less accumulated depreciation of \$608 and \$654	799	919
Intangible assets, less accumulated amortization of \$5 and \$4	6	9
Other assets	201	211
Total assets	\$ 1,520	\$ 1,869
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
Current liabilities:		
Accounts payable, trade and accrued liabilities	\$ 944	\$ 849
Unearned revenue	26	27
Advances from related party	522	600
Notes payable – current portion	617	461
Convertible debentures, less debt discount of \$115 and \$460	345	-
Embedded conversion derivative liabilities	649	760
Total current liabilities	3,103	2,697
Notes payable – noncurrent portion	-	9
Total liabilities	3,103	2,706
Stockholders' deficit:		
	435	448

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Series A preferred stock: \$1.00 par value; 8% cumulative, convertible, redeemable; 7,900,000 shares authorized; 435,085 and 447,652 shares issued and outstanding.

Series B preferred stock: \$1.00 par value; convertible, redeemable; 9,000,000 shares authorized; 249,985 and 262,485 shares issued and outstanding

Common stock: \$0.0001 par value; 22,500,000 shares authorized; 14,275,797 and 13,886,738 shares issued and outstanding

Additional paid-in capital

Accumulated deficit

Treasury stock: 150 shares at cost

Total stockholders' deficit

Total liabilities and stockholders' deficit

249	262
1	1
124,947	124,483
(127,200	) (126,016 )
(15	) (15 )
(1,583	) (837 )
\$ 1,520	\$ 1,869

See accompanying notes to consolidated financial statements

**POSITRON CORPORATION AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF OPERATIONS**

(In thousands, except per share data)

(Unaudited)

	Three Months Ended		Nine Months Ended	
	September 30, 2015	September 30, 2014	September 30, 2015	September 30, 2014
Sales:	\$ 304	\$ 396	\$ 978	\$ 1,207
Costs of sales:	197	392	597	1,130
Gross profit	107	4	381	77
Operating expenses:				
General and administrative	255	529	1,092	1,684
Research and development	2	126	127	348
Selling and marketing	20	56	86	144
Total operating expenses	277	711	1,305	2,176
Loss from operations	(170 )	(707 )	(924 )	(2,099 )
Other income (expense)				
Interest expense	(141 )	(679 )	(419 )	(1,809 )
Derivative gain (loss)	56	(54 )	111	684
Other income	-	4	26	726
Gain on disposal of property and equipment	-	-	22	-
Total other income (expense)	(85 )	(729 )	(260 )	(399 )
Loss before income taxes	(255 )	(1,436 )	(1,184 )	(2,498 )
Income taxes	-	-	-	-
Net loss and comprehensive loss	\$ (255 )	\$ (1,436 )	\$ (1,184 )	\$ (2,498 )
Basic and diluted loss per common share	\$ (0.02 )	\$ (0.13 )	\$ (0.08 )	\$ (0.32 )
Basic and diluted weighted average shares outstanding	14,276	10,838	14,205	7,704

See accompanying notes to consolidated financial statements



**POSITRON CORPORATION AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF CASH FLOWS**

(In thousands)

(Unaudited)

	Nine Months Ended	
	September 30, 2015	September 30, 2014
Cash flows from operating activities:		
Net loss	\$(1,184 )	\$ (2,498 )
Adjustment to reconcile net loss to net cash used in operating activities		
Increase in allowance for doubtful accounts	-	30
Depreciation and amortization	98	112
Gain on sale of property and equipment	(22 )	-
Stock based compensation	159	-
Derivative gain	(111 )	(684 )
Common stock issued for services	29	140
Accretion of debt discount	345	1,761
Changes in operating assets and liabilities:		
Accounts receivable	28	(13 )
Inventories	14	139
Prepaid expenses and other assets	4	62
Accounts payable, trade and accrued liabilities	95	(258 )
Customer deposits	-	(658 )
Unearned revenue	-	(16 )
Net cash used in operating activities	(545 )	(1,883 )
Cash flows from investing activities:		
Proceeds from sale of property and equipment	45	-
Purchase of property and equipment	-	(25 )
Net cash provided by (used in) investing activities	45	(25 )
Cash flows from financing activities:		
Borrowings under note payable	20	-
Payments on note payable	(7 )	(70 )
Noninterest bearing advances	135	-
Payment of noninterest bearing advances	(78 )	(412 )
Proceeds from convertible debt	-	433
Proceeds from issuance of common stock	250	1,000

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Net cash provided by financing activities	320	951
Net decrease in cash and cash equivalents	(180 )	(957 )
Cash and cash equivalents, beginning of period	208	1,744
Cash and cash equivalents, end of period	\$ 28	\$ 787
Supplemental cash flow information:		
Interest paid	\$ 14	\$ -
Income taxes paid	\$ -	\$ -
Non-cash disclosures:		
Conversion of convertible debentures, accrued interest and derivative liability to common stock	\$ -	\$ 7,932
Conversion of Series B shares to common stock	\$ 13	\$ 2,785
Conversion of Series S shares to common stock	\$ -	\$ 25
Conversion of Series H shares to common stock	\$ -	\$ 125
Debt discount / increase in derivative liability	\$ -	\$ 433
Disposal of obsolete inventory offset against reserve	\$ 175	\$ -

See accompanying notes to consolidated financial statements

## POSITRON CORPORATION AND SUBSIDIARIES

### SELECTED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

#### 1. Summary of Significant Accounting Policies

For a summary of significant accounting policies (which have not changed from December 31, 2014), see the Company's Annual Report on Form 10-K for the year ended December 31, 2014.

##### Basis of Presentation:

The accompanying unaudited interim financial statements have been prepared in accordance with generally accepted accounting principles and the rules of the U.S. Securities and Exchange Commission, and should be read in conjunction with the audited financial statements and notes thereto contained in the Annual Report on Form 10-K for Positron Corporation (the "Registrant" or the "Company") for the period ended September 30, 2015. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of financial position, results of operations and cash flows for the interim periods presented have been reflected herein. The results of operations for interim periods are not necessarily indicative of the results to be expected for the full year. Notes to the financial statements which would substantially duplicate the disclosures contained in the audited financial statements for the most recent fiscal year ended December 31, 2014, as reported in the Form 10-K, have been omitted.

In preparing the interim unaudited consolidated financial statements, management was required to make certain estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, expenses and related disclosures at the financial reporting date and throughout the periods being reported upon. Certain of the estimates result from judgments that can be subjective and complex and consequently actual results may differ from these estimates.

All significant intercompany balances and transactions have been eliminated.

##### Use of Estimates:

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements as well as the reported amount of revenues and expenses during the reporting period. Actual results could differ from these estimates.

Debt Discount:

Costs incurred with parties who are providing long-term financing, which generally include the value of warrants or the fair value of an embedded derivative conversion feature, are reflected as a debt discount and are amortized over the life of the related debt. The debt discount attributable to initial embedded conversion derivative liabilities during the nine months ended September 30, 2015 and 2014 was \$345,000 and \$332,000, respectively. The Company recorded the accretion of debt discount of \$345,000 and \$995,000 during the nine months ended September 30, 2015 and 2014, respectively. The total unaccreted debt discount at September 30, 2015 was \$115,000, compared to \$460,000 at December 31, 2014.

Fair Value of Financial Instruments:

The carrying value of cash and cash equivalents, accounts receivable, prepaids, deposits, accounts payable and accrued liabilities, common stock payable, and unearned revenue, approximate their fair values because of the short-term nature of these instruments. Management believes the Company is not exposed to significant interest or credit risks arising from these financial instruments.

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value maximize the use of observable inputs and minimize the use of unobservable inputs. The Company utilizes a fair value hierarchy based on three levels of inputs, of which the first two are considered observable and the last unobservable.

Level 1 — Quoted prices in active markets for identical assets or liabilities. These are typically obtained from real-time quotes for transactions in active exchange markets involving identical assets.

Level 2 — Quoted prices for similar assets and liabilities in active markets; quoted prices included for identical or similar assets and liabilities that are not active; and model-derived valuations in which all significant inputs and significant value drivers are observable in active markets. These are typically obtained from readily-available pricing sources for comparable instruments.

Level 3 — Unobservable inputs, where there is little or no market activity for the asset or liability. These inputs reflect the reporting entity's own beliefs about the assumptions that market participants would use in pricing the asset or liability, based on the best information available in the circumstances.

The following table presents the embedded conversion derivative liability, the Company's only financial liability measured and recorded at fair value on the Company's consolidated balance sheets on a recurring basis and their level within the fair value hierarchy as of September 30, 2015 (in thousands):

	September 30, 2015	Level 1	Level 2	Level 3
Embedded conversion derivative liability	\$ 649	\$ -	\$ -	\$ 649

The following table reconciles, for the nine months ended September 30, 2015, the beginning and ending balances for financial instruments that are recognized at fair value in the consolidated financial statements (in thousands):

Balance of embedded conversion derivative liability as of December 31, 2014	\$760
Gain on fair value adjustments to embedded conversion derivative liability	(111)
Balance of embedded conversion derivative liability at September 30, 2015	\$649

The fair value of the conversion features are calculated at the time of issuance and the Company records a derivative liability for the calculated value using a Black-Scholes option-pricing model. Changes in the fair value of the derivative liability are recorded in other income (expense) in the consolidated statements of operations. Upon conversion of the convertible debt to stock, the Company reclassifies the related embedded conversion derivative liability to paid in capital. Since the fair value of the embedded conversion derivative liability exceeded the carrying value of the convertible debentures on the issuance date, the convertible debentures were recorded at a full discount. The Company recognizes expense for accretion of the convertible debentures discount over the term of the notes. The Company has considered the provisions of ASC 480, *Distinguishing Liabilities from Equity*, as the conversion feature embedded in each debenture could result in the note principal being converted to a variable number of the Company's common shares.

Revenue Recognition:

The Company's revenues are currently derived from the sale of medical equipment products, maintenance contracts and service revenues. Revenues from maintenance contracts are recognized over the term of the contract. Service revenues are recognized upon performance of the services. The Company recognizes revenues from the sale of medical equipment products when earned. Specifically, revenue is recognized when persuasive evidence of an arrangement exists, delivery has occurred (or services have been rendered), the price is fixed or determinable, and collectability is reasonably assured. The Company obtains a signed customer acceptance after installation is complete

for the sale of its Attrius® systems.

In multiple-element arrangements, revenue is allocated to each element based on their relative selling prices. Relative selling prices are based first on vendor specific objective evidence (VSOE), then on third-party evidence of selling price (TPE) when VSOE does not exist, and then on estimated selling price (ESP) when VSOE and TPE do not exist. Because the Company has neither VSOE nor TPE for its products, the allocation of revenue has been based on the Company's ESPs. The objective of ESP is to determine the price at which the Company would transact a sale if the product was sold on a stand-alone basis. The Company determines ESP by considering the facts and circumstances of the product being sold.

*Recent Accounting Pronouncements:*

In May 2014, the FASB issued Accounting *Standards* Update No. 2014-09, Revenue from Contracts with Customers (ASU 2014-09), which supersedes nearly all existing revenue recognition guidance under U.S. GAAP. The core principle of ASU 2014-09 is to recognize revenues when promised goods or services are transferred to customers in an amount that reflects the consideration to which an entity expects to be entitled for those goods or services. ASU 2014-09 defines a five step process to achieve this core principle and, in doing so, more judgment and estimates may be required within the revenue recognition process than are required under existing U.S. GAAP.

The standard is effective for annual periods beginning after December 15, 2017, and interim periods therein, using either of the following *transition* methods: (i) a full retrospective approach reflecting the application of the standard in each prior reporting period with the option to elect certain practical expedients, or (ii) a retrospective approach with the cumulative effect of initially adopting ASU 2014-09 recognized at the date of adoption (which includes additional footnote disclosures). We are currently evaluating the impact of our pending adoption of ASU 2014-09 on our consolidated financial statements and have not yet determined the method by which we will adopt the standard in 2018.

Other issued or adopted accounting pronouncements are not expected to, or did not have, a material impact on our financial position, results of operations or cash flows.

## **2.Reverse Stock Split**

On November 18, 2014, the Company filed a Definitive Information Statement to effect a 1-for-400 reverse split of the Company's common stock. The reverse stock split was announced by Financial Industry Regulatory Authority on April 17, 2015 and became effective on April 18, 2015. This action was approved on May 8, 2014 by written consent of our Board of Directors and the affirmative vote of holders of two-thirds of the Company's voting common stock.

On April 8, 2015, the effective date, every 400 shares of the Company's issued and outstanding common stock were combined into one share of common stock. The Company did not issue any fractional shares in connection with the reverse stock split. Stockholders of record who otherwise would have been entitled to receive fractional shares will be entitled, to one share.

Throughout this report, each instance which refers to a number of shares of our common stock refers to the number of shares of common stock after giving effect to the Reverse Split, unless otherwise indicated. References to a number of shares of common stock in our historical financial statements for the year ended December 31, 2014 are reported on a post-Reverse Split basis.

## **3.Going Concern**

Since inception, the Company has expended substantial resources on research and development and sustained losses. Due to the limited number of systems sold or placed into service each year, revenues have fluctuated significantly from year to year and have not been sufficient to be operationally profitable. The Company had an accumulated deficit of \$127,200,000 and a stockholders' deficit of \$1,583,000 at September 30, 2015. The Company will need to increase sales and apply the research and development advancements to achieve profitability in the future. The Company will

need to resume and increase sales of PET and radiopharmaceutical systems, services, radiopharmaceuticals and radioisotope sales and apply the research and development advancements to achieve profitability in the future. There can be no assurance that the Company will continue to be successful in selling products.

The Company had cash and cash equivalents of \$28,000 at September 30, 2015. At the same date, the Company had accounts payable and accrued liabilities of \$944,000 at September 30, 2015, and a negative working capital of \$2,589,000. Working capital requirements for the upcoming year will reach beyond our current cash balances. The Company plans to continue to raise funds as required through equity and debt financing to sustain business operations. These factors raise substantial doubt about the Company's ability to continue as a going concern.

On September 8, 2015, the Company was served with a petition for Involuntary Bankruptcy in the U.S. Bankruptcy Court, Northern District of Texas by three parties alleging to be creditors of the Company, requesting relief from the Bankruptcy Court under Chapter 11 of the U.S. Bankruptcy Code. The Company has filed a Motion to Dismiss or in the alternative to Transfer Venue to another Judicial District requesting the case be moved to the Northern District of Illinois. Concurrently, an Answer was filed alleging that the Involuntary Petition is defective because the petitioning creditors are not qualified or the claims being asserted against the Debtor are the subject of a bona fide dispute either as to amount or liability. There can be no assurance that the Company will be successful in either of these contested matters. There can be no assurance that the Company will be successful in averting bankruptcy or its outcome implementing its business plan and ultimately achieving operational profitability. The Company's long-term viability as a going concern is dependent on its ability to 1) achieve adequate profitability and cash flows from operations to sustain its operations, 2) control costs and expand revenues from existing or new business 3) meet current commitments and fund the continuation of its business operation in the near future and 4) raise additional funds through debt and/or equity financings.

#### **4. Other Assets**

Other assets at September 30, 2015 and December 31, 2014 consisted of \$201,000 and \$201,000, respectively, in deposits paid to our joint venture partner, Neusoft for Attriis® systems.



**5. Inventories**

Inventories at September 30, 2015 and December 31, 2014 consisted of the following (in thousands):

	September 30, 2015		December 31, 2014
Finished systems	\$ -		\$ -
Raw materials and service parts	408		422
Work in progress	246		421
	654		843
Less: Reserve for obsolete inventory	(338	)	(513
	\$ 316		\$ 330

Inventories are stated at the lower of cost or market. Cost is determined using the first-in, first-out (FIFO) method of inventory valuation. The Company evaluated the reserve as of September 30, 2015 and December 31, 2014.

**6. Property and Equipment**

Property and equipment at September 30, 2015 and December 31, 2014 consisted of the following (in thousands):

	September 30, 2015		December 31, 2014
Buildings	\$ 500		\$ 500
Furniture and fixtures	79		88
Leasehold improvements	70		72
Computer equipment	51		76
Research equipment	679		679
Machinery and equipment	28		158
	1,407		1,573
Less: Accumulated depreciation	(608	)	(654
	\$ 799		\$ 919

**7. Accounts Payable and Accrued Liabilities**

Accounts payable and accrued liabilities at September 30, 2015 and December 31, 2014 consisted of the following (in thousands):

	September 30, 2015	December 31, 2014
Trade accounts payable	\$ 681	\$ 660
Accrued interest	103	59
Sales taxes payable	74	79
Accrued compensation	58	47
Deferred wages	15	-
Other accrued expenses	13	4
Total	\$ 944	\$ 849

**8. Loss Per Share**

Basic loss per common share is based on the weighted average number of common shares outstanding in each period and earnings adjusted for preferred stock dividend requirements. Diluted earnings per common share assumes that any dilutive convertible preferred shares outstanding at the beginning of each period were converted at those dates, with related interest, preferred stock dividend requirements and outstanding common shares adjusted accordingly. It also assumes that outstanding common shares were increased by shares issuable upon exercise of those stock options and warrants for which market price exceeds exercise price, less shares which could have been purchased by the Company with related proceeds. The convertible preferred stock and outstanding stock options and warrants were not included in the computation of diluted earnings per common share for the three and nine months ended September 30, 2015 and 2014, respectively since it would have resulted in an antidilutive effect.

The following table sets forth the computation of basic and diluted loss per share (in thousands, except per share data):

	Three Months Ended		Nine Months Ended	
	September 30, 2015	September 30, 2014	September 30, 2015	September 30, 2014
<b>Numerator</b>				
Basic and diluted income (loss)	\$ (255 )	\$ (1,436 )	\$ (1,184 )	\$ (2,498 )
<b>Denominator</b>				
Basic and diluted earnings per share - weighted average shares outstanding	14,276	10,838	14,205	7,704
Basic and diluted income (loss) per common share	\$ (0.02 )	\$ (0.13 )	\$ (0.08 )	\$ (0.32 )

Anti-dilutive securities (based on conversions to common shares) not included in net loss per share calculation (in thousands):

	September 30, 2015	September 30, 2014
Convertible Series A preferred stock	1	1
Convertible Series B preferred stock	62	68
Convertible Series S preferred stock	-	19,375
Stock warrants	33	306
Convertible debt	81	607
Common stock options	269	472
Series B preferred stock options	343	518

**9. Convertible Debentures**

During the nine months ending September 30, 2015, the Company issued no convertible debentures.

During the nine months ended September 30, 2015 and 2014, the Company recognized \$21,600 and \$21,600, respectively, of interest expense on the Convertible Debentures.

	September 30, 2015	
Convertible debentures	\$	460
Debt discount		(345 )
Net convertible debentures	\$	115

**10. Notes Payable and Advances from related parties**

On January 17, 2012, the Company assumed from MIT a note payable with Los Alamos National Bank (“LANB”) in the amount of \$700,000. On February 10, 2012, MIT refinanced with LANB the principal and accrued interest of this note payable with a promissory note of \$708,000, maturing on February 10, 2015. The promissory note is guaranteed by the Company and secured by all assets of the Company. Total interest paid on the promissory note was \$14,000 during the nine months ended September 30, 2015

On April 29, 2015 DX, LLC (“DX”), an entity controlled by Cecil O’Brate a principal and affiliated shareholder (owner of approximately 23% holder of the Company’s common stock) purchased the Company’s outstanding debt, accrued interest and fees in the recorded amount of \$481,950 from LANB. The note is currently due on demand and bears interest at 16.0% per annum (default rate). The Company is currently in default and has received a demand letter from DX. The Company is currently negotiating with the note holder. At September 30, 2015 the outstanding principal balance and accrued interest was \$481,950 and \$32,624, respectively. The transfer of the debt constitutes an extinguishment of debt from LANB, but no gain or loss has been identified to the Company.

On August 13, 2015 the Company reached an agreement with three of its creditors to convert an aggregate of \$670,367 in advances into 670,367 newly issued shares of the Company’s 8% Series J Secured Redeemable Convertible Preferred Stock (the “Series J Preferred Stock”). As of September 30, 2015 , prior to the consummation of the agreements or filing the Certificate of Designation for or the issuance of the Series J Preferred Stock, the creditors advised the Company that they had withdrawn their acceptance of the settlement and deemed the agreements revoked.

As of September 30, 2015, the Company had outstanding short term notes payable to its former CEO in the amount of \$212,000 and to a non-affiliated shareholder in the amount of \$60,000. The notes are to help fund operations and non-interest bearing and secured by the Company’s assets. Additionally, as of September 30, 2015, the Company received an advance from an unaffiliated third-party in the amount of \$75,000.

As of September 30, 2015, the Company had outstanding advances of \$310,000. These advances are short term notes from their CFO and an unaffiliated shareholder to help fund operations. The notes are non-interest bearing and secured by the Company’s assets.

The Company has entered into a capital lease for equipment at interest rates of 7.25%, payable through 2018. The assets and liabilities under the capital leases were recorded at the present value of the minimum lease payments and are depreciated over their estimated useful lives. The gross amount of assets held under capital leases for the year ended December 31, 2014 was \$16,300, with accumulated depreciation of \$2,300. Depreciation expense for this equipment for the year ended December 31, 2014 was \$1,135. On June 18, 2015 the Company sold the equipment and paid the capital lease and no longer is obligated under the terms of the capital lease.

The Company’s total outstanding balance under notes payable and advances in the amount of \$1,139,286 are considered current debt.

## **11. Stockholders’ Deficit**

**2015**

Effective April 8, 2015 (see Note 2), the Company effected a 1-for-400 reverse stock split.

In February 2015, the Company issued an aggregate of 387,847 share of Common Stock. 37,500 shares were issued for consulting services performed, the common stock had a fair market value of \$0.0019 per share, the Company recorded \$28,500 for consulting services, and aggregate of 3,125 shares from the conversion of 12,500 shares of the Company's Series B Convertible Preferred Stock into Common Stock, and sold 3,125 shares for \$250,000.

In June 2015, the Company purchased and retired 12,567 shares of Series A Preferred Stock.

**2014**

On April 16, 2014 the Company increased their authorized common shares by 7,500,000 and preferred shares by 125,000. Par value decreased from \$.01 per share to \$.0001 per share.

In April 2014, the Company issued an aggregate of 6,536,867 shares of Common Stock. 5,038,811 shares were issued as a result of conversion of convertible promissory notes in the original aggregate amount of \$5,742,450, and aggregate of 5,000 shares from the conversion of 20,000 shares of the Company's Series B Convertible Preferred Stock into Common Stock, 625,000 share from the conversion of 25,000 shares of the Company's Series S Convertible Redeemable Preferred Stock and 618,056 shares from the conversion of 12,500,000 shares of the Company's Series H Convertible Redeemable Preferred Stock.

On June 25, 2014, the Company issued 100,000 shares of common stock for current and future consulting services. On the date of the issuance, the common stock had a fair market value of \$0.035 per share. The Company recorded \$140,000 for consulting services of which \$105,000 was in prepaid expenses at September 30, 2014.

In August 2014, the Company issued an aggregate of 7,264,002 share of Common Stock. 1,166,667 shares were issued as a result of conversion of convertible promissory notes in the original aggregate amount of \$350,000, and aggregate of 2,764,002 shares from conversion of 27,640 shares of Company's Series B Convertible Preferred Stock into Common Stock, and sold 3,333,333 shares for \$1,000,000.

## 12. Stock Options

For all of the Company's stock-based compensation plans, the fair value of each grant was estimated at the date of grant using the Black-Scholes option-pricing model. Black-Scholes utilizes assumptions related to volatility, the risk-free interest rate, the dividend yield (which is assumed to be zero, as the Company has not paid cash dividends to date and does not currently expect to pay cash dividends) and the expected term of the option. Expected volatilities utilized in the model are based mainly on the historical volatility of the Company's stock price over a period commensurate with the expected life of the share option as well as other factors. The risk-free interest rate is derived from the zero-coupon U.S. government issues with a remaining term equal to the expected life at the time of grant.

In 2015, the Board extended the outstanding options to January 17, 2020. The options vest immediately and company recognized compensation expense of \$159,000 during the first quarter of 2015.

Fair market value using the Black-Sholes option-pricing model was determined using the following assumptions:

Expected life (years)	5
Risk free rate of return	1.29 %
Dividend yield	0
Expected volatility	293 %

## 13. Related Party Transactions

### 2015

During the period January 1, 2015 through September 30, 2015, the Company received advances in the amounts of \$60,000 from a significant shareholder of the Company and \$75,000 from an entity controlled by its former CEO to fund operations.

During the period January 1, 2015 through September 30, 2015, the Company repaid \$77,663 to its former CEO for related advances.

On April 29, 2015 DX, LLC (“DX”), an entity controlled by Cecil O’Brate a principal and affiliated shareholder (owner of approximately 23% holder of the Company’s common stock) purchased the Company’s outstanding debt, accrued interest and fees in the recorded amount of \$481,950 from LANB. The note is currently due on demand and bears interest at 16.0% per annum (default rate). The Company is currently in default and has received a demand letter from DX. The Company is currently negotiating with the note holder. On September 8, 2015, DX was one of three alleged creditors which filed an Involuntary Bankruptcy in the U.S. Bankruptcy Court, Northern District of Texas, requesting relief from the Bankruptcy Court under Chapter 11 of the U.S. Bankruptcy Code. At September 30, 2015 the outstanding principal balance and accrued interest was \$481,950 and \$32,624, respectively.

## **2014**

During the period January 1, 2014 through September 30, 2014, the Company repaid \$222,500 to its former CEO from related advances.

During the period January 1, 2014 through September 30, 2014, the Company repaid \$190,000 to its CFO from related advances.

During the period January 1, 2014 through September 30, 2014, the Company converted convertible notes to its former CEO in the amount of \$1,300,000 to common stock.

During the period January 1, 2014 through September 30, 2014, the Company converted convertible notes to its CFO in the amount of \$350,000 to common stock.

During the period January 1, 2014 through September 30, 2014, the Company paid consulting fees in the amount of \$67,000 to the brother of the Company’s then CEO.

On June 25, 2014, the CEO converted 10,000,000 shares of Series H preferred stock to 694,444 shares of common stock (post-split).



On June 25, 2014, the CFO converted 2,500,000 shares of Series H preferred stock to 173,611 shares of common stock (post-split).

On September 5, 2014, the Company's former CEO and Chairman of the Board resigned in such capacities. He was subsequently retained as a consultant to the Company at the monthly fee of \$12,500. Through September 30, 2014 he was paid \$12,981 for such consulting services.

As of September 30, 2014, \$100,000 of convertible debt and \$313,000 of advances are owed to the Company's former CEO.

As of September 30, 2014, \$310,000 of advances is owed to the Company's CFO.

## **14. Commitments**

### *Lease Agreements*

On March 30, 2015, the Company entered into an agreement to terminate an operating lease with a third party for space in Fishers, Indiana. The Company is required to pay termination fees of \$25,865 to the lessor. At September 30, 2015 there were accrued termination fees of \$6,639.

On April 19, 2010, the Company entered into an operating lease agreement with a third party for warehousing and office space in Niagara, New York. The lease expires in May 2016, with an option to renew for an additional three years. Monthly rent is \$1,600.

On December 5, 2011, MIT entered into an operating lease with a third party for space for warehousing at a building in Lubbock, Texas. The Company will be required to make payments of \$1,475 each month from month to month.

The company has a month-to-month lease in Houston, Texas with a third party for space for warehousing and the company is required to make payments of \$1,000 per month.

### *Litigation*

On June 8, 2012, the owner of the radiopharmaceutical manufacturing facility the Company formerly leased in Crown Point, Indiana commenced an action to recover the use of the premises and the remaining rent due under the lease. On November 14, 2012, the owner was awarded a judgment against the Company in the amount of \$85,525.98 plus interest at the rate of 8%. The Company and the owner agreed to monthly payments in the minimum amount of \$5,000 until the judgment is paid in its entirety. Upon determination of the disposition of the Company's security deposit, the terms of the judgment will be completed.

In May, 2013, the Company was served with a First Amended Complaint in action commenced against its former CEO and principal shareholder. The plaintiff in the action is seeking to enforce a judgment against the former CEO and principal shareholder and is seeking to have the Company's Westmont, Illinois offices, which it purchased from the former CEO, reconveyed. The related party defendants have disputed the basis of the judgment and the Company has denied the allegations in the Complaint and is defending the action. The Plaintiff recently agreed to voluntary dismiss its claim against the Company, without prejudice, pending receipt of funds to pay its claims by the other formerly-related parties in the action. If the plaintiff is not paid the settlement amount, it may seek to recover any unpaid sums against the Company.

On October 8, 2014, the Company accepted service of a Summons and Complaint in an action commenced by the Securities and Exchange Commission (the "Commission"), in the United States District Court for the Southern District of Florida. The complaint alleges the Company's former Chairman, CEO and principal stockholder and the Company engaged in fraudulent activity to manipulate the Company's stock. The complaint alleges that the former CEO was involved in compensating a confidential informant, who was a former consultant to the Company, \$1,000 to encourage interest and buying in the Company's stock. The Commission's complaint alleges that the defendants violated Section 10(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and Rules 10b-5(a) and 10b-5(c). The Commission is seeking injunctions from future violations and civil money penalties against the Company. Without admitting or denying the allegations in the complaint, the Company has agreed paid \$25,000 to the Commission and agreed not to violate Section 10(b) and Rule 10b-5(a) and (c) of the Exchange Act. The settlement agreement was approved by the Court and the settlement payment was paid to the Commission.

On September 8, 2015, Positron Corporation (the "Company") was served with a petition for Involuntary Bankruptcy in the U.S. Bankruptcy Court, Northern District of Texas by three parties alleging to be creditors of the Company, including DX, LLC, an entity controlled by Cecil O'Brate a principal and affiliated shareholder (owner of approximately 23% holder of the Company's common stock), requesting relief from the Bankruptcy Court under Chapter 11 of the U.S. Bankruptcy Code. The Company has filed a Motion to Dismiss or in the alternative to Transfer Venue to another Judicial District requesting the case be moved to the Northern District of Illinois. Concurrently, an Answer was filed alleging that the Involuntary Petition is defective because the petitioning creditors are not qualified or the claims being asserted against the Debtor are the subject of a bona fide dispute either as to amount or liability. There can be no assurance that the Company will be successful in either of these contested matters. There can be no assurance that the Company will be successful in averting bankruptcy or its outcome implementing its business plan and ultimately achieving operational profitability. The Company's long-term viability as a going concern is dependent on its ability to 1) achieve adequate profitability and cash flows from operations to sustain its operations, 2) control costs and expand revenues from existing or new business 3) meet current commitments and fund the continuation of its business operation in the near future and 4) raise additional funds through debt and/or equity financings.



## 15. Segment Disclosures

We have aggregated our operations into two reportable segments based upon product lines, manufacturing processes, marketing and management of our businesses: medical equipment and radiopharmaceuticals. Our business segments operate in the nuclear medicine industry. The Company's medical equipment segment is currently generating all revenues and the majority of all expenses as the radiopharmaceuticals segment is still in the development phase.

We evaluate a segment's performance based primarily upon operating income before corporate expenses.

Corporate assets consist primarily of cash but also include plant and equipment associated with our headquarters. These items (and income and expenses related to these items) are not allocated to the segments. Unallocated income/expenses include interest income, interest expense, debt extinguishment and refinancing costs and other (expense) income and certain expenses which are not considered related to either segment, but are instead considered general corporate expenses.

The following table represents sales, operating loss and total assets attributable to these business segments for the periods indicated (in thousands):

	Three Months Ended		Nine Months Ended	
	September 30, 2015	September 30, 2014	September 30, 2015	September 30, 2014
Total Sales:				
Medical equipment and service	\$ 304	\$ 391	\$ 978	\$ 1,202
Radiopharmaceuticals	-	5	-	5
Total sales	\$ 305	\$ 396	\$ 978	\$ 1,207
Operating loss:				
Medical equipment and service	\$ (65 )	\$ (600 )	\$ (550 )	\$ (1,628 )
Radiopharmaceuticals	(105 )	(107 )	(374 )	(471 )
Unallocated	-	-	-	-
Total operating loss	\$ (170 )	\$ (707 )	\$ (924 )	\$ (2,099 )
Total Assets:				
Medical equipment and service			\$ 1,179	\$ 2,172
Radiopharmaceuticals			341	448
Unallocated			-	-
Total Assets			\$ 1,520	\$ 2,620

## **16. Subsequent Events**

The Company has evaluated all events that occurred after the balance sheet date through the date when the financial statement were issued to determine whether they must be reported. The Company's management determined the following reportable event was required to be disclosed:

In October 2015, the Company received advances in the amount of \$100,000 from a non-affiliated shareholder of the Company to fund operations the terms of which have not yet been determined.

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

The Company is including the following cautionary statement in this Quarterly Report on Form 10-Q to make applicable and utilize the safe harbor provision of the Private Securities Litigation Reform Act of 1995 regarding any forward-looking statements made by, or on behalf of, the Company. Forward-looking statements include statements concerning plans, objectives, goals, strategies, future events or performance and underlying assumptions and other statements, which are other than statements of historical facts. Certain statements contained herein are forward-looking statements and, accordingly, involve risks and uncertainties, which could cause actual results or outcomes to differ materially from those expressed in the forward-looking statements.

The Company's expectations, beliefs and projections are expressed in good faith and are believed by the Company to have a reasonable basis, including without limitations, examination of historical operating trends, data contained in records and other data available from third parties, but there can be no assurance that the Company's expectations, beliefs or projections will result, or be achieved, or be accomplished

### **Overview**

Positron Corporation is a nuclear medicine healthcare company specializing in the business of cardiac Positron Emission Tomography (PET). Cardiac PET is the superior method in diagnostic nuclear imaging for the detection of coronary artery disease (CAD), a leading cause of death in the United States.

Positron's products and services enable healthcare providers to more accurately diagnose disease and improve patient outcomes, while practicing cost effective medicine. Positron is working on providing an economical, end-to-end solution for PET myocardial perfusion imaging through complementary product integration of PET imaging systems, radiopharmaceuticals, and radioisotopes.

Positron's goal is to gain a dominant market position with strong earnings potential, ultimately becoming a sustained, long-term value creator for industry participants and our shareholders.

### **The Company**

Positron, a pioneer in nuclear cardiology for over 30 years, is establishing a unique position in the cardiac PET marketplace by vertically integrating the fragmented and limited supply environment that exists today. Positron's goal is to provide nuclear cardiologists an end-to-end solution by offering award-winning imaging technology, clinical services, imaging agents and innovative financing packages conveniently from a single source. Securing the cardiac PET supply chain will help to accelerate the adoption of this superior modality and growth of the nuclear cardiology industry.

An important factor for the growth of cardiac PET is the increase the supply of Strontium-82 (Sr-82), parent isotope of the most widely used cardiac imaging agent Rubidium-82 (Rb-82). Constrained manufacturing capacity of Rubidium-82 generators and limited Sr-82 supply are the primary reason for stagnant growth of cardiac PET despite demand potentially being at an all-time high. Industry demand and supply limitations have created significant opportunities in Positron's pursuit to aggregate and integrate critical components in the cardiac PET imaging value chain.

The Company believes that vertical integration will help to secure and stabilize the supply chain, significantly reduce costs and industry uncertainties, and accelerate the adoption and growth of the cardiac PET modality.

Positron is focused on increasing Sr-82 supply through radioisotope processing and production. Positron has supply agreements and technology partnerships with global irradiators that produce Sr-82. Positron believes it is one of the few commercial resources in the U.S. with practical knowledge and experience of Sr-82 production and generator lifecycle management. Through multiple radioactive material sources, including potentially the Company's own high-energy cyclotron dedicated to the production of Sr-82, Positron intends to introduce additional supply of Sr-82 into the marketplace, leading to an increase in the availability of Rb-82 generators and the need for PET systems. Positron seeks to secure both short and long-term supply of radioisotopes used in cardiac PET imaging. The Company intends to further supplement strontium resources by pursuing additional supply agreements with domestic and foreign irradiated source suppliers and by recycling expired generators.

Positron believes PET is the future of nuclear cardiology and Positron's ability to offer the award-winning nuclear imaging technology and clinical services supplemented by the supply of key radioisotopes positions Positron as the industry's authority in the business of cardiac PET.



Positron intends to maximize market share by offering cost-effective, value added solutions to end-users that meet the current and future nuclear cardiology market demands.

## **PET vs. SPECT**

There are two main imaging modalities utilized in nuclear cardiology: Single Photon Emission Computed Tomography, or SPECT, and Positron Emission Tomography, or PET.

In myocardial perfusion imaging, PET has been proven to be superior in sensitivity and specificity when compared to SPECT, the more commonly utilized modality. Cardiac PET scans, with Rb-82 Chloride or Nitrogen-13 Ammonia (N-13), result in a lower patient radiation exposure and capable of performing superior quantitative measurements such as coronary flow reserve. Cardiac PET imaging has been shown to provide a 50% reduction in invasive coronary arteriography and coronary artery bypass grafting, leading to a 30% costs savings and improved clinical outcomes, when compared to SPECT (M.E. Merhige, M.D., et al. Journal Nuclear Medicine 2007; 48:1069-1076).

The cardiac PET equipment market is much smaller than SPECT, but has seen significant annual growth of 30% during the last decade. Based on Company estimates there were approximately 170 dedicated cardiac PET & PET/CT scanners performing nuclear cardiology within the U.S. in 2014, a tenfold increase since 2006.

## **Barriers to entry**

For many years, one of the major constraints for adoption of this modality had been the high cost of PET and PET/CT scanners. Many practices and hospitals could not justify the cost of a new system for cardiac studies. In 2009, Positron received FDA clearance to market and distribute its dedicated PET system, which is optimized for nuclear cardiology. The Attrius is the only new, cost effective, dedicated PET system available on the market. Other system manufacturers (GE, Philips, Siemens) offer PET/CT cameras, which have a 200%-300% higher purchase price; PET/CT systems also possess attributes that may affect the accuracy of a perfusion study, leading to false positives.

Another more recent issue that has slowed the growth of nuclear cardiology is the shortage of the key drugs utilized in both SPECT (Mo-99/Tc-99m) and PET imaging (Sr-82/Rb-82).

The Sr-82 isotope decays to produce the Rb-82 tracer utilized in cardiac PET studies. Rb-82 is the most commonly used cardiac PET tracer in the United States. The FDA approved Rb-82 in 1989 for use in the detection of coronary artery disease and the Health Care Financing Administration approved reimbursement for Rb-82, PET MPI, in 1995 as a first line test in symptomatic patients.

The explosive growth of cardiac PET imaging in 2001-2011 has driven a significant increase in the use of Sr-82/Rb-82 generators. The demand for Sr-82 is beginning to outpace supply. Due to the growing demand and limited supply, the industry suffered a Sr-82 shortage in January 2011, effecting supply of Rb-82 generators. The same year Bracco Diagnostics Inc., the sole market supplier of the Rb-82 generator, underwent a voluntary recall of generators, further stunting industry sales and growth. Though delivery of Bracco's generators to existing clients was restored in 2013, the supply is essentially flat due to a combination of limited generator manufacturing capabilities and limited availability of additional Sr-82.

Positron is acutely focused on additional supply of Sr-82. The U.S. Department of Energy had been the entity in the United States capable of producing this material. In August of 2012, Positron's whole-owned subsidiary, MIT, registered its DMF with the FDA. Since then Positron has validated irradiated targets from several major foreign irradiators and has been appointed an API grade strontium-82 supplier to Draximage, a manufacturer of Sr/Rb generators..

Positron continues to support the possibility of building a high-energy cyclotron in the future, primarily dedicated to Sr-82 production. The U.S. cardiac PET market can support several high-energy cyclotrons. Positron's technological leadership in Sr-82 production and processing provides us with a significant advantage over other companies seeking to deliver Sr-82.

Positron anticipates the cardiac PET market to rebound within the next twelve (12) months, beginning with the addition of a new Sr-82 supply from non-company owned domestic and international sources, the introduction of a new compact N-13 producing cyclotron from Ionetix Corporation, and with accelerated expansion upon market entry of DraxImage's generator, pending FDA approval.

## **Our Market**

According to the U.S. Department of Health and Human Services, there are more than 22,000 cardiovascular diseases specialists in the U.S., and their number will increase to 31,000 by 2020. This is the target market for our products and services, as well as hospitals in the United States that performs or could perform nuclear cardiac procedures and want to automate the delivery of radiopharmaceuticals. By adding complimentary products, we will be able to offer customers value added solutions which include low cost molecular imaging devices, maintenance service, disease specific software and, potentially, radiopharmaceuticals agents for Cardiac Nuclear Medicine.

Cardiac Nuclear Medicine helps in the diagnosis, management and prevention of cardiovascular disease (CVD) in patients. Radiopharmaceuticals are injected into a patient to provide the most accurate, non-invasive test for identifying narrowed coronary arteries, mild cholesterol build-up or diffuse coronary vascular disease, conditions that are responsible for almost all heart attacks.

Cardiovascular disease is the leading cause of death in the United States and constitutes 17% of overall national health expenditures (Forecasting the Future of Cardiovascular Disease in the United States, American Heart Association, 2011). Direct CVD costs are projected to increase from \$273 Billion, in 2010, to \$818 Billion, in 2030; with indirect costs, due to lost productivity, expected to rise from \$172 Billion to \$276 Billion by 2030.

## **Market Potential**

Although the cardiac PET industry since 2011 has experienced its most challenging years ever, it enabled the Company to aggressively pursue its strategy of aggregating and integrating the key components critical in securing the cardiac imaging supply chain. Positron is dedicated to lowering the barriers that have been constricting, or could later constrict, the progress of medical advancements in cardiac PET. Through our efforts to supplement the supply of key radioisotopes and our ability to offer innovative products and services, management is attempting to position Positron to become the industry's only end-to-end solutions provider.

We believe that Positron may potentially be able to vertically integrate the fragmented "single source supplier environment" that exists in the cardiac PET market today and that these initiatives are intended to drive the Company towards consistent profitability and cash flow.

## **Results of Operations**

### **Comparison of the Results of Operations for the Three Months ended September 30, 2015 and 2014**

The Company experienced a \$255,000 net loss for the three months ended September 30, 2015 compared to a net loss of \$1,436,000 for the three months ended September 30, 2014. The decrease in the loss for the current three month period as compared to the same period last year is attributed primarily to a decrease in expenses.

**Revenues** – Service revenues for the three months ended September 30, 2015 were \$304,000 as compared to \$396,000 for the three months ended September 30, 2014. Sales of PET systems during 2015 and 2014 have been negatively impacted by shortage of Sr-82/Rb-82 generators supplied to cardiac imaging facilities by Bracco Diagnostics due to domestic and foreign particle accelerator maintenance and limited production capacity of the isotope Sr-82.

**Gross Margin** - Gross margin for the three months ended September 30, 2015 and 2014 was \$107,000 and \$4,000, respectively. This was due to a decrease in personnel during the three months ended September 30, 2015.

**Operating Expenses** - Operating expenses for the three months ended September 30, 2015 were \$277,000 compared to \$711,000 for the three months ended September 30, 2014. The Company reduced over-all personnel through a consolidation of job descriptions.

The Company recorded \$2,000 in research and development costs during the three months ended September 30, 2015, compared to \$126,000 for the three months ended September 30, 2014. Research and development costs for the nine months ended September 30, 2015 included mostly payroll, contract labor and consulting fees for Attrius® and related to the radiopharmaceutical facility to prepare it for regulatory approvals and production. The Company intends to continue to support research and development radiopharmaceutical products. Costs were lower due to a reduction in staff and consolidation of job descriptions.

Sales and marketing expense for the three months ended September 30, 2015 and 2014 were \$20,000 and \$56,000, respectively and were lower in 2015 due to the Company's efforts to limit expenditures. Sales and marketing expenses for the three months ended September 30, 2015 and 2014 are mostly comprised of salaries and consulting fees.

General and administrative expenses during the three months ended September 30, 2015 were \$255,000 as compared to \$529,000 for the three months ended September 30, 2014. The Company reduced overall personnel through a consolidation of job descriptions.



**Other Income (Expenses)** - Interest expense was \$141,000 for the three months ended September 30, 2015 and includes \$115,000 for the accretion of the convertible debentures discount and \$26,000 for interest payable on the debt. Interest expense was \$679,000 for the three months ended September 30, 2014 and includes \$663,000 for the accretion of the convertible debentures discount and \$16,000 for interest payable on the debt.

During the three months ended September 30, 2015 and 2014, the Company also recorded derivate gain/(loss) of \$56,000 and (\$54,000), respectively, in connection with the embedded conversion derivative liabilities related to convertible debt.

During the three months ended September 30, 2014, the Company recorded other income of \$726,000. This is attributed to the recognition of certain customer deposits in the amount of \$658,000, and the extinguishment of certain royalties in the amount of \$64,000.

**Net Loss** – For the three months ended September 30, 2015, the Company had a net loss of \$255,000, or \$0.02 per share, compared to a net loss of \$1,436,000, or \$0.13 per share, for the three months ended September 30, 2014.

#### **Comparison of the Results of Operations for the Nine Months ended September 30, 2015 and 2014**

The Company experienced a net loss of \$1,184,000 for the nine months ended September 30, 2015 compared to a net loss of \$2,498,000 for the nine months ended September 30, 2014. The decrease in the loss in the current nine month period as compared to the same period last year is attributed primarily to the reduction of salaries and other expenses during 2015 off set by recognition of certain customer deposits in other income during 2014.

**Revenues** – Service revenues for the nine months ended September 30, 2015 were \$978,000 as compared to \$1,207,000 for the nine months ended September 30, 2014. Sales of PET systems during 2015 and 2014 have been negatively impacted by shortage of Sr-82/Rb-82 generators supplied to cardiac imaging facilities by Bracco Diagnostics due to domestic and foreign particle accelerator maintenance and limited production capacity of the isotope Sr-82.

**Gross Margin** - Gross margin for the nine months ended September 30, 2015 and 2014 was \$381,000 and \$77,000, respectively. Costs were higher during the nine months ended September 30, 2014 due to an increase in consulting service expenses. The 2015 period also has a reduction in personnel costs.

**Operating Expenses** - Operating expenses for the nine months ended September 30, 2015 were \$1,305,000 compared to \$2,176,000 for the nine months ended September 30, 2014.

The Company recorded \$127,000 in research and development costs during the nine months ended September 30, 2015, compared to \$348,000 for the nine months ended September 30, 2014. Research and development costs for the nine months ended September 30, 2015 included mostly payroll, contract labor and consulting fees for Attrius® software and related to the radiopharmaceutical facility to prepare it for regulatory approvals and production. The Company intends to continue to support research and development radiopharmaceutical products and automated devices. Costs were lower due to a reduction in staff and consolidation of job descriptions.

Sales and marketing expenses for the nine months ended September 30, 2015 and 2014 were \$86,000 and \$144,000, respectively and were lower in 2015 due to the Company's efforts to limit expenditures. Sales and marketing expenses for the nine months ended September 30, 2015 and 2014 are mostly comprised of salaries and consulting fees.

General and administrative expenses during the nine months ended September 30, 2015 were \$1,092,000 as compared to \$1,684,000 for the nine months ended September 30, 2014. During the nine months ended September 30, 2015, the Company reduced overall personnel through a consolidation of job descriptions.

**Other Income (Expenses)** - Interest expense was \$419,000 for the nine months ended September 30, 2015 and includes the \$345,000 for the accretion of the convertible debentures discount and \$74,000 for interest payable on the debt. Interest expense was \$1,809,000 for the nine months ended September 30, 2014 and includes \$1,761,000 for the accretion of the convertible debentures discount and \$49,000 for interest payable on the debt.

During the nine months ended September 30, 2015 and 2014, the Company also recorded derivative gains of \$111,000 and \$684,000, respectively, in connection with the embedded conversion derivative liabilities related to convertible debt.

During the nine months ended September 30, 2014, the Company also recorded other income of \$726,000. This is attributed to the recognition of certain customer deposits in the amount of \$658,000, and the extinguishment of certain royalties in the amount of \$64,000.

**Net Loss** – For the nine months ended September 30, 2015, the Company had a net loss of approximately \$1,184,000, or \$0.08 per share, compared to a net loss of \$2,498,000, or \$0.32 per share, for the nine months ended September 30, 2014.

### **Liquidity and Capital Resources**

At September 30, 2015, the Company had current assets of \$514,000 and current liabilities of \$3,103,000 compared to December 31, 2014 when the Company had current assets of \$730,000 and current liabilities of \$2,697,000. Total assets at September 30, 2015 were \$1,520,000 compared to \$1,869,000 at December 31, 2014. Total liabilities were \$3,103,000 and \$2,706,000 at September 30, 2015 and December 31, 2014, respectively.

Cash and cash equivalents at September 30, 2015 were \$28,000 compared to \$208,000 at December 31, 2014. Accounts receivable were \$147,000 at September 30, 2015 compared to \$175,000 at December 31, 2014.

Current liabilities include accounts payable and accrued expenses of \$944,000 at September 30, 2015.

Net cash used in operating activities was \$545,000 and \$1,883,000 for the nine months ended September 30, 2015 and 2014, respectively

Net cash provided by investing activities was \$45,000 for the nine months ended September 30, 2015, and net cash used by investing activities was \$8,000 for the nine months ended September 30, 2014.

Net cash provided by financing activities was \$320,000 and \$951,000 for the nine months ended September 30, 2015 and 2014, respectively.



The Company's ability to achieve its objectives is dependent on its ability to sustain and enhance its revenue stream and to continue to raise funds through loans, credit and the private placement of restricted securities until such time as the Company achieves profitability. To date, management has been successful in raising cash on an as-needed basis for the continued operations of the Company. There is no guarantee that management will be able to continue to raise needed cash in this fashion.

On September 8, 2015, the Company was served with a petition for Involuntary Bankruptcy in the U.S. Bankruptcy Court, Northern District of Texas by three parties alleging to be creditors of the Company, requesting relief from the Bankruptcy Court under Chapter 11 of the U.S. Bankruptcy Code. The Company has filed a Motion to Dismiss or in the alternative to Transfer Venue to another Judicial District requesting the case be moved to the Northern District of Illinois. Concurrently, an Answer was filed alleging that the Involuntary Petition is defective because the petitioning creditors are not qualified or the claims being asserted against the Debtor are the subject of a bona fide dispute either as to amount or liability. There can be no assurance that the Company will be successful in either of these contested matters. If the petition is allowed to proceed it will hinder the Company's ability to operate, borrow funds and raise capital.

The report of the Company's independent public accountants, which accompanied the financial statements for the year ended December 31, 2014, was qualified with respect to the ability of the Company to continue as a going concern. If the Company is unable to obtain debt or equity financing to meet its ongoing cash needs, it may have to limit or disregard portions of its business plans

The Company has no material commitments for capital expenditures at this time.

#### **Off-Balance sheet Arrangements**

The Company has no "off balance sheet" source of liquidity arrangements.

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

We are a smaller reporting company as defined by 17 C.F.R. 229(10(f)(i) and are not required to provide information under this item.

## ITEM 4 – CONTROLS AND PROCEDURES

### Evaluation of Disclosure Controls and Procedures

Based upon an evaluation of the effectiveness of disclosure controls and procedures, our Chief Financial Officer ("CFO") has concluded that as of the end of the period covered by this Quarterly Report on Form 10-Q our disclosure controls and procedures (as defined in Rules 13a-15(e) or 15d-15(e) under the Exchange Act) were effective to provide reasonable assurance that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified by the rules and forms of the SEC and is accumulated and communicated to management, including the CFO, as appropriate to allow timely decisions regarding required disclosure. As reported in our Annual Report on Form 10-K for the year ended December 31, 2014, the Company's financial officer has determined that there is a material weakness in our disclosure controls and procedures.

Notwithstanding the foregoing, we have identified the following material weaknesses in our disclosure procedures:

***Audit Committee and Financial Expert*** - The Company does not have a formal audit committee with a financial expert, and thus the Company lacks the board oversight role within the financial reporting process.

***Disclosures of Related Party Transactions*** – The Company restated its financial statements for each of the first three quarters of 2014 following review of the Company's related party disclosures during such periods.

The Company has enhanced its process for classifying and categorizing transactions by examining all transactions on a monthly basis and communicating such transaction classifications to the Company's accountants who prepare the quarterly schedules.

### Changes in Internal Control over Financial Reporting

There have not been any changes in the Company's internal control over financial reporting during the quarter ended September 30, 2015 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

## **PART II OTHER INFORMATION**

### **ITEM 1 – LEGAL PROCEEDINGS**

In May, 2013, the Company was served with a First Amended Complaint in action commenced against its former CEO and principal shareholder. The plaintiff in the action is seeking to enforce a judgment against the former CEO and principal shareholder and is seeking to have the Company's Westmont, Illinois offices, which it purchased from the former CEO, reconveyed. The related party defendants have disputed the basis of the judgment and the Company has denied the allegations in the Complaint and is defending the action. The Plaintiff recently agreed to voluntary dismiss its claim against the Company, without prejudice, pending receipt of funds to pay its claims by the other formerly-related parties in the action. If the plaintiff is not paid the settlement amount, it may seek to recover any unpaid sums against the Company.

On October 8, 2014, the Company accepted service of a Summons and Complaint in an action commenced by the Securities and Exchange Commission (the "Commission"), in the United States District Court for the Southern District of Florida. The complaint alleges the Company's former Chairman, CEO and principal stockholder and the Company engaged in fraudulent activity to manipulate the Company's stock. The complaint alleges that the former CEO was involved in compensating a confidential informant, who was a former consultant to the Company, \$1,000 to encourage interest and buying in the Company's stock. The Commission's complaint alleges that the defendants violated Section 10(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and Rules 10b-5(a) and 10b-5(c). The Commission is seeking injunctions from future violations and civil money penalties against the Company. Without admitting or denying the allegations in the complaint, the Company has agreed paid \$25,000 to the Commission and agreed not to violate Section 10(b) and Rule 10b-5(a) and (c) of the Exchange Act. The settlement agreement was approved by the Court and the settlement payment was paid to the Commission.

On September 8, 2015, Company was served with a petition for Involuntary Bankruptcy in the U.S. Bankruptcy Court, Northern District of Texas by three parties alleging to be creditors of the Company, including DX, LLC, an entity controlled by Cecil O'Brate a principal and affiliated shareholder (owner of approximately 23% holder of the Company's common stock), requesting relief from the Bankruptcy Court under Chapter 11 of the U.S. Bankruptcy Code. The Company has filed a Motion to Dismiss or in the alternative to Transfer Venue to another Judicial District requesting the case be moved to the Northern District of Illinois. Concurrently, an Answer was filed alleging that the Involuntary Petition is defective because the petitioning creditors are not qualified or the claims being asserted against the Debtor are the subject of a bona fide dispute either as to amount or liability. There can be no assurance that the Company will be successful in either of these contested matters.

From time to time, we are a party to legal proceedings arising in the ordinary course of business. We are not currently a party to any other legal proceedings that we believe could have a material adverse effect on financial condition or results of operations.

**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

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## ITEM 5 – OTHER INFORMATION

None.

## ITEM 6 – EXHIBITS

### Exhibit No. Description

31.1	Rule 13(a)-14(a)/15(d)-14(a) Certification of Chief Executive Officer
31.2	Rule 13(a)-14(a)/15(d)-14(a) Certification of Chief Financial Officer
32.1	Section 1350 Certification of Chief Executive Officer
32.2	Section 1350 Certification of Chief Financial Officer
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

## SIGNATURES

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

### POSITRON CORPORATION

Date: November 23, 2015      /s/ Joseph G. Oliverio  
Joseph G. Oliverio  
President, Chairman of the Board  
(principal executive officer)

Date: November 23, 2015      /s/ Corey Conn  
Corey N. Conn  
Chief Financial Officer  
(principal accounting officer)

