LOGIC DEVICES Inc
Form 10-Q
April 30, 2010
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d)

OF THE SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended

March 31, 2010

Commission File Number

0-17187

LOGIC Devices Incorporated

(Exact name of registrant as specified in its charter)

California	**94-2893789**
(State or other jurisdiction of	(I.R.S. Employer
incorporation or organization)	Identification Number)

1375 Geneva Drive, Sunnyvale, California 94089

(Address of principal executive offices)

(Zip Code)

(408) 542-5400

(Registrant s telephone number, including area code)

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 X No ___

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act (Check One):

Large Accelerated Filer ___ Accelerated Filer ___ Non-Accelerated Filer X

Indicate by check whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ____ No X

Indicate the number of shares outstanding of the issuer s classes of common stock, as of the latest practicable date. On April 30, 2010, 6,814,438 shares of Common Stock, without par value, were issued and outstanding.

LOGIC Devices Incorporated

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Part I Financial Information

Item 1. Financial Statements

Condensed Balance Sheets

	March 31, 2010 (unaudited)	*September 30, 2009*
ASSETS		
Current assets:		
Cash and cash equivalents	$ 1,191,900	$ 1,238,400
Accounts receivable	273,500	359,300
Inventories	833,200	1,077,700
Prepaid expenses and other current assets	92,100	69,700
Total current assets	2,390,700	2,745,100
Property and equipment, net	874,100	816,400
Other assets, net	22,100	22,100
	$ 3,286,900	$ 3,583,600
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 95,500	$ 81,200
Accrued payroll and vacation	135,900	122,900
Accrued commissions	22,500	20,100
Other accrued expenses	13,700	55,500
Total current liabilities	267,600	279,700
Deferred rent	47,000	42,700
Total liabilities	314,600	322,400
Commitments and contingencies		
Shareholders' equity:		
Preferred stock, no par value; 1,000,000 shares authorized;		
5,000 designated as Series A, 0 shares issued and outstanding		
70,000 designated as Series B, 0 shares issued and outstanding		
Common stock, no par value; 10,000,000 shares authorized;		
6,814,438 shares issued and outstanding	18,543,200	18,543,200
Additional paid-in capital	208,000	162,100
Accumulated deficit	(15,778,900)	(15,444,100)
Total shareholders' equity	2,972,300	3,261,200
	$ 3,286,900	$ 3,583,600

See accompanying Notes to Condensed Financial Statements.

Condensed Statements of Operations

(unaudited)

	For the quarters ended March 31,	
	2010	*2009*
Net revenues	$ 553,200	$ 555,700
Cost of revenues	243,400	278,000
Gross margin	309,800	277,700
Operating expenses:		
Research and development	370,300	308,400
Selling, general and administrative	355,600	386,700
Total operating expenses	725,900	695,100
Operating loss	(416,100)	(417,400)
Other income and expense, net		
Interest income		1,800
Interest expense		(200)
Other income (expense)		(4,100)
Other income and expense, net		(2,500)
Loss before provision for income taxes	(416,100)	(419,900)
Provision for income taxes	2,300	900
Net loss	$ (418,400)	$ (420,800)
Basic and diluted loss per common share	$ (0.06)	$ (0.06)
Basic and diluted weighted average common shares outstanding	6,814,438	6,814,438

See accompanying Notes to Condensed Financial Statements.

Condensed Statements of Operations

(unaudited)

	For the six months ended March 31,	
	2010	*2009*
Net revenues	$ 1,655,400	$ 1,001,100
Cost of revenues	677,500	691,800
Gross margin	977,900	309,300
Operating expenses:		
Research and development	641,900	609,500
Selling, general and administrative	674,200	744,900
Total operating expenses	1,316,100	1,354,400
Operating loss	(338,200)	(1,045,100)
Other income and expense, net		
Interest income	100	10,300
Interest expense		(1,900)
Other income (expense)	5,600	(4,100)
Other income and expense, net	5,700	4,300
Loss before provision for income taxes	(332,500)	(1,040,800)
Provision for income taxes	2,300	900
Net loss	$ (334,800)	$ (1,041,700)
Basic and diluted loss per common share	$ (0.05)	$ (0.15)
Basic and diluted weighted average common shares outstanding	6,814,438	6,814,438

See accompanying Notes to Condensed Financial Statements.

Condensed Statements of Cash Flows

(unaudited)

	For the six months ended March 31,	
	2010	*2009*
Cash flows from operating activities:		
Net loss	$ (334,800)	$ (1,041,700)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Depreciation	153,900	161,200
Stock-based compensation	45,900	2,800
Deferred rent	4,300	8,500
Loss on disposal of capital equipment		4,100
Write-down of inventories		250,200
Changes in current assets and liabilities:		
Accounts receivable	85,800	290,800
Inventories	244,500	(6,200)
Prepaid expenses and other current assets	(22,400)	18,900
Accounts payable	14,300	(74,200)
Accrued payroll and vacation	13,000	(21,100)
Accrued commissions	2,400	(3,800)
Other accrued expenses	(41,800)	2,400
Net cash provided by (used in) operating activities	165,100	(408,100)
Cash flows from investing activities:		
Sales of available-for-sale securities		975,000
Capital expenditures	(211,600)	(120,300)
Net cash (used in) provided by investing activities	(211,600)	854,700
Cash flows from financing activities:		
Proceeds from bank borrowings		975,000
Repayment of bank borrowings		(975,000)
Net cash provided by financing activities		
Net change in cash and cash equivalents	(46,500)	446,600
Cash and cash equivalents, beginning	1,238,400	312,400
Cash and cash equivalents, ending	$ 1,191,900	$ 759,000

See accompanying Notes to Condensed Financial Statements.

LOGIC Devices Incorporated

Notes to Condensed Financial Statements

(unaudited)

1. Basis of Presentation

The accompanying unaudited interim financial statements reflect all adjustments that are, in the opinion of management, necessary to present fairly the financial position, results of operations, and cash flows of LOGIC Devices Incorporated (the Company) for the periods indicated.

The accompanying unaudited interim financial statements have been prepared in accordance with the instructions for Form 10-Q, and, therefore, do not include all information and footnotes necessary for a complete presentation of the financial position, results of operations, and cash flows for the Company, in conformity with accounting principles generally accepted in the United States of America. The Company has filed audited financial statements that include all information and footnotes necessary for such a presentation of the financial position, results of operations, and cash flows for the fiscal years ended September 30, 2009 and 2008, with the Securities and Exchange Commission. It is suggested that the accompanying unaudited interim financial statements be read in conjunction with the aforementioned audited financial statements. In the opinion of management, the unaudited interim financial statements reflect all adjustments (consisting of normal and recurring accruals) necessary to make the results of operations for the interim periods a fair statement of such operations. The results of operations for the interim period ended March 31, 2010 are not necessarily indicative of the results to be expected for the full fiscal year to end September 30, 2010.

2. Inventories

A summary of inventories follows:

	March 31, 2010	*September 30, 2009*
Raw materials	$ 38,700	$ 38,700

Work-in-process	70,100	194,800
Finished goods	724,400	844,200
	$ 833,200	$ 1,077,700

3. Shareholders Equity

The Company issues options to purchase common stock to its employees, certain consultants, and certain of its board members. Options are generally granted with an exercise price equal to the closing market value of a common share at the date of grant, have five- to ten-year terms and typically vest over periods ranging from immediately to three years from the date of grant. We granted 50,000 and 90,000 common stock options in the quarter and six months ended March 31, 2010, respectively. There are 1,070,000 authorized shares remaining for granting of future options.

The estimated fair value of equity-based awards, less expected forfeitures, is amortized over the awards vesting period on a straight-line basis. Share-based compensation expense recognized in the statements of operations for quarter and six months ended March 31, 2010 related to common stock option grants was $39,100 and $45,900 (fair value of $1.24 and $1.13 per share), respectively. Share-based compensation expense recognized for the quarter and six months ended March 31, 2009 was $2,800 (fair value of $0.09 per share).

4. Earnings Per Share

Basic earnings per share is calculated by dividing net income by the weighted average common shares outstanding during the period. Diluted earnings per share reflects the net incremental shares that would be issued if dilutive outstanding stock options were exercised, using the treasury stock method. In the case of a net loss, no incremental shares would be issued becase they are antidilutive. Stock options with exercise prices above the average market price during the period are also antidilutive.

There were 285,000 and 322,500 common stock options outstanding at March 31, 2010 and 2009, respectively. No options were considered in calculating the diluted loss per share for the quarter and six months ended March 31, 2010 and 2009, as their effect would have been antidilutive. As a result, for the quarter and six months ended March 31, 2010 and 2009, the Company s basic and diluted loss per share are the same.

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

Reported financial results may not be indicative of the financial results of future periods. All non-historical information contained in the following discussion constitutes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Words such as anticipates, appears, expects, intends, hopes, plans, believes, seeks, estimates, may, will, and variations of these words or similar expressions are intended to identify forward-looking statements. These statements are not guarantees of future performance and involve a number of risks and uncertainties, including but not limited to operating results, new product introductions and sales, competitive conditions, customer demand, capital expenditures and resources, manufacturing capacity utilization, and intellectual property claims and defense. Factors that could cause actual results to differ materially are included in, but not limited to, those identified in "Item 1A Risk Factors" in the Annual Report on Form 10-K for our fiscal year ended September 30, 2009 and in the "Management's Discussion and Analysis of Financial Condition and Results of Operations" in such Annual Report on Form 10-K and in this Quarterly Report on Form 10-Q. We undertake no obligation to publicly release the results of any revisions to these forward-looking statements that may reflect events or circumstances after the date of this report.

Results of Operations

Revenues

For the quarter ended March 31, 2010, our net revenues were similar to the same quarter of fiscal 2009 (decrease of $2,500). For the six months ended March 31, 2010, our net revenues increased by $654,300 (65%). This increase was primarily the result of the return of periodic military program revenues.

Expenses

Our cost of revenues for the quarter and six months ended March 31, 2010 decreased $34,600 (12%) and $14,300 (2%), respectively, compared to the same periods of fiscal 2009. However, our cost of revenues for the six-month period would have increased as a result of the increase in net revenues if not for an one-time inventory write-down of $250,200 in fiscal 2009. There were no inventory write-downs in the first six months of fiscal 2010.

Research and development (R&D) expenditures for the quarter and six months ended March 31, 2010 increased by $61,900 (20%) and $32,400 (5%), respectively, compared to the same periods of fiscal 2009. This increase was the result of outside services to test, characterize, and qualify new products to put them into production. As the development of new products is a key to future growth, R&D expenses are expected to continue at or slightly above the current level.

Selling, general, and administrative expenditures for the quarter and six months ended March 31, 2010 decreased by $31,100 (8%) and $70,700 (9%), respectively, compared to the same periods of fiscal 2009. This decrease was primarily the result of a reduction in sales consulting charges in fiscal 2010.

During the quarter ended March 31, 2010, there was no other income or expense, compared to other expense, net, of $2,500 in the same quarter of fiscal 2009 (result of a loss on disposal of capital equipment). For the six months ended March 31, 2010, we received other income from unclaimed property from the State of California aggregating $5,600, compared to other income, net, of $4,300 (interest income of $10,300 offset by the loss on disposal of capital equipment and interest expense) for the same period of fiscal 2009.

As a result of the increase in net revenues and the slight decreases in costs, our net loss for the quarter and six months ended March 31, 2010 decreased $2,400 (1%) and $706,900 (68%), respectively, for the same periods of fiscal 2009.

Liquidity and Capital Resources

Cash Flows

While we had a net loss of $334,800 for the six months ended March 31, 2010, our operations provided net cash of $165,100, principally from the reduction of accounts receivable by $85,800 and the sale of existing inventories of $244,500. During the six months ended March 31, 2010, we used $211,600 of cash for capital equipment purchases, mainly for the testing and production of new products.

While the net loss for the six months ended March 31, 2009 was $1,041,700, the net cash used for operations was only $408,100. During the first six months of fiscal 2009, we wrote-off $250,200 of inventory, which increased the net loss but did not affect cash flows. Reductions of accounts receivable resulted in net cash inflows of $290,800 for operations. The liquidating of auction rate securities during January 2009 also resulted in an increase in net cash of $975,000, while the Company used $120,300 for the purchase of capital equipment to prepare for testing of new products.

Working Capital

Historically, due to order scheduling by our customers, up to 60% of our quarterly revenues are often shipped in the last month of the quarter, so a large portion of shipments included in our quarter-end accounts receivable are not yet due per our net 30 day terms. As a result, quarter-end accounts receivable balances are typically at their highest level for the respective period.

As a fabless semiconductor company with products having longer than normal product life cycles, our investment in inventories has been, and will continue to be, significant. Although high levels of inventory impact liquidity, we believe these costs are a less costly alternative to owning a wafer fabrication facility. Over the past few years, we have attempted to streamline our product offerings, in turn reducing our inventory levels, and we will continue this effort in the upcoming periods. During fiscal 2009, we decreased our inventory by $347,000, including a write-down of $406,700. During the six months ended March 31, 2010, we have decreased inventory by an additional $244,500 through sales of existing items.

Financing

On November 10, 2008, we obtained a no net-cost line of credit from UBS Bank USA for the $975,000 par value of our Auction Rate Securities (ARS). We drew down the entire $975,000 available balance on November 21, 2008 so we would have the cash readily available rather than held in the illiquid ARS at UBS Financial Services Inc. (UBS). This loan is considered no net-cost as the interest charged is the lesser of the LIBOR rate plus an established percentage rate or the interest and/or dividends earned on our ARS. Therefore, our interest paid can be no more than the interest and/or dividends we earn on the ARS. In addition, on October 16, 2008, we signed an agreement with UBS for ARS Rights to sell our ARS to UBS at par value within a two-year period beginning January 2, 2009.

At the time these ARS Rights were exercised, we planned to pay back the no net-cost loan from UBS Bank USA and the line would be closed. In December 2008, UBS liquidated $50,000 of our $975,000 of ARS, which we used to pay down the line of credit. In January 2009, the remaining $925,000 of ARS were liquidated and paid down against the line of credit.

We believe the cost reductions we have undertaken in the past few years will allow us to generate sufficient cash from future revenues, to fund current operations and future capital needs. However, we continue to evaluate our debt and equity financing opportunities.

Impact of New Financial Accounting Standards

In May 2009, the FASB issued authoritative guidance regarding Subsequent Events, which establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or available to be issued. The Company evaluated subsequent events through the date of financial statement issuance.

In June 2009, the FASB issued the FASB Accounting Standards Codification. The Codification is the single source for all authoritative GAAP recognized by the FASB to be applied for financial statements issued for periods ending after September 15, 2009. The Company adopted the Codification standard on September 30, 2009. This statement did not change GAAP and did not have an effect on the Company s financial position or results of operations.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

We conduct all of our transactions, including those with foreign suppliers and customers, in U.S. dollars. We are therefore not directly subject to the risks of foreign currency fluctuations and do not hedge or otherwise deal in currency instruments in an attempt to minimize such risks. Demand from foreign customers and the ability or willingness of foreign suppliers to perform their obligations to us may be affected by the relative change in value of such customer or supplier's domestic currency to the value of the U.S. dollar. Furthermore, changes in the relative value of the U.S. dollar may change the price of our products relative to the prices of our foreign competitors.

Item 4. Controls and Procedures

Based upon an evaluation as of March 31, 2010, our President and Chief Financial Officer concluded that our disclosure controls and procedures are effective. There have been no changes in our internal control over financial reporting that occurred during the quarter ended March 31, 2010 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Part II OTHER INFORMATION

Item 1. Legal Proceedings

From time to time, we receive demands from various parties asserting patent or other claims in the ordinary course of business. These demands are often not based on any specific knowledge of our products or operations. Because of the uncertainties inherent in litigation, the outcome of any such claim, including simply the cost of a successful defense against such a claim, could have a material adverse impact on us.

Item 1A. Risk Factors

There are no other material changes to the risk factors disclosed in our Form 10-K filed with SEC on December 15, 2009 for the fiscal year ended September 30, 2009.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Not applicable.

Item 3. Defaults Upon Senior Securities

Not applicable.

Item 4. Submission of Matters to a Vote of Security Holders

At 9:00 a.m. on March 9, 2010, the Company held its Annual Meeting of Shareholders at its headquarters, located at 1375 Geneva Drive, Sunnyvale, California 94089. There were 5,448,372 shares present or represented by proxy at the meeting, representing a quorum. There were two items of business for the meeting.

The first item of business was the election of directors. Shareholders are permitted to vote cumulatively in the election of directors, which allows each shareholder to cast a number of votes equal to the number of directors to be elected multiplied y the number of shares owned, and to distribute such votes among the candidates in such a proportion as such shareholder may determine. In order to vote cumulatively, a shareholder must give notice of this intention by proxy or at the meeting. The votes for each nominee, listed alphabetically by last name, are as set forth in the following table:

	FOR	WITHHELD
Brian P. Cardozo	2,712,046	22,950
Howard L. Farkas	2,701,252	33,744
Steven R. Settles	2,711,846	23,150
William J. Volz	2,712,046	22,950

As a result of the vote, all nominees were elected as directors at the meeting.

The second item of business was the ratification of the appointment of Hein & Associates LLP as our independent auditors for the fiscal year ending September 30, 2010. With 4,798,989 votes for ratification, 1,564 votes against ratification, and 647,819 votes abstained, Hein & Associates LLP was ratified as our independent auditors for the fiscal year ended September 30, 2010.

Item 5. Other Information

Not applicable.

Item 6. Exhibits

The Index to Exhibits appears at Page 14 of this report on Form 10-Q.

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.

	LOGIC Devices Incorporated
	(Registrant)
Date: April 30, 1010	By: /s/ William J. Volz
	William J. Volz
	President and Chief Executive Officer
	(Principal Executive Officer)
Date: April 30, 2010	By: /s/ Kimiko Milheim
	Kimiko Milheim
	Chief Financial Officer
	(Principal Finance and Accounting Officer)

INDEX TO EXHIBITS

Exhibit No.	Description
3.1	Articles of Incorporation, as amended in 1988. [3.1] (1)92
3.2	Bylaws, as amended and restated effective March 8, 2007. [3.2] (2)
10.1	Real Estate lease regarding Registrant's Sunnyvale, California facilities. [99.1] (3)
10.2	Amended and Restated LOGIC Devices Incorporated 1998 Director Stock Incentive Plan, as amended. (4)
10.3	LOGIC Devices Incorporated 2007 Employee Stock Incentive Plan. (4)
10.4	Registration Rights Agreement dated October 3, 1998 between William J. Volz, BRT Partnership, and Registrant. [10.19] (5)
31.1	Certification of Principal Executive Officer pursuant to Exchange Act Rules 13a-14 and 15d-14.
31.2	Certification of Chief Financial Officer pursuant to Exchange Act Rules 13a-14 and 15d-14.
32.1	Certifications of Principal Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350.

[ ] Exhibits so marked have been previously filed with the Securities and Exchange Commission (SEC) as exhibits to the filings shown below under the exhibit numbers indicated following the respective document description and are incorporated herein by reference.

(1) Quarterly Report on Form 10-Q for the fiscal quarter ended December 31, 2004, as filed with the SEC on January 26, 2005.

(2) Quarterly Report on Form 10-Q for the quarter ended March 31, 2007, as filed with the SEC on May 15, 2007.

(3) Current Report on Form 8-K, as filed with the SEC on August 7, 2007.

(4) Quarterly Report on Form 10-Q for the quarter ended March 31, 2008, as filed with the SEC on May 6, 2008.

(5) Annual Report on Form 10-K for the transition period from January 1, 1998 to September 30, 1998, as filed with the SEC on January 13, 1999.