

R F INDUSTRIES LTD  
Form 10-Q  
June 15, 2015

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 April 30, 2015**

Commission file number: **0-13301**

**RF INDUSTRIES, LTD.**

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of incorporation or organization)

88-0168936

(I.R.S. Employer Identification No.)

92126

**7610 Miramar Road, Building 6000**

**San Diego, California**

(Address of principal executive offices)

(Zip Code)

**(858) 549-6340**

(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  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files.) Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, 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  Smaller reporting company

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

The number of shares of the issuer's Common Stock, par value \$0.01 per share, outstanding as of June 5, 2015 was 8,561,164.

**Part I. FINANCIAL INFORMATION****Item 1: Financial Statements****RF INDUSTRIES, LTD. AND SUBSIDIARIES****CONDENSED CONSOLIDATED BALANCE SHEETS****(In thousands, except share and per share amounts)**

|  | <b>April 30,<br/>2015<br/>(Unaudited)</b> | <b>October 31,<br/>2014<br/>(Note 1)</b> |
|--|---|--|
| <b>ASSETS</b>  |   |  |
| <b>CURRENT ASSETS</b>  |   |  |
| Cash and cash equivalents  | \$ 10,393                                 | \$ 14,718                                |
| Trade accounts receivable, net of allowance for doubtful accounts of \$39 and \$30 | 4,162                                     | 2,428                                    |
| Inventories  | 5,551                                     | 5,259                                    |
| Other current assets   | 612                                       | 618                                      |
| Deferred tax assets  | 416                                       | 416                                      |
| <b>TOTAL CURRENT ASSETS</b>  | <b>21,134</b>                             | <b>23,439</b>                            |
| Property and equipment:  |   |  |
| Equipment and tooling  | 2,813                                     | 2,610                                    |
| Furniture and office equipment   | 845                                       | 777                                      |
|  | 3,658                                     | 3,387                                    |
| Less accumulated depreciation  | 2,744                                     | 2,558                                    |
| Total property and equipment   | 914                                       | 829                                      |
| Goodwill   | 5,387                                     | 3,076                                    |
| Amortizable intangible assets, net   | 2,335                                     | 1,187                                    |
| Non-amortizable intangible assets  | 950                                       | 410                                      |
| Note receivable from stockholder   | 67  | 67                                       |
| Other assets   | 21  | 21                                       |
| <b>TOTAL ASSETS</b>  | <b>\$ 30,808</b>                          | <b>\$ 29,029</b>                         |

See Notes to Unaudited Condensed Consolidated Financial Statements.



**Item 1: Financial Statements** (continued)**RF INDUSTRIES, LTD. AND SUBSIDIARIES****CONDENSED CONSOLIDATED BALANCE SHEETS**

(In thousands, except share and per share amounts)

|   | <b>April 30,<br/>2015<br/>(Unaudited)</b> | <b>October<br/>31,<br/>2014<br/>(Note 1)</b> |
|---|---|--|
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>   |   |  |
| <b>CURRENT LIABILITIES</b>  |   |  |
| Accounts payable  | \$ 1,422                                  | \$ 867                                       |
| Accrued expenses  | 1,652                                     | 1,422  |
| Income taxes payable  | 242                                       | 73   |
| <b>TOTAL CURRENT LIABILITIES</b>  | <b>3,316</b>                              | <b>2,362</b>                                 |
| Deferred tax liabilities  | 811                                       | 811  |
| Other long-term liabilities   | 318                                       | -  |
| <b>TOTAL LIABILITIES</b>  | <b>4,445</b>                              | <b>3,173</b>                                 |
| <b>COMMITMENTS AND CONTINGENCIES</b>  |   |  |
| <b>STOCKHOLDERS' EQUITY</b>   |   |  |
| Common stock - authorized 20,000,000 shares of \$0.01 par value; 8,510,697 and 8,255,979 shares issued and outstanding at April 30, 2015 and October 31, 2014, respectively | 85  | 83   |
| Additional paid-in capital  | 18,395                                    | 17,230                                       |
| Retained earnings   | 7,883                                     | 8,543  |
| <b>TOTAL STOCKHOLDERS' EQUITY</b>   | <b>26,363</b>                             | <b>25,856</b>                                |
| <b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>   | <b>\$ 30,808</b>                          | <b>\$ 29,029</b>                             |

See Notes to Unaudited Condensed Consolidated Financial Statements.

**Item 1: Financial Statements** (continued)**RF INDUSTRIES, LTD. AND SUBSIDIARIES****CONDENSED CONSOLIDATED STATEMENTS OF INCOME****(UNAUDITED)****(In thousands, except share and per share amounts)**

|   | <b>Three Months Ended April</b> |             | <b>Six Months Ended April</b> |             |
|---|---------------------------------|-------------|-------------------------------|-------------|
|   | <b>30,</b>                      |             | <b>30,</b>                    |             |
|   | <b>2015</b>                     | <b>2014</b> | <b>2015</b>                   | <b>2014</b> |
| Net sales   | \$ 8,076                        | \$ 5,764    | \$ 14,969                     | \$ 11,614   |
| Cost of sales   | 5,007                           | 3,012       | 9,400                         | 6,280       |
| Gross profit  | 3,069                           | 2,752       | 5,569                         | 5,334       |
| Operating expenses:   |                                 |             |                               |             |
| Engineering   | 225                             | 214         | 442                           | 470         |
| Selling and general   | 2,121                           | 1,775       | 4,378                         | 3,762       |
| Totals  | 2,346                           | 1,989       | 4,820                         | 4,232       |
| Operating income  | 723                             | 763         | 749                           | 1,102       |
| Other income – interest   | 10                              | 7           | 15                            | 14          |
| Income from continuing operations before provision for income taxes | 733                             | 770         | 764                           | 1,116       |
| Provision for income taxes  | 286                             | 310         | 264                           | 393         |
| Income from continuing operations                                   | 447                             | 460         | 500                           | 723         |
| Income from discontinued operations, net of tax                     | 1                               | 18          | 14                            | 19          |
| Net income  | \$ 448                          | \$ 478      | \$ 514                        | \$ 742      |
| Earnings per share - Basic:   |                                 |             |                               |             |
| Continuing operations   | \$ 0.05                         | \$ 0.06     | \$ 0.06                       | \$ 0.09     |
| Discontinued operations   | 0.00                            | 0.00        | 0.00                          | 0.00        |
| Net income per share  | \$ 0.05                         | \$ 0.06     | \$ 0.06                       | \$ 0.09     |

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Earnings per share - Diluted:

|                         |         |         |         |         |
|-------------------------|---------|---------|---------|---------|
| Continuing operations   | \$ 0.05 | \$ 0.05 | \$ 0.06 | \$ 0.08 |
| Discontinued operations | 0.00    | 0.00    | 0.00    | 0.00    |
| Net income per share    | \$ 0.05 | \$ 0.05 | \$ 0.06 | \$ 0.08 |

Weighted average shares outstanding:

|         |           |           |           |           |
|---------|-----------|-----------|-----------|-----------|
| Basic   | 8,509,970 | 8,208,278 | 8,395,952 | 8,175,376 |
| Diluted | 8,883,182 | 8,746,358 | 8,773,667 | 8,789,752 |

See Notes to Unaudited Condensed Consolidated Financial Statements.

**Item 1: Financial Statements** (continued)**RF INDUSTRIES, LTD. AND SUBSIDIARIES****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS****(UNAUDITED)****(In thousands)**

|   | <b>Six Months Ended April 30,</b> |             |
|---|-----------------------------------|-------------|
|   | <b>2015</b>                       | <b>2014</b> |
| <b>OPERATING ACTIVITIES:</b>  |                                   |             |
| Net income  | \$ 514                            | \$ 742      |
| Adjustments to reconcile net income to net cash provided by (used in) operating activities: |                                   |             |
| Bad debt (recovery) expense   | 12                                | (29 )       |
| Accounts receivable write-off   | 4                                 | 4           |
| Depreciation and amortization   | 389                               | 294         |
| Stock-based compensation expense  | 101                               | 271         |
| Inventory write-off   | 10                                | -           |
| Excess tax benefit from stock-based compensation  | -                                 | (277 )      |
| Changes in operating assets and liabilities:  |                                   |             |
| Trade accounts receivable   | (907 )                            | 494         |
| Inventories   | 169                               | 421         |
| Other current assets  | 4                                 | 865         |
| Other long-term assets  | -                                 | 9           |
| Accounts payable  | (49 )                             | (484 )      |
| Income taxes payable  | 164                               | 277         |
| Accrued expenses  | (1,195 )                          | (587 )      |
| Net cash provided by (used in) operating activities   | (784 )                            | 2,000       |
| <b>INVESTING ACTIVITIES:</b>  |                                   |             |
| Acquisition of business (Comnet), net of cash acquired (\$541)                              | (2,249 )                          | -           |
| Capital expenditures  | (124 )                            | (59 )       |
| Net cash used in investing activities   | (2,373 )                          | (59 )       |
| <b>FINANCING ACTIVITIES:</b>  |                                   |             |
| Proceeds from exercise of stock options   | 6                                 | 462         |
| Excess tax benefit from exercise of stock options   | -                                 | 277         |
| Dividends paid  | (1,174 )                          | (1,145 )    |
| Net cash used in financing activities   | (1,168 )                          | (406 )      |
| Net increase (decrease) in cash and cash equivalents  | (4,325 )                          | 1,535       |



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|  |           |           |
|--|-----------|-----------|
| Cash and cash equivalents, beginning of period         | 14,718    | 11,881    |
| Cash and cash equivalents, end of period               | \$ 10,393 | \$ 13,416 |
| Supplemental cash flow information – income taxes paid | \$ 104    | \$ -      |
| Noncash investing and financing activities:            |           |           |
| Stock issuance for acquisition of business (Comnet)    | \$ 1,060  | \$ -      |

See Notes to Unaudited Condensed Consolidated Financial Statements.

**RF INDUSTRIES, LTD. AND SUBSIDIARIES**

**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**Note 1 - Unaudited interim condensed consolidated financial statements**

The accompanying unaudited condensed consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10-Q. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of management, all adjustments, which are normal and recurring, have been included in order to make the information not misleading. Information included in the consolidated balance sheet as of October 31, 2014 has been derived from, and certain terms used herein are defined in, the audited financial statements of the Company as of October 31, 2014 included in the Company's Annual Report on Form 10-K ("Form 10-K") for the year ended October 31, 2014 that was previously filed with the Securities and Exchange Commission ("SEC"). Operating results for the three and six month periods ended April 30, 2015 are not necessarily indicative of the results that may be expected for the year ending October 31, 2015. The unaudited condensed consolidated financial statements should be read in conjunction with the financial statements and footnotes thereto included in the Company's Annual Report on Form 10-K for the year ended October 31, 2014.

***Principles of consolidation***

The accompanying unaudited condensed consolidated financial statements for the periods ending on or before October 31, 2014 include the accounts of RF Industries, Ltd. and Cables Unlimited, Inc. ("Cables Unlimited"), a wholly-owned subsidiary. The unaudited condensed consolidated financial statements for the three and six months ended April 30, 2015 include the accounts of RF Industries, Ltd., Cables Unlimited and Comnet Telecom Supply, Inc. ("Comnet"), a wholly-owned subsidiary that RF Industries, Ltd. acquired effective November 1, 2014. For periods ending on or before October 31, 2014, references herein to the "Company" shall refer to RF Industries, Ltd. and Cables Unlimited, and for all periods after October 31, 2014, references to the "Company" shall refer to RF Industries, Ltd., Cables Unlimited and Comnet, collectively. All intercompany balances and transactions have been eliminated in consolidation.

***Revenue recognition***

Four basic criteria must be met before revenue can be recognized: (1) persuasive evidence of an arrangement exists; (2) delivery has occurred or services rendered; (3) the fee is fixed and determinable; and (4) collectability is

reasonably assured. The Company recognizes revenue from product sales after purchase orders are received which contain a fixed price and the products are shipped. Most of the Company's products are sold to continuing customers with established credit histories.

## **Note 2 - Business Acquisition**

The Company purchased 100% of the issued and outstanding shares of Comnet from Robert Portera, the sole shareholder of Comnet. Comnet is a New Jersey based manufacturer and supplier of telecommunications and data products, including fiber optic cables, cabling technologies, custom patch cord assemblies, data center consoles and other data center equipment. Comnet is a New York corporation that was formed in 1993. For income tax purposes, both parties have agreed to make an election under Internal Revenue Code 338(h) (10). At the closing, RF Industries, Ltd. paid Mr. Portera \$4,150,000 in cash and stock, and agreed to pay him up to an additional \$1,360,000 in cash as an earn-out over the next two years if Comnet meets certain financial milestones in the next two years. The purchase price paid at the closing consisted of \$3,090,000 in cash (of which \$300,000 has been deposited into a bank escrow account for one year as security for the seller's indemnification obligations under the stock purchase agreement) and 252,381 shares of RF Industries, Ltd.'s unregistered common stock, which shares were valued at \$1,060,000 based on a per share price of \$4.20 (the volume weighted average price of the common stock during the five trading days before the closing date). Comnet will be operated as a stand-alone subsidiary for at least the next two years. The Company entered into a two-year employment agreement with Mr. Portera pursuant to which Mr. Portera will be the President of Comnet and receive a base salary of \$210,000 per year. Mr. Portera will also be entitled to earn an annual bonus of up to 50% of his base salary. Since the acquisition of Comnet was effective for financial accounting purposes as of November 1, 2014 with an effective closing date of January 20, 2015, Comnet's financial results will be included in the results of the Custom Cabling Manufacturing and Assembly segment for the entire fiscal year ending October 31, 2015.

The acquisition was accounted for in accordance with the acquisition method of accounting. The acquired assets and assumed liabilities were recorded by the Company at their estimated fair values. The Company determined the estimated fair values with the assistance of appraisals or valuations performed by an independent third party specialist. The products manufactured and supplied by Comnet include fiber optic cables, cabling technologies, custom patch cord assemblies, data center consoles and other data center equipment. These products supplement and enhance the existing markets of RF Industries as well as tap into new data center markets that the Company would not have been able to enter without incurring substantially more costs than incurred in the purchase of Comnet. The capital and other resources required to enhance the Company's fiber optics market and enter the data center market would have greatly exceeded the purchase price of \$4.15 million (excluding the potential earn-out). These factors, among others, contributed to a purchase price in excess of the estimated fair value of Comnet's net identifiable assets acquired, and as a result, we have recorded goodwill in connection with this transaction.

Goodwill acquired was allocated to our operating segment and Comnet reporting unit as part of the purchase price allocation. We expect the goodwill recorded to be deductible for income tax purposes. Acquired amortizable intangible assets are being amortized on a straight-line basis over their estimated useful lives ranging from two to eight years. The purchase price allocation is preliminary as the valuation being performed to record the business combination includes several estimates, which are being refined.

The following table summarizes the components of the estimated purchase price at fair value at November 1, 2014:

|   |             |
|---|-------------|
| Cash consideration paid                                   | \$3,090,000 |
| RF Industries, Ltd. common shares issued (252,381 shares) | 1,060,000   |
| Earn-out  | 645,000     |
| Total purchase price                                      | \$4,795,000 |

The following table summarizes the preliminary allocation of the estimated purchase price at fair value at November 1, 2014:

|                                  |             |
|----------------------------------|-------------|
| Current assets                   | \$1,875,000 |
| Fixed assets                     | 150,000     |
| Intangible assets                | 1,888,000   |
| Goodwill                         | 2,311,000   |
| Non-interest bearing liabilities | (1,429,000) |
| Net assets                       | \$4,795,000 |

The results of Comnet's operations subsequent to November 1, 2014 have been included in the Company's consolidated results of operations. All costs related to the acquisition of Comnet have been expensed as incurred. In the three and six month periods ended April 30, 2015, Comnet contributed \$2.8 million and \$5.0 million of revenue, respectively.

### Note 3 - Discontinued operations

During 2013, the Company sold its RF Neulink and RadioMobile divisions, which together had comprised the Company's RF Wireless segment. The divisions were sold pursuant to asset purchase agreements, whereby no purchase price was paid at the closing. Rather, the agreements stipulated royalty payments from each of the purchasers over a three year period. For the three and six months ended April 30, 2015, the Company recognized approximately \$1,000 and \$22,000 of royalty income for the RF Neulink and RadioMobile divisions, respectively, which amounts have been included within discontinued operations. For the three and six months ended April 30, 2014, the Company recognized approximately \$9,000 and \$4,000 of royalty income for the RF Neulink and RadioMobile divisions,

respectively, which amounts have been included within discontinued operations.

#### Note 4 - Inventories and major vendors

Inventories, consisting of materials, labor and manufacturing overhead, are stated at the lower of cost or market. Cost has been determined using the weighted average cost method. Inventories consist of the following (in thousands):

|                            | April 30, 2015 | October 31, 2014 |
|----------------------------|----------------|------------------|
| Raw materials and supplies | \$ 2,182       | \$ 1,784         |
| Work in process            | 8              | 12               |
| Finished goods             | 3,361          | 3,463            |
| Totals                     | \$ 5,551       | \$ 5,259         |

Purchases of inventory from three major vendors during the six months ended April 30, 2015 represented 13%, 11% and 7% of total inventory purchases compared to 18%, 13% and 10% of total inventory purchases for the same period in 2014. The Company has arrangements with these vendors to purchase product based on purchase orders periodically issued by the Company.

#### Note 5 - Earnings per share

Basic earnings per share is computed by dividing net income by the weighted average number of common shares outstanding during the period. Diluted earnings per share is computed by dividing net income by the weighted average number of common shares outstanding increased by the effects of assuming that other potentially dilutive securities (such as stock options) outstanding during the period had been exercised and the treasury stock method had been applied. Potentially dilutive securities totaling 624,209 and 228,903 for the three months ended April 30, 2015 and 2014, and 624,209 and 228,069 for the six months ended April 30, 2015 and 2014, respectively, were excluded from the calculation of diluted per share amounts because of their anti-dilutive effect.

The following table summarizes the computation of basic and diluted weighted average shares outstanding:

|  | <b>Three Months Ended April<br/>30,<br/>2015</b> |             | <b>Six Months Ended April<br/>30,<br/>2015</b> |             |
|--|--|-------------|--|-------------|
|  |  | <b>2014</b> |  | <b>2014</b> |
| Weighted average shares outstanding for basic earnings per share                 | 8,509,970  | 8,208,278   | 8,395,952                                      | 8,175,376   |
| Add effects of potentially dilutive securities-assumed exercise of stock options | 373,212  | 538,080     | 377,715  | 614,376     |
| Weighted average shares outstanding for diluted earnings per share               | 8,883,182  | 8,746,358   | 8,773,667                                      | 8,789,752   |

#### **Note 6 - Stock-based compensation and equity transactions**

The Company's current stock incentive plan provides for the granting of qualified and nonqualified options to the Company's officers, directors and employees. Incentive stock options granted to the Company's employees during the six months ended April 30, 2015 vest and are exercisable equally over three years and expire in five years from date of grant. During the three and six months ended April 30, 2015, the Company granted a total of zero and 127,558 incentive stock options, respectively, to Company employees. The Company satisfies the exercise of options by issuing previously unissued common shares.

The weighted average fair value of employee and non-employee directors' stock options granted by the Company during the six months ended April 30, 2015 and 2014 was estimated to be \$1.00 and \$1.99 per share, respectively, using the Black-Scholes option pricing model with the following assumptions:

|                             | <b>2015</b> |   | <b>2014</b> |       |
|-----------------------------|-------------|---|-------------|-------|
| Risk-free interest rate     | 0.89        | % | 1.11        | %     |
| Dividend yield              | 6.38        | % | 4.38        | %     |
| Expected life of the option | 3.5 years   |   | 5.0         | years |
| Volatility factor           | 47.3        | % | 52.9        | %     |

Expected volatilities are based on historical volatility of the Company's stock price and other factors. The Company used the historical method to calculate the expected life of the 2015 option grants. The expected life represents the period of time that options granted are expected to be outstanding. The risk-free rate is based on the U.S. Treasury rate

with a maturity date corresponding to the options' expected life. The dividend yield is based upon the historical dividend yield.

*Issuances of common stock by the Company*

During the six months ended April 30, 2015, the Company issued 252,381 shares of common stock valued at approximately \$1,060,000 to the former owner of Comnet as part of the purchase price of the Comnet acquisition. The Comnet acquisition is more fully described in Note 2 of this report.

*Company stock option plans*

Descriptions of the Company's stock option plans are included in Note 8 of the Company's Annual Report on Form 10-K for the year ended October 31, 2014. A summary of the status of the options granted under the Company's stock option plans as of April 30, 2015 and the changes in options outstanding during the six months then ended is presented in the table that follows:

|   | <b>Shares</b> | <b>Weighted<br/>Average<br/>Exercise Price</b> |
|---|---------------|--|
| Outstanding at November 1, 2014                       | 1,044,932     | \$ 3.27  |
| Options granted                                       | 181,039       | \$ 4.39  |
| Options exercised                                     | (1,337 )      | \$ 3.16  |
| Options canceled or expired                           | (8,944 )      | \$ 3.99  |
| Options outstanding at April 30, 2015                 | 1,215,690     | \$ 3.43  |
| Options exercisable at April 30, 2015                 | 777,378       | \$ 2.49  |
| Options vested and expected to vest at April 30, 2015 | 1,207,400     | \$ 3.41  |

Weighted average remaining contractual life of options outstanding as of April 30, 2015: 4.7 years

Weighted average remaining contractual life of options exercisable as of April 30, 2015: 3.9 years

Weighted average remaining contractual life of options vested and expected to vest as of April 30, 2015: 4.7 years

Aggregate intrinsic value of options outstanding at April 30, 2015: \$1.5 million

Aggregate intrinsic value of options exercisable at April 30, 2015: \$1.5 million

Aggregate intrinsic value of options vested and expected to vest at April 30, 2015: \$1.5 million

As of April 30, 2015, \$593,000 of expense with respect to nonvested share-based arrangements has yet to be recognized and is expected to be recognized over a weighted average period of 4.05 years.

Non-employee directors receive \$30,000 annually, which amount is paid one-half in cash and one-half through the grant of non-qualified stock options to purchase shares of the Company's common stock. During the quarter ended January 31, 2015, the Company granted each of its three non-employee directors 44,748 options. The number of stock options granted to each director was determined by dividing \$15,000 by the fair value of a stock option grant using the Black-Scholes model (\$1.01 per share). These options vest ratably over fiscal year 2015.



On April 6, 2015, Howard Hill, the Company's Chief Operating Officer, took an indefinite medical leave of absence. During the quarter ended April 30, 2015, the Company granted Mr. Hill 8,733 options to continue to serve on the Board. The number of stock options granted was determined by dividing \$7,500 by the fair value of a stock option grant using the Black-Scholes model (\$0.86 per share). These options vest ratably from May 1, 2015 over the remaining fiscal year 2015.

### *Stock option expense*

During the six months ended April 30, 2015 and 2014, stock-based compensation expense totaled \$101,000 and \$271,000, respectively. During the three months ended April 30, 2015 and 2014, stock-based compensation expense totaled \$51,000 and \$224,000, respectively. For the six months ended April 30, 2015 and 2014, stock-based compensation classified in cost of sales amounted to \$29,000 and \$30,000, respectively, and stock-based compensation classified in selling and general expense amounted to \$72,000 and \$241,000, respectively.

### **Note 7 - Concentrations of credit risk**

Financial instruments which potentially subject the Company to concentrations of credit risk consist primarily of cash and cash equivalents and accounts receivable. The Company maintains its cash and cash equivalents with high-credit quality financial institutions. At April 30, 2015, the Company had cash and cash equivalent balances in excess of Federally insured limits in the amount of approximately \$9.6 million.

One customer accounted for approximately 25% and 33% of the Company's net sales for the six month periods ended April 30, 2015 and 2014, respectively. This same customer accounted for approximately 22% and 30% of the Company's net sales for the three months ended April 30, 2015 and 2014, respectively. At April 30, 2015 and October 31, 2014, this customer's account receivable balance accounted for approximately 28% and 34%, respectively, of the Company's total net accounts receivable balances. Although this customer has been an on-going major customer of the Company continuously during the past 15 years, the written agreements with this customer do not have any minimum purchase obligations and the customer could stop buying the Company's products at any time and for any reason. A reduction, delay or cancellation of orders from this customer or the loss of this customer could significantly reduce the Company's future revenues and profits.

There was no product line that was significant for the three and six months ended April 30, 2015. Sales of one product line accounted for \$399,000 or 7% of net sales and \$1.5 million or 13% of net sales for the three and six months ended April 30, 2014, respectively.

## Note 8 - Segment information

The Company aggregates operating divisions into operating segments which have similar economic characteristics and divisions are similar in the majority of the following areas: (1) the nature of the product and services; (2) the nature of the production process; (3) the type or class of customer for their products and services; (4) the methods used to distribute their products or services; (5) if applicable, the nature of the regulatory environment. The Company currently has three segments - RF Connector and Cable Assembly, Custom Cabling Manufacturing and Assembly, and Medical Cabling and Interconnector based upon this evaluation.

The RF Connector and Cable Assembly segment and the Custom Cabling Manufacturing and Assembly segment currently are each comprised of two divisions, whereas the Medical Cabling and Interconnector segment is comprised of one division. The four divisions that meet the quantitative thresholds for segment reporting are Connector and Cable Assembly, Cables Unlimited, Comnet and Bioconnect. The other division aggregated into the RF Connector and Cable Assembly segment has similar products that are marketed to their respective customer base and production and product development processes that are similar in nature. The specific customers are different for each division; however, there is some overlapping of product sales to them. The methods used to distribute products are similar within each division aggregated.

Management identifies the Company's segments based on strategic business units that are, in turn, based along market lines. These strategic business units offer products and services to different markets in accordance with their customer base and product usage. For segment reporting purposes, the Company (i) aggregates the Connector and Cable Assembly division and the Aviel division into the RF Connector and Cable Assembly segment; (ii) aggregates the Cables Unlimited and Comnet subsidiaries into the Custom Cabling Manufacturing and Assembly segment; and (iii) has defined the Bioconnect Division as the Medical Cabling and Interconnector segment.

In its operation of the business, management, including our chief operating decision maker, the Company's Chief Executive Officer, reviews certain financial information, including segmented profit and loss statements before taxes, depreciation and amortization to evaluate performance of individual operating segments. The segment information in this note is reported on that basis.

Substantially all of the Company's operations are conducted in the United States; however, the Company derives a portion of its revenue from export sales. The Company attributes sales to geographic areas based on the location of the customers. The following table presents the sales of the Company by geographic area for the three and six months ended April 30, 2015 and 2014 (in thousands):

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|                    | <b>Three Months Ended April 30,</b> |             | <b>Six Months Ended April 30,</b> |             |
|--------------------|-------------------------------------|-------------|-----------------------------------|-------------|
|                    | <b>2015</b>                         | <b>2014</b> | <b>2015</b>                       | <b>2014</b> |
| United States      | 7,719                               | \$ 5,314    | \$ 14,314                         | \$ 10,762   |
| Foreign Countries: |                                     |             |                                   |             |
| Canada             | 112                                 | 107         | 226                               | 209         |
| Israel             | 135                                 | 157         | 188                               | 222         |
| Mexico             | 95                                  | 136         | 189                               | 258         |
| All Other          | 15                                  | 50          | 52                                | 163         |
|                    | 357                                 | 450         | 655                               | 852         |
| Totals             | \$ 8,076                            | \$ 5,764    | \$ 14,969                         | \$ 11,614   |

Net sales, income (loss) from continuing operations before provision for income taxes and other related segment information for the three months ended April 30, 2015 and 2014 are as follows (in thousands):

|  | <b>RF<br/>Connector<br/>and<br/>Cable<br/>Assembly</b> | <b>Custom<br/>Cabling<br/>Manufacturing<br/>and<br/>Assembly</b> | <b>Medical<br/>Cabling<br/>and<br/>Interconnect</b> | <b>Corporate</b> | <b>Total</b> |
|--|--|--|---|------------------|--------------|
| <b>2015</b>  |  |  |   |                  |              |
| Net sales  | \$ 3,339   | \$ 4,252   | \$ 485  |                  | \$8,076      |
| Income from continuing operations before provision for income taxes        | 448  | 145  | 130   | 10               | 733          |
| Depreciation and amortization  | 41   | 153  | 5   |                  | 199          |
| <b>2014</b>  |  |  |   |                  |              |
| Net sales  | \$ 3,312   | \$ 1,740   | \$ 712  | \$ -             | \$5,764      |
| Income (loss) from continuing operations before provision for income taxes | 590  | (19 )  | 193   | 6                | 770          |
| Depreciation and amortization  | 47   | 91   | 7   | -                | 145          |

Net sales, income (loss) from continuing operations before provision for income taxes and other related segment information for the six months ended April 30, 2015 and 2014 are as follows (in thousands):

|  | <b>RF<br/>Connector<br/>and<br/>Cable<br/>Assembly</b> | <b>Custom<br/>Cabling<br/>Manufacturing<br/>and<br/>Assembly</b> | <b>Medical<br/>Cabling<br/>and<br/>Interconnecto</b> | <b>Corporate</b> | <b>Total</b> |
|--|--|--|--|------------------|--------------|
| <b>2015</b>  |  |  |  |                  |              |
| Net sales  | \$ 6,040   | \$ 7,869   | \$ 1,060   | \$ -             | \$ 14,969    |
| Income from continuing operations before provision for income taxes        | 404  | 69   | 276  | 15               | 764          |
| Depreciation and amortization  | 82   | 297  | 10   | -                | 389          |
| <b>2014</b>  |  |  |  |                  |              |
| Net sales  | \$ 6,284   | \$ 3,867   | \$ 1,463   | \$ -             | \$ 11,614    |
| Income (loss) from continuing operations before provision for income taxes | 958  | (186 )   | 333  | 11               | 1,116        |
| Depreciation and amortization  | 96   | 183  | 15   | -                | 294          |

#### **Note 9 -Income tax provision**

The Company uses an estimated annual effective tax rate, which is based on expected annual income, statutory tax rates and tax planning opportunities available in the various jurisdictions in which the Company operates, to determine its quarterly provision for income taxes. Certain significant or unusual items are separately recognized in the quarter in which they occur and can be a source of variability in the effective tax rates from quarter to quarter.

The provision for income taxes was 39% and 40% of income before income taxes for the three months ended April 30, 2015 and April 30, 2014, respectively, and 35% and 35% of income before income taxes for the six months ended April 30, 2015 and April 30, 2014, respectively. The decrease in the effective income tax rate from period to period was primarily driven by the discrete benefit from R&D credits related to the tax year ended October 31, 2014 which were recognized in the first quarter due to the change in tax law taking effect on December 19, 2014.

The Company recorded income from discontinued operations, net of tax, as disclosed in Note 3.

The total amount of unrecognized tax benefits was \$0 as of April 30, 2015 and October 31, 2014. The total balance of accrued interest and penalties related to uncertain tax positions was \$0 as of April 30, 2015 and October 31, 2014. The Company recognizes interest and penalties related to uncertain tax positions as a component of income tax expense and the accrued interest and penalties are included in deferred and other long-term liabilities in the Company's condensed consolidated balance sheets. There were no material interest or penalties included in income tax expense for the three months ended April 30, 2015.

**Note 10 - Intangible assets**

Intangible assets are comprised of the following (in thousands):

|                                    | <b>April 30, 2015</b> |   | <b>October 31, 2014</b> |   |
|------------------------------------|-----------------------|---|-------------------------|---|
| Amortizable intangible assets:     |                       |   |                         |   |
| Non-compete agreements             | \$ 253                |   | \$ 200                  |   |
| Accumulated amortization           | (164                  | ) | (135                    | ) |
|                                    | 89                    |   | 65                      |   |
| Customer relationships             | 3,025                 |   | 1,730                   |   |
| Accumulated amortization           | (779                  | ) | (608                    | ) |
|                                    | 2,246                 |   | 1,122                   |   |
| Totals                             | \$ 2,335              |   | \$ 1,187                |   |
| Non-amortizable intangible assets: |                       |   |                         |   |
| Trademarks                         | \$ 950                |   | \$ 410                  |   |

**Note 11 - Accrued expenses**

Accrued expenses consist of the following (in thousands):

|                           | <b>April 30, 2015</b> | <b>October 31, 2014</b> |
|---------------------------|-----------------------|-------------------------|
| Wages payable             | \$ 632                | \$ 840                  |
| Accrued receipts          | 519                   | 422                     |
| Earn-out liability        | 327                   | -                       |
| Other current liabilities | 174                   | 160                     |
| Totals                    | \$ 1,652              | \$ 1,422                |

Accrued receipts represent purchased inventory for which invoices have not been received.

Non-current portion of earn-out liability of \$318,000 is recorded in other long-term liabilities.

**Note 12 - Line of credit**

In March 2014, the Company entered into an agreement for a line of credit (“LOC”) in the amount of \$5.0 million. Amounts outstanding under the LOC shall bear interest at a rate of 3.0% plus LIBOR (“base interest rate”), with interest payable on the last day of each month. All principal outstanding under the LOC which is not bearing interest at a base interest rate shall bear interest at Union Bank’s Reference Rate, as defined, which rate shall vary. Borrowings under the LOC are secured by a security interest in certain assets of the Company. The LOC contains certain loan covenants as described in the agreement. Failure to maintain the loan covenants shall constitute an event of default resulting in all outstanding amounts of principal and interest becoming immediately due and payable. All outstanding principal and interest is due and payable on June 30, 2016. As of April 30, 2015, no amounts were outstanding under the LOC.

**Note 13 - Commitments**

In April 2014, the Company amended its lease for its facility in San Diego, California, extending the term of the lease and reducing its square footage. The amended lease expires in March 2017 and requires minimum annual rental payments (starting at approximately \$19,000 per month) that are subject to fixed annual increases. The minimum

annual rentals under this lease are being charged to expense on a straight-line basis over the lease term. The San Diego lease also requires the payment of the Company's pro rata share of real estate taxes and insurance, maintenance and other operating expenses related to the facilities. As of April 30, 2015, the aggregate remaining minimum lease payments under this lease totaled \$456,000.

The Cables Unlimited Division leases an approximately 12,000 square foot facility located in Yaphank, New York. The lease for this space expires June 30, 2016. However, Cables Unlimited has a one-time option to extend the term of the lease for an additional five year term. Cables Unlimited's monthly rent expense under the lease is \$13,000 per month, plus payments of all utilities, janitorial expenses, routine maintenance costs and costs of insurance for Cables Unlimited's business operations and equipment. The landlord is a company controlled by Darren Clark, the former owner of Cables Unlimited and a current director of the Company.

In March 2015, the Company amended its lease for its approximately 4,500 square foot facility located in Las Vegas, Nevada to extend the term of the lease to April 2016. The Las Vegas facility is used by the Company's Aviel Electronics Division. Aviel's monthly rent expense under the lease is \$4,270 per month.

The newly acquired Comnet Telecom Division leases approximately 15,000 square feet in two suites located in East Brunswick, New Jersey. Comnet's monthly rent expense under the leases is approximately \$11,655 per month for these facilities which expires in September 2017.

#### **Note 14 - Cash dividend and declared dividends**

The Company paid dividends of \$0.07 per share during the three months ended April 30, 2015 and January 31, 2015 for a total of \$1.2 million. The Company paid dividends of \$0.07 per share during the three months ended April 30, 2014 and January 31, 2014 for a total of \$1.1 million.

#### **Note 15 - Stock repurchase program**

During April 2014, the Company announced that its Board of Directors authorized the repurchase of up to 500,000 shares of its common stock. The share repurchase program may be suspended or terminated at any time without prior notice. As of April 30, 2015, the Company repurchased and retired 22,828 shares, all during fiscal 2014, pursuant to the program.

## Note 16 - Legal proceedings

On May 24, 2013, Peter Wyndham, a former employee of the Company, filed a complaint with the San Diego, California, office of the U.S. Department of Labor-OSHA alleging retaliatory employment practices in violation of the whistleblower provisions of the Sarbanes-Oxley Act (*Peter Wyndham vs. RF Industries, Ltd., Case No. 9-3290-13-087*). The complaint alleged that Mr. Wyndham was terminated in November 2012 in retaliation for making disclosures relating to alleged fraudulent accounting practices and lack of compliance with U.S. GAAP; violations of multiple Securities and Exchange Commission rules and regulations; and fraud against the shareholders. The complaint did not seek any specified amount of damages. The Company disputed the retaliation claim and notified its employment practices liability insurance carrier of the demand. Mr. Wyndham has withdrawn his OSHA complaint.

On November 21, 2014, Peter Wyndham filed a complaint for damages against the Company in the United States District Court for the Southern District of California (*Peter Wyndham vs. RF Industries, Ltd., Case No. 14CV2792WQHBS*), for violation of the Sarbanes-Oxley Act of 2002, the Dodd-Frank Wall Street Reform and Consumer Protection Act, and wrongful termination in violation of public policy. The complaint does not make a demand for any specific sum of damages, but does make a demand for, among other relief, an unspecified amount of compensatory damages (including lost past and future wages and benefits), emotional distress damages, pay in lieu of reinstatement, and punitive damages. The matter has been tendered to the Company's insurance carrier for defense and indemnification, and counsel appointed by the insurance carrier currently represents the Company in the matter.

## Note 17 - Subsequent events

On May 19, 2015, the Company purchased the Comp Pro braided product line ("Comp Pro Product Line") from JMA Wireless for a total purchase price of \$700,000 cash. The Comp Pro Product Line utilizes a patented compression technology that offers revolutionary advantages for a water-tight connection, easier installation, and improved system reliability on braided cables. The Comp Pro Product Line is used by wireless network operators, installers and distributors in North America and other parts of the world. Included in the purchase is inventory, designs, intellectual property rights and to manufacture and sell the Comp Pro Product Line. Financial results for the Comp Pro Product Line will be included in the results of the RF Connector and Cable Assembly segment beginning in the Company's fiscal quarter ending July 31, 2015.

On June 5, 2015, the Company purchased 100% of the issued and outstanding shares of Rel-Tech Electronics, Inc., ("Rel-Tech"), a Milford, Connecticut-based manufacturer and supplier of custom cable assemblies and wiring harnesses, for a total purchase price of up to \$3,100,000, which consisted of \$2,100,000 in cash, 50,467 shares of the Company's unregistered common stock valued at \$200,000 based on a per share price of \$3.96 (the volume weighted average price of the Company's common stock during the five trading days before the closing date) and, if certain financial targets are met over a three-year period, cash earn-out payments of up to \$800,000. Privately-owned Rel-Tech, which



will operate as a stand-alone subsidiary for at least the next two years, had revenues of approximately \$7.7 million for the calendar year 2014. Rel-Tech's financial results will be included in the results of the Custom Cabling Manufacturing and Assembly segment beginning June 1, 2015.

One of the two original founders, Ralph Palumbo, will remain as President of Rel-Tech at a base salary of \$150,000 per year. Mr. Palumbo will also be entitled to earn an annual bonus of up to 50% of his base salary. Rel-Tech has also entered into employment agreements to retain the five key managers.

At its June 8, 2015 meeting, the Board of Directors of the Company declared a quarterly cash dividend of \$0.07 per share to be paid on July 15, 2015 to stockholders of record on June 30, 2015.

## **Item 2: Management's Discussion and Analysis of Financial Condition and Results of Operations**

*This report contains forward-looking statements. These statements relate to future events or the Company's future financial performance. In some cases, you can identify forward-looking statements by terminology such as "may," "will," "should," "except," "plan," "anticipate," "believe," "estimate," "predict," "potential" or "continue," the negative of such terms or other comparable terminology. These statements are only predictions. Actual events or results may differ materially.*

*Although the Company believes that the expectations reflected in the forward-looking statements are reasonable, the Company cannot guarantee future results, levels of activity, performance or achievements. Moreover, neither the Company, nor any other person, assumes responsibility for the accuracy and completeness of the forward-looking statements. The Company is under no obligation to update any of the forward-looking statements after the filing of this Quarterly Report on Form 10-Q to conform such statements to actual results or to changes in its expectations.*

*The following discussion should be read in conjunction with the Company's unaudited condensed consolidated financial statements and the related notes and other financial information appearing elsewhere in this Form 10-Q. Readers are also urged to carefully review and consider the various disclosures made by the Company which attempt to advise interested parties of the factors which affect the Company's business, including without limitation the disclosures made under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations," under the caption "Risk Factors," and the audited consolidated financial statements and related notes included in the Company's Annual Report filed on Form 10-K for the year ended October 31, 2014 and other reports and filings made with the Securities and Exchange Commission.*

### **Critical Accounting Policies**

The unaudited condensed consolidated financial statements of the Company are prepared in accordance with U.S. generally accepted accounting principles ("GAAP"). The preparation of these consolidated financial statements requires us to make significant estimates and judgments that affect the reported amounts of assets, liabilities, revenues, expenses and related disclosure of contingent assets and liabilities. We evaluate our estimates, including those related to bad debts, inventory reserves and contingencies on an ongoing basis. We base our estimates on historical experience and on various other assumptions that are believed to be appropriate under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

#### *Inventories*

Inventories are valued at their weighted average cost. Certain items in inventory may be considered obsolete or excess and, as such, we periodically review our inventories for excess and slow moving items and make provisions as necessary to properly reflect inventory value. Because inventories have, during the past few years, represented up to one-third of our total assets, any reduction in the value of our inventories would require us to take write-offs that would affect our net worth and future earnings.

#### *Allowance for Doubtful Accounts*

The Company records its allowance for doubtful accounts based upon its assessment of various factors. The Company considers historical experience, the age of the accounts receivable balance, credit quality of the Company's customers, current economic conditions and other factors that may affect customer's ability to pay.

#### *Long-Lived Assets Including Goodwill*

The Company assesses property, plant and equipment and intangible assets, which are considered definite-lived assets for impairment. Definite-lived assets are reviewed when there is evidence that events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. We measure recoverability of these assets by comparing the carrying amounts to the future undiscounted cash flows the assets are expected to generate. If property and equipment and intangible assets are considered to be impaired, the impairment to be recognized equals the amount by which the carrying value of the asset exceeds its fair market value. We have made no material adjustments to our long-lived assets in any of the years presented.

The Company amortizes its intangible assets with definite useful lives over their estimated useful lives and reviews these assets for impairment.

In addition, we test our goodwill and trademarks and indefinite-lived assets, for impairment at least annually or more frequently if events or changes in circumstances indicate these assets may be impaired. No goodwill or trademark impairments have been identified in any of the years presented.

### *Income Taxes*

The Company records a tax provision for the anticipated tax consequences of the reported results of operations. Income taxes are accounted for under the asset and liability method, under which deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the financial reporting and tax bases of assets and liabilities, and for operating losses and tax credit carryforwards. Deferred tax assets and liabilities are measured using the currently enacted tax rates that apply to taxable income in effect for the years in which those tax assets are expected to be realized or settled. The Company records a valuation allowance to reduce deferred tax assets to the amount that is believed more likely than not to be realized.

The calculation of the tax provision involves significant judgment in estimating the impact of uncertainties in the application of GAAP and complex tax laws. Resolution of these uncertainties in a manner inconsistent with management's expectations could have a material impact on the Company's financial condition and operating results.

### *Stock-based Compensation*

The Company uses the Black-Scholes model to value the stock option grants. This valuation is affected by the Company's stock price as well as assumptions regarding a number of inputs which involve significant judgments and estimates. These inputs include the expected term of employee stock options, the expected volatility of the stock price, the risk-free interest rate and expected dividends.

### **Overview**

The Company primarily engages in the design, manufacture, and marketing of interconnect products and systems, including coaxial and specialty cables, fiber optic cables and connectors, and electrical and electronic specialty cables. The Company's connectivity solutions are used across diversified, high growth markets including wireless carriers and infrastructure and medical and industrial companies.

The Company purchased all of the issued and outstanding shares of Comnet Telecom Supply, Inc. ("Comnet") from Robert Portera, its sole shareholder. The purchase of Comnet was completed on January 20, 2015; however, the purchase was effective for accounting purposes as of November 1, 2014. Comnet is a New Jersey based manufacturer and supplier of telecommunications and data products, including fiber optic cables, cabling technologies, custom patch cord assemblies, data center consoles, and other data center equipment.

At the closing, the Company paid Mr. Portera \$4,150,000 in cash and stock, and agreed to pay him up to an additional \$1,360,000 in cash as an earn-out over the next two years if Comnet meets certain financial milestones in the next two years. The purchase price paid at the closing consisted of \$3,090,000 in cash (of which \$300,000 has been deposited into a bank escrow account for one year as security for the seller's indemnification obligations under the acquisition agreement), and 252,381 shares of the Company's unregistered shares of common stock, which shares were valued at \$1,060,000 based on a per share price of \$4.20 (the volume weighted average price of the Company's common stock during the five trading days before the closing date). Comnet will be operated as a stand-alone subsidiary for at least the next two years.

In connection with the acquisition, the Company entered into a two-year employment agreement with Mr. Portera pursuant to which Mr. Portera will be the President of Comnet. Under the employment agreement, Mr. Portera's base salary will be \$210,000 per year. Mr. Portera will also be entitled to earn an annual bonus of up to 50% of his base salary.

On May 19, 2015, the Company purchased a line of compression connectors for braided cables ("Comp Pro Product Line") from JMA Wireless for a total purchase price of \$700,000 cash. The Comp Pro Product Line assets that the Company acquired include patents, equipment, tools, other intellectual properties, and inventory. Since the acquisition occurred after the end of the fiscal periods included in this Quarterly Report, the acquisition did not affect the results reported herein. However, financial results for the Comp Pro Product Line will be included in the results of the RF Connector and Cable Assembly segment beginning in the Company's fiscal quarter ending July 31, 2015.

On June 5, 2015, the Company purchased 100% of the issued and outstanding shares of Rel-Tech Electronics, Inc., ("Rel-Tech"), a Milford, Connecticut-based manufacturer and supplier of custom cable assemblies and wiring harnesses, for a total purchase price of up to \$3,100,000, which consisted of \$2,100,000 in cash, 50,467 shares of the Company's unregistered common stock valued at \$200,000 based on a per share price of \$3.96 (the volume weighted average price of the Company's common stock during the five trading days before the closing date) and, if certain financial targets are met over a three-year period, cash earn-out payments of up to \$800,000. Privately-owned Rel-Tech, which will operate as a stand-alone subsidiary for at least the next two years. Since the acquisition occurred after the end of the fiscal periods included in this Quarterly Report, the acquisition did not affect the results reported herein. However, Rel-Tech's financial results will be included in the results of the Custom Cabling Manufacturing and Assembly segment beginning June 1, 2015.

## **Liquidity and Capital Resources**

Management believes that existing current assets and the amount of cash it anticipates it will generate from current operations will be sufficient to fund the anticipated liquidity and capital resource needs of the Company for at least twelve months. Additionally, the Company has access to a line of credit in the amount of \$5.0 million, of which the full amount is available as of April 30, 2015, should the Company need to obtain additional capital. Management believes that its existing assets and the cash expected to be generated from operations will be sufficient during the

current fiscal year based on the following:

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- As of April 30, 2015, the Company had cash and cash equivalents equal to \$10.4 million.
- As of April 30, 2015, the Company had \$21.1 million in current assets and \$3.3 million in current liabilities.
- As of April 30, 2015, the Company had no outstanding indebtedness (other than accounts payable, accrued expenses and income taxes payable).

The Company's cash balances as of April 30, 2015 have been reduced by approximately \$0.7 million on May 19, 2015, and by \$2.1 million on June 5, 2015, respectively, as a result of the cash payments made in connection with the purchase of the Comp Pro Product Line and 100% of the issued and outstanding shares of Rel-Tech Electronics.

The Company does not anticipate needing material additional capital equipment in the next twelve months. In the past, the Company has financed some of its equipment and furnishings requirements through capital leases. No additional capital equipment purchases have been currently identified that would require significant additional leasing or capital expenditures during the next twelve months. Management also believes that based on the Company's current financial condition and recent operating results, as well as access to its line of credit, the Company would be able to finance its expansion, if necessary.

As part of its announced business plan, the Company may from time to time acquire other companies of product lines in the future in order to diversify its product and customer base. Any future acquisitions may require the Company to make cash payments, which payments may reduce the Company's future liquidity and capital resources.

In April 2014, the Company announced that it may repurchase up to 500,000 shares of the Company's common stock in open market transactions. The share repurchase program may be suspended or terminated at any time. As of April 30, 2015, the Company has repurchased and retired 28,828 shares pursuant to this program.

The Company used \$784,000 of cash from operating activities for the six months ended April 30, 2015. The decrease in cash from operating activities was due in part to a delay in collecting certain accounts receivables and the repayment of certain accrued expenses, which decreases were partially offset by non-cash charges, such as \$389,000 for depreciation and amortization and \$101,000 of stock-based compensation. Additionally, the Company used \$2.2 million, net of \$541,000 of cash acquired, to acquire Comnet. In addition, the Company also deposited \$300,000 into a bank escrow account for one year as security for the seller's indemnification obligations under the stock purchase agreement.

During the six-month period covered by this Quarterly Report, the Company also paid \$1.2 million of dividends to its stockholders.

As of April 30, 2015, the Company had a total of \$10.4 million of cash and cash equivalents compared to a total of \$14.7 million of cash and cash equivalents as of October 31, 2014. As of April 30, 2015, the Company had working capital of \$17.8 million and a current ratio of approximately 6.4:1.

## **Results of Operations**

### **Three Months Ended April 30, 2015 vs. Three Months Ended April 30, 2014**

Net sales for the three months ended April 30, 2015 (the “fiscal 2015 quarter”) increased by 40% or \$2.3 million to \$8.1 million from \$5.8 million for the three months ended April 30, 2014 (the “fiscal 2014 quarter”) primarily due to \$2.8 million of additional sales generated by the Company’s newly acquired Comnet subsidiary. Excluding the net sales that were generated by Comnet, the aggregate net sales of the Company’s other divisions decreased by \$0.5 million in the fiscal 2015 quarter compared to the fiscal 2014 quarter. Comnet is included in the Company’s “Custom Cabling Manufacturing and Assembly” segment, which segment now consists of Comnet and Cables Unlimited, Inc. As a result of Comnet’s addition, that segment generated \$4.3 million of sales in the fiscal 2015 quarter, an increase of \$2.6 million or 150%, compared to the fiscal 2014 quarter. However, net sales at Cables Unlimited, Inc. decreased by \$200,000 to \$1.5 million in the fiscal 2015 quarter from \$1.7 million in the fiscal 2014 quarter. Fiscal 2015 quarter sales for the RF Connector and Cable Assembly segment were flat compared to the fiscal 2014 quarter. The Medical Cabling and Interconnect segment generated net sales of \$484,000 in the fiscal 2015 quarter, a decrease of \$576,000 or 54% over the prior comparable period. The decrease in medical cabling revenue was primarily due to decreased sales to a significant customer.

The Company’s gross profit as a percentage of sales decreased by 10% to 38% during the fiscal 2015 quarter compared to 48% in the fiscal 2014 quarter primarily due to 1) the decline in higher margin sales of the Optiflex cabling solution by Cables Unlimited, 2) certain fixed manufacturing costs spread over a lower revenue base, and 3) the acquisition of Comnet. Comnet’s gross margins historically have been lower than the gross margins of the Company in general because of Comnet’s focus on higher volume and lower margin sales. Accordingly, the acquisition of Comnet is expected to reduce the Company’s aggregate gross margins in the future.



Engineering expenses increased slightly in the fiscal 2015 quarter at \$225,000 compared to \$214,000 in the fiscal 2014 quarter. The slight increase is related to salary expense related to engineering activities. Engineering expenses represent costs incurred relating to the ongoing development of new products.

Selling and general expenses increased \$346,000, or 19%, in the fiscal 2015 quarter to \$2.1 million from \$1.8 million in the comparable quarter of the prior fiscal year. The increase in selling and general expenses was primarily due to additional expenses incurred by Comnet, which expenses were not incurred in the fiscal 2014 quarter. Excluding the addition of the selling and general expenses attributable to Comnet, the selling and general expenses of the Company slightly decreased in the fiscal 2015 quarter compared to the fiscal 2014 quarter. Selling and general expenses in the fiscal 2014 quarter included stock-based compensation expense related to the acceleration of certain stock options of a former employee. However, the Company's compensation expenses in the fiscal 2015 quarter included the salaries of newly hired employees, including additional sales personnel at Cables Unlimited.

The provision for income taxes during the fiscal 2015 quarter was \$286,000 (or an effective tax rate of approximately 39%), compared to \$310,000 in the fiscal quarter 2014 (or an effective tax rate of approximately 40%). The decrease for the three months ended April 30, 2015 is due to the lower income before provision for income taxes during the period.

Income from discontinued operations, net of tax, during the fiscal 2015 quarter was \$1,000 compared to \$18,000 in the fiscal 2014 quarter. During the fiscal year ended October 31, 2013, the Company sold its RadioMobile and RF Neulink divisions and, accordingly, the results of these divisions are included in discontinued operations for all periods presented.

#### **Six Months Ended April 30, 2015 vs. Six Months Ended April 30, 2014**

Net sales for the six months ended April 30, 2015 increased by 29% or \$3.4 million to \$15.0 million from \$11.6 million for the six months ended April 30, 2014 primarily due to \$5.0 million of additional sales generated by the new Comnet subsidiary. The Company did not own Comnet in the 2014 fiscal period. Excluding the net sales that were generated by newly acquired Comnet, the aggregate net sales of the Company's other divisions decreased by \$1.6 million during the six months ended April 30, 2015 compared to the six months ended April 30, 2014. The Company's "Custom Cabling Manufacturing and Assembly" segment (which includes Comnet) generated \$7.9 million of net sales for the six months ended April 30, 2015, an increase of \$4.0 million or 100% compared to the six months ended April 30, 2014. However, net sales at Cables Unlimited, Inc. decreased to \$1.0 million for the six months ended April 30, 2015 from \$3.9 million for the six months ended April 30, 2014 due in part to a continuing decline in the sale of Cables Unlimited's Optiflex line of special purpose cables. For the six months ended April 30, 2015, the RF Connector and Cable Assembly segment had net sales of \$6.0 million, a decline of \$244,000 or 4% from net sales of \$6.3 million for the six months ended April 30, 2014. The Company believes that the decrease in net sales at the RF Connector and Cable Assembly segment is attributable to a continuing industry-wide softening of demand for RF

cable and connector products. The Medical Cabling and Interconnect segment generated net sales of \$1.1 million in the six months ended April 30, 2015, a decrease of \$400,000 or 28% over the prior year's comparable period. The decrease in medical cabling revenue was primarily due to decreased sales to a significant existing customer.

The Company's gross profit as a percentage of sales decreased by 9% to 37% during the six months ended April 30, 2015 compared to 46% in the six months ended April 30, 2014 primarily due to 1) the decline in higher margin sales of Optiflex, 2) certain fixed manufacturing costs spread over a lower revenue base, and 3) the acquisition of Comnet. Comnet's gross margins historically have been lower than the gross margins of the Company in general because of Comnet's focus on higher volume and lower margin sales. Accordingly, the acquisition of Comnet is expected to reduce the Company's aggregate gross margins in the future.

Engineering expenses decreased \$28,000 or 6% for the six months ended April 30, 2015 to \$442,000 compared to \$470,000 for the six months ended April 30, 2014 due to decreased salary expense related to engineering activities. Engineering expenses represent costs incurred relating to the ongoing development of new products.

Selling and general expenses increased \$616,000 or 16% during the six months ended April 30, 2015 to \$4.4 million from \$3.8 million in the comparable prior year period. The increase in selling and general expenses was primarily due to additional expenses of the Company's new Comnet subsidiary. Excluding the addition of the selling and general expenses attributable to Comnet, the selling and general expenses of the Company decreased in the six months ended April 30, 2015 compared to the six months ended April 30, 2014. Selling and general expenses (other than related to Comnet) decreased in the fiscal 2015 period because (i) the Company incurred certain stock-based compensation expense in 2014 related to the acceleration of certain stock options of a former employee, and (ii) of savings realized in the six months ended April 30, 2015 under a cost cutting program that decreased compensation and benefits and reduced the Company's overall headcount. These decreases in expense in the six months ended April 30, 2015 were partially offset by additional compensation and benefit expenses related to additional sales personnel at Cables Unlimited.

The provision for income taxes during the six months ended April 30, 2015 was \$264,000 (or an effective tax rate of approximately 35%) compared to \$393,000 in the comparable prior year period (or an effective tax rate of approximately 35%). The decrease for the six months ended April 30, 2015 is due to the lower income before provision for income taxes during the period.

Income from discontinued operations, net of tax, during the six months ended April 30, 2015 was \$14,000 compared to \$19,000 in the comparable prior year's period. During the fiscal year ended October 31, 2013, the Company sold its RadioMobile and RF Neulink divisions and, accordingly, the results of these divisions are included in discontinued operations for all periods presented.

### **Item 3. Quantitative and Qualitative Disclosures about Market Risk**

Nothing to report.

### **Item 4. Controls and Procedures**

The Company maintains disclosure controls and procedures (as defined in Exchange Act Rule 13a-15(e)) that are designed to assure that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosures.

In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide reasonable assurance only of achieving the desired control objectives, and management necessarily is required to apply its judgment in weighting the costs and benefits of possible new or different controls and procedures. Limitations are inherent in all control systems, so no evaluation of controls can provide absolute assurance that all control issues and any fraud have been detected.

As required by Exchange Act Rule 13a-15(b), as of the end of the period covered by this report, management, under the supervision and with the participation of our then Chief Executive Officer and our Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures. Based on this evaluation, management concluded that the Company's disclosure controls and procedures were effective as of that date.

There has been no change in the Company's internal control over financial reporting during the quarter ended April 30, 2015 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

## **Part II. OTHER INFORMATION**

### **Item 1. Legal Proceedings**

Nothing to report.

**Item 1A. Risk Factors**

The discussion of our business and operations should be read together with the risk factors contained in Item 1A of our Annual Report on Form 10-K for the fiscal year ended October 31, 2014 filed with the SEC, which describe various risks and uncertainties to which we are or may become subject. These risks and uncertainties have the potential to affect our business, financial condition, results of operations, cash flows, strategies or prospects in a material and adverse manner. There have been no material changes from the risk factors previously disclosed in the above-mentioned periodic report.

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

Nothing to report.

**Item 3. Defaults upon Senior Securities**

Nothing to report.

**Item 4. Mine Safety Disclosures**

Nothing to report.

**Item 5. Other Information**

Nothing to report.

**Item 6. Exhibits**

Exhibit  
Number

- 31.1: Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
  - 31.2: Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
  - 32.1: Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
  - 32.2: Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
  - 99.1: Press Release dated June 15, 2015 announcing the financial results for the fiscal quarter ended April 30, 2015.
- 101.INS XBRL Instance Document.
- 101.SCH XBRL Taxonomy Schema.
- 101.CALXBRL Taxonomy Extension Calculation Linkbase.
- 101.DEF XBRL Taxonomy Extension Definition Linkbase.
- 101.LABXBRL Taxonomy Extension Label Linkbase.
- 101.PRE XBRL Taxonomy Extension Presentation Linkbase.

**SIGNATURES**

In accordance with 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.

RF INDUSTRIES, LTD.

Date: June 15, 2015      By: /s/ Johnny  
Walker

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Johnny Walker

Chief Executive  
Officer

Date: June 15, 2015 By: /s/ Mark Turfler  
Mark Turfler

Chief Financial Officer