ABRAXAS PETROLEUM CORP
Form 424B5
June 20, 2014
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Filed Pursuant to Rule 424(b)(5)
Registration No. 333-188110

PROSPECTUS SUPPLEMENT
(To Prospectus dated June 13, 2013)

ABRAXAS PETROLEUM CORPORATION

10,000,000 Shares

Common Stock

We are offering 10,000,000 shares of our common stock. Our common stock is listed on The NASDAQ Stock Market under the symbol AXAS. The last reported sale price of our common stock on June 18, 2014 was $5.42 per share.

Investing in our common stock involves risks. See Risk Factors on page S-12 of this prospectus supplement, on page 2 of the accompanying prospectus and in our reports filed with the Securities and Exchange Commission which are incorporated by reference herein for a description of various risks you should consider in evaluating an investment in our shares.

	Public Offering Price	Underwriting Discounts and Commissions(1)	Proceeds, Before Expenses, to Us
Total	$ 50,000,000	$ 3,000,000	$ 47,000,000
Per Share	$ 5.00	$ 0.30	$ 4.70

(1) Please read Underwriting for a description of all underwriting compensation payable in connection with this offering.

The underwriters may also purchase up to an additional 1,500,000 shares of common stock from us at the public offering price above, less underwriting discounts and commissions, within 30 days of the date of this prospectus supplement.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities described herein or determined if this prospectus supplement or accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the shares of common stock to purchasers on or about June 24, 2014 through the book-entry facilities of The Depository Trust Company.

Joint Book-Running Managers

Stephens Inc.	**Canaccord Genuity**	**Baird**

Senior Co-Manager

Global Hunter Securities

Co-Managers

Johnson Rice & Company L.L.C.	**Ladenburg Thalmann**	**SunTrust Robinson Humphrey**
Euro Pacific Capital	**KLR Group, LLC**	**SOCIETE GENERALE**

The date of this prospectus supplement is June 18, 2014

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Prospectus Supplement

Prospectus

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of this offering of common stock, adds to and updates information contained in the accompanying prospectus and the documents incorporated by reference into this prospectus supplement. The second part, the accompanying prospectus, including the documents incorporated by reference, provides more general information about the securities we may offer from time to time, some of which may not apply to this offering. The accompanying prospectus was filed as part of our registration statement on Form S-3 (Registration No. 333-188110) with the Securities and Exchange Commission (the SEC) on May 31, 2013. Generally, when we use the term prospectus, we are referring to both parts of this document combined. We urge you to carefully read this prospectus supplement, the information incorporated by reference, the accompanying prospectus, and any free writing prospectus that we authorize to be distributed to you before buying any of the securities being offered under this prospectus supplement. This prospectus supplement may supplement, update, or change information contained in the accompanying prospectus. To the extent that any statement that we make in this prospectus supplement is inconsistent with statements made in the accompanying prospectus or any documents incorporated by reference herein or therein, the statements made in this prospectus supplement will be deemed to modify or supersede those made in the accompanying prospectus and such documents incorporated by reference herein and therein.

You should rely only on the information contained in or incorporated by reference in this prospectus supplement and the accompanying prospectus and in any written communication from us or the underwriters, including any free writing prospectus. We and the underwriters have not authorized anyone to provide you with different information. We and the underwriters are not making an offer of these securities in any state where the offer or sale is not permitted. In making an investment decision, prospective investors must rely on their own examination of us and the terms of the offering, including the merits and risks involved. None of Abraxas Petroleum Corporation, the underwriters or any of their respective representatives is making any representation to you regarding the legality of an investment decision in our common stock by you under applicable laws. You should not assume that the information provided by this prospectus supplement, the accompanying prospectus, or the documents incorporated by reference in this prospectus supplement and in the accompanying prospectus is accurate as of any date other than its respective date. Our business, financial condition, results of operations, and prospects may have changed since those dates.

Before you invest in our common stock, you should carefully read the registration statement (including the exhibits thereto) of which this prospectus supplement and the accompanying prospectus form a part, as well as this prospectus supplement, the accompanying prospectus, and the documents incorporated by reference in this prospectus supplement and the accompanying prospectus. The incorporated documents are described in this prospectus supplement under the heading Where You Can Find More Information.

When used in this prospectus supplement, the terms Abraxas, the Company, we, our and us refer to Abraxas Petroleum Corporation and its subsidiaries, unless otherwise indicated or the context otherwise requires. We have provided definitions for some of the oil and gas industry terms used in this prospectus supplement in the section entitled Glossary of Terms.

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FORWARD-LOOKING INFORMATION

We make forward-looking statements throughout this prospectus supplement, the accompanying prospectus and the documents included or incorporated by reference. Whenever you read a statement that is not a statement of historical fact (such as statements including words like believe, expect, anticipate, intend, plan, seek, estimate, cou or similar expressions), you must remember that these are forward-looking statements, and that our expectations may not be correct, even though we believe they are reasonable. The forward-looking information contained in this prospectus supplement, the accompanying prospectus or in the documents included or incorporated by reference is generally located in the material set forth under the headings Prospectus Supplement Summary, Risk Factors, Business, Properties and Management s Discussion and Analysis of Financial Condition and Results of Operations bu may be found in other locations as well. These forward-looking statements generally relate to our plans and objectives for future operations and are based upon our management s reasonable estimates of future results or trends. The factors that may affect our expectations regarding our operations include, among others, the following:

- the prices we receive for our production and the effectiveness of our hedging activities;
- our success in development, exploitation and exploration activities;
- the availability of capital;
- our ability to make planned capital expenditures;
- declines in our production of oil and gas;
- our ability to procure services and equipment for our drilling and completion activities;
- our restrictive debt covenants;
- political and economic conditions in oil producing countries, especially those in the Middle East;
- price and availability of alternative fuels;
- our acquisition and divestiture activities;
- weather conditions and events;

the proximity, capacity, cost and availability of pipelines and other transportation facilities; and

other factors discussed elsewhere in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein.

Except as otherwise required by law, we disclaim any duty to update any forward-looking statements, all of which are qualified by the statements in this section, to reflect events or circumstances after the date of this prospectus supplement. See also Where You Can Find More Information.

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PROSPECTUS SUPPLEMENT SUMMARY

This summary provides a brief overview of information contained elsewhere in or incorporated by reference into this prospectus supplement and the accompanying prospectus. Because it is abbreviated, this summary does not contain all of the information that you should consider before investing in our common stock. You should carefully read this entire prospectus supplement, the accompanying prospectus, any free writing prospectus distributed by us, as well as the financial statements and other information incorporated by reference into this prospectus supplement and the accompanying prospectus before making an investment decision, including the information presented under the headings Risk Factors and Forward-Looking Information in this prospectus supplement. All reserve information is derived from a reserve report prepared by DeGolyer and MacNaughton, an independent engineering firm, for approximately 99% of the PV-10 of our properties. The remaining reserve estimates were prepared by Abraxas personnel.

Overview

We are an independent energy company primarily engaged in the acquisition, exploration, development and production of oil and gas in the United States and Canada. At December 31, 2013, our estimated net proved reserves were 31.0 MMBoe, of which 44% were classified as proved developed, 74% were oil and NGLs and 94% of which (on a PV-10 basis) are operated by us. Our daily net production for the year ended December 31, 2013 was 4,298 Boepd, of which 64% was oil or liquids.

Our oil and gas assets are located in three operating regions in the United States (the Rocky Mountains, the Permian Basin and onshore Gulf Coast) and in the province of Alberta, Canada. The following table sets forth certain information related to our properties as of and for the year ended December 31, 2013:

				Estimated Net Proved Reserves		Net Production	
	Gross Producing Wells	Average Working Interest	Total Net Acres	(MBoe)	% Oil/NGL	(MBoe)	% Oil/NGL
Rocky Mountain	777	11.69%	51,355	10,682.7	77.7%	708.9	77.9%
Mid-Continent (1)						16.4	14.5%
Permian Basin	212	75.06%	39,909	5,885.6	42.6%	403.8	46.8%
Onshore Gulf Coast	61	93.16%	12,177	14,179.4	84.9%	404.1	57.5%
Total United States	1,050	29.22%	103,441	30,747.7	74.3%	1,533.2	63.7%
Alberta Canada	9	100.00%	29,440	221.8	48.2%	35.7	63.5%
Total	1,059	29.82%	132,881	30,969.5	74.1%	1,568.9	63.7%

(1) All Mid-Continent properties were sold in 2013.

Strategy

Our business strategy is to focus our capital and resources on our core operated basins, maintain financial flexibility and profitably grow production and reserves. Key elements of our business strategy include:

Focusing our capital and resources on our core operated basins. Our core basins consist of the Williston Basin (Bakken/Three Forks), onshore Gulf Coast (Eagle Ford shale), which primarily produce oil and liquids, and the Permian Basin and Powder River Basin, which primarily produce gas. Given the disparity that has existed during the past several years, and which continues currently, between oil and gas prices, the economics of drilling oil wells is far superior to drilling gas wells. As a result, approximately 94% of our 2014 estimated capital expenditures will be in our two primary oil basins, the Bakken/Three Forks in the Rocky Mountain region

and the Eagle Ford in South Texas. The remainder of our capital will be used on leasehold acquisitions in these core basins. As part of our efforts to focus our property portfolio, we continually market assets we deem non-core. This includes assets with low working interests, assets that are non-operated and/or assets that fall outside of our four core basins. We anticipate that any proceeds from these asset sales will be used to reduce our indebtedness and/or redeployed into our core operating basins.

Maintaining financial flexibility. Our primary sources of capital are availability under our credit facility and cash flow from operations. Beginning in July 2012 and continuing through December 2013, we sought to sell our non-core, non-operated properties. We received net proceeds of approximately $149.1 million from these sales, which allowed us to reduce borrowings under our credit facility from approximately $137.0 million at November 30, 2012 to $33.0 million at December 31, 2013. At March 31, 2014, we had approximately $70.0 million of availability under our credit facility and for the year ended December 31, 2013 and three months ended March 31, 2014, we generated approximately $51.7 million and $9.9 million of cash flow from operations, respectively.

We seek to reduce the volatility of our cash flow from operations by maintaining a significant hedging profile. We intend to deploy our available capital in a cost-effective manner. For example, we exclusively utilize PAD development drilling with our drilling rig in the Williston Basin, which allows for the drilling of up to four wells before completion operations begin. We believe this leads to substantial cost savings and efficiencies, as well as superior well performance. We also seek to operate a high percentage of our properties, which allows us to better control costs. At December 31, 2013, we operated properties comprising 94% of our proved developed reserves.

Profitably grow production and reserves. We have a substantial, low-decline legacy production base as evidenced by our over 21-year reserve life at December 31, 2013. Our capital is currently being deployed primarily into unconventional oil assets with relatively predictable production profiles. Because these wells have steep initial decline curves, the economics of these oil wells are highly dependent on both near-term commodity prices and strong operational cost control. Our cost control in all of our operated positions contributes to our history of adding low cost barrels to our production base. As evidence of production growth not being an objective, but rather the outcome of sound investment decisions, we have achieved 65% liquids growth since the first quarter of 2010 despite relatively stagnant absolute volume growth.

Our Competitive Strengths

Our management has a proven acquisition and development track record. Our executive officers average over 30 years of experience in the oil and gas industry and have demonstrated a successful track record of acquiring, developing and exploiting assets in areas where our properties are located.

We are proven operators. Our CEO, Robert L.G. Watson, founded Abraxas in 1977 and has assembled an experienced operating and technical team. Abraxas prides itself on its in house expertise specifically focused on horizontal drilling, geo-steering and hydraulic fracturing.

Exposure to oil focused resource plays. We hold core acreage positions in the Bakken/Three Forks and Eagle Ford. We believe our assets in these plays are characterized by low geological risk and repeatable drilling opportunities that we expect will result in a predictable production growth profile. Our portfolio is liquids-focused, with oil and NGLs representing 74% of our proved reserves as of December 31, 2013.

Conservative capital structure. After giving effect to this offering and the application of the net proceeds therefrom, we expect to have approximately $128.2 million of available borrowing capacity under our credit facility. We will seek to maintain financial flexibility to allow us to actively pursue our drilling, development and exploration activities

across our portfolio and maximize the present value of our oil-weighted resource potential.

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Operating control over the majority of our asset portfolio. As of December 31, 2013, we operated approximately 94% of our estimated proved reserves. We believe that our high level of operational control enables us to develop our resource base in an efficient and cost-effective manner. In addition, our operated positions are held by production, which enables us to better manage the pace of development and allocate our capital expenditures to our highest return projects.

Properties

Our properties are located in the Rocky Mountain, Permian Basin and onshore Gulf Coast regions of the United States and in the province of Alberta, Canada.

Rocky Mountain Williston Basin Bakken/Three Forks

We acquired our leasehold position in the Williston Basin principally through a producing property acquisition in January 2008 from St. Mary Land & Exploration, now known as SM Energy Company. In August 2013, we divested the majority of our non-operated interests in the Bakken/Three Forks play for $35.3 million. In November 2013, we divested additional non-core operated acreage in McKenzie County, North Dakota and Richland County, Montana for $10.6 million. Our current position consists of 4,457 net acres, most of which is focused on our North Fork and Lillibridge prospects in McKenzie County, North Dakota. We intend to continue to acquire long-term leases in areas in which we own a concentrated interest, or in drilling units where we can increase our working interest relatively inexpensively.

Through May 2014, we have drilled and completed 16 wells on our North Fork and Lillibridge prospects. At current spacing, we believe we have an additional 17 wells that can be drilled. We are currently in the process of drilling a four-well Middle Bakken downspacing test on our Ravin West pad. Abraxas budget for 2014 currently includes $54.5 million for up to eight gross operated horizontal wells targeting the Bakken/Three Forks formation. Gross drilling and completion costs for a horizontal well in this formation are estimated at $8.5 million and, based on our independent reserve report, net ultimate estimated recoveries are 434 MBoe (77% oil).

Gulf Coast Eagle Ford

Abraxas acquired the majority of its original leasehold position in the Eagle Ford through our legacy activity targeting the Edwards formation in DeWitt and Lavaca Counties, Texas.

Initial Properties. In August 2010, we entered into a joint venture with Rock Oil to develop interests in the Eagle Ford play in South Texas. Abraxas drilled the joint venture s first well in the fall of 2010 in Dewitt County, Texas. The joint venture subsequently acquired more acreage and drilled its first well in McMullen County in 2011 the first well in Abraxas successful WyCross development. Abraxas received $6.0 million in cash, a 100% working interest at Yoakum and Jourdanton and a 25% working interest at WyCross and Nordheim in connection with the joint venture s dissolution in August 2012. Late in 2012, we monetized our Nordheim (Dewitt County) assets for net proceeds of $18.8 million and added a rig to start a development program on the WyCross assets. In late 2013, our former partner sold its Wycross interests to a third party which had the right to take over operations. As a non-operated property, this asset became non-core to us and we monetized our interest in December 2013 for proceeds of $73 million.

In 2014, Abraxas has been actively acquiring leases and focusing on three core prospects in the Eagle Ford: the Cave Prospect, Dilworth East Prospect and Jourdanton Prospect.

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Cave Prospect. The Cave Prospect consists of approximately 411 net acres in McMullen County, Texas on which Abraxas holds a 100% working interest. Abraxas acquired the leases in 2013 based on a geologic interpretation of the area that showed that the area was analogous to the WyCross prospect. In December 2013, Abraxas spud its first well on the Cave Prospect, the Dutch 2H. The well exhibited very strong performance, averaging 1,093 boepd (924 barrels of oil per day, 1,012 mcf of gas per day) over its first 30 full days of production. Given the strong well performance of the Dutch 2H, Abraxas elected to drill the Dutch 1H, which is currently being fracture stimulated. Abraxas budget for 2014 currently includes $46.3 million for four gross operated horizontal wells targeting the Cave prospect. Gross drilling and completion costs for a horizontal well are estimated at $11.1 million and, based on our independent reserve report, net ultimate estimated recoveries are 584 MBoe (83% oil).

Dilworth East Prospect. The Dilworth East Prospect consists of approximately 440 net acres in McMullen County, Texas on which Abraxas holds a 100% working interest. Abraxas acquired a 440 acre lease in 2013 based on a strong geologic interpretation of the area. Abraxas completed its first well on the Dilworth East Prospect, the R. Henry 2H, in June 2014. Abraxas budget for 2014 currently includes $16.5 million for up to two gross operated horizontal wells targeting the Dilworth East Prospect. Gross drilling and completion costs for a horizontal well are estimated at $8.5 million and, based on our independent reserve report, net ultimate estimated recoveries are 286 MBoe (42% oil).

Jourdanton Prospect. The Jourdanton Prospect consists of approximately 7,433 net acres in Atascosa County, Texas on which Abraxas holds a 100% working interest. Abraxas acquired the leases beginning in 2010, targeting an analogous geologic environment to a competitor s leasehold in the Karnes trough, which exhibited very strong well performance and sits in the up-dip portion of the Eagle Ford between two faults, known as a graben, where the Eagle Ford is thicker. In 2011, the prospect was part of a joint venture, which drilled its first well, the Grass Farms 1H. The well exhibited a modest 30-day production rate of around 100 boepd and the joint venture chose to focus its efforts in other areas of the Eagle Ford. As a result of the dissolution, Abraxas acquired a 100% working interest across the acreage and elected to shoot 3D seismic. After interpreting the 3D seismic data, it was determined that the Grass Farms 1H crossed a fault and was actually not in zone. Abraxas then elected to drill a second well at Jourdanton to fully test the concept in the Blue Eyes 1H. The Blue Eyes was completed in December 2013 and averaged 527 boepd over its highest 30 days of production. Abraxas then drilled and completed the Snake Eyes 1H, Spanish Eyes 1H, and Eagle Eyes 1H. The Snake Eyes averaged 759 boepd (701 barrels of oil per day, 343 mcf of gas per day) over the wells highest 30 full days of production. The Spanish Eyes 1H averaged 203 boepd (190 barrels of oil per day, 81 mcf of gas per day) over the well s highest 30 days of production. The Eagle Eyes 1H averaged 221 boepd (204 barrels of oil per day, 102 mcf of gas per day) over the well s most recent 23 days of production. Abraxas has approximately 90 net locations at current spacing remaining to be drilled on the Jourdanton Prospect. Abraxas budget for 2014 currently includes $62 million for up to eight gross operated horizontal wells targeting the Jourdanton Prospect. Gross drilling and completion costs for a horizontal well are estimated at $7.5 million and, based on our independent reserve report, net ultimate estimated recoveries are 296 MBoe (87% oil).

Powder River Basin Turner

Abraxas holds approximately 21,733 net acres in the Powder River Basin. Development to date has been focused primarily on the Turner formation. In March 2012, Abraxas completed the Hedgehog 2H on the Porcupine Prospect, which has been a very strong performer, as evidenced by its cumulative production of 198 MBoe (29% oil) over its first 23 months. We have approximately 50 gross (13.1 net) probable locations to drill in the Porcupine Prospect. Our budget for 2014 does not allocate any capital to the Powder River Basin-Turner formation.

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Legacy Properties Permian Basin and Williston Basin. Abraxas has a substantial base of conventional legacy oil and gas assets primarily in the Permian Basin of Texas and Williston Basin in North Dakota. Our legacy properties in the Permian Basin region are primarily located in two sub-basins, the Delaware Basin and the Eastern Shelf. In the Delaware Basin, our wells are located in Pecos, Reeves, and Ward Counties, Texas and produce oil and gas from multiple stacked formations from the Bell Canyon at 5,000 feet down to the Ellenburger at 16,000 feet. In the Eastern Shelf, our wells are principally located in Coke, Scurry, Mitchell and Nolan Counties, Texas and produce oil and gas from the Strawn Reef formation at 5,000 to 7,500 feet and oil from the shallower Clearfork formation at depths ranging from 2,300 to 3,300 feet. On our legacy properties in the Williston Basin, our wells are principally located in North Dakota and Montana and produce oil and gas from the Madison, Duperow and Red River from 7,000 to 16,000 feet.

At December 31, 2013, Abraxas owned an interest in 1,059 gross (316 net) wells, for an average working interest of 29.8%. Abraxas estimated net proved reserves were 31.0 MMBoe at December 31, 2013, of which 44% were classified as proved developed and 74% were oil or liquids. Abraxas net production for the year ended December 31, 2013 was 1,569 MBoe, or 4,298 Boepd, of which 64% was oil or liquids and its net production for the three months ended March 31, 2014 was 377 MBoe, or 4,189 Boepd, of which 71% was oil or liquids.

During 2013, we sold certain properties, principally non-core, non-operated assets, to generate cash for debt repayment and to accelerate our drilling program. We sold properties for total net proceeds of approximately $127.5 million to numerous buyers at various auctions and in several marketed transactions. In total, these properties produced approximately 1,100 Boepd as of the effective date of each transaction, and had approximately 9.1 million Boe of proved reserves at December 31, 2012. The net proceeds were used to repay outstanding borrowings under the Company s credit facility, to accelerate capital expenditures primarily in the Bakken and Eagle Ford regions and for general corporate purposes.

For more information on our business and properties, please refer to our Annual Report on Form 10-K for the year ended December 31, 2013, which we refer to as our 2013 10-K, which is incorporated by reference in this prospectus supplement.

2014 Budget

We set our initial 2014 capital expenditure budget in December 2013 at $105 million, an 11% increase over 2013. In March 2014, we increased this capital expenditure budget to $125 million to drill an incremental six wells at our Jourdanton prospect as well as for additional leasing in the Eagle Ford. In June 2014, we increased our capital expenditure budget to $160 million to drill an incremental three wells in the Eagle Ford. The recent increase in the borrowing base under our credit facility to $162.5 million enabled our board to increase our capital budget for 2014 to $190 million. While we believe we can fund our capital budget with borrowings under our credit facility and cash flow from our operations, among other potential sources of capital, in order to maintain our conservative capital structure, we expect to use the net proceeds from this offering, borrowings under our credit facility and cash flow from operations to fund our capital expenditures. We intend to accelerate our 2014 drilling program on both our Bakken and Eagle Ford properties, as well as add leased acreage in the Eagle Ford.

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The 2014 capital expenditure budget is subject to change depending upon a number of factors, including the availability of drilling equipment and personnel, economic and industry conditions at the time of drilling, prevailing and anticipated prices for oil and gas, the availability of sufficient capital resources for drilling prospects, our financial results, the availability of leases on reasonable terms and our ability to obtain permits for drilling locations. Our 2014 capital expenditures budget is as follows (in millions):

	Year Ending December 31, 2014 (in millions)
Williston Basin/Bakken/Three Forks	$ 54.5
Gulf Coast/Eagle Ford	125.0
Other/Leasing	10.5
Total	$ 190.0

Recent Developments

Eagle Ford Activity. Abraxas board of directors recently approved an increase in the Company s 2014 capital budget to $190 million. The increase in the capital budget (a total of $65 million since January 2014) will be used to maintain a one rig program for the remainder of 2014 in the Eagle Ford and for additional Eagle Ford acreage acquisitions. The current plan includes drilling the remaining two wells on the company s Cave prospect, drilling one additional well on the company s Dilworth East prospect and drilling three additional wells on the company s Jourdanton prospect.

Financial Update. Abraxas lenders recently increased the borrowing base of our credit facility to $162.5 million from $130 million. In connection with this redetermination, the existing credit facility terms were modified to extend the maturity to June 30, 2018, reduce the interest rate by 50 basis points across the usage grid and reduce the commitment fees to 37.5 basis points when utilization is less than 50%.

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THE OFFERING

Common stock offered by us	10,000,000 shares; 11,500,000 shares if the underwriters exercise in full their option to purchase additional shares
Common stock to be outstanding after this offering	103,830,736 shares; 105,330,736 shares if the underwriters exercise in full their option to purchase additional shares
Use of proceeds	We estimate that we will receive net proceeds from this offering of approximately $46.7 million after deducting underwriting discounts and commissions and estimated offering expenses, or approximately $53.8 million if the underwriters exercise the option in full to purchase additional shares. We intend to use the net proceeds from this offering (including any proceeds from the exercise of the underwriters option to purchase additional shares) to accelerate our 2014 drilling program on both our Bakken and Eagle Ford properties, acquire additional leased acreage primarily in the Eagle Ford, repay indebtedness outstanding under our credit facility and for general corporate purposes. See Use of Proceeds included elsewhere in this prospectus supplement.
NASDAQ Stock Market Symbol	AXAS
Dividend policy	We currently anticipate that we will retain all future earnings, if any, to finance the growth and development of our business. We do not intend to pay cash dividends in the foreseeable future. In addition, our credit facility prohibits us from paying dividends and making other distributions.
Risk factors	We are subject to a number of risks that you should carefully consider before deciding to invest in our common stock. These risks are discussed more fully in Risk Factors in this prospectus supplement, the prospectus and the documents incorporated by reference in this prospectus supplement, as the same may be updated in our reports filed with the SEC.

The number of shares to be outstanding after this offering is based on 93,830,736 shares of our common stock outstanding as of June 18, 2014 and excludes 6,038,006 shares that may be issued pursuant to outstanding stock options (of which 4,104,565 shares were vested at June 18, 2014).

Unless otherwise indicated, the information in this prospectus supplement assumes that the underwriters will not exercise their option to purchase additional shares.

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Summary Financial Data

The following table presents summary historical financial data for the periods and as of the dates indicated. The following table should be read in conjunction with Selected Financial Data, Management s Discussion and Analysis of Financial Condition and Results of Operations, and the financial statements and related notes appearing in our 2013 10-K and our Quarterly Report on Form 10-Q for the three months ended March 31, 2014, each of which is incorporated by reference into this prospectus supplement. The summary historical financial data as of December 31, 2012 and 2013 and for the years ended December 31, 2011, 2012 and 2013 have been derived from the audited consolidated financial statements of Abraxas incorporated by reference in this prospectus supplement. The summary historical financial data as of December 31, 2011 has been derived from the audited consolidated financial statements of Abraxas, which are not included or incorporated by reference in this prospectus supplement. The summary historical financial data as of March 31, 2014 and for the three months ended March 31, 2013 and 2014 are derived from the unaudited condensed consolidated financial statements incorporated by reference in this prospectus supplement. Our financial condition and results of operations include all of our subsidiaries. Our historical results are not necessarily indicative of results that may be expected for any future period.

	Historical				
	Year Ended December 31,			Three Months Ended March 31,	
	2011	2012	2013	2013	2014
				(unaudited)	
	(In thousands, except per share data)				
Total operating revenue	$ 64,622	$ 68,573	$ 94,331	$ 21,196	$ 25,893
Operating Cash and Expenses:					
Lease operating and production taxes	21,581	24,806	25,361	6,462	5,892
Production taxes	5,766	6,613	8,510	1,927	2,204
Depreciation, depletion and amortization	16,194	23,016	26,632	6,509	7,635
Impairment		19,774	6,025		
General and administrative	9,433	10,712	12,876	2,530	2,823
Other income (expense):					
Net interest expense	4,891	5,516	4,577	1,207	608
Amortization of deferred financing fees	1,762	937	1,367	333	348
(Gain) loss on sale of properties			(33,377)		
Realized loss on derivative contracts	676	459	5,035	925	734
Unrealized loss (gain) on derivative contracts	(7,476)	(2,669)	(2,561)	621	945
Earnings from equity method investment	(2,187)	(2,207)			
Other	316	97	539	87	
Income (loss) before income tax	$ 13,666	$ (18,481)	$ 39,347	$ 595	$ 4,704
Income tax benefit (expense)	77	(310)	(700)		
Net income (loss)	$ 13,743	$ (18,791)	$ 38,647	$ 595	$ 4,704
Net income (loss) per common share:					
Basic	$ 0.15	$ (0.20)	$ 0.42	$ 0.01	$ 0.05
Diluted	$ 0.15	$ (0.20)	$ 0.41	$ 0.01	$ 0.05

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	Historical									
	Year Ended December 31,			Three Months Ended March 31,						
	2011	2012	2013	2013	2014					
	(In thousands)			(unaudited)						
Cash flow data:										
Net cash provided by operating activities	$ 24,495	$ 51,375	$ 51,654	$ 9,913	$ 2,424					
Net cash used in investing activities	(70,555)	(47,003)	32,486	(17,773)	7,134	47	6,129	64	1,005	16
Income (loss) from operations	2,459	16	(580)	(6)	3,039	524				
Interest and other income	133	1	15		118	787				
Provision (benefit) for income taxes	1,000	7	(220)	(2)	1,220	555				
Net income (loss)	$ 1,592	11%	$ (345)	(4)%	$ 1,937	561%				

Thirteen weeks ended June 24, 2005 and June 25, 2004

Revenue. For the thirteen weeks ended June 24, 2005, revenue increased $5.5 million, or 58%, to $15.1 million from $9.6 million for the thirteen weeks ended June 25, 2004. Revenue in the prior year was significantly impacted by the Company s decision to eliminate quarter-end discounts on large volume purchases by its distribution partners. Sales of single use test cassettes increased $5.2 million, or 68%, from $7.7 million for the thirteen weeks ended June 25, 2004 to $12.9 million for the thirteen weeks ended June 24, 2005. Revenue from sales of our LDX analyzer decreased $41,000, or 7%, to $577,000 for the thirteen weeks ended June 24, 2005 from $618,000 for the thirteen weeks ended June 25, 2004. Revenue from sales of our GDX analyzer and related products remained fairly consistent at $422,000 for the thirteen weeks ended June 24, 2005 compared to $475,000 for the thirteen weeks ended June 25, 2004.

For the thirteen weeks ended June 24, 2005, domestic revenue increased $5.3 million, or 69%, to $13.0 million from $7.7 million for the thirteen weeks ended June 25, 2004. Most of the domestic increase related to revenue from single use test cassettes, which increased 77% or $4.9 million from the prior year period. Domestic LDX revenue increased $151,000, or 51%, to $448,000 for the thirteen weeks ended June 24, 2005 from $297,000 for the thirteen weeks ended June 25, 2004. Domestic revenue for our GDX Analyzer and related single use test cartridges decreased $27,000, or 7%, to $361,000 for the thirteen weeks ended June 24, 2005 from $388,000 for the thirteen weeks ended June 25, 2004.

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International revenue increased $166,000, or 9%, to $2.0 million for the thirteen weeks ended June 24, 2005 from $1.9 million for the thirteen weeks ended June 25, 2004. The revenue increase resulted from the sale of single use test cassettes which increased $328,000, or 25%, to $1.6 million for the thirteen weeks ended June 24, 2005 compared to $1.3 million for the thirteen weeks ended June 25, 2004. This was offset by a $191,000 decrease in international LDX revenue during the same period. Additionally, international revenue for our GDX and related single use test cartridges decreased $27,000, or 30%, to $62,000 for the thirteen weeks ended June 24, 2005 from $89,000 for the thirteen weeks ended June 25, 2004.

Cost of Revenue. Cost of revenue includes direct labor, direct material, overhead and royalties. Cost of revenue increased $1.5 million, or 37%, to $5.5 million for the thirteen weeks ended June 24, 2005 from $4.0 million for the thirteen weeks ended June 25, 2004. Most of the increase related to increased unit volume of products sold. Gross margins were 64% and 58% for the thirteen weeks ended June 24, 200 and June 25, 2004, respectively. The improvement in gross margin was driven by an increase in the average selling price of products in the LDX analyzer business and increase in test cassette volume. During the thirteen weeks ended June 24, 2005, 86% of revenue was derived from cassette sales compared to 80% for the thirteen weeks ended June 25, 2004.

Sales and Marketing Expenses. Sales and marketing expenses include salaries, commissions, bonuses, travel and expenses for outside services related to marketing programs. Sales and marketing expenses increased $528,000, or 19%, to $3.3 million for the thirteen weeks ended June 24, 2005 from $2.8 million for the thirteen weeks ended June 25, 2004. The increase was mainly attributable to increased headcount, higher commissions and trade show participation. As a percent of total revenue, sales and marketing expenses decreased to 22% for the thirteen weeks ended June 24, 2005 from 29% for the thirteen weeks ended June 25, 2004. Over the balance of the fiscal year, we expect sales and marketing expenses to remain consistent with first quarter levels as a percentage of total revenue.

Research and Development Expenses. Research and development expenses include salaries, bonuses, expenses for professional consulting services, supplies and depreciation of capital equipment. Research and development expenses increased $165,000, or 18%, to $1.1 million for the thirteen weeks ended June 24, 2005 from $902,000 for the thirteen weeks ended June 25, 2004. The increase was mainly attributable to an increase in headcount relating to the development of new products. As a percent of total revenue, research and development expenses decreased to 7% for the thirteen weeks ended June 24, 2005 from 9% for the thirteen weeks ended June 25, 2004. Over the balance of the fiscal year, we expect research and development expenses to further increase as a percentage of total revenue as we prepare new products for the marketplace.

General and Administrative Expenses. General and administrative expenses include compensation, benefits and expenses for outside professional services, including information services, legal and accounting. General and administrative expenses increased $312,000, or 13%, to $2.7 million for the thirteen weeks ended June 24, 2005 from $2.4 million for the thirteen weeks ended June 25, 2004. The increase was mainly attributable to an increase in headcount and higher fees for outside professional services and consulting, including legal and accounting, due to costs of compliance activities related to the Sarbanes-Oxley Act of 2002. These increases were partially offset by lower insurance premiums and decreased recruiting fees. As a percent of total revenue, general and administrative expenses decreased to 18% for the thirteen weeks ended June 24, 2005 from 26% for the thirteen weeks ended June 25, 2004. Over the balance of the fiscal year, we expect general and administrative expenses to remain consistent with first quarter levels.

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Interest and Other Income, Net. Interest and other income, net, reflects income from the investment of cash balances and marketable securities, less the fees charged by financial institutions. Interest income, net of expenses, increased $118,000, or 787%, to $133,000 for the thirteen weeks ended June 24, 2005 from $15,000 for the thirteen weeks ended June 25, 2004. The increase was primarily attributable an increase in cash and marketable securities and interest rates from the prior year.

Income Taxes. For the thirteen weeks ended June 24, 2005, we recognized a provision for income taxes of $1 million, compared to an income tax benefit of $220,000 for the thirteen weeks ended June 25, 2004. The provision was related to the pretax income of $2.6 million.

Liquidity and Capital Resources

Cash flow information for the thirteen weeks ended June 24, 2005 and June 25, 2004 was as follows (in thousands):

	June 24, 2005	**June 25, 2004**
Cash, cash equivalents, marketable securities and long-term investments	$34,681	$25,460
Net cash provided by operating activities	1,723	2,313
Net cash used in investing activities	(997)	(2,688)
Net cash provided by financing activities	301	649
Net increase in cash and cash equivalents	$ 1,027	$ 274

We have financed our operations primarily through the sale of equity securities, including employee stock option exercises, and net cash provided by operations. From our inception to June 24, 2005, we have raised $87.6 million in net proceeds from equity financings. In addition to these amounts, we have available a $4.0 million revolving bank line of credit agreement which was renewed in September 2004 and will expire in September 2006. While the agreement is in effect, we are required to deposit assets with a collective value, as defined in the line of credit agreement, equivalent to no less than 100% of the outstanding principal balance. Amounts outstanding under the line of credit bear interest at either our choice of 0.5% below the bank s prime rate or 1.75% above the LIBOR rate, depending on the payment schedule. There are currently no amounts outstanding under this line of credit and as a result, there were no limitations on our deposited assets.

Cash Provided by Operating Activities. The net cash provided by operations of $1.7 million for the thirteen weeks ended June 24, 2005 was primarily attributable to net income of $1.6 million and $1.5 million of non-cash adjustments including depreciation. A $1.4 million increase in working capital, other than cash, resulted from decreases in accounts payable and accrued liabilities, accrued payroll and benefits, and other liabilities. Accounts receivable and prepaid and other current assets also decreased $894,000 which was offset by a $247,000 increase in inventories.

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The net cash provided by operations of $2.3 million for the thirteen weeks ended June 25, 2004 was primarily attributable to decreased working capital other than cash. Reductions to accounts receivable, prepaid expenses and notes receivable combined with increased trade payables and accrued payroll provided $3.6 million of cash. This was offset by a net loss, non-cash adjustments and increased inventory which resulted in a $1.3 million use of cash. The reduction in accounts receivable related primarily to the decline in revenue during the fiscal quarter.

Cash Provided by (Used in) Investing Activities. Investing activities resulted in the net use of $1.0 million of cash during the thirteen weeks ended June 24, 2005. Spending on additional manufacturing equipment, facilities improvements and software accounted for $877,000 of capital improvements, as well as a $120,000 purchase of marketable securities during the period. Over the remainder of the current fiscal year, we intend to spend approximately $3.7 million on additional capital expenditures for production equipment and other long lived assets.

Investing activities resulted in the net use of $2.7 million of cash during the thirteen weeks ending June 25, 2004. Spending on additional manufacturing equipment and software accounted for $965,000 of capital improvements and we made a $1.7 million purchase of marketable securities during the period.

Cash Provided by Financing Activities. Cash provided by financing activities for both the thirteen weeks ended June 24, 2005 and June 25, 2004 related to the issuance of common stock pursuant to the employee stock incentive plans. We raised $301,000 and $695,000 from the incentive programs for the thirteen weeks ended June 24, 2005 and June 25, 2004, respectively.

Critical Accounting Policies

Our discussion and analysis of our financial condition and results of operations are based upon our financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of financial statements requires management to make estimates and judgments that affect the reported amounts of assets and liabilities, revenue and expenses and disclosures at the date of the financial statements. On an ongoing basis, we evaluate our estimates, including those related to accounts receivable, inventories and income taxes. We use authoritative pronouncements, historical experience and other assumptions as the basis for making estimates. Actual results could differ from these estimates.

We have made no changes to our critical accounting policies from those described in our most recent Annual Report on Form 10-K. For a description of critical accounting policies, please refer to the Annual Report on Form 10-K for the fiscal year ended March 25, 2005.

Recent Accounting Pronouncements

We reviewed the current accounting literature and determined there are no recent pronouncements that will have a material impact on our financial statements.

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Factors Affecting Future Operating Results

We have a history of operating losses and fluctuating operating results, which may result in the market price of our common stock declining

Our revenue and operating results have varied significantly from quarter to quarter in the past and may continue to fluctuate in the future. As of June 24, 2005, we had an accumulated deficit of $23.1 million. We recorded a net profit of $4.9 million for fiscal year 2003, a net profit of $8.7 million for fiscal year 2004, and a net profit of $4.1 million for fiscal year 2005. The following are some of the factors that could cause our revenue, operating results and margins to fluctuate significantly from quarter to quarter:

the timing and level of market acceptance of the LDX System and the GDX System;

manufacturing problems, efficiencies, capacity constraints or delays;

the timing of the introduction, availability and market acceptance of new tests and products;

changes in demand for our products based on changes in third-party reimbursement policies, changes in government regulation and other factors;

product pricing and discounts;

the timing and level of expenditures associated with research and development activities;

the timing, establishment and maintenance of strategic distribution arrangements and the success of the activities conducted under such arrangements;

the timing of significant orders from, and shipments to, customers;

competition from diagnostic companies with greater financial capital and resources;

costs and timing associated with business development activities, including potential licensing of technologies or intellectual property rights;

additions or departures of our key personnel;

promotional program spending by both domestic and European pharmaceutical companies;

variations in the mix of products sold; and

litigation or the threat of litigation.

These and other factors are difficult to predict and could have a material adverse effect on our business, financial condition and operating results. Fluctuations in quarterly demand for our products may cause our manufacturing operations to fluctuate in volume, increase uncertainty in operational planning and/or affect cash flows from operations. We commit to many of our expenses in advance, based on our expectations of future business needs. These costs are largely fixed in the short-term. As a result, when business levels do not meet expectations, our fixed costs will not be recovered and we will experience losses. This situation is likely to result in the future because of the variability and unpredictability of our revenue. This also means that our results will likely not meet the expectations of public market security analysts or investors at one time or another, which may result in the market price of our common stock declining.

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Our business depends on our ability to protect our proprietary technology through patents and other means and to operate without infringing the proprietary rights of others

Our success depends in part on our ability to develop and maintain the proprietary aspects of our technology and operate without infringing the proprietary rights of others. We have ten United States patents, one German patent and have filed patent applications relating to our technology internationally under the Patent Cooperation Treaty and individual foreign patent applications. The risks of relying on the proprietary nature of our technology include:

- our pending patent applications may not result in the issuance of any patents, or, if issued, such patents may not offer protection against competitors with similar technology;
- our patents may be challenged, invalidated or circumvented in the future, and the rights created under our patents may not provide a competitive advantage;
- competitors, many of whom have substantially greater resources than us and have made substantial investments in competing technologies, may seek to apply for and obtain patents covering technologies that are more effective than ours. This could render our technologies or products obsolete or uncompetitive or could prevent, limit or interfere with our ability to make, use or sell our products either in the United States or in international markets;
- the medical products industry has been characterized by extensive litigation regarding patents and other intellectual property rights; and
- an adverse determination in litigation or interference proceedings to which we may become a party could subject us to significant liabilities to third parties or require us to seek licenses from third parties, which may not be available on commercially reasonable terms or at all.

We may in the future become subject to patent infringement claims and litigation or interference proceedings conducted in the United States Patent and Trademark Office to determine the priority of inventions. Litigation may also be necessary to enforce any patents issued to us, to protect our trade secrets or know-how or to determine the enforceability, scope and validity of the proprietary rights of others. The defense and prosecution of intellectual property suits, patent interference proceedings and related legal and administrative proceedings are both costly and time consuming and will likely result in substantially diverting the attention of technical and management personnel from our business operations. We may also be subject to significant damages or equitable remedies regarding the development and sale of our products and operation of our business.

For example, in fiscal year 2004, we entered into a settlement agreement and license agreement with Roche, which settled all existing patent litigation between the parties on a worldwide basis. As a part of the settlement, we pay Roche an ongoing royalty and Roche granted an irrevocable, non-exclusive, worldwide license to us for its patents related to HDL cholesterol. In addition, the parties also agreed upon a mechanism for the resolution of future patent infringement disputes. We believe that any such dispute resolution will confirm that our HDL cholesterol test cassette, currently under development, does not infringe Roche s patents. If however, upon the resolution of any such dispute, it is ultimately determined that our new HDL cholesterol test cassette is covered by Roche s patents, we will pay Roche the same ongoing royalty.

We rely on trade secrets, technical know-how and continuing invention to develop and maintain our competitive position. Others may independently develop substantially equivalent proprietary information and techniques or otherwise gain access to our trade secrets or disclose such technology. We may also be unable to adequately protect our trade secrets, or be capable of protecting our rights to our trade secrets.

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We depend on technology that we license from others, which may not be available to us in the future and would prevent us from introducing new products and harm our business

Our current products incorporate technologies that are the subject of patents issued to, and patent applications filed by, others. We have obtained licenses for certain of these technologies. We may in the future be required to negotiate to obtain licenses for new products. Some of our current licenses are subject to rights of termination and may be terminated. Our licensors may not abide by their contractual obligations and, as a result, may limit the benefits we currently derive from their licenses. We may be unable to renegotiate or obtain licenses for technology patented by others on commercially reasonable terms, or at all. We also may be unable to develop alternative approaches if we are unable to obtain licenses. Our future licenses may also not be adequate for the operation of our business. Failure to obtain, maintain or enforce necessary licenses on commercially reasonable terms or to identify and implement alternative approaches could prevent us from introducing our products and severely harm our business.

Our stock price has been highly volatile and is likely to continue to be volatile, which could result in substantial losses for investors

The market price of our common stock has in the past been, and in the future is likely to be, highly volatile. For example, between June 25, 2004 and June 24, 2005, the price of our common stock, as reported on the NASDAQ National Market System, has ranged from a low of $6.39 to a high of $13.20. These fluctuations could result in substantial losses for investors. Our stock price may fluctuate for a number of reasons including:

quarterly variations in our operating results;

litigation or threat of litigation;

developments in or disputes regarding patent or other proprietary rights;

announcements of technological or competitive developments by us and our competitors;

regulatory developments regarding us or our competitors;

changes in the current structure of the healthcare financing and payment systems;

our failure to achieve, or changes in, financial estimates by securities analysts and comments or opinions about us by securities analysts or major shareholders;

stock market price and volume fluctuations, which have particularly affected the market prices for medical products and high technology companies and which are often been unrelated to the operating performance of such companies; and

general economic, political and market conditions.

With the advent of the internet, new avenues have been created for the dissemination of information. We do not have control over the information that is distributed and discussed on electronic bulletin boards and investment chat rooms. The motives of the people or organizations that distribute such information may not be in our best interest or in the interest of our shareholders. This, in addition to other forms of investment information, including newsletters and research publications, could result in a significant decline in the market price of our common stock.

In addition, stock markets have from time to time experienced extreme price and volume fluctuations. The market prices for diagnostic product companies have been affected by these market

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fluctuations and such effects have often been unrelated to the operating performance of such companies. These broad market fluctuations may cause a decline in the market price of our common stock.

Securities class action litigation is often brought against a company after a period of volatility in the market price of its stock. This type of litigation has been brought against us in the past and could be brought against us in the future, which could result in substantial expense and damage awards and divert management s attention from running our business.

If third-party reimbursement for use of our products is eliminated or reduced, our sales will be greatly reduced and our business may fail

In the United States, healthcare providers that purchase products such as the LDX System and the GDX System generally rely on their patients healthcare insurers, including private health insurance plans, federal Medicare, state Medicaid and managed care organizations, to reimburse all or part of the cost of the procedure in which the product is being used. We will be unable to successfully market our products if their purchase and use is not subject to reimbursement from government health authorities, private health insurers and other third-party payors. If this reimbursement is not available or is limited, healthcare providers will be much less likely to use our products, our sales will be greatly reduced and our business may fail.

There are current conditions in the healthcare industry that increase the possibility that third-party payors may reduce or eliminate reimbursement for tests using our products in certain settings. These conditions include:

- third-party payors are increasingly scrutinizing and challenging the prices charged for both existing and new medical products and services;
- healthcare providers are moving toward a system in which employers are requiring participants to bear a greater burden of the cost of their healthcare benefits which could result in fewer elective procedures, such as the use of our products for diagnostic screening;
- general uncertainty regarding what changes will be made in the reimbursement methods used by third-party payors and how that will affect the use of products such as ours, which may deter healthcare providers from adopting the use of our products; and
- an overall escalating cost of medical products and services has led to and will continue to lead to increased pressures on the healthcare industry, both domestic and international, to reduce the cost of products and services, including products offered by us.

Market acceptance of our products in international markets is also dependent, in part, on the availability of reimbursement or funding, as the case may be, within prevailing healthcare systems. Reimbursement, funding and healthcare payment systems in international markets vary significantly by country and include both government sponsored healthcare and private insurance. Third-party reimbursement and coverage may not be available or adequate in either the United States or international markets, and current reimbursement or funding amounts may be decreased in the future. Also, future legislation, regulation or reimbursement policies of third-party payors may adversely affect demand for our products or our ability to sell our products on a profitable basis. Any of these events could materially harm our business.

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If the healthcare system in the United States undergoes fundamental change, these changes may harm our business

We believe that the healthcare industry in the United States is likely to undergo fundamental changes due to current political, economic and regulatory influences. We anticipate that Congress, state legislatures and the private sector will continue to review and assess alternative healthcare delivery and payment systems. Potential alternatives include mandated basic healthcare benefits, controls on healthcare spending through limitations on the growth of private health insurance premiums and Medicare and Medicaid spending, the creation of large insurance purchasing groups, price controls and other fundamental changes to the healthcare delivery system. We expect legislative debate to continue in the future and for market forces to demand reduced costs. We cannot predict what impact the adoption of any federal or state healthcare reform measures, future private sector reform or market forces may have on our business. Any changes in the healthcare system could potentially have extremely negative effects on our business.

We depend on distributors to sell our products and failure to successfully maintain these relationships could adversely affect our ability to generate revenue

To increase revenue and achieve sustained profitability, we will have to successfully maintain our existing distribution relationships and develop new distribution relationships. We depend on our distributors to assist us in promoting market acceptance of the LDX System and the GDX System. However, we may be unable to enter into and maintain new arrangements on a timely basis, or at all. Even if we do enter into additional distributor relationships, those distributors may not devote the resources necessary to provide effective sales and marketing support to our products. In addition, our distributors sell products offered by our competitors. If our competitors offer our distributors more favorable terms or have more products available to meet their needs or utilize the leverage of broader product lines sold through the distributor, those distributors may de-emphasize or decline to carry our products. In addition, our distributors order decision-making process is complex and involves several factors, including end-user demand, warehouse allocation and marketing resources, which can make it difficult to accurately predict total sales for the quarter until late in the quarter. In order to keep our products included in distributors marketing programs, in the past we have provided promotional goods or made short-term pricing concessions. The discontinuation of promotional goods or pricing concessions could have a negative effect on our business. Our distributors could also modify their business practices, such as payment terms, inventory levels or order patterns. If we are unable to maintain successful relationships with distributors or expand our distribution channels or we experience unexpected changes in payment terms, inventory levels or other practices by our distributors, our business will suffer.

We may be unable to accurately predict future sales through our distributors, which could harm our ability to efficiently manage our internal resources to match market demand

Our product sales are primarily made through our network of over 85 domestic and international distributors. As a result, our financial results, quarterly product sales, trends and comparisons are affected by fluctuations in the buying patterns of end-user customers and our distributors, and by the changes in inventory levels of our products held by these distributors. We have only limited visibility over the inventory levels of our products held by our domestic and international distributors. While we attempt to assist our distributors in maintaining targeted stocking level of our products, we may not consistently be accurate or successful. This process involves the exercise of judgment and use of assumptions as to future uncertainties including end-user customer demand, and the reaction of our distributors to our new quarterly pricing policy. Consequently, actual results could differ from our

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estimates. Inventory levels of our products held by our distributors may exceed or fall below the levels we consider desirable on a going-forward basis, which may harm our financial results due to unexpected buying patterns of our distributors or our ability to efficiently manage or invest in internal resources, such as manufacturing and shipping capacity, to meet the actual demand for our products.

We may be unable to effectively compete against other providers of diagnostic products, which could cause our sales to decline

The market for diagnostic products in which we operate is intensely competitive. Our business is based on the sale of diagnostic products that physicians and other healthcare providers can administer in their own facilities without sending samples to laboratories. Thus, our competition consists primarily of clinical reference laboratories and hospital-based laboratories that use automated testing systems, as well as manufacturers of other rapid diagnostic tests. To achieve and maintain market acceptance for the LDX System and the GDX System, we must demonstrate that the LDX System and the GDX System are cost effective and time saving alternatives to other rapid diagnostic tests as well as to clinical and hospital laboratories. Even if we can demonstrate that our products are more cost effective and save time, physicians and other healthcare providers may resist changing their established source of such tests. The LDX System and the GDX System may be unable to compete with these other testing services and analyzers. In addition, companies with a significant presence in the market for clinical diagnostics, such as Abbott Laboratories, Bayer Diagnostics, Beckman Coulter, Inc. and Roche Diagnostics (a subsidiary of Roche Holdings, Ltd.) have developed or are developing analyzers designed for point of care testing. These competitors have substantially greater financial, technical, research and other resources and larger, more established marketing, sales, distribution and service organizations than us. These competitors also offer broader product lines than us, have greater name recognition than us and offer discounts as a competitive tactic. In addition, several smaller companies are currently making or developing products that compete or will compete with ours. We may not have the financial resources, technical expertise or marketing, distribution or support capabilities to compete successfully in the future. Even if we do have such resources and capabilities, we may not employ them successfully.

Our LDX System, including the LDX Analyzer and single use test cassettes, currently accounts for substantially all of the revenue of our business. If this revenue does not grow, our overall business will be severely harmed. In addition, we have limited experience marketing and distributing the GDX System, and it is uncertain whether this product will achieve broad market acceptance in our target markets and generate significant revenue in the future. For us to increase revenue, sustain profitability and maintain positive cash flows from operations, the LDX System and the GDX System must continue to and begin to gain market acceptance among healthcare providers, particularly physician office laboratories. We have made only limited sales of the LDX System to physician office laboratories to date relative to the size of the available market. Factors that could prevent broad market acceptance of the LDX System and the GDX System include:

low levels of awareness of the availability of our technology in both the physician and other customer groups;

the availability and pricing of other testing alternatives;

a decrease in the amount of reimbursement for performing tests on the LDX System and the GDX System;

many managed care organizations have contracts with laboratories, which require participating or employed physicians to send patient specimens to contracted laboratories; and

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physicians are under growing pressure by Medicare and other third-party payors to limit their testing to medically necessary tests.

If our LDX System does not achieve broader market acceptance and our GDX System does not achieve favorable market acceptance, our business will not grow. Even if we are successful in continuing to place our LDX Analyzer at physician office laboratories and other near-patient testing sites and marketing our GDX System, there can be no assurance that placement of these products will result in sustained demand for our single use test cassettes and single use test cartridges.

In addition, we must leverage our installed base of systems in order to increase the sales of our single use test cassettes and single use test cartridges. If we are unable to increase the usage of cassettes on our current installed base, we will have to identify new customers and induce them to purchase an analyzer, which requires more time and effort and has a significantly larger purchase price than the single use test cassettes.

As a result of these many hurdles to achieving broad market acceptance for the LDX System and the GDX System, demand may not be sufficient to sustain revenue and profits from operations. Because the LDX System currently contributes the vast majority of our revenue, and we expect the GDX System to contribute a portion of our revenue in the future, we could be required to cease operations if the LDX System and the GDX System do not achieve and maintain a significant level of market acceptance.

If we do not successfully develop, acquire or form alliances to introduce and market new tests and products, our future business will be harmed

We believe our business will not grow significantly if we do not develop, acquire or form alliances for new tests and products to use in conjunction with the LDX System and the GDX System. If we do not develop market and introduce new tests and products to the market, our business will not grow significantly and will be harmed. Developing new tests involves many significant problems and risks, including:

research and development is a very expensive process;

research and development takes a very long time to result in a marketable product;

significant costs (including diversion of resources) may be incurred in development before knowing if the development will result in a test that is commercially viable;

a new test will not be successful unless it is effectively marketed to its target market;

the manufacturing process for a new test must be reliable, cost efficient and high volume and must be developed and implemented in a timely manner to produce the test for sale;

new tests must meet a significant market need to be successful; and

new tests must obtain proper regulatory approvals to be marketed.

We could experience difficulties that delay or prevent the successful development, introduction and marketing of new tests and products. For example, regulatory clearance or approval of any new tests or products may not be granted on a timely basis, or at all. We have experienced difficulties obtaining regulatory approval for tests in the past. Because the evaluation of applications by the FDA for CLIA waived status is not based on precisely defined, objectively measurable criteria, we cannot predict the likelihood of obtaining CLIA waived status for future products. In addition, our business strategy includes entering into agreements with clinical and commercial collaborators and other third parties for the development, clinical evaluation and marketing of existing products and products under

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development. These agreements may be subject to rights of termination and may be terminated without our consent. The parties to these agreements also may not abide by their contractual obligations to us and may discontinue or sell their current lines of business. Research performed under a collaboration for which we receive or provide funding may not lead to the development of products in the timeframe expected, or at all. If these agreements are terminated earlier than expected, or if third parties do not perform their obligations to us properly and on a timely basis, we may not be able to successfully develop new products as planned, or at all.

We face risks from failures in our manufacturing processes

We manufacture all of the single use test cassettes that are used with the LDX Analyzer. The manufacture of single use test cassettes is a highly complex and precise process that is sensitive to a wide variety of factors. Significant additional resources, implementation of additional manufacturing equipment or changes in our manufacturing processes have been, and may continue to be, required for the scaling-up of each new product prior to commercialization or in order to meet increasing customer demand once commercialization begins, and this work may not be completed successfully or efficiently. In the past, we have experienced lower than expected manufacturing yields that have adversely affected gross margins and delayed product shipments. If we do not maintain acceptable manufacturing yields of test cassettes or experience product shipment delays, our business, financial condition and operating results could be materially adversely affected. We may reject or be unable to sell a substantial percentage of test cassettes because of:

raw materials variations or impurities;

human error;

manufacturing process variances and impurities; and

decreased manufacturing equipment performance.

Our LDX manufacturing equipment and cassette manufacturing lines would be costly and time consuming to repair or replace if their operation were interrupted. The interruption of our manufacturing operations or the loss of associates dedicated to the manufacturing facility could severely harm our business. The risks involving our manufacturing lines include:

as our production levels have increased, we could be required to use our machinery more hours per day and the down time resulting from equipment failure could increased;

the custom nature of much of our manufacturing equipment increases the time required to remedy equipment failures and replace equipment;

we have a limited number of associates dedicated to the operation and maintenance of our manufacturing equipment, the loss of whom could impact our ability to effectively operate and service such equipment;

we manufacture all of our cassettes at our Hayward, California manufacturing facility, so manufacturing operations are at risk to interruption from earthquake, fire, power outages or other events affecting this one location; and

our newest manufacturing line is operating at production capability. Our failure to maintain production levels and operate this line at production capability for an extended period would impact our ability to increase our manufacturing capacity.

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Our operating results may suffer if we do not reduce our manufacturing costs

We believe we will be required to reduce manufacturing costs for new and existing test cassettes to achieve sustained profitability. We currently manufacture the majority of our dry chemistry cassettes on a single production line. A second manufacturing line is currently used for overflow production and for research and development purposes. The complexity and custom nature of our manufacturing process increases the amount of time and money required to add an additional manufacturing line. In addition, we may need to implement additional cassette manufacturing cost reduction programs. Failure to maintain full production levels for our newest manufacturing line could prevent us from satisfying customer orders in a timely manner, which could lead to customer dissatisfaction and loss of business and a failure to reduce manufacturing costs for dry chemistry tests, which could prevent us from achieving sustained profitability.

Our future results could be harmed by economic, political, regulatory and other risks associated with international sales

Historically, a significant portion of our total revenue has been generated outside of the United States. International revenue as a percentage of our total revenue was approximately 14% in fiscal year 2005 and 14% in fiscal year 2004. We anticipate that international revenue will continue to represent a significant portion of our total revenue in the future. Our revenue is generally denominated in United States dollars; however, a strengthening of the dollar could make our products less competitive in foreign markets and, as a result, our future revenue from international operations may be unpredictable. We make foreign currency denominated purchases related to our GDX System in the United Kingdom. This exposes us to risks associated with currency exchange fluctuations. To minimize this risk, we have undertaken certain foreign currency hedging transactions; however, weakening of the dollar could make the cost of the GDX System less competitive in the domestic market, resulting in less predictable domestic revenue.

In addition to foreign currency risks, our international sales and operations may also be subject to the following risks:

our dependency on pharmaceutical companies promotional programs as a primary source of international revenue;

unexpected changes in regulatory requirements;

the impact of recessions in economies outside the United States;

changes in a specific country s or region s political or economic conditions, particularly in emerging nations;

less effective protection of intellectual property rights in some countries;

changes in tariffs and other trade protection measures;

difficulties in managing international operations; and

potential insolvency of international distributors and difficulty in collecting accounts receivable and longer collection periods.

If we are unable to minimize the foregoing risks, they may harm our current and future international sales and, consequently, our business.

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We depend on single source suppliers for certain materials used in our manufacturing process and failure of our suppliers to provide materials to us could harm our business

We currently depend on single source vendors to provide certain subassemblies, components and raw materials used in the manufacture of our products. We also depend on a third-party manufacturer for the GDX System. Any supply interruption in a single sourced material or product could restrict our ability to manufacture and distribute products until a new source of supply is identified and qualified. We may not be successful in qualifying additional sources of supply on a timely basis, or at all. Failure to obtain a usable alternative source or product could prevent us from manufacturing and distributing our products, resulting in inability to fill orders, customer dissatisfaction and loss of business. This would likely severely harm our business. In addition, an uncorrected impurity or supplier s variation in material, either unknown to us or incompatible with our manufacturing process, could interfere with our ability to manufacture and distribute products. Because we are a small customer of many of our suppliers and we purchase their subassemblies, components and materials with purchase orders instead of long-term commitments, our suppliers may not devote adequate resources to supplying our needs. Any interruption or reduction in the future supply of any materials currently obtained from single or limited sources could severely harm our business.

We rely on a limited number of customers for a substantial part of our revenue

Sales to a limited number of customers have accounted for a significant portion of our revenue in each fiscal period. We expect that sales to a limited number of customers will continue to account for a substantial portion of our total revenue in future periods. Our top ten customers comprised approximately 67% of our revenue in fiscal year 2005. In fiscal year 2005, Physicians Sales and Service accounted for approximately 24% of our total revenue, Henry Schein Inc. accounted for approximately 9% and McKesson Medical Surgical accounted for approximately 7% of our total revenue. In fiscal year 2004, Physicians Sales and Service accounted for approximately 23% of our total revenue, Henry Schein Inc. accounted for approximately 9% and McKesson Medical Surgical accounted for approximately 8% of our total revenue. We have experienced periods in which sales to some of our major customers, as a percentage of total revenue, have fluctuated due to delays or failures to place expected orders. We do not have long-term agreements with any of our customers, who generally purchase our products pursuant to cancelable short-term purchase orders. If we were to lose a major customer or if orders by or shipments to a major customer were to otherwise decrease or be delayed, our operating results would be harmed.

Recently enacted and proposed changes in securities laws and regulations will increase our costs

The Sarbanes-Oxley Act of 2002 along with other recent and proposed rules from the Securities and Exchange Commission and NASDAQ require changes in our corporate governance, public disclosure and compliance practices. Many of these new requirements will increase our legal and financial compliance costs, and make some corporate actions more difficult, such as proposing new or amendments to stock option plans, which now require shareholder approval. These developments could make it more difficult and more expensive for us to obtain director and officer liability insurance, and we may be required to accept reduced coverage or incur substantially higher costs to obtain coverage. These developments also could make it more difficult for us to attract and retain qualified executive officers and qualified members of our board of directors, particularly to serve on our audit committee.

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Our products are subject to multiple levels of government regulation and any regulatory changes are difficult to predict and may be damaging to our business

The manufacture and sale of our diagnostic products, including the LDX System and the GDX System, is subject to extensive regulation by numerous governmental authorities, principally the FDA and corresponding state and foreign regulatory agencies. We are unable to commence marketing or commercial sales in the United States of any of the new tests we develop until we receive the required clearances and approvals. The process of obtaining required regulatory clearances and approvals is lengthy, expensive and uncertain. As a result, our new tests under development, even if successfully developed, may never obtain such clearance or approval. Additionally, certain material changes to products that have already been cleared or approved are subject to further review and clearance or approval. Medical devices are subject to continual review, and later discovery of previously unknown problems with a cleared product may result in restrictions on the product s marketing or withdrawal of the product from the market. If we lose previously obtained clearances, or fail to comply with existing or future regulatory requirements, we may be unable to market the affected products, which would depress our revenue and severely harm our business.

In addition, any future amendment or addition to regulations impacting our products could prevent us from marketing the LDX System and the GDX System. Regulatory changes could hurt our business by increasing burdens on our products or by reducing or eliminating certain competitive advantages of the LDX System s and the GDX System s waived status. Food and Drug Administration clearance or approval of products such as ours can be obtained by either of two processes:

- the 510(k) clearance process, which generally takes from four to 12 months but may take longer; and
- the pre-market approval process, which is a longer and more costly process than a 510(k) clearance process, involves the submission of extensive supporting data and clinical information and generally takes one to three years but may take significantly longer.

If our future products are required to obtain a pre-market approval, this would significantly delay our ability to market those tests and significantly increase the costs of development.

The use of our products and those of our competitors is also affected by federal and state regulations, which provide for regulation of laboratory testing, as well as by the laws and regulations of foreign countries. The scope of these regulations includes quality control, proficiency testing, personnel standards and inspections. In the United States, clinical laboratory testing is regulated under the Clinical Laboratory Improvement Act of 1976.

The LDX Analyzer, our total cholesterol, high density lipoproteins, triglycerides and glucose tests in any combination, our ALT test cassette, the GDX Analyzer and A1C test cartridges have been classified as waived from the application of many of the requirements under the CLIA. We believe this waived classification is critical for our products to be successful in their domestic markets. Any failure of our new tests to obtain waived status under the CLIA will severely limit our ability to commercialize such tests. Loss of waived status for existing diagnostic products or failure to obtain waived status for new products could limit our revenue from sales of such products, which would severely harm our business.

We may face fines or our manufacturing facilities could be closed if we fail to comply with manufacturing and environmental regulations

Our manufacturing processes and, in certain instances, those of our contract manufacturers, are subject to stringent federal, state and local regulations governing the use, generation, manufacture,

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storage, handling and disposal of certain materials and wastes. Failure to comply with present or future regulations could result in many things, including warning letters, fines, injunctions, civil penalties, recall or seizure of products, total or partial suspension of production, refusal of the government to grant pre-market clearance or pre-market approval for devices, withdrawal of approvals and criminal prosecution. Any of these developments could harm our business. We and our contract manufacturers are also subject to federal, state and foreign regulations regarding the manufacture of healthcare products and diagnostic devices, including:

Quality System Regulations, which requires manufacturers to be in compliance with Food and Drug Administration regulations;

ISO9001/EN46001 requirements, which is an industry standard for maintaining and assuring conformance to quality standards; and

other foreign regulations and state and local health, safety and environmental regulations, which include testing, control and documentation requirements.

Changes in existing regulations or adoption of new governmental regulations or policies could prevent or delay regulatory approval of our products or require us to incur significant costs to comply with manufacturing and environmental regulations, which could harm our business.

We may pursue strategic acquisitions which could have an adverse impact on our business if they are unsuccessful

We continue to evaluate strategic opportunities available to us and we may pursue product, technology or business acquisitions. These acquisitions could be very costly, could result in dilution to existing investors and could result in integration problems that harm our business as a whole. Any acquisition could result in expending significant amounts of cash, issuing potentially dilutive equity securities or incurring debt or unknown liabilities associated with the acquired business. In addition, our acquisitions may not be successful in achieving our desired strategic objectives, which could materially harm our operating results and business. Acquisitions may also result in difficulties in assimilating the operations, technologies, products, services and personnel of the acquired company or business or in achieving the cost savings or other financial benefits we anticipated. These difficulties could result in additional expenses, diversion of management attention and an inability to respond quickly to market issues. Any of these results could harm us financially.

If we are successful in growing sales, our business will be harmed if we cannot effectively manage the operational and management challenges of growth

If we are successful in achieving and maintaining market acceptance for the LDX System and the GDX System, we will be required to expand our operations, particularly in the areas of sales, marketing and manufacturing. As we expand our operations, this expansion will likely result in new and increased responsibilities for management personnel and place significant strain on our management, operating and financial systems and resources. To accommodate any such growth and compete effectively, we will be required to implement and improve our information systems, procedures and controls, and to expand, train, motivate and manage our work force. Our personnel, systems, procedures and controls may not be adequate to support our future operations. Any failure to implement and improve operational, financial and management systems or to manage our work force as required by future growth, if any, could harm our business and prevent us from improving our financial condition as a result of increased sales.

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Our business could be negatively affected by the loss of key personnel or our inability to hire qualified personnel

Our success depends in significant part on the continued service of certain key scientific, technical, regulatory and managerial personnel. Our success will also require us to continue to identify, attract, hire and retain additional highly qualified personnel in those areas. Competition for qualified personnel in our industry is very competitive due to the limited number of people available with the necessary technical skills and understanding of our industry. We may be unable to retain our key personnel or attract or retain other necessary highly qualified personnel in the future, which would harm the development of our business.

Product liability and professional liability suits against us could result in expensive and time consuming litigation, payment of substantial damages and an increase in our insurance rates

Sale and use of our products and the past performance of testing services by our formerly wholly owned subsidiary could lead to the filing of a product liability or professional liability claim. If any of these claims are brought, we may have to expend significant resources defending against them. If we are found liable for any of these claims, we may have to pay damages that could severely hurt our financial position. Loss of these claims could also hurt our reputation, resulting in our losing business and market share. The medical testing industry has historically been litigious, and we face financial exposure to these liability claims if use of our products results in personal injury or improper diagnosis. We also face the possibility that defects in the design or manufacture of our products might necessitate a product recall.

We currently maintain product liability insurance and professional liability insurance for claims relating to the past performance of testing services, but there can be no assurance that the coverage limits of our insurance policies will be adequate. Insurance is expensive and difficult to obtain, and we may be unable to maintain product liability insurance in the future on acceptable terms or in sufficient amounts to protect us against losses due to product liability. Inability to maintain insurance at an acceptable cost or to otherwise protect against potential product liability could prevent or inhibit the continued commercialization of our products. In addition, a product liability or professional liability claim in excess of relevant insurance coverage or a product recall could severely harm our financial condition.

We may need additional capital in the future to support our growth, and such additional funds may not be available to us

We intend to expend substantial funds for capital expenditures and working capital related to research and development, expansion of sales and marketing activities and other working capital and general corporate purposes. Although we believe our cash, cash equivalents, marketable securities, cash flow anticipated to be generated by future operations and available bank borrowings under an existing line of credit will be sufficient to meet our operating requirements for the foreseeable future, we may still require additional financing. For example, we may be required to expend greater than anticipated funds if unforeseen difficulties arise in expanding manufacturing capacity for existing cassettes or in the course of completing required additional development, obtaining necessary regulatory approvals, obtaining waived status under CLIA or introducing or scaling up manufacturing for new tests.

If we need additional capital in the future, we may seek to raise additional funds through public or private financing, collaborative relationships or other arrangements. Any additional equity financing may be dilutive to our existing shareholders or have rights, preferences and privileges senior to those of our existing shareholders. If we raise additional capital through borrowings, the terms of such

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borrowings may impose limitations on how our management may operate the business in the future. Collaborative arrangements, if necessary to raise additional funds, may require us to relinquish our rights to technologies, products or marketing territories. Our failure to raise capital on acceptable terms when needed could prevent us from developing our products and our business.

We have made use of a device to limit the possibility that we are acquired, which may mean that a transaction that shareholders are in favor of or are benefited by may be prevented

Our board of directors has the authority to issue up to 5,000,000 shares of preferred stock and to determine the rights, preferences, privileges and restrictions of such shares without any further vote or action by our shareholders. To date, our board of directors has designated 25,000 shares as Series A participating preferred stock in connection with our poison pill anti-takeover plan. The issuance of preferred stock under certain circumstances could have the effect of delaying or preventing an acquisition of our company or otherwise adversely affecting the rights of the holders of our stock. The poison pill may have the effect of rendering more difficult or discouraging an acquisition of our company which is deemed undesirable by our board of directors. The poison pill may cause substantial dilution to a person or group attempting to acquire us on terms or in a manner not approved by our board of directors, except pursuant to an offer conditioned on the negation, purchase or redemption of the rights issued under the poison pill.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Quantitative Disclosures

For quantitative and qualitative disclosures about market risk affecting us, see Item 7A, Quantitative and Qualitative Disclosures About Market Risk, of our Annual Report on Form 10-K for the fiscal year ended March 25, 2005, which is incorporated herein by reference. Our exposure to market risk has not changed materially since March 25, 2005.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures. Our management evaluated, with the participation of our Chief Executive Officer and our Chief Financial Officer, the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) of the Exchange Act of 1934, as amended) as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on this evaluation, our Chief Executive Officer and our Chief Financial Officer have concluded that our disclosure controls and procedures are effective as of June 24, 2005 to ensure that information we are required to disclose in reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms.

Changes in Internal Control Over Financial Reporting. There was no change in our internal control over financial reporting (as defined in Rule 13a-15(f) of the Exchange Act) that occurred during the period covered by this Quarterly Report on Form 10-Q that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

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PART II OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

On August 2, 2002, N.V. Euromedix (Euromedix) filed suit against the Company in the Commercial Court in Leuven, Belgium (No. F5700-02), seeking damages for the wrongful termination of an implied distribution agreement with the Company for Europe and parts of the Middle East. On November 7, 2002, the court dismissed the suit. On December 31, 2002, Euromedix filed suit against the Company in the Commercial Court in Leuven, Belgium (No. B/02/00044), seeking damages in the amount of approximately 3.5 million for the wrongful termination of an implied distribution agreement with the Company for Europe and parts of the Middle East. At the introductory hearing on April 1, 2003, the case was sent to the general docket and there have been no further developments. The Company believes this claim is without merit and intends to continue to defend the claim vigorously.

On March 14, 2003, the Company initiated trademark infringement proceedings against Euromedix before the President of the Commercial Court in Leuven, Belgium (No. BRK/03/00017), seeking in principle an order (i) to prohibit Euromedix from selling, stocking, importing, exporting or promoting in the European Economic Area (EEA) products that violate the Company s trademarks, under a penalty of 10,000 for each LDX Analyzer sold, a penalty of 1,000 for each cassette sold contrary to the prohibition and a 25,000 penalty for each publicity of advertisement for such products; (ii) to prohibit Euromedix from using certain slogans and phrases, in combination with products associated with certain of the Company s trademarks, in trade documents or other announcements, under a penalty of 25,000 for each document used contrary to this prohibition; and (iii) to order the destruction of the inventory of products held by Euromedix that violate the Company s trademarks, which have been imported into the EEA without the Company s permission.

A hearing was held on April 29, 2003 regarding certain procedural issues. In a judgment rendered on May 27, 2003, the Judge of Seizures of the Court of First Instance referred the complaint to the Constitutional Court before rendering a final decision. The Judge of Seizures asked the Constitutional Court to render an opinion regarding certain constitutional issues related to the trademark infringement arguments the Company raised at the hearing. On March 24, 2004, the Constitutional Court issued its judgment which supported the Company s claims. A hearing was scheduled for November 9, 2004 by the Judge of Seizures of the Court of First Instance to hear additional submissions. On December 21, 2004, the Judge of Seizures of the Court of First Instance decided against Euromedix s opposition to certain procedural issues.

After the decisions of the Judge of Seizures of the Court of First Instance, the Company filed requests for a procedural calendar in the three trademark infringement proceedings against Euromedix of which two are pending before the President of the Commercial Court of Leuven and one before the Commercial Court of Leuven. Both parties have exchanged submissions. All three cases have been pleaded at a hearing on June 21, 2005 and have been taken into deliberation. A judgment has not yet been rendered.

Euromedix has filed a request for a procedural calendar in the case pending before the Commercial Court of Leuven regarding the termination of the business relationship on July 11, 2002. The Company has filed submissions and will file additional submissions by August 18, 2005. The case is set for pleadings at a hearing on November 8, 2005.

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On March 26, 2004, a putative class action lawsuit captioned Northshore Dermatology Center, S.C. v. Cholestech Corporation, and Does 1-10, Case No. 04CH05342, was filed in the Circuit Court of Cook County, Illinois. The Company was served with the complaint and summons on March 31, 2004. The complaint alleged that the Company violated the federal Telephone Consumer Protection Act and various Illinois state laws by sending unsolicited advertisements via facsimile transmission to residents of Illinois. The complaint sought class certification and statutory damages of $500 to $1,500 each on behalf of a class that would include all residents of Illinois who received an unsolicited facsimile advertisement from the Company. On January 18, 2005 the parties entered into an agreement to settle all claims on behalf of a nationwide class. Under the terms of the settlement, the Company paid $625,000 in cash to settle all claims, $600,000 of which was funded by insurance. The Company also agreed to pay up to $50,000 for providing notice to the class and for processing claims. The Court gave final approval to the settlement on July 11, 2005, and a final accounting is scheduled for November 2005.

The Company is also subject to various additional legal claims and assessments in the ordinary course of business, none of which are expected by management to result in a material adverse effect on the financial statements.

ITEM 6. EXHIBITS

10.61 Transition Agreement dated July 25, 2005 between Registrant and Thomas E. Worthy

31.1 Certification of Chief Executive Officer under Rule 13a-14(a)

31.2 Certification of Chief Financial Officer under Rule 13a-14(a)

32 Certifications of Chief Executive Officer and Chief Financial Officer under Rule 13a-14(b)

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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.

CHOLESTECH CORPORATION

Date: August 3, 2005	/s/ Warren E. Pinckert II Warren E. Pinckert II President and Chief Executive Officer (Principal Executive Officer)
Date: August 3, 2005	/s/ John F. Glenn John F. Glenn Vice President of Finance, Chief Financial Officer, Treasurer and Secretary (Principal Financial and Accounting Officer)

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INDEX TO EXHIBITS

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