

Scio Diamond Technology Corp
Form 10-Q
November 23, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

**QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF
X 1934**

For the quarterly period ended September 30, 2016

o TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT OF 1934

For the transition period from to

Commission file number: 000-54529

SCIO DIAMOND TECHNOLOGY CORPORATION

(Exact name of registrant as specified in its charter)

Nevada

45-3849662

Edgar Filing: Scio Diamond Technology Corp - Form 10-Q

(State or other jurisdiction of incorporation or (I.R.S. Employer Identification No.) organization)

411 University Ridge Suite D

Greenville, SC 29601

(Address of principal executive offices, including zip code)

(864) 751-4880

(Registrant's telephone number, including area code)

Not Applicable

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. x Yes o No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). x Yes o No

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

Large Accelerated Filer o

Accelerated Filer o

Non-Accelerated Filer o

Smaller Reporting Company x

(Do not check if smaller reporting company)

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

The number of shares of common stock, \$0.001 par value, outstanding as of November 17, 2016 was 65,098,291.

SCIO DIAMOND TECHNOLOGY CORPORATION

TABLE OF CONTENTS

	PAGE
<u>PART I FINANCIAL INFORMATION</u>	
ITEM 1. <u>FINANCIAL STATEMENTS</u>	4
ITEM 2. <u>MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS</u>	19
ITEM 3. <u>QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK</u>	25
ITEM 4. <u>CONTROLS AND PROCEDURES</u>	25
<u>PART II OTHER INFORMATION</u>	
ITEM 1. <u>LEGAL PROCEEDINGS</u>	26
ITEM 1A. <u>RISK FACTORS</u>	26
ITEM 2. <u>UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS</u>	26
ITEM 3. <u>DEFAULTS UPON SENIOR SECURITIES</u>	26
ITEM 4. <u>MINE SAFETY DISCLOSURES</u>	26
ITEM 5. <u>OTHER INFORMATION</u>	26
ITEM 6. <u>EXHIBITS</u>	27

Special Note Regarding Forward-Looking Statements

Information included in this Quarterly Report on Form 10-Q contains forward-looking statements that reflect the views of the management of the Company with respect to certain future events. Forward-looking statements made by penny stock issuers such as the Company are excluded from the safe harbor in Section 21E of the Securities Exchange Act of 1934 (the "Exchange Act"). Words such as "expects," "should," "may," "will," "believes," "anticipates," "intends," "plans," "estimates" and similar expressions or variations of such words, and negatives thereof, are intended to identify forward-looking statements, but are not the exclusive means of identifying forward-looking statements in this report. These forward-looking statements are based on assumptions that may be incorrect, and there can be no assurance that matters anticipated in our forward-looking statements will come to pass.

Forward-looking statements are subject to certain risks and uncertainties which could cause actual results to differ materially from those anticipated. Such risk and uncertainties include, without limitation, those described under Risk Factors set forth in Part I, Item 1A of our Form 10-K for the fiscal year ended March 31, 2016 filed on July 14, 2016.

You are cautioned not to place undue reliance on forward-looking statements. You are also urged to review and consider carefully the various disclosures made in the Company's other filings with the Securities and Exchange Commission ("SEC"), including amendments to those filings, if any. Except as may be required by applicable laws, the Company undertakes no obligation to update publicly any forward-looking statements for any reason, even if new information becomes available or other events occur in the future.

PART I - FINANCIAL INFORMATION**ITEM 1. UNAUDITED CONDENSED FINANCIAL STATEMENTS****SCIO DIAMOND TECHNOLOGY CORPORATION****CONDENSED BALANCE SHEETS****As of September 30, 2016 and March 31, 2016**

	September 30, 2016 (Unaudited)	March 31, 2016
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 9,947	\$ 192,880
Accounts receivable	204,539	175,448
Deferred contract costs	142,471	142,471
Inventory, net	88,889	189,527
Prepaid expenses	30,181	52,150
Prepaid rent	7,712	19,238
Total current assets	483,739	771,714
Property, plant and equipment		
Facility	886,630	886,630
Manufacturing equipment	3,308,299	3,294,425
Other equipment	73,543	73,543
Construction in progress	11,107	24,981
Total property, plant and equipment	4,279,579	4,279,579
Less accumulated depreciation	(2,401,699)	(2,085,508)
Net property, plant and equipment	1,877,880	2,194,071
Intangible assets, net		
Investment in joint venture – RCDC	6,742,701	7,225,446
	19,530	48,271
TOTAL ASSETS	\$ 9,123,850	\$ 10,239,502
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities:		
Accounts payable	\$ 635,017	\$ 438,466

Edgar Filing: Scio Diamond Technology Corp - Form 10-Q

Customer deposits	4,784	46,096
Deferred revenue	174,280	174,280
Accrued expenses	571,160	353,921
Convertible notes	105,600	—
Current portion of notes payable	98,999	98,999
Current portion of capital lease obligation	122,495	122,495
Total current liabilities	1,712,335	1,234,257
Notes payable, non-current	2,201,001	2,201,001
Capital lease obligation, non-current	71,994	71,994
Other liabilities	73,807	88,569
TOTAL LIABILITIES	4,059,137	3,595,821
Common stock \$0.001 par value, 75,000,000 shares authorized; 65,098,291 and 63,919,291 shares issued and outstanding at September 30, 2016 and March 31, 2016, respectively	65,098	63,919
Additional paid-in capital	29,471,323	28,942,060
Accumulated deficit	(24,471,708)	(22,362,298)
Total shareholders' equity	5,064,713	6,643,681
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$ 9,123,850	\$ 10,239,502

The accompanying notes are an integral part of these unaudited condensed financial statements.

SCIO DIAMOND TECHNOLOGY CORPORATION**CONDENSED STATEMENTS OF OPERATIONS****For the Three and Six Months ended September 30, 2016 and 2015****(Unaudited)**

	Three Months Ended September 30, 2016	Three Months Ended September 30, 2015	Six Months Ended September 30, 2016	Six Months Ended September 30, 2015
Revenue				
Revenue, net	\$ 242,066	\$ 236,292	\$ 427,127	\$ 408,467
Cost of goods sold				
Cost of goods sold	557,026	461,279	1,104,175	876,646
Gross margin (deficit)	(314,960)	(224,987)	(677,048)	(468,179)
General and administrative expenses				
Salaries and benefits	267,764	255,389	580,353	457,691
Professional fees	79,478	44,122	220,566	96,065
Rent and facilities expense	34,133	40,961	75,917	79,974
Marketing costs	10,339	28,463	13,410	56,646
Corporate general and administrative	50,075	146,631	125,670	232,178
Depreciation and amortization	245,460	198,477	490,920	396,882
Reversal of severance liability	—	(137,561)	—	(137,561)
Loss from operations	(1,002,209)	(801,469)	(2,183,884)	(1,650,054)
Other income/(expense)				
Proceeds from insurance	235,395	—	235,395	—
Income (loss) from RCDC joint venture	(8,372)	18,363	(28,741)	34,702
Interest expense	(70,064)	(26,482)	(132,180)	(71,331)
Net loss	\$ (845,250)	\$ (809,588)	\$ (2,109,410)	\$ (1,686,683)
Loss per share				
Basic:				
Weighted average number of shares outstanding	63,213,291	58,385,140	62,831,990	57,464,860
Loss per share	\$ (0.01)	\$ (0.01)	\$ (0.03)	\$ (0.03)
Fully diluted:				

Edgar Filing: Scio Diamond Technology Corp - Form 10-Q

Weighted average number of shares outstanding	63,213,291	58,385,140	62,831,990	57,464,860	
Loss per share	\$ (0.01) \$ (0.01) \$ (0.03) \$ (0.03)

The accompanying notes are an integral part of these unaudited condensed financial statements.

SCIO DIAMOND TECHNOLOGY CORPORATION
CONDENSED STATEMENTS OF CASH FLOW
For the Six Months Ended September 30, 2016 and 2015

(Unaudited)

	Six Months Ended September 30, 2016	Six Months Ended September 30, 2015
Cash flows from operating activities:		
Net loss	\$ (2,109,410)) \$ (1,686,683)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	802,836	685,349
Employee stock-based compensation	302,666	187,967
Loss/(Income) from joint venture - RCDC	28,741	(34,702)
Changes in assets and liabilities:		
Decrease/(increase) in accounts receivable and deferred revenue	(29,091)) 23,810
Decrease in prepaid expenses and rent	29,595	22,710
Decrease/(increase) in inventory and deferred contract costs	100,638	(37,704)
Increase/(decrease) in accounts payable	196,551	(148,888)
Decrease in customer deposits	(41,312)) (24,692)
Increase/(decrease) in accrued expenses	217,239	(186,473)
Decrease in other liabilities	(14,762)) (12,301)
Net cash used in operating activities	(516,309)) (1,211,607)
Cash flows from investing activities:		
Purchase of property, plant and equipment	—	(189,043)
Net cash used in investing activities	—	(189,043)
Cash flows from financing activities:		
Proceeds from the sale of common stock – net of fees	227,776	1,565,000
Proceeds from the exercise of stock options	—	11,238
Proceeds from sale of convertible notes	105,600	—
Net cash provided by financing activities	333,376	1,576,238
Change in cash and cash equivalents	(182,933)) 175,588
Cash and cash equivalents, beginning of period	192,880	767,214
Cash and cash equivalents, end of period	\$ 9,947	\$ 942,802

The accompanying notes are an integral part of these unaudited condensed financial statements.

(continued)

6

SCIO DIAMOND TECHNOLOGY CORPORATION
CONDENSED STATEMENTS OF CASH FLOW
For the Six Months Ended September 30, 2016 and 2015 (Unaudited)
(Continued)

	Six Months Ended September 30, 2016	Six Months Ended September 30, 2015
Supplemental cash flow disclosures:		
Cash paid for:		
Interest	\$ —	\$ 72,097
Income taxes	\$ —	\$ —
Non-cash investing and financing activities:		
Purchase of property, plant and equipment in accounts payable	\$ —	\$ 92,000
Reclass of debt to capital lease due to completion of sale leaseback transaction	\$ —	\$ 200,000

The accompanying notes are an integral part of these unaudited condensed financial statements.

SCIO DIAMOND TECHNOLOGY CORPORATION
CONDENSED STATEMENTS OF SHAREHOLDERS' EQUITY
For the period April 1, 2016 through September 30, 2016

(Unaudited)

	Common Stock Shares	Common Stock Amount	Additional Paid in Capital	Accumulated Deficit	Total
Balance, April 1, 2016	63,919,291	\$63,919	\$28,942,060	\$(22,362,298)	\$6,643,681
Common stock issued for cash @ \$0.22 per share, net of brokerage fees of \$31,604	1,179,000	1,179	226,597	—	227,776
Stock-based incentive compensation	—	—	302,666	—	302,666
Net loss for the six months ended September 30, 2016	—	—	—	(2,109,410)	(2,109,410)
Balance, September 30, 2016	65,098,291	\$65,098	\$29,471,323	\$(24,471,708)	\$5,064,713

The accompanying notes are an integral part of these unaudited condensed financial statements.

NOTE 1 — ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization and Business

Scio Diamond Technology Corporation (referred to herein as the “Company”, “we”, “us” or “our”) was incorporated under the laws of the State of Nevada as Krossbow Holding Corp. on September 17, 2009. The Company’s focus is on man-made diamond technology development and commercialization.

Going Concern

The Company has generated little revenue to date and consequently its operations are subject to all risks inherent in the establishment and commercial launch of a new business enterprise. The Company continues to develop its diamond technology while operating its factory to maximize revenue. The Company experienced a process water leak in our facility in mid-December 2015 causing damage to our diamond growers and a temporary interruption in production. The shutdown had a significant negative impact on revenue and delayed attainment of the Company’s near-term business objectives. The Company’s insurance carrier provided it with \$350,000 during the fiscal year ended March 31, 2016, to cover the cost of the business interruption. Due to the on-going negative impact of the shutdown on our business, our insurance carrier has provided an additional \$235,395 in extended business indemnity payments through September 30, 2016.

These factors raise substantial doubt about the Company’s ability to continue as a going concern. Management has responded to these circumstances by implementing the following strategies and actions:

- Continuing efforts with insurance carrier to cover the costs of the business interruption and any future adverse financial effects of the shutdown;
- Continuing efforts to solicit investment in the Company in the form of private placements of common shares to accredited investors not to exceed the shares authorized;
- Continuing efforts to solicit investment in the Company in the form of secured and unsecured debt;
- Continue to optimize production of recently expanded existing manufacturing capabilities to increase product revenues;
- Continuing to focus efforts on new business development opportunities to generate revenues and expand and diversify the customer base;
- Continuing development of white gemstone material to expand our product offerings and enhance our product marketability; and
-

Continuing to explore strategic joint ventures and technology licensing agreements to expand Company revenue and cash flow.

Historically, these actions have been sufficient to provide the Company with the liquidity it needs to meet its obligations and continue as a going concern. There can be no assurance, however, that the Company will successfully implement these plans on a going forward basis. If necessary, the Company will pursue further issuances of equity securities, and future credit facilities or corporate borrowings. Additional issuances of equity or convertible debt securities will result in dilution to our current stockholders. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

Accounting Basis

The accompanying unaudited financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations.

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting only of normal recurring accruals) necessary to present fairly the Company's financial position as of September 30, 2016 and March 31, 2016 and the results of operations and cash flows for the three and six month interim periods ended September 30, 2016 and 2015. The interim amounts have not been audited, and the results of operations for the interim periods herein are not necessarily indicative of the results of operations to be expected for future periods or the year. The balance sheet at March 31, 2016 has been derived from the audited financial statements at that date but does not include all of the information and footnotes required by GAAP for complete financial statements. These financial statements should be read in conjunction with the Company's audited financial statements and notes thereto included in the Form 10-K Annual Report of the Company for the year ended March 31, 2016.

In accordance with Accounting Standards Codification ("ASC") 323, Investments—Equity Method and Joint Ventures, the Company uses the equity method of accounting for investments in corporate joint ventures for which the Company has the ability to exercise significant influence but does not control and is not the primary beneficiary. Significant influence typically exists if the Company has a 20% to 50% ownership interest in the venture unless predominant evidence to the contrary exists. Under this method of accounting, the Company records its proportionate share of the net earnings or losses of equity method investees and a corresponding increase or decrease to the investment balances. Cash payments to equity method investees such as additional investments, loans and advances and expenses incurred on behalf of investees, as well as payments from equity method investees such as dividends, distributions and repayments of loans and advances are recorded as adjustments to investment balances. When the Company's carrying value in an equity method investee is reduced to zero, no further losses are recorded in the Company's financial statements unless the Company guaranteed obligations of the equity method investee or has committed additional funding. When the equity method investee subsequently reports income, the Company will not record its share of such income until it equals the amount of its share of losses not previously recognized. The Company evaluates its equity method investments for impairment whenever events or changes in circumstances indicate that the carrying amounts of such investments may not be recoverable.

Basic and Diluted Net Loss per Share

Net loss per share is presented under two formats: basic net loss per common share, which is computed using the weighted average number of common shares outstanding excluding non-vested restricted stock, during the period, and diluted net loss per common share, which is computed using the weighted average number of common shares outstanding, and the weighted average dilutive potential common shares outstanding, computed using the treasury stock method. Currently, for all periods presented, diluted net loss per share is the same as basic net loss per share as the inclusion of weighted average shares of non-vested restricted stock and common stock issuable upon the exercise of options and warrants would be anti-dilutive.

The following table summarizes the number of securities outstanding at each of the periods presented, which were not included in the calculation of diluted net loss per share as their inclusion would be anti-dilutive:

	September 30, 2016	September 30, 2015
Common stock options	468,333	2,015,753
Warrants to purchase common stock	1,039,825	988,045
Non-vested restricted stock	1,885,000	2,085,000
Reserved for issuance upon conversion of convertible notes	758,143	—

Allowance for Doubtful Accounts

An allowance for uncollectible accounts receivable is maintained for estimated losses from customers' failure to make payment on accounts receivable due to the Company. Management determines the estimate of the allowance for uncollectible accounts receivable by considering a number of factors, including: (1) historical experience, (2) aging of accounts receivable and (3) specific information obtained by the Company on the financial condition and the current credit worthiness of its customers. The Company has determined that an allowance was not necessary at September 30, 2016 or March 31, 2016.

Inventories

Inventories are stated at the lower of average cost or market. The carrying value of inventory is reviewed and adjusted based upon net realizable value, slow moving, obsolete items and management's assessment of current market conditions. Inventory costs include material, labor, and manufacturing overhead including depreciation and are determined by the "first-in, first-out" (FIFO) method. The components of inventories are as follows:

	September 30, 2016	March 31, 2016
Raw materials and supplies	\$ 18,522	\$ 24,179
Work in process	10,298	19,514
Finished goods	76,073	174,809
Inventory reserve	(16,004)	(28,975)
	\$ 88,889	\$ 189,527

The Company maintains an inventory reserve for instances where finished good inventory may yield lower than expected results.

Property, Plant and Equipment

Depreciation of property, plant and equipment is on a straight line basis beginning at the time it is placed in service, based on the following estimated useful lives:

	Years
Machinery and equipment	3 to15
Furniture and fixtures	3 to10
Engineering equipment	5 to 12

Leasehold improvements which are included in facility fixed assets on the balance sheet are depreciated over the lesser of the remaining term of the lease or the life of the asset (generally three to seven years).

Expenditures for major renewals and betterments that extend the useful lives of property and equipment are capitalized. Expenditures for maintenance and repairs are charged to expense as incurred. The Company incurred total depreciation expense of \$158,095 and \$150,617 for the three months ended September 30, 2016 and 2015,

respectively and \$316,190 and \$294,029 for the six months ended September 30, 2016 and 2015, respectively.

Intangible Assets

The Company's intangible assets consist of its patent portfolio related to its diamond growing technology. These patents are considered definite-life intangible assets and management reviews them for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The Company has allocated values to the individual patents and is amortizing this value over the remaining statutory lives of the individual patents ranging from 6.75 to 19.46 years.

Stock-based Compensation

Stock-based compensation expense for the value of stock options is estimated on the date of the grant using the Black-Scholes option-pricing model. The Black-Scholes model takes into account implied volatility in the price of the Company's stock, the risk-free interest rate, the estimated life of the equity-based award, the closing market price of the Company's stock on the grant date and the exercise price. The estimates utilized in the Black-Scholes calculation involve inherent uncertainties and the application of management judgment.

Revenue Recognition

We recognize product revenue when persuasive evidence of an arrangement exists, delivery of products has occurred, the sales price is fixed or determinable, and collectability is reasonably assured. For our Company, this generally means that we recognize revenue when we have shipped finished product to the customer. Our sales terms do not allow for a right of return except for matters related to any manufacturing defects on our part. The Company has an allowance for returns of \$4,681 at September 30, 2016. This allowance has reduced reported revenues and is considered an accrued expense in the balance sheet. The allowance was \$8,681 at March 31, 2016.

For product sales to our joint venture partners for further processing and finishing, we currently defer all revenues when products are shipped. We currently recognize revenue at the earlier of when the joint venture partner sells the finished goods manufactured from our materials or we are paid for our goods

Concentration of Credit Risk

During the three months ended September 30, 2016, the Company had twenty-one different customers and two customers that each accounted for more than 10% of our total revenues. At March 31, 2016 and September 30, 2016, the Company had a receivable from Renaissance Created Diamond Company, LLC, a Florida limited liability company ("RCDC") of \$174,413. The Company expects concentration of sales to key customers to continue in the future.

Recent Accounting Pronouncements

On May 28, 2014, the Financial Accounting Standards Board ("FASB") issued ASU 2014-09, "Revenue from Contracts with Customers (Topic 606)," which affects any entity that either enters into contracts with customers to transfer goods or services or enters into contracts for the transfer of nonfinancial assets unless those contracts are within the scope of other standards. The guidance supersedes the revenue recognition guidance in Topic 605, "Revenue Recognition", and most industry-specific guidance throughout the Industry Topics of the Codification. The guidance also supersedes some cost guidance included in Subtopic 605-35, "Revenue Recognition Contract-Type and Production-Type Contracts". On July 9, 2015, the FASB voted to defer the effective date of the pronouncement by one year. ASU 2014-9, as amended, is effective for annual periods, and interim periods within those years, beginning after December 31, 2017. An entity is required to apply the amendments using one of the following two methods: i) retrospectively to each prior period presented with three possible expedients: a) for completed contracts that begin and end in the same reporting period no restatement is required, b) for completed contract with variable consideration an entity may use the transaction price at completion rather than restating estimated variable consideration amounts in comparable reporting periods and c) for comparable reporting periods before date of initial application reduced disclosure requirements related to transaction price; ii) retrospectively with the cumulative effect of initially applying the amendment recognized at the date of initial application with additional disclosures for the differences of the prior guidance to the reporting periods compared to the new guidance and an explanation of the reasons for significant changes. We are required to adopt ASU 2014-09, as amended, in the first quarter of fiscal 2019, and we are currently assessing the impact of this pronouncement on our financial statements.

In August 2014, the FASB issued ASU No. 2014-15, "Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern", which requires management to assess, at each annual and interim reporting period, the entity's ability to continue as a going concern within one year after the date that the financial statements are issued and provide related disclosures. The ASU is effective for the year ended March 31, 2017, with early adoption permitted.

The Company has assessed the impact of this standard and does not believe that it will have a material impact on the Company's financial statements or disclosures.

In March 2016, the FASB issued ASU No. 2016-09, "Compensation-Stock Compensation". This guidance changes several aspects of the accounting for share-based payment award transactions, including: (1) Accounting and Cash Flow Classification for Excess Tax Benefits and Deficiencies, (2) Forfeitures, and (3) Tax Withholding Requirements and Cash Flow Classification. This ASU is effective for fiscal years and interim periods within those years beginning after December 15, 2016. Early application is permitted. We are currently in the process of assessing the impact the adoption of this guidance will have on our financial statements.

In February 2016, the FASB issued ASU No. 2016-02, "Leases". The ASU requires lessees to recognize a right-of-use asset and a lease liability for virtually all of their leases (other than short-term leases). The guidance is to be applied using a modified retrospective approach at the beginning of the earliest comparative period in the financial statements. This ASU is effective for fiscal years and interim periods within those years beginning after December 15, 2018. Early application is permitted. We are currently in the process of assessing the impact the adoption of this guidance will have on our financial statements.

In July 2015, the FASB issued ASU No. 2015-11, "Simplifying the Measurement of Inventory", ("ASU 2015-11"). This new guidance requires an entity to measure inventory at the lower of cost and net realizable value. Currently, entities measure inventory at the lower of cost and market. ASU 2015-11 replaces market with net realizable value. Net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. Subsequent measurement is unchanged for inventory measured under last-in, first-out or the retail inventory method. ASU 2015-11 requires prospective adoption for inventory measurements for fiscal years beginning after December 15, 2016, and interim periods within those years for public business entities. Early application is permitted. ASU 2015-11 is therefore effective in our fiscal year beginning April 1, 2017. We are evaluating the effect that ASU 2015-11 will have on our financial statements and related disclosures.

There are currently no other accounting standards that have been issued but not yet adopted by the Company that will have a significant impact on the Company's financial position, results of operations or cash flows upon adoption.

NOTE 2 — BUSINESS INTERRUPTION

The Company experienced a water leak in our production facility in mid-December 2015 that caused damage to our diamond growers and temporarily halted production. Product that was growing at the time of the shutdown terminated early and was not marketable. This business interruption affected the Company's operation through April 2016. The Company has received payments from our insurance carrier for coverage of this business interruption and property losses during the fiscal year ended March 31, 2016. The Company's business interruption insurance includes extended period indemnity coverage that pays for lost business income during an extended recovery period through October 2016. The Company received \$235,395 in payments under this extended coverage during the three months ended September 30, 2016 and accounted for these payments as proceeds from insurance in other income. The Company anticipates that it will continue to receive payments under this extended insurance coverage through October 2016.

NOTE 3 — INTANGIBLE ASSETS

The Company's intangible assets consist of its patent portfolio. The assigned values of all patents are being amortized on a straight-line basis over the remaining effective lives of the patents. The following set forth the intangible assets at September 30, 2016 and March 31, 2016:

	Life	September 30, 2016	March 31, 2016
Patents, gross	6.75 – 19.46	\$ 9,967,433	\$ 9,967,433
Accumulated amortization		(3,224,732)	(2,741,987)

Edgar Filing: Scio Diamond Technology Corp - Form 10-Q

Net intangible assets	\$ 6,742,701	\$ 7,225,446
-----------------------	--------------	--------------

Amortization expense for the quarter ending September 30, 2016 and 2015 was \$241,372 and \$193,710, respectively. Amortization expense for the six months ending September 30, 2016 and 2015 was \$482,745 and \$387,420, respectively.

Total annual amortization expense of finite lived intangible assets is estimated to be as follows:

Fiscal Year Ending	
Six months ending March 31, 2017	\$482,745
March 31, 2018	965,490
March 31, 2019	965,490
March 31, 2020	785,809
March 31, 2021	740,592
Thereafter	2,802,575
Total	\$6,742,701

NOTE 4 — NOTES PAYABLE

On December 16, 2014 the Company entered into a Loan Agreement (the “HGI Loan Agreement”) and a Security Agreement (the “HGI Security Agreement”) with Heritage Gemstone Investors, LLC (“HGI”) providing for a \$2,000,000 secured non-revolving line of credit (the “HGI Loan”). The HGI Loan, which is represented by a Promissory Note dated as of December 15, 2014 (the “HGI Note”), matures on December 15, 2017. Borrowings accrue interest at the rate of 7.25% per annum. On December 18, 2014, \$2,000,000 was drawn on the HGI Loan. The Company utilized funds drawn on the HGI Loan to repay its existing indebtedness and to continue to fund its ongoing operations. The HGI Loan Agreement contains a number of restrictions on the Company’s business, including restrictions on its ability to merge, sell assets, create or incur liens on assets, make distributions to its stockholders and sell, purchase or lease real or personal property or other assets or equipment. The HGI Loan Agreement contains standard provisions relating to a default and acceleration of the Company’s payment obligations thereunder upon the occurrence of an event of default, which includes, among other things, the failure to pay principal, interest, fees or other amounts payable under the agreement when due; failure to comply with specified agreements, covenants or obligations; cross-default with other indebtedness; the making of any material false representation or warranty; commencement of bankruptcy or other insolvency proceedings by or against the Company; and failure by the Company to maintain a book net worth of at least \$4,000,000 at all times. The Company’s obligations under the HGI Loan Agreement are not guaranteed by any other party. The Company may prepay borrowings without premium or penalty upon notice to HGI as provided in the HGI Loan Agreement. The HGI Loan Agreement requires the Company to enter into the HGI Security Agreement. Under the HGI Security Agreement, the Company grants HGI a first priority security interest in the Company’s inventory, equipment, accounts and other rights to payments and intangibles as security for the HGI Loan.

During the three and six months ending September 30, 2016 the Company recognized \$36,702 and \$73,758, respectively in interest expense for the HGI Loan. During the three and six months ended September 30, 2015, the Company recognized \$26,482 and \$71,331 in interest expense.

During the three and six months ended September 30, 2016 and 2015, the Company did not repay any principal on the HGI Loan. The outstanding balance on the HGI Loan was \$2,000,000 at March 31, 2016 and September 30, 2016, and is considered a non-current note payable.

Also on December 16, 2014, the Company entered into an agreement for the sale and lease of diamond growing equipment (the “Grower Sale-Lease Agreement”) with HGI to allow for the expansion of current growers and the purchase of new growers. Pursuant to the Grower Sale-Lease Agreement, the Company agreed to a sale-leaseback arrangement for certain diamond growers produced by the Company during the term of the Grower Sale-Leaseback Agreement by which the Company will sell diamond growers to HGI and then lease the growers back from HGI. The term of the Grower Sale-Leaseback Agreement is ten years. For the new and upgraded growers, the direct profit margin generated from the growers as defined in the Grower Sale-Lease Agreement will be split between the Company and HGI in accordance with the Grower Sale-Lease Agreement. The Grower Sale-Lease Agreement requires the Company to operate and service the growers, and requires HGI to up-fit certain existing growers and to

make capital improvements to the new growers under certain circumstances. At the end of the Grower Sale-Leaseback Agreement, the Company takes ownership of the leased equipment. The Company will also have the right to repurchase the leased growers upon the occurrence of certain events prior to the expiration of the Grower Sale-Leaseback Agreement.

During the fiscal year ended March 31, 2016, HGI advanced the Company \$300,000 that funded improvements to our current growers that expanded manufacturing capacity in our production facility and the Company considers this advance as notes payable ("Expansion Note"). The Company completed the grower expansion and the assets were placed in service during the second quarter of fiscal 2016.

Payments to HGI for the Expansion Note are contingent on the direct profit margin generated by the upgraded equipment and are expected to continue through August 2018. The Company has estimated our expected payments to HGI for the direct profit sharing related to the Expansion Note and determined that the current portion of this note payable is \$98,999 at March 31, 2016 and September 30, 2016, which is considered a current liability. The remaining \$201,001 on the Expansion Note is considered a non-current note payable at March 31, 2016 and September 30, 2016. During the three and six months ended September 30, 2016, the Company recognized \$19,709 and \$34,745, respectively in interest expense for the Expansion Note. The Company did not recognize any interest expense on the Expansion Note for the three and six months ended September 30, 2015.

During the three months ending September 30, 2016, the Company initiated an offering to accredited investors of up to \$750,000 in convertible notes that will mature on September 15, 2017. The Company issued \$105,600 in notes through September 30, 2016. The notes carry an interest rate of 8% and interest accrues through maturity. The notes can be called by the Company at 101% plus accrued interest. The notes are convertible into common shares of the Company at \$0.14 per share.

The Company has accounted for these convertible notes as if they are conventional debt and includes them in its current liabilities on the balance sheet due to their maturities being less than one year. During the three and six months ending September 30, 2016, the Company incurred \$540 in interest expense on these convertible notes.

NOTE 5 – CAPITAL LEASES

As discussed in Note 4, the Company entered in the Grower Sale-Lease Agreement with HGI on December 16, 2014. HGI has advanced the Company \$200,000 for the purchase of new grower equipment under the Sale-Leaseback Agreement. The sale and leaseback transaction occurred during the fiscal year ended March 31, 2016, and the Company put the assets into service during the second quarter of fiscal 2016. The Company considers this advance from HGI as a capital lease obligation.

Payments to HGI under the capital lease are contingent on the direct profit margin generated by the equipment as defined in the Grower Sale-Lease Agreement and will continue until the lease obligation is satisfied at which time the Company will expense the sharing obligation until the ten year term of the agreement expires. The Company has estimated our expected payments to HGI for the direct profit margin sharing related to the equipment under capital lease and determined that the current portion of this capital lease obligation is \$122,495 at March 31, 2016 and September 30, 2016, which is considered a current liability. The remaining \$71,994 of the capital lease obligation is considered a non-current obligation at March 31, 2016 and September 30, 2016. During the three months and six months ended September 30, 2016, the Company incurred \$13,113 and \$23,137, respectively in interest expense for the capital lease. The Company did not recognize any interest expense on the capital lease for the three and six months ended September 30, 2015.

NOTE 6 — CAPITAL STOCK

The authorized capital of the Company is 75,000,000 common shares with a par value of \$ 0.001 per share.

Edgar Filing: Scio Diamond Technology Corp - Form 10-Q

During the six months ended September 30, 2016, the Company initiated an offering of up to 7,000,000 shares of common stock at a price of \$0.22 per share to accredited investors. The Company has sold 1,179,000 shares and raised \$227,776 net of cash commissions and fees of \$31,604. In addition, as part of the broker fee for this offering, the Company issued 82,530 warrants at an exercise price of \$0.22. The Company valued these warrants using the Black-Scholes option pricing model and management has estimated these warrants had a value of \$0.13 per warrant on the date of the grant. The total value of the warrants issued was \$10,729. The Black-Scholes model assumptions used were: Expected dividend yield, 0.00%; Risk-free interest rate, 1.08%; Expected life in years, 5.0; and Expected volatility, 129.0%.

The Company had 65,098,291 shares of common stock issued and outstanding as of September 30, 2016. This total includes 1,885,000 shares of non-vested restricted stock.

The following sets forth the warrants to purchase shares of the Company's stock issued and outstanding as of September 30, 2016:

	Warrants	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term
Warrants Outstanding April 1, 2016	957,295	\$ 0.71	1.38
Issued	82,530	0.22	4.73
Exercised	—	—	—
Expired	—	—	—
Warrants Outstanding September 30, 2016	1,039,825	\$ 0.67	1.18

During our fiscal year ending March 31, 2017, 275,000 warrants with an exercise price of \$0.15 will expire if not exercised.

NOTE 7 — SHARE-BASED COMPENSATION

The Company currently has one equity-based compensation plan under which stock-based compensation awards can be granted to directors, officers, employees and consultants providing bona fide services to or for the Company. The Company's 2012 Share Incentive Plan was adopted on May 7, 2012 (the "2012 Share Incentive Plan" or "Plan") and allows the Company to issue up to 5,000,000 shares of its common stock pursuant to awards granted under the 2012 Share Incentive Plan. The Plan permits the granting of stock options, stock appreciation rights, restricted or unrestricted stock awards, phantom stock, performance awards, other stock-based awards, or any combination of the foregoing. The only awards that have been issued under the Plan are stock options. Because the Plan has not been approved by our shareholders, all such stock option awards are non-qualified stock options.

The following sets forth the restricted stock outstanding as of September 30, 2016:

Restricted Stock	Shares
Restricted stock outstanding March 31, 2016	1,885,000
Granted	—
Vested	—
Expired/cancelled	—
Restricted stock outstanding September 30, 2016	1,885,000

The following sets forth the employee options to purchase shares of the Company's stock issued and outstanding as of September 30, 2016:

Options	Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term
Employee options outstanding March 31, 2016	694,375	\$ 0.87	7.13
Granted	—	—	—
Exercised	—	—	—
Expired/cancelled	(226,042)	—	—
Employee options outstanding September 30, 2016	468,333	\$ 1.03	8.61
Exercisable at September 30, 2016	178,333	\$ 1.03	8.61

Edgar Filing: Scio Diamond Technology Corp - Form 10-Q

A summary of the status of non-vested employee options as of September 30, 2016 and changes during the three months ended September 30, 2016 is presented below.

Non-vested Shares	Shares	Weighted Average Grant-Date Fair Value
Non-vested at March 31, 2016	682,375	0.81
Granted	—	—
Vested	(178,333)	0.98
Expired/cancelled: non-vested	(214,042)	0.45
Non-vested at September 30, 2016	290,000	\$ 0.98

The following table summarizes information about employee stock options outstanding by price as of September 30, 2016:

Exercise Prices	Options Outstanding			Options Exercisable	
	Number Outstanding	Weighted Average Remaining Contractual Life (years)	Weighted Average Exercise Price	Number of Shares	Weighted Average Exercise Price
\$ 1.03	468,333	8.61	1.03	178,333	1.03
	468,333	8.61	\$ 1.03	178,333	\$ 1.03

At September 30, 2016, unrecognized compensation cost related to non-vested employee awards was \$223,916.

During the fiscal year ended March 31, 2016, the Company granted Renaissance Diamond Inc. (“Renaissance”), our partner in the RCDC joint venture (See Note 10), non-qualified stock options for 333,333 shares of common stock. These options expired unvested during the six months ended September 30, 2016 and the Company did not recognize any expense related to these options.

NOTE 8 — RELATED PARTIES

The Company did not have any product sales to RCDC during the three and six months ended September 30, 2016. During the three and six months ended September 30, 2015, the Company sold product to RCDC valued at \$27,200 and \$184,000, respectively. The Company defers recognition of revenues and expenses on these sales to RCDC until finished goods are sold by RCDC or RCDC pays the Company for its purchases. The Company did not recognize any revenue related to product sales to RCDC for the three months and six months ended September 30, 2016. For the three and six months ended September 30, 2015, the Company recognized revenue for product sold to RCDC of \$60,645 and \$183,895, respectively. As of September 30, 2016, the Company has deferred \$174,280 of revenue and \$142,471 of expenses related to our sales to RCDC. In addition, at March 31, 2016 and September 30, 2016, the Company had a receivable from RCDC of \$174,413. Additional detail on the RCDC joint venture is provided in Note 10.

Renaissance holds 550,000 non-vested restricted shares that only vest based on the attainment of specific performance criteria. The Company has not recognized any expense for these restricted shares and will only recognize expense if vesting of the restricted stock becomes likely.

Two members of our Board of Directors, Bern McPheely and Lewis Smoak, each purchased \$20,000 of convertible notes in our recent offering.

NOTE 9 – LITIGATION

We are subject, from time to time, to various claims, lawsuits or actions that arise in the ordinary course of business. As of September 30, 2016 there were no material outstanding claims by the Company or against the Company.

On May 16, 2014, the Company received a subpoena issued by the SEC ordering the provision of documents and related information concerning various corporate transactions between the Company and its predecessors and other persons and entities. The Company continues to cooperate with this inquiry.

NOTE 10 — INVESTMENT IN RCDC JOINT VENTURE

On December 18, 2014 the Company entered into an arrangement with Renaissance through the execution of a limited liability company agreement (the “LLC Agreement”) to form RCDC, pursuant to which the Company and Renaissance are each 50% members of RCDC.

The LLC Agreement provides that RCDC is a manager-managed limited liability company, and each of the Company and Renaissance will appoint one manager, with both such managers appointing a third manager. The managers will manage the day-to-day operations of RCDC, subject to certain customary limitations on managerial actions that require the consent of the Company and Renaissance, including but not limited to making or guaranteeing loans, distributing cash or other property to the members of RCDC, entering into affiliate transactions, amending or modifying limited liability company organizational documents, and entering into major corporate events, such as a merger, acquisition or asset sale. The arrangement was entered into in order to facilitate the development of procedures and recipes for, and to market and sell, lab-grown fancy-colored diamonds. Pursuant to the LLC Agreement, the arrangement will last three years, unless terminated earlier, with the option to automatically renew for additional two-year periods. The Company made an initial \$1,000 investment in RCDC and was granted a 50% equity stake. RCDC has the right of first refusal to purchase diamond gemstones from the Company, including rough diamond preforms or processed stones. RCDC purchases rough diamond material produced by the Company. RCDC then processes and finishes the rough gemstones into retail-grade gemstones. RCDC then markets the finished stones to various retailers and other gemstone market participants. Profits and losses generated by RCDC’s operations are distributed between the Company and Renaissance according to the terms of the LLC Agreement.

The Company utilizes the equity method of accounting for its investment in RCDC. As such, the Company recognized \$(8,372) and \$18,363 as its proportional shares of RCDC's net loss and income during the three months ended September 30, 2016 and 2015, respectively, as other income (loss). The Company recognized \$(28,741) and \$34,702 as its proportional share of RCDC's net loss and income during the six months ended September 30, 2016 and 2015, respectively.

The financial performance of RCDC has not met the Company's expectations since it was established. As a result, the Company believes this is a breach of the LLC agreement and we are seeking to terminate the joint venture. The Company provided a termination notice to RCDC and Renaissance on October 31, 2016. Upon termination, the Company believes it will receive a portion of the inventory of RCDC that will meet or exceed the book value of our investment and net receivable in RCDC.

Rollforward of the Company's ownership interest in the joint venture for the six months ended September 30, 2016:

Balance of ownership interest in joint venture at March 31, 2016	\$48,271
Aggregate fiscal 2017 equity loss – share of joint venture income	(28,741)
Balance of ownership interest in joint venture at September 30, 2016	\$19,530
Cumulative recognized income on ownership interest in joint venture at September 30, 2016	\$18,530

Selected financial results for RCDC for the six months ended September 30, 2016 are as follows:

Revenues	\$24,701
Expenses	82,183
Net loss	\$(57,482)
Total assets	\$503,951
Total liabilities	\$464,892
Total partner capital	39,059
Total liabilities and partner capital	\$503,951

NOTE 11 — SUBSEQUENT EVENTS

The Company has continued its convertible note offering and has issued an additional \$64,000 in notes for a total of \$169,600 through November 15, 2016.

The financial performance of RCDC has not met the Company's expectations since it was established. As a result, the Company believes this is a breach of the LLC agreement and we are seeking to terminate the joint venture. The Company provided a termination notice to RCDC and Renaissance on October 31, 2016.

As of September 30, 2016, the Company was engaged in a joint venture named Grace Rich, LTD ("Grace Rich") to manufacture diamond utilizing the Company's technology in the People's Republic of China. SAAMABA, LLC ("SAAMABA") is the managing partner of the joint venture. This joint venture has significantly underperformed the Company's expectations and is not in commercial operations. On or about November 21, 2016, the Company entered into a Settlement Agreement and Mutual Release with Grace Rich and SAAMABA that terminates all existing agreements and mutually releases any potential claims amongst the parties. Scio has agreed to transfer its shares of Grace Rich to SAAMABA and/or Grace Rich for a nominal amount and enter into an amended license with Grace Rich and SAAMABA that allows them to continue to operate using our diamond manufacturing technology. The Company has been paid a one-time fee of \$600,000 for the amended license.

END NOTES TO FINANCIALS

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Information included in this Quarterly Report Form 10-Q contains forward-looking statements that reflect the views of the management of the Company with respect to certain future events. Forward-looking statements made by penny stock issuers such as the Company are excluded from the safe harbor in Section 21E of the Securities Exchange Act of 1934. Words such as "expects," "should," "may," "will," "believes," "anticipates," "intends," "plans," "seeks," "estimates" and expressions or variations of such words, and negatives thereof, are intended to identify forward-looking statements, but are not the exclusive means of identifying forward-looking statements in this report. These forward-looking statements are based on assumptions that may be incorrect, and there can be no assurance that matters anticipated in our forward-looking statements will come to pass.

Forward-looking statements are subject to certain risks and uncertainties which could cause actual results to differ materially from those anticipated. Such risk and uncertainties include, without limitation, those described below under Item 1A - Risk Factors and the following: (1) the Company has limited cash resources and if it is not able to obtain further financing required for continuing operations, marketing, product development, and research its business operations will fail, (2) the Company has not generated substantial revenues, and as a result, faces a high risk of business failure, (3) the Company experienced a production shutdown in December 2015 that has limited recent production and revenue (4) the Company's lack of diversification and dependence on material customers increases the risks associated with the Company's business and an investment in the Company, and the Company's financial condition may deteriorate rapidly if it fails to succeed in developing the Company's business and expanding our customer base, (5) the Company may not effectively execute the Company's business plan or manage the Company's potential future business development, (6) the Company's business could be impaired if it fails to comply with applicable regulations, (7) the Company has had significant turnover in management and may not be able to attract and maintain key management personnel to manage the Company or laboratory scientists to carry out the Company's business operations, which could have a material adverse effect on the Company's business, (8) the market for lab-grown diamond may not develop as anticipated, (9) competition may adversely affect our business, (10) the Company may expend a substantial amount of time and resources in connection with the SEC subpoena received in 2014, potential inquiries or legal actions in connection with its filings with the SEC or otherwise, which may impair the Company's ability to raise capital and to operate its business, (11) the Company needs to raise additional capital and may only issues common shares up to the shares authorized under its articles of incorporation without shareholder approval, and (12) such other risks and uncertainties as have been disclosed or are hereafter disclosed from time to time in the Company's filings with the SEC, including, without limitations described under Risk Factors set forth in Part I, Item 1A of the Company's Form 10-K for the fiscal year ended March 31, 2016.

You are cautioned not to place undue reliance on forward-looking statements. You are also urged to review and consider carefully the various disclosures made in the Company's other filings with the SEC, including any

amendments to those filings. Except as may be required by applicable laws, the Company undertakes no obligation to update publicly any forward-looking statements for any reason, even if new information becomes available or other events occur in the future.

GENERAL

We were incorporated on September 17, 2009 in the State of Nevada under the name Krossbow Holdings Corporation (“Krossbow”). Krossbow did not implement its original business plan and decided to acquire existing technology to seek to efficiently and effectively produce man-made diamond. In connection with this change in business purpose, Krossbow changed its name to Scio Diamond Technology Corporation to reflect its new business direction.

In August 2011, the Company acquired certain assets of Apollo Diamond, Inc. (“ADI”) consisting primarily of diamond growing machines and intellectual property related thereto, for which the Company paid ADI an aggregate of \$2,000,000 and also agreed to provide certain current and former stockholders of ADI qualifying as accredited investors the opportunity to acquire up to approximately 16 million shares of common stock of the Company for \$0.01 per share.

In June 2012, the Company acquired substantially all of the assets of Apollo Diamond Gemstone Corporation (“ADGC”), consisting primarily of lab-grown diamond gemstone-related know-how, inventory, and various intellectual property, in exchange for \$100,000 in cash and the opportunity for certain current and former stockholders of ADGC qualifying as accredited investors to acquire up to approximately 1 million shares of common stock of the Company for \$0.01 per share.

In December 2011, the Company began a build-out of its Greenville, South Carolina production facility. Construction was largely completed in March 2012 and equipment was moved from ADI’s former facility in Massachusetts to South Carolina over the first calendar quarter of 2012. The Company began initial production with ten diamond growing machines in July 2012. Our initial production was focused on industrial cutting tool products supplied to a single customer. Since March 2013, the Company has expanded its product focus to include gemstone diamond material.

On December 16, 2014, the Company entered into the Grower Sale-Lease Agreement with HGI. Pursuant to the Grower Sale-Lease Agreement, the Company agreed to a sale-leaseback arrangement for certain diamond growers produced by the Company during the term of the Grower Sale-Leaseback Agreement by which the Company will sell diamond growers to HGI and then lease the growers back from HGI. The direct profit margin generated from the growers will be split between the Company and HGI in accordance with the Grower Sale-Lease Agreement. The Grower Sale-Lease Agreement requires the Company to operate and service the growers, and requires HGI to up-fit certain existing growers and to make capital improvements to the new growers under certain circumstances. The Company will also have the right to repurchase the leased growers upon the occurrence of certain events.

On December 18, 2014 entered into an arrangement with Renaissance creating RCDC. The Company and Renaissance are each 50% members of RCDC. The arrangement was entered into in order to facilitate the development of procedures and recipes for, and to market and sell, lab-grown fancy-colored diamonds. RCDC purchases rough diamond material from the Company and processes the material into finished gemstones for sale to various retailers and other gemstone market participants. Profits and losses generated by RCDC's operations are distributed between the Company and Renaissance according to the terms of the LLC Agreement.

Business Overview

The Company’s primary mission is the development of profitable and sustainable commercial production of its diamond materials, which are suitable for known, emerging and anticipated industrial, technology and consumer applications. The Company intends to pursue progressive development of its core diamond materials technologies and related intellectual property that the Company hopes will evolve into product opportunities across various applications. We believe these opportunities may be monetized through a combination of end product sales, joint ventures and licensing arrangements with third parties, and through continued development of intellectual property. Anticipated application opportunities for the Company’s diamond materials include the following: precision cutting

devices, diamond gemstone jewelry, power switches, semiconductor processors, optoelectronics, geosciences, water purification, and MRI and other medical science technology.

While the Company's product offering continue to include industrial products, as of September 30, 2016 substantially all of the Company's production capacity is being sold as gemstone materials. As of September 30, 2016, we had generated \$4,070,170 in net revenue since inception from sales of our diamond materials and licensing of our technology.

RESULTS OF OPERATIONS

Three Month Period Ended September 30, 2016 Compared to the Three Month Period Ended September 30, 2015

During the three months ended September 30, 2016, we recorded revenue of \$242,066 compared to \$236,292 during the three months ended September 30, 2015. This increase in revenue was due to increased prices for gemstones sold during the quarter as the Company's product mix has shifted to white gemstones.

Cost of goods sold was \$557,026 for the three months ended September 30, 2016 versus \$461,279 for the three months ended September 30, 2015. Cost of goods sold includes direct labor costs of \$113,469 during the three months ended September 30, 2016 and \$109,783 during the three months ended September 30, 2015. Depreciation expense of \$155,957 and \$147,799 was recorded in cost of goods sold during the three months ended September 30, 2016 and 2015, respectively. The overall increase in cost of goods sold is due to increased recognized manufacturing costs as the Company's product sales shifted to white gemstone material.

Gross deficit was \$(314,960) for the three months ended September 30, 2016 versus \$(224,987) for the three months ended September 30, 2015.

Salary and benefit expenses recognized as general and administrative expenses were \$267,764 and \$255,389 for the three months ended September 30, 2016 and 2015, respectively. This increase of \$12,375 is primarily the result of the Company recognizing \$134,121 in non-cash stock based compensation during the three months ended September 30, 2016, versus \$123,466 during the three months ended September 30, 2015. Adjusting for the non-cash stock based compensation results in recognized salary and benefit expenses of \$133,643 and \$131,923 for the three months ended September 2016, versus 2015.

Professional fees were \$79,478 compared to \$44,122 for the three months ended September 30, 2016 and 2015, respectively. The professional fees for the three months ended September 30, 2015 included reductions of \$44,501 for payments made by our insurance carrier and other reversals of past professional fees. Adjusting for these reductions, professional fees would be \$79,478 and \$88,623 for the three months ended September 30, 2016 and 2015, respectively. This slight decrease is primarily due to reduced accounting expenses.

Corporate general and administrative expenses were \$50,075 compared to \$146,631 for the three months ended September 30, 2016 and 2015, respectively. This decrease is due to one-time executive relocation costs being incurred during the three months ending September 30, 2015.

The other components of our general and administrative expenses were relatively consistent between the three months ended September 30, 2016 and 2015. Rent and facilities expenses were \$34,133 and \$40,961, respectively; marketing costs were \$10,339 and \$28,463, respectively and depreciation and amortization expenses were \$245,460 and \$198,477, respectively.

The Company recognized \$235,395 in business interruption proceeds from our insurance carrier related to the December 2015 factory shutdown during the three months ending September 30, 2016. This has been recognized as other income.

We have continued to generate limited revenue to offset our expenses, and so we have incurred net losses. Our net loss for three month period ended September 30, 2016 was \$845,250, compared to a net loss of \$809,588 during the three months ended September 30, 2015. Our net loss per share for the three month period ended September 30, 2016 was \$(0.01) per share, compared to a net loss per share of \$(0.01) for the three months ended September 30, 2015. The weighted average number of shares outstanding was 63,213,291 and 58,385,140, respectively, for the three month periods ended September 30, 2016 and 2015.

Six Month Period Ended September 30, 2016 Compared to the Six Month Period Ended September 30, 2015

During the six months ended September 30, 2016, we recorded revenue of \$427,127 compared to \$408,467 during the six months ended September 30, 2015. This increase in revenue was due to increased prices for gemstones sold during the period as the Company's product mix has shifted to white gemstones.

Cost of goods sold was \$1,104,175 for the six months ended September 30, 2016 versus \$876,646 for the six months ended September 30, 2015. Cost of goods sold includes direct labor costs of \$243,167 during the six months ended September 30, 2016 and \$216,075 during the six months ended September 30, 2015. Depreciation expense of \$311,916 and \$288,467 was recorded in cost of goods sold during the six months ended September 30, 2016 and 2015, respectively. The overall increase in cost of goods sold is due to increased recognized manufacturing costs as the Company's product sales shifted to white gemstone material.

Gross deficit was \$(677,048) for the six months ended September 30, 2016 versus \$(468,179) for the six months ended September 30, 2015.

Salary and benefit expenses recognized as general and administrative expenses were \$580,353 and \$457,691 for the six months ended September 30, 2016 and 2015, respectively. This increase of \$122,662 is primarily the result of the Company recognizing \$302,666 in non-cash stock based compensation during the six months ended September 30, 2016, versus \$187,967 during the six months ended September 30, 2015. Adjusting for the non-cash stock based compensation results in recognized salary and benefit expenses of \$277,686 and \$269,724 for the six months ended September 2016, versus 2015.

Professional fees were \$220,566 compared to \$96,065 for the six months ended September 30, 2016 and 2015, respectively. The professional fees for the six months ended September 30, 2015 included reductions of \$66,000 for payments made by our insurance carrier and other reversals of past professional fees. Adjusting for these reductions, professional fees would be \$220,566 and \$162,065 for the six months ended September 30, 2016 and 2015, respectively. This increase is primarily due to legal expenses.

Corporate general and administrative expenses were \$125,670 compared to \$232,178 for the six months ended September 30, 2016 and 2015, respectively. This decrease is due to one-time executive relocation costs being incurred during the six months ending September 30, 2015.

The other components of our general and administrative expenses were relatively consistent between the six months ended September 30, 2016 and 2015. Rent and facilities expenses were \$75,917 and \$79,974, respectively; marketing costs were \$13,410 and \$56,646, respectively; and depreciation and amortization expenses were \$490,920 and \$396,882, respectively.

The Company recognized \$235,395 in business interruption proceeds from our insurance carrier related to the December 2015 factory shutdown during the six months ending September 30, 2016. This has been recognized as other income.

We have continued to generate limited revenue to offset our expenses, and so we have incurred net losses. Our net loss for six month period ended September 30, 2016 was \$2,109,410, compared to a net loss of \$1,686,683 during the six months ended September 30, 2015. Our net loss per share for the six month period ended September 30, 2016 was \$(0.03) per share, compared to a net loss per share of \$(0.03) for the six months ended September 30, 2015. The weighted average number of shares outstanding was 62,831,990 and 57,464,860, respectively, for the six month periods ended September 30, 2016 and 2015.

FINANCIAL CONDITION

At September 30, 2016, we had total assets of \$9,123,850, compared to total assets of \$10,239,502 at March 31, 2016. We had cash of \$9,947 at September 30, 2016 compared to cash of \$192,880 at March 31, 2016.

Total liabilities at September 30, 2016 were \$4,059,137, compared to total liabilities of \$3,595,821 at March 31, 2016. Total liabilities at September 30, 2016 were comprised primarily of accounts payable, accrued expenses, customer deposits, deferred revenue, notes payable and capital lease obligations. The increase in total liabilities is primarily due to our increased accounts payable and accrued expenses.

The Company had negative working capital (defined as current assets less current liabilities) of \$(1,228,596) at September 30, 2016 versus \$(462,543) at March 31, 2016. This decrease in working capital resulted from the Company's increase in accounts payable and accrued expenses and the decrease in cash during the six months ended September 30, 2016.

Total shareholders' equity was \$5,064,713 at September 30, 2016, compared to \$6,643,681 at March 31, 2016. Shareholders' equity decreased \$1,578,968 during the period due to our operating net loss and was partially offset by additional paid in capital from common stock sold to investors and from common stock issued as incentive compensation.

CASH FLOWS

Operating Activities

We have not generated positive cash flows from operating activities. For the six months ended September 30, 2016, net cash flows used in operating activities were \$(516,309) compared to \$(1,211,607) for six months ended September 30, 2015. The net cash flow used in operating activities for the six months ended September 30, 2016 consists primarily of a net loss of \$(2,109,410) offset by depreciation and amortization of \$802,836, employee stock based compensation of \$302,666, loss from joint venture of \$28,741, increases in accounts receivable and deferred revenue of \$(29,091), increases in accounts payable of \$196,551, increase in accrued expenses of \$217,239, decrease in inventory and deferred contract costs of \$100,638, decrease in customer deposits of \$(41,312), and net decreases in other current assets and liabilities of \$14,762.

Investing Activities

For the six month periods ended September 30, 2016 and 2015, net cash flows used in investing activities were \$(0), and \$(189,043), respectively. These amounts consist of the purchase of property, plant and equipment. The cash used during the six months ended September 30, 2015 was due to the Company's capacity expansion program.

Financing Activities

We have financed our operations primarily through the issuance of equity and debt securities. For the six month periods ended September 30, 2016 and 2015, we generated \$333,376 and \$1,576,238, respectively, from financing activities.

LIQUIDITY AND CAPITAL RESOURCES

We expect that working capital requirements will continue to be funded through a combination of our existing funds, further issuances of securities, and future credit facilities or corporate borrowings. Our working capital requirements are expected to increase in line with the growth of our business.

As of March 31, 2016, our cash balance was \$192,880 and as of September 30, 2016 our cash balance was reduced to \$9,947. This reduction was due to our operating cash needs. Our cash at September 30, 2016 is not expected to be adequate to fund our operations over the current fiscal year ending March 31, 2017. As of September 30, 2016, we had no additional lines of credit or other bank financing arrangements other than as described in Item 1, Note 4. Generally, we have financed operations through September 30, 2016 through the proceeds of sales of our common stock, convertible notes and borrowings under our existing credit facilities. The Company is pursuing additional issuances of equity capital or debt to meet operating cash requirements.

Additional issuances of equity or convertible debt securities will result in dilution to our current stockholders. Such securities might have rights, preferences or privileges senior to our common stock. Additional financing may not be available upon acceptable terms, or at all. If adequate funds are not available or are not available on acceptable terms, we may not be able to take advantage of prospective new business endeavors or opportunities, which could significantly and materially restrict our business operations and could result in the shutdown of operations.

MATERIAL COMMITMENTS AND ARRANGEMENTS

On December 16, 2014, the Company entered into an agreement for the sale and lease of growers with HGI. Pursuant to the Grower Sale-Lease Agreement, the Company agreed to a sale-leaseback arrangement for certain diamond growers produced by the Company during the term of the Grower Sale-Leaseback Agreement by which the Company will sell diamond growers to HGI and then lease the growers back from HGI. The direct profit margin generated from the growers will be split between the Company and HGI in accordance with the Grower Sale-Lease Agreement. The Grower Sale-Lease Agreement requires the Company to operate and service the growers, and requires HGI to up-fit certain existing growers and to make capital improvements to the new growers under certain circumstances. The Company has the right to repurchase the leased growers upon the occurrence of certain events.

On December 18, 2014 entered into an arrangement with Renaissance creating RCDC. The Company and Renaissance are each 50% members of RCDC. The arrangement was entered into in order to facilitate the development of procedures and recipes for, and to market and sell, lab-grown fancy-colored diamonds. RCDC purchases rough Diamond material from the Company and processes the material into finished gemstones for sale to various retailers and other gemstone market participants. Profits and losses generated by RCDC's operations are distributed between the Company and Renaissance according to the terms of the LLC Agreement. The financial performance of RCDC has not met the Company's expectations since it was established. As a result, the Company believes this is a breach of the LLC agreement and we are seeking to terminate the joint venture. The Company provided a termination notice to RCDC and Renaissance on October 31, 2016.

OFF-BALANCE SHEET ARRANGEMENTS

As of the date of this Quarterly Report, we do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors.

CRITICAL ACCOUNTING POLICIES

We have adopted various accounting policies that govern the application of accounting principles generally accepted in the United States ("GAAP"). We describe our significant accounting policies in the notes to our audited financial statements filed with our Form 10-K for the fiscal year ended March 31, 2016.

Some of the accounting policies involve significant judgments and assumptions by us that have a material impact on the carrying value of our assets and liabilities. We consider these accounting policies to be critical accounting policies. The judgment and assumptions we use are based on historical experience and other factors that we believe to be reasonable under the circumstances. Because of the nature of the judgments and assumptions we make, actual results could differ from these judgments and estimates and could materially affect the carrying values of our assets and liabilities and our results of operations.

The following is a summary of the more judgmental estimates and complex accounting principles, which represent our critical accounting policies.

Revenue Recognition

We recognize product revenue when persuasive evidence of an arrangement exists, delivery of products has occurred, the sales price is fixed or determinable, and collectability is reasonably assured. For our Company, this generally means that we recognize revenue when we have shipped finished product to the customer. Our sales terms do not allow for a right of return except for matters related to any manufacturing defects on our part. The Company has an allowance for returns of \$4,681 at September 30, 2016. This allowance has reduced reported revenues and is considered an accrued expense in the balance sheet. The allowance was \$8,681 at March 31, 2016.

For product sales to our joint venture partners for further processing and finishing, we currently defer all revenues when products are shipped. We currently recognize revenue at the earlier of when the joint venture partner sells the finished goods manufactured from our materials or we are paid for our goods.

Inventories

Inventories are stated at the lower of average cost or market. The carrying value of inventory is reviewed and adjusted based upon net realizable value, slow moving and obsolete items. Inventory costs include material, labor, and manufacturing overhead and are determined by the “first-in, first-out” (FIFO) method. The components of inventories include raw materials and supplies, work in process and finished goods.

The Company has periodically experienced selling prices that were lower than cost and as a result has recorded a lower of cost or market write down to the value of our inventory. The estimation of the total write-down to inventory involves management judgments and assumptions, including assumptions regarding future selling price forecasts, the estimated costs to complete and disposal costs.

Property, Plant and Equipment

Depreciation of property, plant and equipment is on a straight-line basis beginning at the time it is placed in service, based on the following estimated useful lives:

	Years
Machinery and equipment	3 to 15
Furniture and fixtures	3 to 10
Engineering equipment	5 to 12

Leasehold improvements are depreciated at the lesser of the remaining term of the lease or the life of the asset (generally three to seven years).

Expenditures for major renewals and betterments that extend the useful lives of property and equipment are capitalized. Expenditures for maintenance and repairs are charged to expense as incurred.

Intangible Assets

The Company's intangible assets consist of its patent portfolio related to its diamond growing technology. These patents are considered definite-life intangible assets and management reviews them for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The Company has allocated values to the individual patents and is amortizing this value over the remaining statutory lives of the individual patents ranging from 6.75 to 19.46 years.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable.

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Disclosure controls and procedures refer to controls and other procedures designed to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC rules and forms, and that such information is accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. As of September 30, 2016, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as defined in Exchange Act Rule 13a-15. We applied our judgment in the process of reviewing these controls and procedures, which, by their nature, can provide only reasonable assurance regarding our control objectives. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were effective as of September 30, 2016.

Changes in Internal Controls

There have been no changes in our internal control over financial reporting that occurred during the three months ended September 30, 2016 that have materially affected or are reasonably likely to materially affect our internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We are subject, from time to time, to various claims, lawsuits or actions that arise in the ordinary course of business. As of September 30, 2016, there were no material outstanding claims by the Company or against the Company.

In May 2014, the Company received a subpoena issued by the SEC ordering the provision of documents and related information concerning various corporate transactions between the Company and its predecessors and other persons and entities. The Company is fully cooperating with this ongoing inquiry.

ITEM 1A. RISK FACTORS

Not applicable (the Company is a smaller reporting company).

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

On September 7, 2016, we sold Convertible Notes in the total principal amount of \$105,600 solely to investors “accredited investors” as defined under SEC Regulation D, Rule 501(a), in reliance upon the exemption from registration under the 1933 Act provided by such Regulation D, Rule 506. The sales were made in private transactions solely with such accredited investors, and we believe all actions necessary to comply with such Regulation were taken. The Convertible Notes bear interest at 8% annually, payable at maturity, mature on September 15, 2017, and principal and accrued interest are convertible into common stock at the conversion price of \$0.14 per share.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not applicable.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

None.

26

ITEM 6. EXHIBITS

The following exhibits are filed as part of this Report:

- | | |
|------|--|
| 4.9 | Form of Promissory Note for Convertible Debt.* |
| 31.1 | Rule 13a-14(a) Certification of the Chief Executive Officer.* |
| 31.2 | Rule 13a-14(a) Certification of the Chief Financial Officer.* |
| 32 | Section 1350 Certifications of the Chief Executive Officer and Chief Financial Officer.* |

101 The following materials from the Quarterly Report on Form 10-Q for the quarter ended September 30, 2016, formatted in eXtensible Business Reporting Language (XBRL); (i) Balance Sheets; (ii) Statements of Operations; (iii) Statements of Shareholders' Equity; (iv) Statements of Cash Flow; and (v) Notes to the Unaudited Financial Statements*

*Filed herewith.

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.

SCIO DIAMOND TECHNOLOGY CORPORATION.

Dated: November 22, 2016 /s/ *Gerald McGuire*
By: Gerald McGuire
Its: Chief Executive Officer

Dated: November 22, 2016 /s/ *Jonathan Pfohl*
By: Jonathan Pfohl

Its: Chief Financial Officer