BIOMERICA INC
Form 10-Q
January 16, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED NOVEMBER 30, 2017

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number: 0-8765

BIOMERICA, INC.

(Exact name of registrant as specified in its charter)

Delaware	95-2645573

(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
17571 Von Karman Avenue, Irvine, CA	92614
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number including area code: (949) 645-2111

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

(TITLE OF EACH CLASS)	(NAME OF EACH EXCHANGE ON WHICH REGISTERED)
Common, par value $.08	NASDAQ Capital Market

Securities registered pursuant to Section 12(g) of the Act:

(TITLE OF EACH CLASS)

COMMON STOCK, PAR VALUE $0.08

Indicate by check whether the registrant (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes [X] No [_]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Date File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (paragraph 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes [X] No [_]

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

Large Accelerated Filer [_]	Accelerated Filer [_]
Non-Accelerated Filer [_]	Smaller Reporting Company [X]

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

Yes [_] No [X]

Indicate the number of shares outstanding of each of the registrant's common stock, as of the latest practicable date: 8,541,048 shares of common stock, par value $0.08, as of January 11, 2018.

BIOMERICA, INC.
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PART I - FINANCIAL INFORMATION

SUMMARIZED FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS
BIOMERICA, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

AND COMPREHENSIVE LOSS(UNAUDITED)

	Six Months Ended		Three Months Ended	
	November 30,		November 30,	
	2017	2016	2017	2016
Net sales	$ 3,058,119	$ 2,842,317	$ 1,613,636	$ 1,432,206
Cost of sales	(2,037,357)	(1,708,666)	(1,107,445)	(875,522)
Gross profit	1,020,762	1,133,651	506,191	556,684
Operating Expenses:				
Selling, general and administrative	974,506	893,906	522,492	475,257
Research and development	561,022	525,208	272,437	300,963
Total operating expenses	1,535,528	1,419,114	794,929	776,220
Loss from operations	(514,766)	(285,463)	(288,738)	(219,536)
Other Income (Expense):				
Dividend and interest income	39,083	27,043	20,114	16,829
Interest expense	(37)	(180)	(37)	(180)
Total other income	39,046	26,863	20,077	16,649
Net loss	$ (475,720)	$ (258,600)	$ (268,661)	$ (202,887)
Basic net loss per common share	$ (0.06)	$ (0.03)	$ (0.03)	$ (0.02)
Diluted net loss per common share	$ (0.06)	$ (0.03)	$ (0.03)	$ (0.02)
Weighted average number of common and common equivalent shares:				
Basic	8,515,499	8,208,672	8,519,784	8,189,066
Diluted	8,515,499	8,208,672	8,519,784	8,189,066
Net loss	$ (475,720)	$ (258,600)	$ (268,661)	$ (202,887)
Other comprehensive loss, net of tax:				
Foreign currency translation	(5,168)	(760)	(4,344)	(786)
Comprehensive loss	$ (480,888)	$ (259,360)	$ (273,005)	$ (203,673)

The accompanying notes are an integral part of these statements.

BIOMERICA, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

ssets:

cash equivalents

receivable, less allowance for doubtful accounts of $57,643 and $50,129

vember 30, 2017 and May 31, 2017, respectively

es, net

xpenses and other

rent Assets

and Equipment, net of accumulated depreciation and amortization of $1,609,209 and
50,073 as of November 30, 2017 and May 31, 2017, respectively

Tax Assets

nts

e Assets, net

sets

ets

s and Shareholders' Equity

iabilities:

s payable and accrued expenses

compensation

rent Liabilities

ments and Contingencies (Note 5)

lders' Equity:

stock, no par value authorized 5,000,000 shares, none issued and none outstanding at
er 30, 2017 and May 31, 2017

stock, $0.08 par value authorized 25,000,000 shares, issued and outstanding 8,529,548 and 8,511,173 at Novemb

l paid-in-capital

ated other comprehensive loss

ated deficit

reholders' Equity

bilities and Shareholders' Equity

The accompanying notes are an integral part of these statements.

BIOMERICA, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(UNAUDITED)

	Six Months Ended November 30,	
	2017	2016
Cash flows from operating activities:		
Net loss	$ (475,720)	$ (258,600)
Adjustments to reconcile net loss to net cash used in operating activities		
Depreciation and amortization	94,133	110,994
Stock option expense	4,624	1,237
Change in provision for allowance for doubtful accounts	7,514	21,921
Inventory reserve	(343)	(9,842)
Increase (decrease) in deferred rent liability		

	13,000
	(3,604)
Changes in assets and liabilities:	
Accounts receivable	(2,545)
	(193,134)
Inventories	(97,204)
	(8,188)
Prepaid expenses and other	(169,336)
	(32,768)
Accounts payable and accrued expenses	

	245,393	
	41,174	
Accrued compensation		
	17,134	
	22,919	
Net cash used in operating activities		
	(363,350)	
	(307,891)	

Cash flows from investing activities:		
Purchases of property and equipment	(52,923)	(25,682)
Net cash used in investing activities	(52,923)	(25,682)

Cash flows from financing activities:		
Proceeds from exercise of stock options	13,789	56,556
Net cash provided by financing activities	13,789	56,556
Effect of exchange rate changes on cash		

	(5,168)	
	(760)	
Net decrease in cash and cash equivalents	(407,652)	(277,777)
Cash and cash equivalents at beginning of period	1,225,462	1,888,925

Cash and cash equivalents at end of period	$ 817,810	$ 1,611,148
Supplemental Disclosure of Cash-Flow Information:		
Cash paid during the period for:		
Interest	$ 37	$ 180

Income taxes		
	$ 0	$ 0

The accompanying notes are an integral part of these statements.

BIOMERICA, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

Note 1: Basis of Presentation

The information set forth in these condensed consolidated financial statements is unaudited and reflects all adjustments which, in the opinion of management, are necessary to present a fair statement of the consolidated results of operations of Biomerica, Inc. and subsidiaries (the Company), for the periods indicated. It does not include all information and footnotes necessary for a fair presentation of financial position, results of operations, and cash flows in conformity with accounting principles generally accepted in the United States of America. All adjustments that were made are of a normal recurring nature.

The unaudited Condensed Consolidated Financial Statements and Notes are presented as permitted by the requirements for Form 10-Q and do not contain certain information included in our annual financial statements and notes. The condensed consolidated balance sheet data as of May 31, 2017 was derived from audited financial statements. The accompanying interim condensed consolidated financial statements should be read in conjunction with the financial statements and related notes included in our Annual Report on Form 10-K filed with the Securities and Exchange Commission (SEC) on August 29, 2017 for the fiscal year ended May 31, 2017. The results of operations for our interim periods are not necessarily indicative of results to be achieved for our full fiscal year.

Note 2: Significant Accounting Policies

Principles of Consolidation

The condensed consolidated financial statements include the accounts of Biomerica, Inc. as well as the Company s German subsidiary (BioEurope GmbH)and Mexican subsidiary (Biomerica de Mexico). All significant intercompany accounts and transactions have been eliminated in consolidation.

Accounting Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the

reported amounts of revenues and expenses during the reported period. Actual results could materially differ from those estimates.

Concentration of Credit Risk

The Company maintains cash balances at certain financial institutions in excess of amounts insured by federal agencies. The Company does not believe it is exposed to significant credit risks.

The Company provides credit in the normal course of business to customers throughout the United States and foreign markets. At November 30, 2017 and May 31, 2017, the Company had two customers which accounted for 62.1% and two customers which accounted for 54.2%, respectively, of gross accounts receivable. The Company had one customer which accounted for approximately 44.6% and 41.8%, of consolidated sales for the six months ended November 30, 2017 and November 30, 2016, respectively.

Cash and Cash Equivalents

Cash and cash equivalents consist of demand deposits and money market accounts with original maturities of less than three months.

Accounts Receivable

The Company extends unsecured credit to its customers on a regular basis. International accounts are required to prepay until they establish a history with the Company and at that time, they are extended credit at levels based on a number of criteria. Credit levels are approved by designated upper level management. Domestic customers are extended initial credit limits until they establish a history with the Company or submit credit information. All increases in credit limits are also approved by designated upper level management. Management evaluates receivables on a quarterly basis and adjusts the allowance for doubtful accounts accordingly. Balances over ninety days old are usually reserved for unless collection is reasonably assured.

Occasionally certain long-standing customers, who routinely place large orders, will have unusually large accounts receivables balances relative to the total gross accounts receivables. Management monitors the payments for these large balances closely and very often requires payment of existing invoices before shipping new sales orders.

Inventories

The Company values inventory at the lower of cost (determined using a combination of specific lot identification and the first-in, first-out methods) or market. Management periodically reviews inventory for excess quantities and obsolescence. Management evaluates quantities on hand, physical condition, and technical functionality as these characteristics may be impacted by anticipated customer demand for current products and new product introductions. The reserve is adjusted based on such evaluation, with a corresponding provision included in cost of sales. Abnormal amounts of idle facility expenses, freight, handling costs and wasted material are recognized as current period charges and the allocation of fixed production overhead is based on the normal capacity of the Company s production facilities.

The approximate balances of inventories are the following at:

	November 30, 2017	May 31, 2017
Raw materials	$	976,000

	$		
		830,000	
Work in progress			
		731,000	
		728,000	
Finished products			
		120,000	
		171,000	
Total			
	$	1,827,000	
	$	1,729,000	

Reserves for inventory obsolescence are increased as necessary to reduce obsolete inventory to estimated realizable value or to specifically reserve for obsolete inventory that the Company intends to dispose of. As of November 30, 2017 and May 31, 2017 inventory reserves were approximately $35,000.

Property and Equipment

Property and equipment are stated at cost. Expenditures for additions and major improvements are capitalized. Repairs and maintenance costs are charged to operations as incurred. When property and equipment are retired or otherwise disposed of, the related cost and accumulated depreciation or amortization is removed from the accounts, and gains or losses from retirements and dispositions are credited or charged to income.

Depreciation and amortization are provided over the estimated useful lives of the related assets, ranging from 5 to 10 years, using the straight-line method. Leasehold improvements are amortized over the lesser of the estimated useful life of the asset or the term of the lease. Depreciation and amortization expense on property and equipment and leasehold improvements amounted to $27,913 and $37,501 for the three months ended November 30, 2017 and 2016, and $59,135 and $74,472 for the six months ended November 30, 2017 and 2016, respectively.

Intangible Assets

Intangible assets include trademarks, product rights, licenses, technology rights and patents, and are accounted for based on Accounting Standards Codification (ASC) 350 Intangibles Goodwill and Other (ASC 350). In that regard, intangible assets that have indefinite useful lives are not amortized but are tested at least annually for impairment or more frequently if events or changes in circumstances indicate that the asset might be impaired. Intangible assets are being amortized using the straight-line method over the useful life, not to exceed 18 years for marketing and distribution rights, 10 years for purchased technology use rights, licenses, and 17 years for patents. Amortization amounted to $17,387 and $20,515 for the three months ended November 30, 2017 and 2016, respectively, and $34,998 and $36,522 for the six months ended November 30, 2017 and 2016, respectively.

Share-Based Compensation

The Company follows the guidance of the accounting provisions of ASC 718 Share-based Compensation (ASC 718), which requires the use of the fair-value based method to determine compensation for all arrangements under which employees and others receive shares of stock or equity instruments (options). The fair value of each option award is estimated on the date of grant using the Black-Scholes valuation model that uses assumptions for expected volatility, expected dividends, expected forfeiture rate, expected term, and the risk-free interest rate.

The Company has not paid dividends historically and does not expect to pay them in the future. Expected volatilities are based on weighted averages of the historical volatility of the Company s stock and other factors estimated over the expected term of the options. The expected forfeiture rate is based on historical forfeitures experienced. The expected term of options granted is derived using the simplified method which computes expected term as the average of the sum of the vesting term plus the contract term as historically the Company had limited activity surrounding its options. The risk-free rate is based on the U.S. Treasury yield curve in effect at the time of grant for the period of the expected term.

The following summary presents the options granted, exercised, expired, cancelled and outstanding as of November 30, 2017:

	Option Shares	Exercise Price Weighted Average
Outstanding May 31, 2017	897,000	$ 0.98
Exercised	(18,375)	0.75
Cancelled or expired	(4,625)	0.92
Granted	52,000	2.41
Outstanding November 30, 2017	926,000	$ 1.07

During the six months ended November 30, 2017, options to purchase 18,375 shares of common stock were exercised at the exercise prices of $0.71 and $1.04 per share. Proceeds to the Company were $13,789.

Revenue Recognition

Revenues from product sales are recognized at the time the product is shipped, customarily FOB shipping point, at which point title passes. An allowance is established when necessary for estimated returns as revenue is recognized. As of November 30, 2017 and May 31, 2017, the allowance for returns was $0. In conjunction with sales to certain customers, the Company provides free products upon attaining certain levels of purchases by the customer. The Company accounts for these free products in accordance with ASC 605-50 Revenue Recognition Customer Payments and Incentives and recognizes the cost of the product as part of cost of sales.

Investments

From time-to-time, the Company makes investments in privately-held companies. The Company determines whether the fair values of any investments in privately-held entities have declined below their carrying value whenever adverse events or changes in circumstances indicate that recorded values may not be recoverable. If the Company considers any such decline to be other than temporary (based on various factors, including historical financial results, and the overall health of the investee s industry), a write-down to estimated fair value is recorded. The Company currently has not written down the investment and no events have occurred which could indicate the carrying value to be less than the fair value. Investments represent the Company s investment in a Polish distributor which is primarily engaged in distributing medical devices. The Company owns approximately 6% of the investee, and accordingly, applies the cost method to account for the investment. Under the cost method, investments are recorded at cost, with gains and losses recognized as of the sale date, and income recorded when received.

Shipping and Handling Fees and Costs

Shipping and handling fees billed to customers are classified as net sales and shipping and handling costs are classified as cost of sales. The Company included shipping and handling costs associated with inbound freight and unreimbursed shipping to customers in cost of sales.

Research and Development

Research and development costs are expensed as incurred.

Income Taxes

The Company has provided a valuation allowance on deferred tax assets of approximately $1,602,000 and $1,435,000 as of November 30, 2017 and May 31, 2017, respectively.

Foreign Currency Translation

The subsidiaries located in Germany and Mexico are accounted for primarily using local functional currency. Accordingly, assets and liabilities of these subsidiaries are translated using exchange rates in effect at the end of the period, and revenues and costs are translated using average exchange rates for the period. The subsidiaries in Germany and Mexico each have one bank account which according to exchange in effect at the end of each period need to be adjusted for that fluctuation. The resulting adjustments are presented as a separate component of accumulated other comprehensive loss.

Deferred Rent

Incentive payments received from landlords are recorded as deferred lease incentives and are amortized over the underlying lease term on a straight-line basis as a reduction of rent expense. When the terms of an operating lease provide for periods of free rent, rent concessions, and/or rent escalations, the Company establishes a deferred rent liability for the difference between the scheduled rent payment and the straight-line rent expense recognized. This deferred rent liability is amortized over the underlying lease term on a straight-line basis as a reduction of rent expense.

Net Loss Per Share

Basic loss per share is computed as net loss divided by the weighted average number of common shares outstanding for the period. Diluted loss per share reflects the potential dilution that could occur from common shares issuable through stock options using the treasury stock method. The total amount of anti-dilutive options not included in the loss per share calculation for the three and six months ended November 30, 2017 was 604,118 and 551,208, respectively. The total amount of anti-dilutive options not included in the loss per share calculation for the three and six months ended November 30, 2016 was 710,242 and 716,995, respectively.

The following table illustrates the required disclosure of the reconciliation of the numerators and denominators of the basic and diluted earnings per share computations.

	Six Months Ended November 30,		Three Months Ended November 30,	
	2017	2016	2017	2016
Numerator:				
Loss from continuing operations	$ (475,720)	$ (258,600)	$ (268,661)	$ (202,887)
Denominator for basic loss Per common share	8,515,499	8,208,672	8,519,784	8,189,066
Effect of dilutive securities:				
Options	--	--	--	--
Denominator for diluted loss per common share	8,515,499	8,208,672	8,519,784	8,189,066
Basic net loss per common share	$ (0.06)	$ (0.03)	$ (0.03)	$ (0.02)
Diluted net loss per common share	$ (0.06)	$ (0.03)	$ (0.03)	$ (0.02)

New Accounting Pronouncements

In August 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2014-15, Presentation of Financial Statements Going Concern (Subtopic 205-40), which addresses Disclosure of Uncertainties about an Entity s Ability to Continue as a Going Concern . In connection with preparing financial statements for each annual and interim reporting period, an entity s management should evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the entity s ability to continue as a going concern within one year after the date that the financial statements are issued (or within one year after the date that the financial statements are available to be issued when applicable). Management s evaluation should be based on relevant conditions and events that are known and reasonably knowable at the date that the financial statements are issued (or at the date that the financial statements are available to be issued when applicable). The amendments in this update are effective for the annual period ending after December 15, 2016, and for annual periods and interim periods thereafter. Management adopted the provisions of this statement and is taking them into account in the preparation of the accompanying financial statements.

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers (ASU 2014-09). ASU 2014-09 is a comprehensive new revenue recognition model requiring a company to recognize revenue to depict the transfer of goods or services to a customer at an amount reflecting the consideration it expects to receive in exchange for those goods or services. In adopting, ASU 2014-09, companies may use either a full retrospective or a modified retrospective approach. ASU 2014-09 is effective for the first interim period within annual reporting periods beginning December 15, 2016, and early adoption is not permitted. During August 2015, the FASB voted to defer the effective date of the above mentioned revenue recognition guidance by one year to December 15, 2017 for interim and annual reporting periods beginning after that date and permitted early adoption of the standard, but not before the original effective date of December 15, 2016. Management is evaluating the provisions of this statement and has not determined what impact the adoption of ASU 2014-09 will have on the Company s financial position or results of operations.

In July 2015, the FASB issued ASU 2015-11, Simplifying the Measurement of Inventory (ASU-2015-11). ASU 2015-11 applies to inventory that is measured using first-in, first-out (FIFO) or average cost. An entity should measure inventory within the scope of ASU 2015-11 at the lower of cost and net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less reasonably predictable costs of completion, disposal and transportation. The amendments in ASU 2015-11 more closely align the measurement of inventory in accounting principles generally accepted of the United States of America with the measurement of inventory in International Financial Reporting Standards (IFRS). ASU 2015-11 is effective for fiscal years beginning after December 31, 2016. Management has implemented the provisions of this statement and does not believe the adoption of ASU 2015-11 had a significant impact on the Company s financial position or results of operations.

On January 5, 2016, the FASB issued ASU 2016-01, Financial Instruments-Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities (ASU-2016-01). The release affects public and private

companies that hold financial assets or owe financial liabilities. ASU-2016-01 will take effect for public companies for fiscal years beginning after December 15, 2017. Management is evaluating the provisions of this statement and has not determined what impact the adoption of ASU- 2016-01 will have on the Company s financial position or results of operations.

On February 25, 2016, the FASB issued ASU 2016-02, Leases (Topic 842) (ASU-2016-02). ASU-2016-02 defines whether a contract is a lease. If it is a lease, the Company is required to recognize the lease assets and liabilities. ASU-2016-02 is effective for public companies for the annual periods beginning after December 15, 2018. Management is evaluating the provisions of this statement and has not determined what impact the adoption of ASU-2016-02 will have on the Company s financial position or results of operations.

On March 30, 2016, the FASB issued ASU 2016-09, Compensation-Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting. The update includes provisions intended to simplify various aspects of accounting for share-based compensation. ASU-2016-09 took effect for public companies for the annual periods beginning after December 15, 2016. Management does not believe the adoption of ASU-2016-09 has had a significant impact on the Company s financial position or results of operations.

On August 26, 2016, the FASB issued ASU 2016-15, Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments. This Update addresses eight specific cash flow issues with the objective of reducing the existing diversity in practice. ASU-2016-15 will take effect for public companies for the fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. Management is evaluating the provisions of this statement and has not determined what impact the adoption of ASU-2016-15 will have on the Company s financial position or results of operations.

On November 27, 2016, the FASB issued ASU 2016-18, Statement of Cash Flows (Topic 230): Restricted Cash. This update addresses the fact that diversity exists in the classification and presentation of changes in restricted cash on the statement of cash flows under Topic 230, Statement of Cash Flows. ASU-2016-18 will take effect for public companies for the fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. Management is evaluating the provisions of this statement and has not determined what impact the adoption of ASU-2016-18 will have on the Company s financial position or results of operations.

In January 2017 the FASB issued ASU 2017-04, Intangibles Goodwill and Other (Topic 350), Simplifying the test for Goodwill Impairment. This update addresses how an entity should perform its annual, or interim, goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount. ASU 2017-04 will take effect for public companies for the fiscal years beginning after December 15, 2019. Management is evaluating the provisions of this statement and has not determined what impact the adoption of ASU-2017-04 will have on the Company s financial position or results of operations.

Other recent ASU's issued by the FASB and guidance issued by the Securities and Exchange Commission did not, or are not believed by management to, have a material effect on the Company s present or future consolidated financial statements.

Note 3: Accounts Payable and Accrued Expenses

The Company s accounts payable and accrued expense balances consist of the following at:

	November 30, 2017	May 31, 2017
Accounts payable		
	$	

585,704

$

336,430

Deferred rent

24,689

15,570

Total

$

610,393

$

352,000

Note 4: Geographic Information

Financial information about foreign and domestic operations and export sales is as follows:

	Six Months Ended November 30,		Three Months Ended November 30,	
	2017	2016	2017	2016
Revenues from sales to unaffiliated customers:				
United States	$ 325,000	$ 398,000	$ 138,000	$ 172,000
Asia	1,494,000	1,292,000	873,000	716,000
Europe	1,069,000	1,018,000	538,000	464,000

South America	103,000	30,000	28,000	14,000
Middle East	61,000	91,000	35,000	53,000
Other	6,000	13,000	2,000	13,000
	$ 3,058,000	$ 2,842,000	$ 1,614,000	$ 1,432,000

No other geographic concentrations exist where net sales exceed 10% of total net sales. As of November 30, 2017 and May 31, 2017, approximately $459,000 and $467,000 of Biomerica s gross inventory and approximately $24,000 and $15,000, of Biomerica s property and equipment, net of accumulated depreciation and amortization, was located in Mexicali, Mexico, respectively.

Note 5: Commitments and Contingencies

On June 18, 2009, the Company entered into an agreement to lease a building in Irvine, California. The lease commenced September 1, 2009 and ended August 31, 2016. The initial base rent was set at $18,490 per month with scheduled annual increases through the end of the lease term. The rent was $22,080. In November 2015, the Company signed the First Amendment to Lease to extend the lease until August 31, 2021. The initial base rent for the lease amendment which started September 1, 2016 is $21,000 per month.

In November 2016, the Company s subsidiary, Biomerica de Mexico, entered into a ten year lease for approximately 8,100 square feet at a monthly rent of $2,926. The yearly rate is subject to an annual adjustment for inflation according to the United States Bureau of Labor Statistics Consumer Price Index For All Urban Consumers. In accordance with the terms of the lease agreement, in November 2017 the rent was increased to $3,017 per month. Biomerica, Inc., is not a guarantor of such lease.

In September 2017, the Company signed a Clinical Samples Agreement with the University of Southern California for the purpose of providing clinical samples for use by the Company in conducting future clinical trials for one of the products which the Company is developing. The work started in October 2017 with charges for work performed being invoiced and paid monthly.

On October 12, 2017, the Company s wholly owned subsidiary, BioEurope, signed a Distribution Agreement (the Agreement) with a distributor to distribute certain products in the United Mexican States. The Agreement is for a period of three years with certain minimum purchases required.

On November 20, 2017, Biomerica announced the enrollment of its first patient at the University of Southern California for the Company's Helicobacter pylori test.

On November 7, 2017, Biomerica announced that it has extended its exclusive license agreement with Celtis Pharm Co. Ltd of South Korea. Celtis has changed its name to Telcon Pharmaceuticals (Telcon). The License Agreement grants Telcon an exclusive license to market and sell Biomerica s InFoods® IBS (Irritable Bowel Syndrome) products in Korea for five years. The amended agreement may now be cancelled if Biomerica has not obtained final clearance for sale of the Products in the United States from the United States FDA on or before December 31, 2019.

Note 6: Subsequent Events

Subsequent to November 30, 2017 options to purchase 5,750 shares of the Company s common stock were exercised at purchase prices ranging from $0.85 to $1.04 per share. Proceeds to the Company totaled approximately $5,125.

On December 1, 2017, Biomerica, Inc. (the Company) entered into an At Market Issuance Sales Agreement (the At Market Issuance Sales Agreement) with an agent (Agent), pursuant to which the Company may offer and sell from time to time up to an aggregate of $7,000,000 of shares of the Company s common stock, par value $0.08 per share (the Placement Shares), through the Agent.

The Placement Shares have been registered under the Securities Act of 1933, as amended (the Securities Act), pursuant to the Registration Statement on Form S-3 (File No. 333-219130) (the Registration Statement), which was originally filed with the Securities and Exchange Commission (SEC) on June 30, 2017 and declared effective by the SEC on July 20, 2017, the base prospectus contained within the Registration Statement, and a prospectus supplement that was filed with the SEC on December 1, 2017.

Sales of the Placement Shares, if any, pursuant to the At Market Issuance Sales Agreement, may be made in sales deemed to be at the market offerings as defined in Rule 415 promulgated under the Securities Act. The Agent will act as sales agent and will use commercially reasonable efforts to sell on the Company s behalf all of the Placement Shares requested to be sold by the Company, consistent with its normal trading and sales practices, on mutually agreed terms between the Agent and the Company.

The Company has no obligation to sell any of the Placement Shares under the At Market Issuance Sales Agreement, and may at any time suspend offers under the At Market Issuance Sales Agreement or terminate the At Market Issuance Sales Agreement. The Company intends to use the net proceeds from this offering for general corporate purposes, including, without limitation, sales and marketing activities, clinical studies and product development, making acquisitions of assets, businesses, companies or securities, capital expenditures, and for working capital needs.

Under the terms of the At Market Issuance Sales Agreement, the Company will pay the Agent a commission equal to 3.0% of the gross proceeds from each sale of Placement Shares sold through it under the At Market Issuance Sales Agreement. In addition, the Company has agreed to pay certain expenses incurred by the Agent in connection with the offering.

On January 10, 2018, Biomerica issued a press release announcing that the China Food and Drug Administration (CFDA) approved Biomerica s colorectal screening test to help identify the early warning signs of colorectal cancer. The EZ Detect colorectal screening test detects fecal occult (hidden) blood, an early warning sign of colorectal cancer.

On January 8, 2018, Biomerica announced that the Company signed definitive agreements with two leading research institutes to perform the clinical trials needed to validate the performance of its InFoods® product to alleviate Irritable Bowel Syndrome (IBS) symptoms. The Biomerica InFoods® IBS product is designed to allow physicians to identify patient specific foods (e.g. eggs, milk, wheat, sugar, corn, etc.), that when removed, may alleviate or improve an individual's IBS symptoms including but not limited to constipation, diarrhea, bloating, pain and indigestion. The clinical studies will be conducted at Beth Israel Deaconess Medical Center Inc., a Harvard Medical School Teaching Hospital, and the University of Michigan. The initial clinical study will include approximately 180 patients and is expected to take between 9 and 14 months to complete. The results of this initial clinical study will be used to identify the primary endpoint(s) to be used in the pivotal study that will be required prior to submitting a 510(k) application to the FDA. The Company decided to conduct the InFoods® clinical program in two parts. This initial clinical study will be used to predominantly determine the primary end point(s) for the second part which will be the pivotal study. The study will also stratify enrollment by the three main IBS subclasses (IBS-Constipation, IBS-Diarrhea and IBS-Mixed).

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

CERTAIN INFORMATION CONTAINED HEREIN (AS WELL AS INFORMATION INCLUDED IN ORAL STATEMENTS OR OTHER WRITTEN STATEMENTS MADE OR TO BE MADE BY BIOMERICA) CONTAINS STATEMENTS THAT ARE FORWARD-LOOKING, SUCH AS STATEMENTS RELATING TO ANTICIPATED FUTURE REVENUES OF THE COMPANY AND SUCCESS OR CURRENT PRODUCT OFFERINGS. SUCH FORWARD-LOOKING INFORMATION INVOLVES IMPORTANT RISKS AND UNCERTAINTIES THAT COULD SIGNIFICANTLY AFFECT ANTICIPATED RESULTS IN THE FUTURE, AND ACCORDINGLY, SUCH RESULTS MAY DIFFER MATERIALLY FROM THOSE EXPRESSED IN ANY FORWARD-LOOKING STATEMENTS MADE BY OR ON BEHALF OF BIOMERICA. THE POTENTIAL RISKS AND UNCERTAINTIES INCLUDE, AMONG OTHERS, FLUCTUATIONS IN THE COMPANY'S OPERATING

RESULTS. THESE RISKS AND UNCERTAINTIES ALSO INCLUDE THE SUCCESS OF THE COMPANY IN RAISING NEEDED CAPITAL, THE ABILITY OF THE COMPANY TO MAINTAIN REQUIREMENTS TO BE LISTED ON NASDAQ, THE CONTINUAL DEMAND FOR THE COMPANY'S PRODUCTS, COMPETITIVE AND ECONOMIC FACTORS OF THE MARKETPLACE, AVAILABILITY OF RAW MATERIALS, HEALTH CARE REGULATIONS AND THE STATE OF THE ECONOMY. READERS ARE CAUTIONED NOT TO PLACE UNDUE RELIANCE ON THESE FORWARD-LOOKING STATEMENTS, WHICH SPEAK ONLY AS OF THE DATE HEREOF, AND THE COMPANY UNDERTAKES NO OBLIGATION TO UPDATE THESE FORWARD-LOOKING STATEMENTS.

OVERVIEW

Biomerica, Inc. and Subsidiaries ("Biomerica", the "Company", "we" or "our") develops, manufactures, and markets medical diagnostic products designed for the early detection and monitoring of chronic diseases and medical conditions. Our medical diagnostic products are sold worldwide in two markets: 1) clinical laboratories and 2) point of care (physicians' offices and over-the-counter drugstores). Our diagnostic test kits are used to analyze blood, urine or stool samples from patients in the diagnosis of various diseases and other medical complications, or to measure the level of specific hormones, antibodies, antigens or other substances, which may exist in the human body in extremely small concentrations.

We primarily focus on products for gastrointestinal, food intolerances, diabetes and esoteric tests. These diagnostic test products utilize immunoassay technology. Some of these products have not yet been submitted for clearance by the Food and Drug Administration (FDA)or each country s equivalent for diagnostic use, but can still be sold in various foreign countries without this approval.

RESULTS OF OPERATIONS

Consolidated net sales for Biomerica were $1,613,636 for the three months ended November 30, 2017 as compared to $1,432,206 for the same period in the previous year. This represents an increase of $181,430 or 12.7%. For the six month period ended November 30, 2017 as compared to 2016, net sales were $3,058,119 as compared to $2,842,317. This represents an increase of $215,802 or 7.6%. The increase was primarily due to sales to a new distributor in Mexico, as well as increased sales in Europe and Asia. For the three months ended November 30, 2017 as compared to November 30, 2016, cost of sales increased as a percentage of sales from 61.1% of sales, or $875,522, to 68.6% of sales, or $1,107,445. For the six months ended November 30, 2017 as compared to 2016, cost of sales increased as a percentage of sales from 60.1% of sales, or $1,708,666 to 66.6% of sales, or $2,037,357. Increases to cost of goods as a percentage of sales were primarily a result of a reduction in inventory of work in process and finished goods in comparison to the prior period which resulted in less labor and overhead capitalized in inventory. There were also one-time costs in Mexico as a result of costs of fully establishing a maquiladora production facility and increases in wages.

For the three months ended November 30, 2017 compared to 2016, selling, general and administrative costs increased by $47,235, or 9.9%. For the six month period ended November 30, 2017 as compared to 2016, these expenses increased by $80,600, or 9.0%. The overall increase in selling, general and administrative costs was primarily due to higher legal fees, outside services, consulting and fees related to CE Mark compliance and audits.

For the three months ended November 30, 2017 compared to 2016, research and development expenses decreased by $28,526 or 9.5%. For the six month period ended November 30, 2017 as compared to 2016, these expenses increased by $35,814, or 6.8%. The decreases during the period were primarily due to lower cost of materials purchased as well as lower legal and consulting services. For the six months ended November 30, 2017 research and development expenses increased due to higher wages and legal expenses associated with intellectual property filings.

LIQUIDITY AND CAPITAL RESOURCES

As of November 30, 2017 and May 31, 2017, the Company had cash and cash equivalents in the amount of $817,810 and $1,225,462 and working capital of $3,294,728 and $3,681,485, respectively.

During the six months ended November 30, 2017 the Company s operations used cash of $363,350 as compared to $307,891 in the same period of the prior fiscal year. The cash used by operations of $363,350 for the six months ended November 30, 2017 was primarily a result of increased prepaids of $169,336, increased inventories of $97,204 and a net loss of $475,720, which was offset by an increase in accounts payable and accrued expenses of $245,393 and depreciation and amortization of $94,133 as compared to cash used by operations of $307,891 for the six months ended November 30, 2016 which resulted from $193,134 in increased receivables and a net loss of $258,600, offset by $110,994 in depreciation and amortization. Cash used in investing activities in the six months ended November 30, 2017 was $52,923 which was for purchases of property and equipment as compared to the six months ended November 30, 2016 during which cash used for property and equipment was $25,682. Cash provided by financing activities for the six months ended November 30, 2017 was a result of the exercise of stock options of $13,789 compared to $56,556 in the prior fiscal year.

The Company has been working on new products for the gastroenterology market. Patent applications for the new products have been filed and the Company has been working on obtaining additional patents and U.S. regulatory approvals. The Company has been spending significant funds on the research, development and related costs and expects this will continue in order to obtain the desired patents and approvals.

As mentioned in Subsequent Events in the notes to the condensed consolidated financial statements the Company entered into an At Market Issuance Sales Agreement, whereby, the Company may raise additional working capital and funds for continued development of current research projects. This will be needed to fund current research and development projects and bring them to the next stage of completion.

OFF BALANCE SHEET ARRANGEMENTS - None.

CRITICAL ACCOUNTING POLICIES

The preparation of condensed consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires us to make a number of estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements. Such estimates and assumptions affect the reported amounts of revenues and expenses during the reporting period. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. Actual results may differ materially from these estimates under different assumptions or conditions. We continue to monitor significant estimates made during the preparation of our financial statements. On an ongoing basis, we evaluate estimates and assumptions based upon historical experience and various other factors and circumstances. We believe our estimates and assumptions are reasonable in the circumstances; however, actual results may differ from these estimates under different future conditions.

We believe that the estimates and assumptions that are most important to the portrayal of our financial condition and results of operations, in that they require subjective or complex judgments, form the basis for the accounting policies deemed to be most critical to us. These relate to revenue recognition, bad debts, inventory overhead application, and inventory reserve. We believe estimates and assumptions related to these critical accounting policies are appropriate under the circumstances; however, should future events or occurrences result in unanticipated consequences, there could be a material impact on our future financial conditions or results of operations. We suggest that our significant accounting policies be read in conjunction with this Management s Discussion and Analysis of Financial Condition and Results of Operations.

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide the information under this item.

Item 4. CONTROLS AND PROCEDURES

Our management evaluated the effectiveness of our disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended, or the Exchange Act, as of the end of the period covered by this report. Our management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. The

disclosure controls and procedures have been designed to provide reasonable assurance of achieving their objectives and the Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures are effective at the "reasonable assurance" level. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the disclosure controls and procedures were effective to ensure that information required to be disclosed in the reports that we file and submit under the Exchange Act is (1) recorded, processed, summarized and reported within the time periods specified in the Commission's rules and forms; and (2) 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.

There have been no changes in our internal control over financial reporting identified in connection with the evaluation that occurred during our last fiscal quarter that has materially affected, or that is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS. None.

Item 1A. RISKS AND UNCERTAINTIES.

You should read the following factors in conjunction with the factors discussed elsewhere in this and our other filings with the Securities and Exchange Commission and in materials incorporated by reference in these filings such as the Form S-3 and Prospectus Supplement filed in July and December 2017, respectively. The following is intended to highlight certain factors that may affect the financial condition and results of operations of Biomerica, Inc. and are not meant to be an exhaustive discussion of risks that apply to companies such as Biomerica, Inc. Like other businesses, Biomerica, Inc. is susceptible to macroeconomic downturns in the United States or abroad, as were experienced in recent history that may affect the general economic climate and performance of Biomerica, Inc. or its customers. Our results may fluctuate adversely as a result of many factors that are outside our control, which may negatively impact our stock price. Sales of our common stock in the public market could lower the market price for our common stock and the price of our stock could fluctuate unpredictably in response to various factors. The Company does not anticipate paying dividends in the foreseeable future, which could affect the market price of the stock.

There is no assurance that we will be able to remain competitive and develop new products and markets for these products. Raising funds to support this development may be difficult and the inability to do so may impact our ability to develop these new products. Acceptance of these new products by health care providers and physicians could have a negative impact on future sales.

Our business is subject to regulation by various governmental agencies. Our results of operations could be negatively impacted by failures or delays in approvals or the loss of previously received approvals or changes to existing laws and regulations. Possible costs or difficulty in complying with government regulations and the delays in receiving required regulatory approvals or the enactment of new adverse regulations or regulatory requirements could affect results adversely.

Interruptions in the supply of raw materials could adversely affect our operations and results. Inability to successfully control our margins is affected by many factors including competition and product mix.

The loss of key personnel and the inability to hire key personnel could affect the business.

Aside from general macroeconomic downturns, the additional material factors that could affect future financial results include, but are not limited to: Terrorist attacks and the impact of such events; shipping labor disruption or other major degradation of the ability to ship out products to end users; inability to successfully control our margins which are affected by many factors including competition and product mix; protracted shutdown of the U.S. border due to an escalation of terrorist or counter terrorist activity; any changes in our business relationships with international distributors or the economic climate they operate in; any event that has a material adverse impact on our foreign manufacturing operations may adversely affect our operations as a whole; failure to manage the future expansion of our business could have a material adverse effect on our revenues and profitability; numerous competitors, some of which have substantially greater financial and other resources than we do; potential claims and litigation brought by patients or medical professionals alleging harm caused by the use of or exposure to our products; quarterly variations in operating results caused by a number of factors, including business and industry conditions; concentrations of sales with certain distributors-the loss of certain of these distributors could lead to significantly reduced sales, which have been increasing. This could adversely affect the results of the Company if the Company were to lose the sales of that distributor and other factors beyond our control; high balances carried on accounts receivables from concentrated customers could result in write-offs of accounts receivable; and the costs of recalls, should such occasion arise. All these factors make it difficult to predict operating results for any particular period.

Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS. None.

Item 3. DEFAULTS UPON SENIOR SECURITIES. None.

Item 4. MINE SAFETY DISCLOSURES. None**.**

Item 5. OTHER INFORMATION.

We held our Annual Meeting of Stockholders on December 13, 2017, to consider and vote on the matters listed below. The proposals are described in detail in the Proxy Statement filed with the Securities and Exchange Commission on September 28, 2017. The final voting results from the meeting are set forth below.

Proposal 1: Election of Directors

Based on the following votes, the individuals named below were each elected to serve as our directors until our next Annual Meeting of Stockholders.

	Votes For	Votes Withheld
Zackary Irani	4,043,904	11,556
Janet Moore	4,036,105	19,355
Allen Barbieri	4,037,054	18,406
Dr. Francis Cano	3,832,733	222,727
Dr. Jane Emerson	4,043,954	11,506
Dr. Mark Sirgo	3,995,397	60,063

Proposal 2: Approval of Proposal No. 2, to consider and act upon a proposal to ratify and approve the Company s 2017 Stock Incentive Plan.

The results of the votes received for Proposal No. 2 will be considered by the Company s Compensation Committee.

FOR 3,373,824

AGAINST

533,117

ABSTAIN

13,519

Proposal 3: Ratification of Selection of Independent Auditors

Based on the following votes, the selection of PKF, LLP, as our independent registered public accounting firm for the 2018 fiscal year was ratified.

Votes For	Votes Against	Abstentions
6,998,392	110,557	37,470

Item 6. EXHIBITS.

The following exhibits are filed or furnished as part of this quarterly report on Form 10-Q:

Exhibit No.	Description
31.1*	Certification Pursuant to Section 302 of the Sarbanes-Oxley Act Zackary S. Irani
31.2*	Certification Pursuant to Section 302 of the Sarbanes-Oxley Act Janet Moore
32.1*	Certification Pursuant to Section 906 of the Sarbanes-Oxley Act Zackary S. Irani
32.2*	Certification Pursuant to Section 906 of the Sarbanes-Oxley Act Janet Moore
101	Interactive data files pursuant to Rule 405 Regulation S-T, as follows:

101.SCH-XBRL Taxonomy Extension Schema Document

101.CAL-XBRL Taxonomy Extension Calculation Linkbase Document

101.DEF XBRL Taxonomy Extension Definition Linkbase Document

101.LAB-XBRL Taxonomy Extension Label Linkbase Document

101.PRE-XBRL Taxonomy Extension Presentation Linkbase Document

* Filed herewith

SIGNATURES

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

BIOMERICA, INC.

By:

/S/ Zackary S. Irani

Zackary S. Irani

Director, Chief Executive Officer

(Principal Executive Officer)

Date: January 16, 2018

By:

/S/ Janet Moore

Janet Moore

Secretary, Director, Chief Financial Officer

Date: January 16, 2018 (Principal Financial Officer)