

ADM TRONICS UNLIMITED INC/DE
Form 10-Q
February 19, 2013
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended December 31, 2012

OR

☐ TRANSACTION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

COMMISSION FILE NO. 0-17629

ADM TRONICS UNLIMITED, INC.

(Exact name of registrant as specified in its charter)

Delaware	22-1896032
(State or Other Jurisdiction	(I.R.S. Employer
of Incorporation or	Identification Number)
organization)	

224-S Pegasus Ave., Northvale, New Jersey 07647
(Address of Principal Executive Offices)

Registrant's Telephone Number, including area code: (201) 767-6040

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days: YES ☒ NO ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate 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). YES ☒ 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 ☐

Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting

company) Smaller reporting company ☒

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

YES ☐ NO ☒

State the number of shares outstanding of each of the Issuer's classes of common equity, as of the latest practicable date:

56,939,537 shares of Common Stock, \$.0005 par value, as of February 19, 2013.

ADM TRONICS UNLIMITED, INC., AND SUBSIDIARIES

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PART I. FINANCIAL INFORMATION
ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

ADM TRONICS UNLIMITED, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

	December 31, 2012 (Unaudited)	March 31, 2012
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 214,300	\$ 299,156
Accounts receivable, net of allowance for doubtful accounts of \$500 and \$329, respectively	156,451	285,159
Inventories	280,752	260,632
Prepaid expenses and other current assets	14,114	26,157
Restricted cash	231,782	231,455
Total current assets	897,399	1,102,559
Property and equipment, net of accumulated depreciation of \$61,264 and \$53,574, respectively	16,052	23,742
Inventories - long-term portion	73,319	42,743
Secured convertible note receivable	57,664	62,351
Advances to related parties	22,480	22,480
Intangible assets, net of accumulated amortization of \$110,888 and \$101,682, respectively	57,260	66,466
Other assets	16,109	16,109
Total other assets	242,884	233,891
Total assets	\$ 1,140,283	\$ 1,336,450
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Note payable - bank	\$ 150,990	\$ 160,000
Accounts payable	213,070	148,832
Customer deposit	-	21,023
Accrued expenses and other current liabilities	401,620	385,935
Total current liabilities	765,680	715,790
Total liabilities	765,680	715,790
Stockholders' equity:		
Preferred stock, \$.01 par value; 5,000,000 shares authorized, no shares issued and outstanding	-	-
	28,470	28,470

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Common stock, \$.0005 par value; 150,000,000 shares authorized, 56,939,537 shares issued and outstanding at December 31, 2012 and March 31, 2012

Additional paid-in capital	32,223,097	32,173,097
Accumulated deficit	(31,876,964)	(31,580,907)
Total stockholders' equity	374,603	620,660
Total liabilities and stockholders' equity	\$1,140,283	\$1,336,450

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

ADM TRONICS UNLIMITED, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE THREE AND NINE MONTHS ENDED
(Unaudited)

	Three months ended December 31,		Nine months ended December 31,	
	2012	2011	2012	2011
Net revenues	\$ 306,522	\$ 452,943	\$ 1,208,434	\$ 1,344,694
Cost of sales	148,090	193,553	501,883	599,016
Gross Profit	158,432	259,390	706,551	745,678
Operating expenses:				
Research and development	6,999	8,630	25,273	26,630
Selling, general and administrative	338,510	273,329	958,573	740,098
Depreciation and amortization	4,780	11,185	16,896	32,645
Total operating expenses	350,289	293,144	1,000,742	799,373
Loss from operations	(191,857)	(33,754)	(294,191)	(53,695)
Other income (expense):				
Interest income	1,038	1,484	3,783	4,724
Interest expense	(1,856)	(1,336)	(5,649)	(3,434)
Total other income (expense)	(818)	148	(1,866)	1,290
Net Loss	\$ (192,675)	\$ (33,606)	\$ (296,057)	\$ (52,405)
Basic and diluted (loss) per common share:	\$ (0.00)	\$ (0.00)	\$ (0.01)	\$ (0.00)
Weighted average shares of common stock outstanding - basic and diluted	56,939,537	53,939,537	56,939,537	53,939,537

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

ADM TRONICS UNLIMITED, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE NINE MONTHS ENDED DECEMBER 31, 2012 AND 2011
(Unaudited)

	2012	2011
Cash flows from operating activities:		
Net loss	\$(296,057)	\$(52,405)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Depreciation and amortization	16,896	32,645
Stock based compensation	50,000	-
Interest receivable	(3,313)	(3,767)
Bad debt expense	171	-
Increase (decrease) in cash flows as a result of changes in assets and liabilities balances:		
Accounts receivable	128,537	(57,929)
Inventory	(50,696)	(131,833)
Prepaid expenses and other current assets	8,948	(39,212)
Accounts payable	67,333	21,593
Customer deposit	(21,023)	108,751
Accrued expenses and other current liabilities	15,685	112,921
Net cash used in operating activities	(83,519)	(9,236)
Cash flows from investing activities:		
Repayment from related party	-	2,936
Payment for equipment costs	-	(2,296)
Collections from secured convertible note	8,000	-
Payment for patents and trademark costs	-	(3,584)
Restricted cash	(327)	(720)
Net cash provided by (used in) investing activities	7,673	(3,664)
Cash flows from financing activities:		
Repayments on note payable - Bank	(9,010)	(9,000)
Repayments on note payable - Other	-	(13,900)
Net cash used in financing activities	(9,010)	(22,900)
Net decrease in cash	(84,856)	(35,800)
Cash and cash equivalents beginning of period	299,156	155,149
Cash and cash equivalents at end of period	\$214,300	\$119,349
Cash paid for:		
Interest	\$2,115	\$3,056
Supplemental disclosures of non-cash investing and financing activities:		
Accrued interest on note receivable	\$3,313	\$3,767
Increase in prepaid insurance and accounts payable	\$3,095	\$8,466

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

ADM TRONICS UNLIMITED, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2012
(Unaudited)

NOTE 1 - ORGANIZATIONAL MATTERS

ADM Tronics Unlimited, Inc. ("we", "us", the "Company" or "ADM"), was incorporated under the laws of the state of Delaware on November 24, 1969. We are authorized under our Certificate of Incorporation to issue 150,000,000 common shares, with \$.0005 par value, and 5,000,000 preferred shares with \$.01 par value.

The accompanying condensed consolidated financial statements as of December 31, 2012 (unaudited) and March 31, 2012 and for the three and nine month periods ended December 31, 2012 and 2011 (unaudited) have been prepared by ADM pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC") including Form 10-Q and Regulation S-X. The information furnished herein reflects all adjustments (consisting of normal recurring accruals and adjustments) which are, in the opinion of management, necessary to fairly present the operating results for the respective periods. Certain information and footnote disclosures normally present in annual financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been omitted pursuant to such rules and regulations. These financial statements and the information included under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations" should be read in conjunction with the audited financial statements and explanatory notes for the year ended March 31, 2012 as disclosed in our annual report on Form 10-K for that year. The results of the three and nine months ended December 31, 2012 (unaudited) are not necessarily indicative of the results to be expected for the pending full year ending March 31, 2013.

NATURE OF BUSINESS

We are a manufacturing and engineering concern whose principal lines of business are the production and sale of chemical products and the manufacture and sale of electronics. On July 17, 2009, we purchased the assets of Antistatic Industries of Delaware Inc., ("Antistatic") a company involved in the research, development and manufacture of water-based and proprietary electrically conductive paints, coatings and other products and accessories which can be used by electronics, computer, pharmaceutical and chemical companies to prevent, reduce or eliminate static electricity.

Our chemical product line is principally comprised of water-based chemical products used in the food packaging and converting industries, and anti-static conductive paints, coatings and other products. These products are sold to customers located in the United States, Australia, Asia and Europe. Electronics equipment is manufactured in accordance with customer specifications on a contract basis. Our electronic device product line consists principally of proprietary devices used in diagnostics and therapeutics of humans and animals and, through our Action Industries, Unlimited, LLC subsidiary, electronic controllers for spas and hot tubs. These products are sold to customers located principally in the United States. We are registered with the FDA as a contract manufacturing facility and we manufacture medical devices for customers in accordance with their designs and specifications. We also provide research, development and engineering services to customers. Our Sonotron Medical Systems, Inc. subsidiary is involved in medical electronic therapeutic technology and our Pegasus Laboratories, Inc. is involved in topical dermatological products.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES

CONSOLIDATION

The unaudited condensed consolidated financial statements include the accounts of ADM Tronics Unlimited, Inc. and its wholly owned subsidiaries, Action Industries Unlimited LLC (AIU), Sonotron Medical Systems, Inc. (SMS) and Pegasus Laboratories, Inc. (PLI). All significant intercompany balances and transactions have been eliminated in consolidation.

USE OF ESTIMATES

These unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States and, accordingly, require management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosures of contingent assets and liabilities. Significant estimates made by management include expected economic life and value of our medical devices, reserves, deferred tax assets, valuation allowance, impairment of long lived assets, fair value of equity instruments issued to consultants for services and fair value of equity instruments issued to others, option and warrant expenses related to compensation to employees and directors, consultants and investment banks, allowance for doubtful accounts, and warranty reserves. Actual results could differ from those estimates.

FAIR VALUE OF FINANCIAL INSTRUMENTS

For certain of our financial instruments, including accounts receivable, inventories, accounts payable, accrued expenses and notes payable - other, the carrying amounts approximate fair value due to their relatively short maturities.

CASH AND EQUIVALENTS

Cash equivalents are comprised of certain highly liquid investments with maturities of three months or less when purchased. We maintain our cash in bank deposit accounts, which at times, may exceed federally insured limits. We have not experienced any losses to date as a result of this policy.

REVENUE RECOGNITION

CHEMICAL PRODUCTS:

Revenues are recognized when products are shipped to end users. Shipments to distributors are recognized as sales where no right of return exists.

ELECTRONICS:

We recognize revenue from the sale of our electronic products when they are shipped to the purchaser. Shipping and handling charges and costs have been de minimis. We offer a limited 90 day warranty on our electronics products and a limited 5 year warranty on our electronic controllers for spas and hot tubs. Historically, the amount of warranty revenue included in the sales of our electronic products has been de minimis. We have no other post shipment obligations and sales returns have been de minimis. Based on prior experience, no amounts have been accrued for potential warranty costs and such costs were less than \$500, for the three and nine months ended December 31, 2012 and 2011.

ENGINEERING SERVICES:

Pursuant to a Master Services Agreement with Ivivi Health Sciences, LLC (IHS), ADM provides engineering services, including quality control and quality assurance services along with regulatory compliance services, warehouse fulfillment services and network administration services including hardware and software services. Under the terms of the Agreement, the Company agrees to serve as the exclusive manufacturer of all current and future medical and non-medical electronic devices or products sold or rented by IHS.

RESEARCH AND DEVELOPMENT COSTS

Research and development costs consist of expenditures for the research and development of patents and technology which are not capitalizable. Our research and development costs consist mainly of labor costs in developing new products.

WARRANTY LIABILITIES

The Company's provision for estimated future warranty costs is based upon historical relationship of warranty claims to sales. Based upon historical experience, the Company has concluded that no warranty liability is required as of the balance sheet dates. However, the Company periodically reviews the adequacy of its product warranties and will record an accrued warranty reserve if necessary.

RESTRICTED CASH

Restricted cash represents funds on deposit with a financial institution that secure the bank note payable.

NET LOSS PER SHARE

The Company computes basic loss per share by dividing the Company's net loss for the period by the weighted-average number of shares of common stock outstanding during the period. Diluted net loss per share excludes potential common shares if the effect is anti-dilutive. Diluted loss per share is determined in the same manner as basic loss per share except that the number of shares is increased assuming exercise of dilutive stock options and warrants using the treasury stock method. As the Company had a net loss for all periods presented, the impact of the assumed exercise of the stock options is anti-dilutive and as such, these amounts have been excluded from the calculation of diluted loss per share. For the three and nine month periods ended December 31, 2012 and 2011, there were no common stock equivalent shares.

RECENT ACCOUNTING PRONOUNCEMENTS

Management does not believe that any other recently issued, but not yet effective accounting pronouncement, if adopted, would have a material effect on the accompanying unaudited condensed consolidated financial statements.

NOTE 3 - INVENTORY

Inventory at December 31, 2012 (unaudited) consisted of the following:

	Current	Long Term	Total
Raw materials	\$ 223,658	\$ 68,408	\$ 292,066
Finished Goods	57,094	4,911	62,005
	\$ 280,752	\$ 73,319	\$ 354,071

Inventory at March 31, 2012 consisted of the following:

	Current	Long Term	Total
Raw materials	\$ 204,367	\$ 38,555	\$ 242,922
Finished Goods	56,265	4,188	60,453
	\$ 260,632	\$ 42,743	\$ 303,375

The Company values its inventories at the first in, first out ("FIFO") method at the lower of cost or market.

NOTE 4 – SECURED CONVERTIBLE NOTE RECEIVABLE

On June 4, 2009, the Company invested a total of \$50,000, with \$10,000 provided in cash, and \$40,000 in services to Wellington Scientific, LLC ("Wellington"). Wellington, which has rights to an electronic uroflowmetry diagnostic medical device technology, issued a convertible note to the Company for a principal amount of \$50,000 with an interest rate of 10% due at various dates through July 15, 2012. The total of the note receivable and accrued interest at December 31, 2012 and March 31, 2012 was \$57,664 and \$62,351, respectively. At the option of the Company, the Note is convertible in whole or in part, into equity of Wellington.

The conversion price, and the resulting equity ownership percentage in Wellington, is determined by dividing the cash value of principal and accrued interest by \$2,000,000.

In August 2012, the Company filed a civil suit in the Superior Court of New Jersey against defendants Wellington Scientific LLC ("Wellington") and Peter F. Lordi, demanding payment of the convertible note receivable from Wellington in the amount of \$50,000 (plus accrued interest). The Company is suing for breach of contract, fraud in the inducement, and other claims. Since this civil suit is in the early stages of litigation, its ultimate outcome cannot be predicted with certainty at this time.

As of February 19, 2013, the loan has not yet been repaid.

NOTE 5 - INTANGIBLE ASSETS

Intangible assets are being amortized using the straight line method over periods ranging from 3-15 years with a weighted average remaining life of approximately 7.4 years.

December 31, 2012					March 31, 2012			
	Cost	Weighted Average Amortization Period (years)	Accumulated Amortization	Net Carrying Amount	Cost	Weighted Average Amortization Period (years)	Accumulated Amortization	Net Carrying Amount
Patents & Trademarks	\$ 82,702	15	\$ (63,916)	\$ 18,786	\$ 82,702	15	\$ (62,464)	\$ 20,238
Formulas	25,446	15	(6,020)	19,426	25,446	15	(4,595)	20,851
Non-Compete Agreement	50,000	7	(30,952)	19,048	50,000	7	(25,595)	24,405
Customer List	10,000	3	(10,000)	-	10,000	3	(9,028)	972
	\$ 168,148		\$ (110,888)	\$ 57,260	\$ 168,148		\$ (101,682)	\$ 66,466

Amortization expense was \$9,206 and \$21,548 for the nine months ended December 31, 2012 and 2011, respectively.

Estimated aggregate future amortization expense related to intangible assets is as follows:

2013	\$2,512
2014	10,650
2015	10,601
2016	5,890
2017	2,914
Thereafter	24,693
	\$57,260

NOTE 6 - CONCENTRATIONS

During the three month period ended December 31, 2012, three customers accounted for 41% of our revenue. As of December 31, 2012, three customers represented approximately 55% of our accounts receivable.

During the three month period ended December 31, 2011, three customers accounted for 65% of our revenue. As of December 31, 2011, two customers represented approximately 85% of our accounts receivable.

During the nine month period ended December 31, 2012, three customer accounted for 39% of our revenue. During the nine month period ended December 31, 2011, two customers accounted for 36% of our revenue.

The Company's customer base is comprised of foreign and domestic entities with diverse demographics. Revenues from foreign customers represented \$56,008 of net revenue or 18.3% for the three months ended December 31, 2012 and \$151,622 of net revenue or 12.5% for the nine months ended December 31, 2012.

Revenues from foreign customers represented \$30,741 of net revenue or 6.8% for the three months ended December 31, 2011 and \$153,539 of net revenue or 11.4% of net revenue for the nine months ended December 31, 2011.

Accounts receivable from foreign entities as of December 31, 2012 and March 31, 2012 were \$24,232 and \$16,198, respectively.

NOTE 7 - SEGMENT INFORMATION

Information about segments is as follows:

	Chemical	Electronics	Total
Three months ended December 31, 2012			
Revenue from external customers	\$266,061	\$40,461	\$306,522
Segment operating income (loss)	\$5,716	\$(197,573)	\$(191,857)
Three months ended December 31, 2011			
Revenue from external customers	\$175,127	\$277,816	\$452,943
Segment operating income (loss)	\$24,381	\$(58,135)	\$(33,754)
Nine months ended December 31, 2012			
Revenue from external customers	\$814,999	\$393,435	\$1,208,434
Segment operating income (loss)	\$105,780	\$(399,971)	\$(294,191)
Nine months ended December 31, 2011			
Revenue from external customers	\$720,363	\$624,331	\$1,344,694
Segment operating income (loss)	\$77,930	\$(131,625)	\$(53,695)
Total assets at December 31, 2012	\$737,687	\$402,596	\$1,140,283
Total assets at March 31, 2012	\$540,349	\$796,101	\$1,336,450

NOTE 8 - RELATED PARTY TRANSACTIONS

ADVANCES TO RELATED PARTIES

As of December 31, 2012 and March 31, 2012, ADM was owed \$0 from advances made to an officer. No advances have been made since 2000. The previous balance, now paid in full, had an interest rate of 3% per year. Total accrued interest at December 31, 2012 and March 31, 2012 was \$22,480 and \$22,480, respectively.

NOTE 9 – NOTE PAYABLE, BANK

On August 21, 2008, the Company entered into a note payable with a commercial bank in the amount of \$200,000. This note bears interest at a rate of 2% above the interest rate for the Company's savings account at this bank and is secured by cash on deposit with the institution, which is classified as restricted cash. Amounts outstanding under the note are payable on demand, and interest is payable monthly. The principal balance of the note at December 31, 2012 and March 31, 2012 was \$150,990 and \$160,000, respectively.

NOTE 10 – NOTE PAYABLE – OTHER

On July 17, 2009 we purchased the assets of Antistatic Industries of Delaware, Inc. in exchange for cash and a note payable, bearing imputed interest rate of 3.5% per annum. The monthly interest and principal payments were \$1,450 and as of December 31, 2012, the note has been fully paid.

NOTE 11 – CUSTOMER DEPOSIT

In July 2011 a customer made a cash deposit of \$179,450 in conjunction with an order for 200 units of the Flo-Med device. For the nine months ended December 31, 2012, the balance of the deposit totaling \$21,023 was recognized as revenue.

NOTE 12 – STOCK OPTIONS

On December 20, 2012, 5,000,000 options were granted to Andre DiMino vesting immediately. The exercise price is \$0.005 per share and the expiration date is December 20, 2017. The compensation cost recognized as of December 31, 2012 was \$50,000.

A summary of the Company's stock options activity is as follows:

	Shares	Weighted Average Exercise Price
Outstanding - April 1, 2012	-	\$ -
Granted	5,000,000	0.005
Exercised	-	-
Cancelled, Forfeited, or Expired	-	-
Outstanding - December 31, 2012	5,000,000	\$ 0.005
Exercisable - December 31, 2012	5,000,000	\$ 0.005

The following is a summary of stock options outstanding at December 31, 2012:

Exercise Price	Number Outstanding	Weighted Average Remaining Contractual Life (in Years)	Weighted Average Exercise Price	Number Exercisable
\$ 0.005	5,000,000	4.97	\$ 0.005	5,000,000

The fair value of the options were determined by using the Black Scholes method at the date of grant of the options based on the following assumptions ranges: (1) risk free interest rate of 0.77% (2) dividend yield of 0%; (3) volatility factor of 430%; and (4) an expected life of the options of 2.5 years.

The weighted average fair value options granted was \$0.005 per share during 2012. There was \$0 of total unrecognized compensation cost related to share-based compensation arrangements as of December 31, 2012.

NOTE 13 – COMMITMENTS

MASTER SERVICES AGREEMENT

On February 12, 2010, ADM agreed to provide certain services to Ivivi Health Sciences, LLC (IHS) pursuant to a Master Services Agreement, as described below:

- we provided IHS with engineering services, including quality control and quality assurance services along with regulatory compliance services warehouse fulfillment services and network administration services including hardware and software services;
- we were paid at the rate of \$26,000 per month by IHS for these services; in June 2010, it was agreed that IHS would pay approximately \$11,000 for June 2010 and approximately \$5,000 per month thereafter for reduced services performed by ADM. In May 2011, IHS agreed to pay ADM approximately \$16,800 per month for increased services, which decreased to approximately \$6,000 in August 2012. Pursuant to this agreement, revenues from engineering services to IHS for the nine months ended December 31, 2012 and 2011 were \$124,530 and \$156,857, respectively.

For the three months ended December 31, 2012 and 2011, revenue was \$19,439 and \$52,116, respectively.

MANUFACTURING AGREEMENT

Under the terms of the February 12, 2010 manufacturing agreement with IHS, ADM has agreed to serve as the exclusive manufacturer of all current and future medical and nonmedical electronic and other electronic devices or products to be sold or rented by IHS. For each product that ADM manufactures, IHS pays ADM an amount equal to 120% of the sum of (i) the actual, invoiced cost for raw materials, parts, components or other physical items that are used in the manufacture of the product and actually purchased for such entity by ADM, if any, plus (ii) a labor charge based on ADM's standard hourly manufacturing labor rate, which ADM believes is more favorable than could be attained from unaffiliated third parties. Under the terms of the agreement, if ADM is unable to perform its obligations to IHS under the manufacturing agreement or is otherwise in breach of any provision of the manufacturing agreement, IHS has the right, without penalty, to engage third parties to manufacture some or all of its products. In addition, if IHS elects to utilize a third-party manufacturer to supplement the manufacturing being completed by ADM, IHS has the right to require ADM to accept delivery of its products from these third party manufacturers, finalize the manufacture of the products to the extent necessary and ensure that the design, testing, control, documentation and other quality assurance procedures during all aspects of the manufacturing process have been met.

Pursuant to the manufacturing agreement, sales of finished goods to IHS for the nine months ended December 31, 2012 and 2011 were \$90,768 and \$108,613, respectively. Sales were \$22,275 and \$65,191 for the three months ended December 31, 2012 and 2011, respectively.

NOTE 14 – SUBSEQUENT EVENTS

On January 25, 2013 the Company entered into an agreement with a consultant to provide advice and consulting service regarding business strategies, strategic relationships, acquisitions and other areas mutually determined until December 31, 2014. In consideration, the consultant purchased 3,000,000 shares of common stock at par value resulting in cash receipts of \$1,500 to the Company.

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

The following discussion of our operations and financial condition should be read in conjunction with the consolidated financial statements and notes thereto included elsewhere in this Quarterly Report on Form 10-Q.

FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of the "safe harbor" provisions under section 21E of the Securities and Exchange Act of 1934 and the Private Securities Litigation Act of 1995. We use forward-looking statements in our description of our plans and objectives for future operations and assumptions underlying these plans and objectives. Forward-looking terminology includes the words "may", "expects", "believes", "anticipates", "intends", "forecasts", "projects", or similar terms, variations of such terms or the negative of such terms. These forward-looking statements are based on management's current expectations and are subject to factors and uncertainties which could cause actual results to differ materially from those described in such forward-looking statements. We expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained in this Form 10-Q to reflect any change in our expectations or any changes in events, conditions or circumstances on which any forward-looking statement is based. Factors which could cause such results to differ materially from those described in the forward-looking statements include those set forth under "Item. 1 Description of Business – Risk Factors" and elsewhere in or incorporated by reference into our Annual Report on Form 10-K for the year ended March 31, 2012.

CRITICAL ACCOUNTING POLICIES

REVENUE RECOGNITION:

CHEMICALS:

Revenues are recognized when products are shipped to end users. Shipments to distributors are recognized as sales where no right of return exists.

ELECTRONICS:

We recognize revenue from the sale of our electronic products when they are shipped to the purchaser. Revenue from the sale of the electronics we manufacture is recognized upon shipment of product. Shipping and handling charges and costs are de minimis. We offer a limited 90 day warranty on our electronics products and a limited 5 year warranty on our electronic controllers for spas and hot tubs. Historically, the amount of warranty revenue included in the sales of our electronic products have been de minimis. We have no other post shipment obligations and sales returns have been de minimis.

WARRANTY LIABILITIES

We offer a limited 90 day warranty on our electronics products and a 5 year limited warranty on all of our electronic controllers for spas and hot tubs sold through Action. This product lines' past experience has resulted in de minimis costs associated with warranty issues. Therefore, no warranty liabilities have yet been recorded. Accordingly, management has not accrued any liability for future expenses as management has deemed such costs to be de minimus.

USE OF ESTIMATES:

Our discussion and analysis of our financial condition and results of operations is based upon our financial statements, which have been prepared in accordance with accounting principles generally accepted in the US. The preparation of these consolidated financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosures of contingent assets and liabilities. On an ongoing basis, we evaluate our estimates, including those related to reserves, deferred tax assets and valuation allowance, impairment of long-lived assets, fair value of equity instruments issued to consultants for services and fair value of equity instruments issued to others. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions; however, we believe that our estimates, including those for the above described items, are reasonable.

BUSINESS OVERVIEW

ADM is a corporation that was organized under the laws of the State of Delaware on November 24, 1969. During the years ended March 31, 2012 and 2011, our operations were conducted through ADM itself and its subsidiaries, Pegasus Laboratories, Inc. (PLI) and Sonotron Medical Systems, Inc. (SMS and Action Industries Unlimited LLC (“AIU”). In addition, the Company owns a minority interest in Montvale Technologies Inc, (formerly known as Ivivi Technologies Inc.) (“ITI”), which until October 18, 2006 was operated as a subsidiary of the Company. ITI was deconsolidated as of October 18, 2006 upon the consummation of ITI’s initial public offering. Our investment in ITI from October 18, 2006 through March 31, 2008 was reported under the equity method of accounting. Since April 1, 2008 we reported our investment in ITI at fair value. As reported by ITI, on February 12, 2010 all of ITI’s assets were acquired by IHS, an unaffiliated entity controlled by ITI’s former Chairman of the Board. Concurrent with such asset sale, the Company entered into agreements with IHS for services related to engineering and regulatory matters, and the previous manufacturing agreement with ITI was assigned to IHS.

In 2009, we invested in Wellington Scientific, LLC (“Wellington”) which has rights to an electronic uroflowmetry diagnostic medical device technology. During the year ended March 31, 2012, we completed development of a new version of the device (Flo-Med device) for compliance with FDA and international standards and created the required documentation for distribution of this product in the US. In July, 2011 an order was received from a distributor for approximately \$740,000 including a 25% cash deposit for the purchase of the Flo-Med device and related disposables. Production of the Flo-Med device and disposables continued during the period and the complete order was fulfilled during the quarter ended June 30, 2012.

We are a technology-based developer and manufacturer of diversified lines of products in the following four areas: (1) environmentally safe chemical products for industrial use, (2) electronic products for numerous industries, including therapeutic non-invasive electronic medical devices and electronic controllers for spas and hot tubs, (3) cosmetic and topical dermatological products and (4) Antistatic paint and coatings products. We have historically derived most of our revenues from the development, manufacture and sale of chemical products, and, to a lesser extent, from our electronics and topical dermatological products. Our Electronics segment includes our AIU and SMS subsidiaries, and our Chemical segment includes our PLI subsidiary.

RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED DECEMBER 31, 2012 AS COMPARED TO DECEMBER 31, 2011

REVENUES

Revenues were \$306,522 for the three months ended December 31, 2012 as compared to \$452,943 for the three months ended December 31, 2011, a decrease of \$146,421, or 32%. The decrease resulted from a decrease in sales to customers in our electronics division in the amount of \$226,978 coupled with an increase in sales in our chemical division in the amount of \$90,934 and an increase in sales in our electronics subsidiary, Action, in the amount of \$693 and a decrease in sales in our Sonotron division of \$11,070.

Gross profit was \$158,432, or 51.7%, for the three months ended December 31, 2012 and \$259,390, or 57.3% for the three months ended December 31, 2011. Gross profit percentage decreased in our chemical division 31% though sales and gross profit increased \$90,957 and \$10,628 respectively. Gross profit percentages in our Antistatic division decreased 20% due to an overall increase in cost of materials, while labor cost percentages increased marginally. Gross profit percentages decreased 62% in our electronics division due to a reduction of sales of our Flo-Med product coupled with increases in material and labor costs of 17%.

We are highly dependent upon certain customers to generate our revenues. During the three month period ended December 31, 2012, three customers accounted for 41% of our revenue. During the three month period ended December 31, 2011, three customers accounted for 65% of our revenue. The complete loss of or significant reduction in business from, or a material adverse change in the financial condition of any of our customers could cause a material and adverse change in our revenues and operating results.

OPERATING PROFIT / LOSS

Loss from operations for the three months ended December 31, 2012 was \$191,857 compared to a loss from operations for the three months ended December 31, 2011 of \$33,754. Selling, general and administrative expenses increased by \$65,181, or 24%, from \$273,329 to \$338,510 mainly due to a stock payment of \$50,000 to Andre DiMino, our President and Chief Executive Officer and an increase of \$63, 801 in regulatory engineering costs. Cost of sales decreased by \$45,463, or 23% from \$193,553 to \$148,090, due to a decrease in direct material purchases of \$49,645 offset by an increase in labor costs of \$7,744.

NET LOSS AND NET LOSS PER SHARE

Net loss for the three months ended December 31, 2012 was \$192,674, or \$0.00 per share, compared to a net loss for the three months ended December 31, 2011 of \$33,606, or \$0.00 per share. Interest income decreased \$446 to \$1,038 in the three months ended December 31, 2012, from \$1,484 in the three months ended December 31, 2011, due to decreased funds invested in a money market account, offset by an increase in accrued interest receivable on a convertible note issued to Wellington.

RESULTS OF OPERATIONS FOR THE NINE MONTHS ENDED DECEMBER 31, 2012 AS COMPARED TO DECEMBER 31, 2011

REVENUES

Revenues were \$1,208,434 for the nine months ended December 31, 2012 as compared to \$1,344,694 for the nine months ended December 31, 2011, a decrease of \$136,260 or 10%. The decrease resulted from an increase in sales to customers in our antistatic and chemical divisions of \$22,438 and \$72,198 respectively offset by a decrease in sales in our electronics division of \$125,699 and a decreases in our Action and Sonotron subsidiaries of \$59,422 and \$45,775, respectively

Gross profit was \$706,551, or 58%, for the nine months ended December 31, 2012 and \$745,678, or 55% for the nine months ended December 31, 2011. Gross profit percentages decreased in our chemical division and antistatic divisions 1% and 4% respectively. Gross profit percentage increased 6% in our electronics division due the sale of our Flo-Med product during the period ended December 31, 2012.

We are highly dependent upon certain customers to generate our revenues. During the nine month period ended December 31, 2012, three customers accounted for 39% of our revenue. During the nine month period ended December 31, 2011, two customers accounted for 36% of our revenue. The complete loss of or significant reduction in business from, or a material adverse change in the financial condition of any of our customers could cause a material and adverse change in our revenues and operating results.

OPERATING LOSS

Loss from operations for the nine months ended December 31, 2012 was \$294,192 compared to a loss from operations for the nine months ended December 31, 2011 of \$53,695. Selling, general and administrative expenses increased by \$218,475 or 30%, from \$740,098 to \$958,573 mainly due to compensation expense of \$50,000 for stock options granted to Andre DiMino, our President and Chief Executive Officer, an increase of \$145,186 in regulatory engineering costs and an increase in royalties of \$23,240. Cost of sales decreased by \$97,133 or 16% from \$599,016 to \$501,883, due to a decrease in direct material purchases of \$121,259 offset by an increase in labor costs of \$21,110.

NET LOSS AND NET LOSS PER SHARE

Net loss for the nine months ended December 31, 2012 was \$296,057, or \$(0.01) per share, compared to a net loss for the nine months ended December 31, 2011 of \$52,405, or \$(0.00) per share. Interest income decreased \$941 to \$3,783 in the nine months ended December 31, 2012, from \$4,724 in the nine months ended December 31, 2011, due to decreased funds invested in a money market account, offset by an increase in accrued interest receivable on a convertible note issued to Wellington.

LIQUIDITY AND CAPITAL RESOURCES

At December 31, 2012, we had cash and cash equivalents of \$214,300 as compared to \$299,156 at March 31, 2012. The \$84,856 decrease was primarily the result of cash used in operations during the nine month period in the amount of \$83,519, cash provided by investing activities of \$7,673 and cash used in financing activities in the amount of \$9,010. Our cash will continue to be used for increased marketing costs, and the related administrative expenses, in order to attempt to increase our revenue. We expect to have enough cash to fund operations for the next twelve months. Our note payable of \$150,990 at December 31, 2012, is secured and collateralized by restricted cash of \$231,782. This note bears an interest rate of 2% above the rate of the savings account. The interest rate at December 31, 2012 was 2.20% and is payable upon demand.

Future Sources of Liquidity:

We expect our primary source of cash during fiscal 2013 to be net cash provided by operating activities. We expect that growth in profitable revenues and continued focus on new customers will enable us to continue to generate cash flows from operating activities. If we do not generate sufficient cash from operations, face unanticipated cash needs or do not otherwise have sufficient cash, we may need to consider the sale of certain intellectual property which does not support the Company's operations. In addition, we have the ability to reduce certain expenses depending on the level of business operation.

Based on current expectations, we believe that our existing cash of \$214,300 as of December 31, 2012 and our net cash provided by operating activities and other potential sources of cash will be sufficient to meet our cash requirements. Our ability to meet these requirements will depend on our ability to generate cash in the future, which is subject to general economic, financial, competitive, legislative, regulatory and other factors that are beyond our control.

OPERATING ACTIVITIES

Net cash used by operating activities was \$83,519 for the nine months ended December 31, 2012, as compared to net cash used by operating activities of \$9,236 for the nine months ended December 31, 2011. The use of cash during the nine months ended December 31, 2012 was primarily due to net loss of \$296,057 and an increase in operating liabilities of \$61,995, and an decrease in net operating assets of \$86,789.

Net cash used by operating activities was \$9,236 for the nine months ended December 31, 2011. The reduction of \$364,935 of cash used during the nine months ended December 31, 2011 was primarily due to net loss reduction of \$331,619, an increase in accounts receivable of \$57,929 and an increase in prepaid expenses of \$39,212 offset with an increase in accrued expenses of \$112,921 and a deposit payable from a customer in the amount of \$108,751.

INVESTING ACTIVITIES

For the nine months ended December 31, 2012, net cash provided by investing activities was \$7,673 mainly due to the collection against our secured convertible note.

Net cash used in investing activities was \$3,664 for the nine months ended December 31, 2011, mainly as a result of the payments for patents and trademarks and equipment during the period.

FINANCING ACTIVITIES

For the nine months ended December 31, 2012, net cash used for financing activities was \$9,010, which was used for repayment on a note from a commercial bank to facilitate our acquisition of AIU.

For the nine months ended December 31, 2011, net cash used for financing activities was \$22,900, of which \$9,000 was used for repayment on a note from a commercial bank to facilitate our acquisition of AIU and \$13,900 was used for repayment of notes payable – other.

OFF BALANCE SHEET ARRANGEMENTS'

We have no off-balance sheet arrangements that have had 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.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Concentration of Credit Risk

Financial instruments that potentially subject us to significant concentrations of credit risk consist primarily of cash and cash equivalents, accounts receivable and our investment in ITI. We have no control over the market value of our investment in ITI.

We maintain cash and cash equivalents with FDIC insured financial institutions.

Our sales are materially dependent on a small group of customers, as noted in Note 6 of our financial statements. We monitor our credit risk associated with our receivables on a routine basis. We also maintain credit controls for evaluating and granting customer credit.

ITEM 4. CONTROLS AND PROCEDURES

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

The Company's management, including the Company's principal executive officer and principal financial officer, have evaluated the effectiveness of the Company's "disclosure controls and procedures," as such term is defined in Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended, (the "Exchange Act"). Based upon their evaluation, the principal executive officer and principal financial officer concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures were effective for the purpose of ensuring that the information required to be disclosed in the reports that the Company files or submits under the Exchange Act with the Securities and Exchange Commission (the "SEC") (1) is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and (2) is accumulated and communicated to the Company's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. During the quarterly period ended December 31, 2012, there were no changes in the Company's internal control over financial reporting which materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting.

CHANGES IN INTERNAL CONTROLS OVER FINANCIAL REPORTING

There were no changes in our internal control over financial reporting that occurred during our last fiscal quarter to which this report relates 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.

In August 2012, the Company filed a civil suit in the Superior Court of New Jersey against defendants Wellington Scientific LLC (“Wellington”) and Peter F. Lordi, demanding payment of the convertible note receivable from Wellington in the amount of \$50,000 (plus accrued interest). The Company is suing for breach of contract, fraud in the inducement, and other claims. Since this civil suit is in the early stages of litigation, its ultimate outcome cannot be predicted with certainty at this time.

ITEM 1A. RISK FACTORS

There have been no material changes to the risk factors contained in our Annual Report on Form 10-K for the year ended March 31, 2012.

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

None

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None

ITEM 4. OTHER INFORMATION

None

ITEM 5. EXHIBITS.

(a) Exhibit No.

31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

32.1 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

101.INS XBRL Instance Document

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

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.

ADM TRONICS UNLIMITED, INC.
(Registrant)

By: /s/ Andre' DiMino
Andre' DiMino, Chief Executive
Officer and Chief Financial Officer

Dated: Northvale, New Jersey
February 19, 2013