

TIDEL TECHNOLOGIES INC
Form 10-Q/A
November 30, 2005

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q/A

(Mark One)

R **Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the quarterly period ended December 31, 2004

or

£ **Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the transition period from _____ to _____

Commission file Number 000-17288

TIDEL TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or
organization)

75-2193593
(I.R.S. Employer Identification No.)

2900 Wilcrest Drive, Suite 205
Houston, Texas
(Address of principal executive offices)

77042
(Zip Code)

Registrant's telephone number, including area code: (713) 783-8200

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 requirement for the past 90 days. YES NO R

The number of shares of Common Stock outstanding as of the close of business on July 6, 2005 was 20,677,210.

TIDEL TECHNOLOGIES, INC. AND SUBSIDIARIES

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PART I. FINANCIAL INFORMATION**ITEM 1.****FINANCIAL STATEMENTS****TIDEL TECHNOLOGIES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS**

ASSETS	December 31, 2004 (unaudited)	September 30, 2004
Current Assets:		
Cash and cash equivalents	\$ 725,927	\$ 258,120
Restricted cash	417,833	—
Trade accounts receivable, net of allowance of \$6,425 and \$6,230, respectively	5,077,596	1,313,918
Notes and other receivables	1,014,641	1,016,167
Inventories	675,699	1,350,630
Prepaid expenses and other	160,881	135,240
Assets held for sale, net of accumulated depreciation of \$4,054,549 and \$3,977,412, respectively	7,032,711	5,910,752
Total current assets	15,105,288	9,984,827
Property, plant and equipment, at cost	1,174,509	1,151,898
Accumulated depreciation	(1,035,663)	(1,027,417)
Net property, plant and equipment	138,846	124,481
Other assets	1,341,064	668,936
Total assets	\$ 16,585,198	\$ 10,778,244
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities:		
Current maturities, net of debt discount of \$0 and \$725,259, respectively	\$ 2,832,221	\$ 183,692
Accounts payable	1,356,544	1,711,630
Accrued interest payable	2,112,291	793,577
Reserve for settlement of class action litigation	—	1,564,490
Other accrued expenses	1,977,111	1,384,675
Liabilities held for sale	2,692,938	2,523,022
Total current liabilities	10,971,105	8,161,086
Long-term debt, net of current maturities and debt discount of \$6,525,446 and \$5,767,988, respectively	696,250	28,709
Total liabilities	11,667,355	8,189,795
Commitments and contingencies		
Shareholders' Equity:		
Common stock, \$.01 par value, authorized 100,000,000 shares; issued and outstanding 20,677,210 shares and 17,426,210 shares, respectively	206,772	174,262
Additional paid-in capital	30,993,862	28,100,674
Accumulated deficit	(26,775,452)	(25,619,888)
Receivable from officer	(31,675)	(31,675)
Accumulated other comprehensive income (loss)	524,336	(34,924)
Total shareholders' equity	4,917,843	2,588,449
Total liabilities and shareholders' equity	\$ 16,585,198	\$ 10,778,244

See accompanying Notes to Condensed Consolidated Financial Statements.

TIDEL TECHNOLOGIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)

	Three Months Ended December 31.	
	2004	2003
Revenues	\$ 6,512,542	\$ 3,035,927
Cost of sales	3,467,773	1,891,797
Gross profit	3,044,769	1,144,130
Selling, general and administrative	1,249,601	1,205,621
Depreciation and amortization	8,246	10,904
Operating income (loss)	1,786,922	(72,395)
Other income (expense):		
Gain on extinguishment of debt	—	18,823,000
Interest expense, net	(3,075,000)	(805,515)
Total other income (expense)	(3,075,000)	18,017,485
Income (loss) before discontinued operations	(1,288,078)	17,945,090
Discontinued operations	132,514	25,415
Net income (loss)	\$ (1,155,564)	\$ 17,970,505
Basic income (loss) per share:		
Income (loss) before discontinued operations	\$ (0.07)	\$ 1.03
Income from discontinued operations	0.01	—
Net income (loss)	\$ (0.06)	\$ 1.03

SHARED VOTING POWER

- 0 -

9

SOLE DISPOSITIVE POWER

10,125 *

10

SHARED DISPOSITIVE POWER

- 0 -

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,125 *

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

o

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

LESS THAN 1%

14

TYPE OF REPORTING PERSON

IN

* Includes 1,875 Shares underlying Restricted Stock Awards and 7,000 Shares underlying Non-Qualified Stock Options that are exercisable within 60 days of the date hereof.

8

CUSIP NO. 858122104

1 NAME OF REPORTING PERSON

MARK A. ZORKO

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a)
GROUP (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		208 *
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		208 *
	10	SHARED DISPOSITIVE POWER
		- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

208 *

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

LESS THAN 1%

14 TYPE OF REPORTING PERSON

IN

* Represents Shares underlying a Restricted Stock Unit Award that vests within 60 days of the date hereof.

CUSIP NO. 858122104

The following constitutes Amendment No. 34 to the Schedule 13D filed by the undersigned (“Amendment No. 34”). Effective January 1, 2012, as a result of an amendment to a certain management agreement with Steel Partners Holdings L.P., Steel Partners LLC and Warren G. Lichtenstein ceased to have the power to vote and dispose of the securities reported herein owned directly by SPH Group Holdings LLC and Steel Partners Holdings GP Inc. assumed the power to vote and dispose of such securities. Accordingly, this Amendment No. 34, among other things, (a) removes Steel Partners LLC as a Reporting Person and (b) adds Steel Partners Holdings GP Inc. as a Reporting Person. Warren G. Lichtenstein remains a Reporting Person by virtue of his role as President of a subsidiary of the Issuer and a director of the Issuer.

Item 2. Identity and Background.

Item 2 is hereby amended and restated to read as follows:

(a) This statement is filed by Steel Partners Holdings L.P., a Delaware limited partnership (“Steel Holdings”), SPH Group LLC, a Delaware limited liability company (“SPHG”), SPH Group Holdings LLC, a Delaware limited liability company (“SPHG Holdings”), Steel Partners Holdings GP Inc., a Delaware corporation (“Steel Holdings GP”), Warren G. Lichtenstein, Jack L. Howard, John J. Quicke and Mark A. Zorko. Each of the foregoing is referred to as a “Reporting Person” and collectively as the “Reporting Persons.”

Steel Holdings owns 99% of the membership interests of SPHG. SPHG is the sole member of SPHG Holdings. Steel Holdings GP is the general partner of Steel Holdings, the managing member of SPHG and the manager of SPHG Holdings. By virtue of these relationships, each of Steel Holdings, SPHG and Steel Holdings GP may be deemed to beneficially own the Shares owned directly by SPHG Holdings. Warren G. Lichtenstein, an officer and director of Steel Holdings GP, is the President of a subsidiary of the Issuer and a director of the Issuer. Jack L. Howard, an officer of Steel Holdings GP, is a director of the Issuer. John J. Quicke, an employee of a subsidiary of Steel Holdings, is the Interim President and Chief Executive Officer and a director of the Issuer. Mark A. Zorko, an employee of a subsidiary of Steel Holdings, is the Chief Financial Officer of the Issuer. Accordingly, the Reporting Persons are hereby filing a joint Schedule 13D.

Set forth on Schedule A annexed hereto is the name and present principal business, occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted of the executive officers and directors of Steel Holdings GP. To the best of the Reporting Persons’ knowledge, except as otherwise set forth herein, none of the persons listed on Schedule A beneficially owns any securities of the Issuer or is a party to any contract, agreement or understanding required to be disclosed herein.

(b) The principal business address of each of the Reporting Persons is 590 Madison Avenue, 32nd Floor, New York, New York 10022.

(c) Steel Holdings is a global diversified holding company that engages or has interests in a variety of operating businesses through its subsidiary companies. Steel Holdings may seek to obtain majority or primary control, board representation or other significant influence over the businesses in which it holds an interest. The principal business of SPHG Holdings is holding securities for the account of Steel Holdings. The principal business of SPHG is serving as the sole member of SPHG Holdings and other affiliates. The principal business of Steel Holdings GP is serving as the general partner of Steel Holdings, the managing member of SPHG and the manager of SPHG Holdings. The principal occupation of Warren G. Lichtenstein is serving as the Chairman and Chief Executive Officer of Steel Holdings GP. The principal occupation of Jack L. Howard is serving as the President of Steel Holdings GP and serving as a principal of Mutual Securities, Inc., a registered broker dealer. The principal occupation of John J. Quicke is serving as a Managing Director and operating partner of Steel Partners LLC, a subsidiary of Steel

Holdings. The principal occupation of Mark A. Zorko is serving as Chief Financial Officer in Residence of SP Corporate Services, LLC, a management and advisory services company.

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(d) No Reporting Person nor any person listed on Schedule A has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) No Reporting Person nor any person listed on Schedule A has, during the last five years, been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Each of the individuals who are Reporting Persons or listed on Schedule A are citizens of the United States of America. Each of the entities who are Reporting Persons are organized under the laws of the State of Delaware.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated to read as follows:

The aggregate purchase price of the 4,384,399 Shares owned directly by SPHG Holdings is approximately \$136,276,464, including brokerage commissions. The Shares owned directly by SPHG Holdings were acquired with funds of SPHG Holdings and an affiliated entity that initially purchased a portion of the Shares prior to being contributed to SPHG Holdings.

The Shares beneficially owned by Messrs. Lichtenstein, Howard, Quicke and Zorko represent Shares received pursuant to Restricted Stock Unit Awards, underlying Restricted Stock Awards or underlying Non-Qualified Stock Options, as the case may be, awarded to them in their capacities as directors and officers, as the case may be, of the Issuer.

SPHG Holdings effects purchases of securities primarily through margin accounts maintained for it with prime brokers, which may extend margin credit to it as and when required to open or carry positions in the margin accounts, subject to applicable federal margin regulations, stock exchange rules and the prime brokers' credit policies. In such instances, the positions held in the margin accounts are pledged as collateral security for the repayment of debit balances in the accounts.

Item 5. Interest in Securities of the Issuer.

Item 5(a) is hereby amended and restated to read as follows:

(a) The aggregate percentage of Shares reported owned by each person named herein is based upon 10,886,829 Shares outstanding, which is the total number of Shares outstanding as of November 4, 2011 as reported in the Issuer's Form 10-Q filed with the Securities and Exchange Commission on November 4, 2011.

As of the close of business on January 2, 2012, SPHG Holdings owned directly 4,384,399 Shares, constituting approximately 40.3% of the Shares outstanding. By virtue of their relationships with SPHG Holdings, each of Steel Holdings, SPHG and Steel Holdings GP may be deemed to beneficially own the Shares owned directly by SPHG Holdings.

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As of the close of business on January 2, 2012, Warren G. Lichtenstein beneficially owned 541 Shares underlying Restricted Stock Awards and 17,749 Shares underlying Non-Qualified Stock Options that are exercisable within 60 days of the date hereof, constituting in the aggregate less than 1% of the Shares outstanding.

As of the close of business on January 2, 2012, Jack L. Howard owned directly 1,250 Shares and beneficially owned an additional 1,875 Shares underlying Restricted Stock Awards and 7,000 Shares underlying Non-Qualified Stock Options that are exercisable within 60 days of the date hereof, constituting in the aggregate less than 1% of the Shares outstanding.

As of the close of business on January 2, 2012, John J. Quicke owned directly 1,250 Shares and beneficially owned an additional 1,875 Shares underlying Restricted Stock Awards and 7,000 Shares underlying Non-Qualified Stock Options that are exercisable within 60 days of the date hereof, constituting in the aggregate less than 1% of the Shares outstanding.

As of the close of business on January 2, 2012, Mark A. Zorko beneficially owned 208 Shares underlying a Restricted Stock Unit Award that vests within 60 days of the date hereof, constituting less than 1% of the Shares outstanding.

Item 5(b) is hereby amended and restated to read as follows:

(b) Each of the Reporting Persons (other than Messrs. Lichtenstein, Howard, Quicke and Zorko) may be deemed to have shared power to vote and dispose of the Shares reported in this Schedule 13D owned directly by SPHG Holdings.

Warren G. Lichtenstein may be deemed to have the sole power to vote and dispose of 18,290 Shares, consisting of 541 Shares underlying Restricted Stock Awards and 17,749 Shares underlying Non-Qualified Stock Options that are exercisable within 60 days of the date hereof.

Jack L. Howard may be deemed to have the sole power to vote and dispose of 10,125 Shares, including 1,875 Shares underlying Restricted Stock Awards and 7,000 Shares underlying Non-Qualified Stock Options that are exercisable within 60 days of the date hereof.

John J. Quicke may be deemed to have the sole power to vote and dispose of 10,125 Shares, including 1,875 Shares underlying Restricted Stock Awards and 7,000 Shares underlying Non-Qualified Stock Options that are exercisable within 60 days of the date hereof.

Mark A. Zorko may be deemed to have the sole power to vote and dispose of 208 Shares underlying a Restricted Stock Unit Award that vests within 60 days of the date hereof.

Item 5(c) is hereby amended to add the following:

(c) On December 7, 2011, Jack L. Howard received 1,250 Shares in connection with the vesting of a Restricted Stock Unit granted on December 7, 2010.

On December 7, 2011, John J. Quicke received 1,250 Shares in connection with the vesting of a Restricted Stock Unit granted on December 7, 2010.

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On November 17, 2011, the Issuer awarded Mark A. Zorko, in his capacity as Chief Financial Officer of the Issuer, a Restricted Stock Unit for 2,500 Shares that vests in 12 equal quarterly installments, with an initial vesting date of February 17, 2012.

Schedule B annexed hereto lists all transactions in the Shares by SPHG Holdings since the filing of Amendment No. 33 to the Schedule 13D. All of such transactions were effected in the open market.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 6 is hereby amended to add the following:

Pursuant to Rule 13d-1(k) promulgated under the Exchange Act, the Reporting Persons have entered into an agreement with respect to the joint filing of this statement, and any amendment or amendments thereto.

Except as set forth herein, there are no contracts, arrangements, understandings or relationships among the Reporting Persons, or between the Reporting Persons and any other person, with respect to the securities of the Issuer.

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended to add the following exhibits:

99.1 Joint Filing Agreement by and among Steel Partners Holdings L.P., SPH Group LLC, SPH Group Holdings LLC, Steel Partners Holdings GP Inc., Warren G. Lichtenstein, Jack L. Howard, John J. Quicke and Mark A. Zorko, dated January 3, 2012.

99.2

Powers of Attorney.

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SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: January 3, 2012

STEEL PARTNERS HOLDINGS L.P.

By: Steel Partners Holdings GP Inc.
General Partner

By: /s/ Jack L. Howard
Jack L. Howard, President

SPH GROUP LLC

By: Steel Partners Holdings GP Inc.
Managing Member

By: /s/ Jack L. Howard
Jack L. Howard, President

SPH GROUP HOLDINGS LLC

By: Steel Partners Holdings GP Inc.
Manager

By: /s/ Jack L. Howard
Jack L. Howard, President

STEEL PARTNERS HOLDINGS GP INC.

By: /s/ Jack L. Howard
Jack L. Howard, President

/s/ Jack L. Howard
JACK L. HOWARD
as Attorney-In-Fact for Warren G. Lichtenstein

/s/ Jack L. Howard
JACK L. HOWARD

CUSIP NO. 858122104

/s/ Sanford Antignas
SANFORD ANTIGNAS
as Attorney-In-Fact for John J. Quicke

/s/ Mark A. Zorko
MARK A. ZORKO

CUSIP NO. 858122104

SCHEDULE A

Executive Officers and Directors of Steel Partners Holdings GP Inc.

Name and Position	Present Principal Occupation	Business Address
Warren G. Lichtenstein, Chairman, Chief Executive Officer and Director	Chairman and Chief Executive Officer of Steel Partners Holdings GP Inc., the General Partner of Steel Partners Holdings L.P., a global diversified holding company	c/o Steel Partners Holdings L.P. 590 Madison Avenue, 32nd Floor New York, NY 10022
Jack L. Howard, President, Secretary and Director	President of Steel Partners Holdings GP Inc., the General Partner of Steel Partners Holdings L.P., a global diversified holding company, and a principal of Mutual Securities, Inc., a registered broker dealer	c/o Steel Partners Holdings L.P. 590 Madison Avenue, 32nd Floor New York, NY 10022
James F. McCabe, Jr., Chief Financial Officer	Chief Financial Officer of Steel Partners Holdings GP Inc., the General Partner of Steel Partners Holdings L.P., a global diversified holding company	c/o Steel Partners Holdings L.P. 590 Madison Avenue, 32nd Floor New York, NY 10022
Anthony Bergamo, Director	Vice Chairman of MB Real Estate, a property management company	c/o MB Real Estate 335 Madison Avenue, 14th Floor New York, NY 10017
John P. McNiff, Director	Partner of Mera Capital Management LP, a private investment partnership	c/o Mera Capital Management LP 161 Washington Street, Suite 1560 Conshohocken, PA 19428
Joseph L. Mullen, Director	Managing Partner of Li Moran International, Inc., a management consulting company	c/o Li Moran International 611 Broadway, Suite 722 New York, NY 10012
General Richard I. Neal, Director	President of Sisvel US, Inc. and Audio MPEG, Inc., licensors of intellectual	c/o Sisvel US, Inc. 66 Canal Center Plaza, Suite 750

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property

Alexandria, VA 22314

Allan R. Tessler, Director

Chairman and Chief
Executive Officer of
International Financial
Group, Inc., an international
merchant banking firm

c/o International Financial
Group, Inc.
2500 North Moose Wilson
Road
Wilson, WY 83014

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SCHEDULE B

Transactions in the Shares of the Issuer Since the Filing of Amendment No. 33 to the Schedule 13D

Class of Security	Securities Purchased	Price (\$)	Date of Purchase
SPH GROUP HOLDINGS LLC			
Common Stock	17,207	25.8300	11/15/11
Common Stock	1,831	25.7500	11/16/11
Common Stock	2,863	25.7437	11/17/11
Common Stock	500	25.8000	11/18/11