

CVD EQUIPMENT CORP
Form 10-Q
November 16, 2015

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 September 30, 2015

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: 1-16525

CVD EQUIPMENT CORPORATION

(Exact Name of Registrant as specified in its charter)

New York **11-2621692**
*(State or Other Jurisdiction of
Incorporation or Organization)* *(I.R.S. Employer Identification No.)*

355 South Technology Drive

Central Islip, New York

11722

(Address of principal executive offices)

(631) 981-7081

(Registrant's telephone number, including area code)

Indicate by check 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 (Section 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 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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 6,172,227 shares of Common Stock, \$0.01 par value at November 5, 2015.

CVD EQUIPMENT CORPORATION AND SUBSIDIARY

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PART 1 – FINANCIAL INFORMATION

CVD EQUIPMENT CORPORATION AND SUBSIDIARIES

Consolidated Balance Sheets

(Unaudited)

| | September 30, 2015 | December 31, 2014 |
|---|-----------------------|----------------------|
| ASSETS | | |
| Current Assets: | | |
| Cash and cash equivalents | \$13,269,050 | \$11,966,863 |
| Accounts receivable, net | 5,054,107 | 6,463,050 |
| Costs and estimated earnings in excess of billings on contracts in progress | 2,511,970 | 2,498,662 |
| Inventories | 3,646,889 | 4,842,059 |
| Restricted cash - current | 200,000 | 200,000 |
| Deferred income taxes – current | 2,098,603 | 2,887,960 |
| Other current assets | 104,401 | 194,756 |
| Total Current Assets | 26,885,020 | 29,053,350 |
| Property, plant and equipment, net | 14,964,713 | 15,025,283 |
| Construction in progress | 10,494 | 389,276 |
| Deferred income taxes – non-current | 1,360,082 | 750,133 |
| Restricted cash – non-current | --- | 200,000 |
| Other assets | 94,516 | 82,559 |
| Intangible assets, net | 59,596 | 55,871 |
| Total Assets | \$43,374,421 | \$45,556,472 |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| Current Liabilities: | | |
| Accounts payable | \$1,838,499 | \$1,682,838 |
| Accrued expenses | 3,883,070 | 3,297,052 |
| Current maturities of long-term debt | 685,000 | 720,000 |
| Billings in excess of costs and estimated earnings on contracts in progress | 753,026 | 1,328,508 |
| Deferred revenue | 234,632 | 488,691 |
| Accrued litigation settlement | --- | 4,925,000 |
| Total Current Liabilities | 7,394,227 | 12,442,089 |
| Long-term debt, net of current portion | 3,340,508 | 3,845,508 |

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| | | |
|--|--------------|--------------|
| Total Liabilities | 10,734,735 | 16,287,597 |
| Commitments and Contingencies | ---- | ---- |
| Stockholders' Equity | | |
| Common stock - \$0.01 par value – 10,000,000 shares authorized; issued and outstanding, 6,172,227 at September 30, 2015 and 6,162,027 at December 31, 2014 | 61,722 | 61,620 |
| Additional paid-in-capital | 22,701,296 | 22,144,805 |
| Retained earnings | 9,876,668 | 7,062,450 |
| Total Stockholders' Equity | 32,639,686 | 29,268,875 |
| Total Liabilities and Stockholders' Equity | \$43,374,421 | \$45,556,472 |

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

CVD EQUIPMENT CORPORATION AND SUBSIDIARIES

Consolidated Statements of Operations

(Unaudited)

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|--|-------------------------------------|--------------|------------------------------------|---------------|
| | 2015 | 2014 | 2015 | 2014 |
| Revenue | \$ 10,645,824 | \$ 8,867,158 | \$ 30,772,421 | \$ 19,359,547 |
| Cost of revenue | 6,520,341 | 5,558,059 | 18,730,107 | 12,031,801 |
| Gross profit | 4,125,483 | 3,309,099 | 12,042,314 | 7,327,746 |
| Operating expenses | | | | |
| Research and development | 75,484 | 219,306 | 545,246 | 638,482 |
| Selling and shipping | 312,400 | 314,232 | 900,120 | 972,099 |
| General and administrative | 1,871,818 | 1,563,136 | 6,007,553 | 4,396,715 |
| Litigation settlement | 995,000 | --- | 995,000 | --- |
| Total operating expenses | 3,254,702 | 2,096,674 | 8,447,919 | 6,007,296 |
| Operating income | 870,781 | 1,212,425 | 3,594,395 | 1,320,450 |
| Other income (expense) | | | | |
| Interest income | 5,894 | 9,265 | 17,708 | 23,940 |
| Interest expense | (22,042) | (27,013) | (70,907) | (83,904) |
| Other income | -- | 2,252 | 781 | 28,463 |
| Total other (expense) | (16,148) | (15,496) | (52,418) | (31,501) |
| Income before income taxes | 854,633 | 1,196,929 | 3,541,977 | 1,288,949 |
| Income tax expense | 43,550 | 339,000 | 727,759 | 497,193 |
| Net income | \$ 811,083 | \$ 857,929 | \$ 2,814,218 | \$ 791,756 |
| Basic income per common share | \$ 0.13 | \$ 0.14 | \$ 0.46 | \$ 0.13 |
| Diluted income per common share | \$ 0.13 | \$ 0.14 | \$ 0.45 | \$ 0.13 |
| Weighted average common shares | | | | |
| Outstanding-basic | 6,171,086 | 6,140,707 | 6,169,836 | 6,120,474 |
| Net effect of potential common share issuance: | | | | |
| Stock options | 94,119 | 114,765 | 111,516 | 116,083 |

| | | | | |
|--------------------------------|-----------|-----------|-----------|-----------|
| Weighted average common shares | | | | |
| Outstanding-diluted | 6,265,205 | 6,255,472 | 6,281,353 | 6,236,557 |

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

CVD EQUIPMENT CORPORATION AND SUBSIDIARIES

Consolidated Statements of Cash Flows

(Unaudited)

| | Nine Months Ended September 30, | |
|---|------------------------------------|--------------|
| | 2015 | 2014 |
| Cash flows from operating activities: | | |
| Net income | \$2,814,218 | \$791,756 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Stock-based compensation expense | 556,593 | 370,830 |
| Depreciation and amortization | 636,236 | 590,385 |
| Deferred tax expense/(benefit) | (331,750) | 189,873 |
| Provision for doubtful accounts | 32,063 | (84,182) |
| Changes in operating assets and liabilities: | | |
| Accounts receivable | 1,376,880 | (1,666,998) |
| Costs and estimated earnings in excess of billings on contracts in progress | (13,308) | (1,006,869) |
| Inventories, net | 1,195,169 | (716,201) |
| Income taxes - current | 511,158 | -- |
| Deposits | --- | 3,167 |
| Other current assets | 90,355 | 36,067 |
| Increases/(decreases) in operating liabilities: | | |
| Accounts payable and accrued expenses | 741,707 | 1,663,191 |
| Current maturities of long-term debt | (35,000) | --- |
| Billings in excess of costs and estimated earnings on contracts in progress | (575,482) | 291,634 |
| Accrued litigation settlement | (4,925,000) | -- |
| Deferred revenue | (254,058) | 119,827 |
| Net cash provided by operating activities | 1,819,781 | 582,480 |
| Cash flows from investing activities: | | |
| Release of restricted cash | 200,000 | 400,000 |
| Capital expenditures | (212,594) | (396,055) |
| Net cash (used in)/provided by investing activities | (12,594) | 3,945 |
| Cash flows from financing activities: | | |
| Net proceeds from stock options exercised | -- | 102,200 |
| Payments of long-term debt | (505,000) | (540,000) |
| Net cash used in financing activities | (505,000) | (437,800) |
| Net increase in cash and cash equivalents | 1,302,187 | 148,625 |
| Cash and cash equivalents at beginning of period | 11,966,863 | 11,247,560 |
| Cash and cash equivalents at end of period | \$13,269,050 | \$11,396,185 |

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Supplemental disclosure of cash flow information:

| | | |
|-------------------|-----------|----------|
| Income taxes paid | \$427,078 | \$-- |
| Interest paid | \$70,907 | \$83,904 |

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

CVD EQUIPMENT CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2015

(Unaudited)

NOTE 1: BASIS OF PRESENTATION

The accompanying unaudited consolidated financial statements for CVD Equipment Corporation and Subsidiaries (collectively, “the Company”) have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10-Q and Article 8 of Regulation S-X. They do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary in order to make the interim financials not misleading have been included and all such adjustments are of a normal recurring nature. The operating results for the three and nine months ended September 30, 2015 are not necessarily indicative of the results that can be expected for the year ending December 31, 2015.

The balance sheet as of December 31, 2014 has been derived from the audited consolidated financial statements at such date, but does not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. For further information, please refer to the consolidated financial statements and notes thereto included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2014, including the accounting policies followed by the Company as set forth in Note 2 to the consolidated financial statements contained therein.

All material intercompany transactions have been eliminated in consolidation. In addition, certain reclassifications have been made to prior period consolidated financial statements to conform to the current year presentation including reclassification of research and development expenses incurred independent of customer orders. These expenses which amounted to \$75,000 and \$545,000 for the three and nine months ended September 30, 2015, respectively, and \$219,000 and \$638,000 for the three and nine months ended September 30, 2014, respectively, had previously been included in cost of revenue and are now shown as an operating expense. Restricted cash has been split into current and non-current based on the amount that will be reduced annually.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Revenue Recognition

Product and service sales, including those based on time and materials type contracts, are recognized when persuasive evidence of an arrangement exists, product delivery has occurred or services have been rendered, pricing is fixed or determinable, and collection is reasonably assured. Service sales, principally representing repair, maintenance and engineering activities are recognized over the contractual period or as services are rendered.

CVD EQUIPMENT CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2015

(Unaudited)

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenues from fixed price contracts are recognized on the percentage of completion method, measured on the basis of incurred costs to estimated total costs for each contract. This “cost to cost” method is used because management considers it to be the best available measure of progress on these contracts.

Contract costs include all direct material and labor costs and those indirect costs related to contract performance, such as indirect labor, supplies, tools, repairs and depreciation costs.

Selling, general and administrative costs are charged to expense as incurred. Provisions for estimated losses on contracts in progress are made in the period in which such losses are determined. Changes in job requirements, job conditions, and estimated profitability, and final contract settlements may result in revisions to costs and income and are recognized in the period in which the revisions are determined.

The asset, “Costs and estimated earnings in excess of billings on contracts in progress,” represents revenues recognized in excess of amounts billed.

The liability, “Billings in excess of costs and estimated earnings on contracts in progress,” represents amounts billed in excess of revenues recognized.

Recent Accounting Pronouncements

In May 2014, The Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2014-09, “Revenue from Contracts with Customers” (Topic 606), which changes the criteria for recognizing revenue.

The standard requires an entity which recognizes revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The standard requires a five-step process for recognizing revenues including identifying the contract with the customer, identifying the performance obligations in the contract, determining the transaction prices, allocating the transaction price to the performance obligations in the contract, and recognizing revenue when (or as) the entity satisfies a performance obligation. Publicly-traded companies were initially required to adopt the ASU for reporting periods beginning after December 15, 2016; however, the FASB has granted an extension to December 15, 2017 of the ASU. Currently companies may choose among different transition alternatives. Management is currently evaluating the impact that ASU 2014-09 will have on the Company's consolidated financial statements and have not yet determined which method of adoption will be selected.

CVD EQUIPMENT CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2015

(Unaudited)

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

In April 2015, the FASB issued ASU No. 2015-03, "Interest-imputation of interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs", which requires that debt issuance costs be presented in the balance sheet as a direct deduction from the carrying amount of the related debt liability, rather than as a deferred charge asset. ASU No. 2015-03 is effective for the Company beginning January 1, 2016 and is to be applied retroactively. Management is currently evaluating the effect that this ASU will have on the Company's consolidated financial statements and related disclosures.

NOTE 3: CONCENTRATION OF CREDIT RISK

Financial instruments that potentially subject the Company to concentrations of credit risk consist of cash and cash equivalents and accounts receivable. The Company places its cash equivalents with high credit-quality domestic financial institutions and invests its excess cash primarily in savings accounts, treasury bills and money market instruments. The Company performs periodic evaluations of the relative credit standing of all such institutions as it seeks to maintain stability and liquidity. Cash and cash investments at September 30, 2015 and December 31, 2014, exceeded the Federal Deposit Insurance Corporation ("FDIC") limits by \$12.4 million and \$10.2 million respectively. The Company sells products and services to various companies across several industries in the ordinary course of business. The Company performs ongoing credit evaluations to assess the probability of accounts receivable collection based on a number of factors, including past transaction experience, evaluation of their credit history and review of the invoicing terms of the contract to determine the financial strength of its customers. The Company also maintains allowances for anticipated losses.

CVD EQUIPMENT CORPORATION AND SUBSIDIARIES**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****September 30, 2015****(Unaudited)****NOTE 4: CONTRACTS IN PROGRESS**

Costs and estimated earnings in excess of billings on contracts in progress are summarized as follows:

| | September 30, 2015 | December 31, 2014 |
|---|-----------------------|----------------------|
| Costs incurred on contracts in progress | \$8,242,038 | \$4,250,300 |
| Estimated earnings | 9,052,783 | 4,541,377 |
| | 17,294,821 | 8,791,677 |
| Billings to date | (15,535,877) | (7,621,523) |
| | \$1,758,944 | \$1,170,154 |
| Included in accompanying balance sheets under the following captions: | | |
| Costs and estimated earnings in excess of billings on contracts in progress | \$2,511,970 | \$2,498,662 |
| Billings in excess of costs and estimated earnings on contracts in progress | \$(753,026) | \$(1,328,508) |

NOTE 5: INVENTORIES

Inventories consist of:

| | September 30, 2015 | December 31, 2014 |
|-----------------|-----------------------|----------------------|
| Raw materials | \$2,976,123 | \$4,307,913 |
| Work-in-process | 579,540 | 419,731 |
| Finished goods | 91,227 | 114,415 |
| Totals | \$3,646,889 | \$4,842,059 |

NOTE 6: ACCOUNTS RECEIVABLE

Accounts receivable are presented net of an allowance for doubtful accounts of approximately \$82,000 and \$50,000 as of September 30, 2015 and December 31, 2014, respectively. The allowance is based on prior experience and management's evaluation of the collectability of accounts receivable. Management believes the allowance is adequate. However, future estimates may change based on changes in future economic conditions.

CVD EQUIPMENT CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2015

(Unaudited)

NOTE 7: DEBT

On September 3, 2015, the Company extended its \$7 million revolving credit facility with HSBC Bank, USA, N.A. (“HSBC”) with a new maturity date of September 1, 2018, under the same terms. This revolving credit facility remained unused as of both September 30, 2015 and December 31, 2014. Interest on the unpaid principal balance on this facility accrues at either (i) the London Interbank offered Rate (“LIBOR”) plus 1.75% or (ii) the bank’s prime rate minus 0.50%. The credit agreement also contains certain financial covenants, all of which the Company was in compliance with at September 30, 2015.

The Company also has eleven (11) months remaining on a five (5) year term loan in the initial amount of \$2.1 million. The Company makes monthly principal payments of \$35,000 plus interest on the term loan which matures on August 1, 2016. The principal balances as of September 30, 2015 and December 31, 2014 were \$385,000 and \$700,000 respectively. Interest on the unpaid \$385,000 principal balance for the term loan, which was used to pay off the previous mortgages, accrues at a fixed rate of 3.045%. Borrowings under the term loan were initially collateralized by \$1,000,000 restricted cash deposits and reduced on each anniversary of the closing date, (August 5th) by \$200,000, provided that, so long as no event of default has occurred and is then continuing. The restricted balance at September 30, 2015 was \$200,000 which is a separate line item on the consolidated balance sheet.

In March 2012, the Company entered into a mortgage loan agreement with HSBC Bank, USA, N.A., for the initial principal amount of \$6,000,000 (the “Loan”), through the Town of Islip Industrial Development Agency. The Loan is secured by a mortgage against the property and building located at 355 South Technology Drive, Central Islip, New York. Interest presently accrues on the Loan, at our option, at the variable rate of LIBOR plus 1.75% which was 1.95635% and 1.9108% at September 30, 2015 and December 31, 2014 respectively. The outstanding principal balance on the mortgage at September 30, 2015 was \$3,641,000. The Company makes monthly principal payments of \$25,000 plus interest on the Loan which matures on March 15, 2022.

NOTE 8: STOCK-BASED COMPENSATION EXPENSE

During the three and nine months ended September 30, 2015 and September 30, 2014, the Company recorded compensation expense as part of general administrative expense, of \$186,000 and \$557,000 and \$117,000 and \$371,000 respectively, for the cost of employee and director services received in exchange for equity instruments based on the grant-date fair value of those instruments. This expense was recorded based upon the guidance of ASC 718, "Compensation-Stock Compensation."

CVD EQUIPMENT CORPORATION AND SUBSIDIARIES**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****September 30, 2015****(Unaudited)****NOTE 9: INCOME TAXES**

The provision for income taxes includes the following:

| | Nine Months Ended September 30, | |
|------------------------------|------------------------------------|-------------|
| | 2015 | 2014 |
| Current: | | |
| Federal | \$1,043,650 | \$281,748 |
| State | 15,859 | 25,572 |
| Total Current Provision | 1,059,509 | 307,320 |
| Deferred: | | |
| Federal | \$(331,750) | \$(191,472) |
| State | ---- | 381,345 |
| Total deferred | (331,750) | 189,873 |
| Income tax expense/(benefit) | \$727,759 | \$497,193 |

In March 2014, New York State eliminated the state income tax for qualified manufacturing companies such as CVD. Due to this change in the tax law, the Company was required to write off state-level deferred tax assets which would have been used to offset future taxes payable to New York State. Though this change led to the loss of benefits we had recorded for previous operating losses, it will reduce total income tax expense for future periods, as essentially all of our operations are in New York State.

CVD EQUIPMENT CORPORATION AND SUBSIDIARIES**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****September 30, 2015****(Unaudited)**

NOTE 9: INCOME TAXES (continued)

Tax Rate Reconciliation

The reconciliation between the Company's effective tax rate on income from continuing operations and the statutory rate is as follows:

| | Nine Months Ended September 30, | |
|--|------------------------------------|-----------|
| | 2015 | 2014 |
| Income tax benefit at federal statutory rate [34%] | \$1,204,274 | \$438,244 |
| Change in capitalized inventory (Section 263A) | -- | 3,159 |
| Change in other accruals | 32,217 | (27,936) |
| Difference between tax and book depreciation | (24,312) | (91,385) |
| Stock-based compensation | (39,234) | (97,041) |
| Research and development credits | (973,649) | (109,193) |
| Domestic production activities deduction | (109,989) | -- |
| Net operating loss carryforward | 954,581 | -- |
| Tax carryback | (511,158) | -- |
| Provision to 2014 tax return true up | 195,029 | -- |
| Impact of New York State taxation change | -- | 381,345 |
| Income tax expense | \$727,759 | \$497,193 |

NOTE 10: EARNINGS PER SHARE

Basic earnings per share are computed by dividing net earnings available to common shareholders (the numerator) by the weighted average number of common shares (the denominator) for the period presented. The computation of diluted earnings per share is similar to basic earnings per share, except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potentially dilutive common shares had

been issued.

Stock options to purchase 259,730 shares of common stock were outstanding and 147,230 were exercisable during the three and nine months ended September 30, 2015. Stock options to purchase 159,730 shares were outstanding and 134,730 were exercisable during the three and nine months ended September 30, 2014. For the three and nine months ended September 30, 2015 and the three and nine months ended September 30, 2014, all outstanding options were included in the diluted earnings per share calculation because the average market price was higher than the exercise price.

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CVD EQUIPMENT CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2015

(Unaudited)

NOTE 10: EARNINGS PER SHARE (continued)

The potentially dilutive common shares from warrants and options are calculated in accordance with the treasury stock method, which assumes that proceeds from the exercise of all warrants and options are used to repurchase common stock at market value. The amount of shares remaining after the proceeds are exhausted represents the potential dilutive effect of the securities.

NOTE 11: LEGAL PROCEEDINGS

On September 4, 2015, the Company entered into a Settlement Agreement and Mutual General Release with Development Specialists, Inc., solely in its capacity as Assignee for the benefit of creditors of CM Manufacturing, Inc. f/k/a/ Stion Corporation (“DSI”) regarding both the Arbitration proceeding which had been previously filed against it by DSI and the companion Delaware Court of Chancery Court action which had been filed by CVD (the “Chancery Action”). Pursuant to the Settlement Agreement, CVD paid the sum of \$995,000 to DSI, and each party released all claims of any nature which it had against the other. The parties also executed and filed stipulations of dismissal with prejudice, of both the Arbitration and the Chancery Action.

NOTE 12: SEGMENT REPORTING

The Company operates through two (2) segments, CVD and SDC. The CVD division, which operates out of Central Islip, New York, is utilized for silicon, silicon germanium, silicon carbide and gallium arsenide processes. SDC is the Company’s ultra-high purity manufacturing division in Saugerties, New York. The respective accounting policies of CVD and SDC are the same as those described in the summary of significant accounting policies (see Note 2). The Company evaluates performance based on several factors, of which the primary financial measure is income or (loss) before taxes.

CVD EQUIPMENT CORPORATION AND SUBSIDIARIES**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****September 30, 2015****(Unaudited)**

NOTE 12: SEGMENT REPORTING (continued)

Three Months

Ended September 30,

| <u>2015</u> | CVD | SDC | Eliminations * | Consolidated |
|---------------|-------------|-------------|-------------------|--------------|
| Revenue | \$9,373,890 | \$1,445,257 | \$ (173,323) | \$10,645,824 |
| Pretax income | 687,094 | 167,539 | | 854,633 |

2014

| | | | | |
|---------------|-------------|-------------|---------------|-------------|
| Revenue | \$7,693,131 | \$1,810,328 | \$ (636,301) | \$8,867,158 |
| Pretax income | 807,397 | 389,532 | | 1,196,929 |

Nine Months

Ended September 30,

| <u>2015</u> | CVD | SDC | Eliminations * | Consolidated |
|---------------|--------------|-------------|-------------------|--------------|
| Revenue | \$27,921,375 | \$4,676,210 | \$ (1,825,164) | \$30,772,421 |
| Pretax income | 2,322,739 | 1,219,238 | | 3,541,977 |

2014

| | | | | |
|---------------|--------------|-------------|-----------------|--------------|
| Revenue | \$16,339,298 | \$4,137,957 | \$ (1,117,708) | \$19,359,547 |
| Pretax income | 410,301 | 878,648 | | 1,288,949 |

*All elimination entries represent intersegment revenues eliminated in consolidation for external financial reporting.

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations.

Except for historical information contained herein, this “Management’s Discussion and Analysis of Financial Condition and Results of Operations” contains forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995, as amended. These statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance, or achievements of the Company to be materially different from any future results, performance, or achievements expressed or implied by such forward-looking statements. These forward-looking statements were based on various factors and were derived utilizing numerous important assumptions and other important factors that could cause actual results to differ materially from those in the forward-looking statements. Important assumptions and other factors that could cause actual results to differ materially from those in the forward-looking statements, include but are not limited to: competition in the Company’s existing and potential future product lines of business; the Company’s ability to obtain financing on acceptable terms if and when needed; uncertainty as to the Company’s future profitability, uncertainty as to the future profitability of acquired businesses or product lines, uncertainty as to any future expansion of the Company. Other factors and assumptions not identified above were also involved in the derivation of these forward-looking statements and the failure of such assumptions to be realized as well as other factors may also cause actual results to differ materially from those projected. The Company assumes no obligation to update these forward looking statements to reflect actual results, changes in assumptions or changes in other factors affecting such forward-looking statements. Past results are no guaranty future performance. You should not place undue reliance on any forward-looking statements, which speak only as of the dates they are made. When used with this Report, the words “believes,” “anticipates,” ”expects,” “estimates,” “plans,” “intends,” “will” and similar expressions are intended to identify forward-looking statements.

Results of Operations***Three Months Ended September 30, 2015 vs. Three Months Ended September 30, 2014***

| | Three Months Ended | | Change | % Change |
|-------------------------------|--------------------------|-----------------------|---------|-------------|
| | September 30, 2015 | September 30, 2014 | | |
| (In thousands) | | | | |
| Orders | \$2,863 | \$ 6,400 | \$3,537 | (55.3) |
| Order Backlog | 11,487 | 12,058 | (571) | (4.7) |
| Revenue | | | | |
| CVD (net of eliminations) | \$9,373 | \$ 7,690 | \$1,683 | 21.9 |
| SDC (net of eliminations) | 1,273 | 1,177 | 96 | 8.2 |
| Total Revenue | 10,646 | 8,867 | 1,779 | 20.1 |
| Cost of Goods Sold | 6,520 | 5,558 | 962 | 17.3 |
| Gross Profit | 4,126 | 3,309 | 816 | 24.7 |
| Gross Margin | 38.8 % | 37.3 % | (0.4%) | |
| Research and development | 75 | 219 | (144) | (65.8) |
| Selling and shipments | 312 | 314 | (2) | --- |
| General and administrative | 1,872 | 1,563 | 309 | 19.8 |
| Loss on litigation settlement | 995 | --- | 995 | |
| Total operating expenses | 3,254 | 2,096 | 1,158 | 55.2 |
| Operating income | 872 | 1,213 | (341) | (28.2) |
| Other (expense) | (16) | (16) | -- | --- |
| Income before taxes | 856 | 1,197 | (341) | (28.6) |
| Income tax expense | 44 | 339 | 295 | (87.0) |
| Net Income | 812 | 858 | (46) | (5.4) |

Orders/Order Backlog

During the three months ended September 30, 2015, we received \$2.9 million in new orders, compared to \$6.4 million in new orders received during the three months ended September 30, 2014, a decrease of \$3.5 million or 55.3%. This resulted in a backlog of \$11.5 million as of September 30, 2015 compared to \$12.1 million as of September 30, 2014. The timing of the receipt of an order is subject to various factors, most of which are not under our control. As a result, our order levels from period to period, tend to be uneven. Order levels attained in one three month period are not necessarily indicative of order levels that will be attained in future periods. \$6.1 million or 53.0% of the backlog at September 30, 2015 is a result of multiple orders from one customer compared to \$8.4 million or 43.7% at June 30, 2015 and \$8.1 million or 66.9% at September 30, 2014. Although timing for completion of the backlog varies depending on the product mix and can be as long as two years, we believe a significant portion of our current backlog will be completed within the next twelve months. Included in the backlog are all accepted purchase orders, less any amounts which have been previously billed or recognized as a component of our percentage-of-completion calculations. Management utilizes the order backlog to assist it in gauging projected revenues and profits; however, it does not provide an assurance of future achievement of revenues or profits as, for example, order cancellations or delays are possible.

Revenue

Our revenue for the three months ended September 30, 2015 was \$10.6 million compared to \$8.9 million for the three months ended September 30, 2014, resulting in an increase of 20.1%. This increase was primarily the result of continuous work on orders received primarily from the aerospace and medical industries. One customer, from which we have secured multiple orders, represented \$5.3 million or 50.0% of our revenue for the three months ended September 30, 2015.

Revenue from the SDC division (net of intercompany eliminations) for the three months ended September 30, 2015 increased by 8.2% to \$1.3 million compared to \$1.2 million for the three months ended September 30, 2014 as a result of the work performed on the increased level of order activity.

Gross Profit

We generated a gross profit of \$4.1 million with a gross profit margin of 38.7% for the three months ended September 30, 2015 compared to a gross profit of \$3.3 million and a gross profit margin of 37.3% for the three months ended September 30, 2014. We are running at a higher utilization rate this year over last, which has allowed us to leverage our fixed costs over a wider base of revenue even though there we have a different mix of projects.

Research and Development, Selling, General and Administrative Expenses

Internal research and development expenses for the three months ended September 30, 2015 were \$0.1 million compared to \$0.2 million for the three months ended September 30, 2014. We continue to independently conduct research and product development for CVD products.

Selling and shipping expenses for each of the three months ended September 30, 2015 and 2014 were \$0.3 million. This represented 2.9% and 3.5% of our revenue for the respective periods.

We incurred approximately \$1.9 million of general and administrative expenses or 17.6% of our revenue for the three months ended September 30, 2015 compared to approximately \$1.6 million or 17.6% of our revenue during the three months ended September 30, 2014. The increase in absolute dollars was due to an increase in personnel and occupancy costs. Legal fees amounting to \$0.2 million in each of the three month periods ended September 30, 2015

and 2014 are expected to decline.

Effective as of September 4, 2015, the Company entered into a Settlement Agreement (the "Settlement Agreement") with Development Specialists, Inc., an Illinois corporation, solely in its capacity as assignee for the benefit of creditors of CM Manufacturing, Inc., f/k/a Stion Corporation, a Delaware corporation ("DSI") in full settlement and satisfaction of all claims asserted in the previously disclosed arbitration with DSI (the "Arbitration") and companion action commenced in the Delaware Court of Chancery (the "Chancery Action")

Pursuant to the Settlement Agreement, we agreed to pay DSI the sum of \$995,000, and each party released all claims of any nature which it had against the other.

Operating Income

Income from operations decreased to \$0.9 million for the three months ended September 30, 2015 compared to income from operations of \$1.2 million for the three months ended September 30, 2014. This was primarily attributable to the litigation settlement of \$1 million which was partially offset by increased revenue and higher gross profit.

Income Taxes

Current income tax expense for the three months ended September 30, 2015 was \$44,000 as we utilized certain research and development credits that were available to us to minimize taxes.

Net Income

We reported net income of approximately \$0.8 million or \$0.13 per share basic and diluted for the three months ended September 30, 2015, compared to net income of approximately \$0.9 million or \$0.14 per share basic and diluted for the three months ended September 30, 2014.

Nine Months Ended September 30, 2015 vs. Nine Months Ended September 30, 2014

| (In thousands) | September 30, 2015 | September 30, 2014 | Change | % Change |
|-------------------------------|-----------------------|-----------------------|------------|-------------|
| Orders | \$ 21,186 | \$ 27,500 | \$(6,314) | (23.0) |
| Order Backlog | 11,487 | 12,058 | (571) | (4.7) |
| Revenue | | | | |
| CVD (net of eliminations) | \$ 27,910 | \$ 16,330 | \$11,580 | 70.9 |
| SDC (net of eliminations) | 2,862 | 3,030 | (168) | (5.5) |
| Total Revenue | 30,772 | 19,360 | 11,412 | 58.9 |
| Cost of Goods Sold | 18,730 | 12,032 | 6,698 | 55.7 |
| Gross Profit | 12,042 | 7,328 | 4,714 | 64.3 |
| Gross Margin | 39.1 | 42.3 | % 3.2 | % |
| Research and development | 545 | 638 | (93) | (14.6) |
| Selling and shipping | 900 | 972 | (72) | (7.4) |
| General and administrative | 6,008 | 4,397 | 1,611 | 36.6 |
| Loss on litigation settlement | 995 | --- | 995 | --- |
| Total operating expenses | 8,448 | 6,007 | 2,441 | 40.6 |
| Operating income | 3,594 | 1,321 | 2,273 | 172.1 |
| Other (expense) | (52) | (32) | (20) | 62.5 |
| Income before taxes | 3,542 | 1,289 | 2,253 | 174.8 |
| Income tax expense | 728 | 497 | 231 | 46.5 |
| Net income/(loss) | 2,814 | 792 | 2,022 | 255.3 |

Orders/Order Backlog

During the nine months ended September 30, 2015, we received \$21.2 million in new orders compared to \$27.5 million in new orders received during the nine months ended September 30, 2014 a decrease of \$6.3 million or 23.0%. This resulted in a backlog of \$11.5 million as of September 30, 2015 compared to \$12.1 million as of September 30, 2014. The timing of the receipt of an order is subject to various factors, most of which are not under our control. As a result, our order levels, from period to period, tend to be uneven. Order levels attained in one period are not

necessarily indicative of order levels that will be attained in future periods. The backlog on September 30, 2015 consists of multiple orders totaling \$6.1 million from one customer, or 53.0% of our backlog compared to \$8.1 million or 66.9% from that same customer on September 30, 2014 and \$8.4 million or 43.7% at June 30, 2015.

Revenue

We achieved record revenue for the nine months ended September 30, 2015, which totaled \$30.1 million, an increase of \$11.6 million or 70.9% compared to \$19.4 million for the nine months ended September 30, 2014. One customer from which we have secured multiple orders represented \$18.6 million or 60.4% of our revenue for the nine months ended September 30, 2015.

The SDC division devoted a significant amount of its time and efforts during the nine months ended September 30, 2015, to work on its share of the aerospace orders received by the CVD division. Consequently, non-intercompany revenue from the SDC division for the nine months ended September 30, 2015 decreased by 5.5% to \$2.9 million compared to \$3.0 million for the nine months ended September 30, 2014.

Gross Profit

During the nine months ended September 30, 2015, we generated a gross profit of \$12.0 million resulting in a gross profit margin of 39.1% as compared to the nine months ended September 30, 2014 when our gross profit was \$7.3 million with a gross margin of 42.3%. The decrease in gross margin is primarily the result of a large order we are currently undertaking that is running at a lower gross profit margin.

Research and Development, Selling and General and Administrative Expenses

Internal research and development expenses for the nine months ended September 30, 2015 were \$0.5 million compared to \$0.6 million of research and development expenses for the nine months ended September 30, 2014.

Selling and shipping expenses for the nine months ended September 30, 2015 and 2014 were \$0.9 million and \$1.0 million, respectively.

General and administrative expenses totaled \$6.0 million and \$4.4 million for the nine months ended September 30, 2015 and 2014, respectively, an increase of 36.4%. The increase is primarily attributable to higher personal, occupancy and legal costs. Legal fees amounting to \$0.6 million and \$0.5 million respectively in the nine month periods ended September 30, 2015 and 2014 are not expected to continue at those levels.

Operating Income

Income from operations for the nine months ended September 30, 2015 was \$3.6 million compared to \$1.3 million for the nine months ended September 30, 2014. This was primarily attributable to higher revenues for the nine months ended September 30, 2015.

Income Taxes

Current income tax expense for the nine months ended September 30, 2015 amounted to \$0.7 million as we continue to utilize available research and development credits to minimize taxes.

Net Income

We reported net income of \$2.8 million or \$0.46 per share basic and \$0.45 per share diluted for the nine months ended September 30, 2015 compared to net income of \$0.8 million or \$0.13 per share basic and diluted for the nine months ended September 30, 2014.

Inflation

Inflation has not materially impacted the operations of our Company.

Liquidity and Capital Resources

As of September 30, 2015, we had working capital of \$19.5 million compared to \$16.6 million at December 31, 2014, an increase of \$2.9 million, and cash and cash equivalents of \$13.3 million, compared to \$12.0 million at December 31, 2014, an increase of \$1.3, despite making two payments totaling \$5.9 million for litigation settlements. This increase was primarily the result of the increased revenues and customer payments on outstanding balances during this nine month period.

Accounts receivable, net, as of September 30, 2015 and December 31, 2014 was \$5.1 million and \$6.5 million respectively. One customer represented 40% and 38% of the balances on September 30, 2015 and December 31, 2014, respectively.

On September 3, 2015 we extended our \$7 million revolving credit facility with HSBC Bank, USA, N.A. ("HSBC") with a new maturity date of September 1, 2018, under the same terms. This revolving credit facility remained unused as of both September 30, 2015 and December 31, 2014.

We also have eleven (11) months remaining on a five (5) year term loan in the initial amount of \$2.1 million. We make monthly principal payments of \$35,000 plus interest on the term loan which matures on August 1, 2016. The principal balances as of September 30, 2015 and December 31, 2014 were \$385,000 and \$700,000 respectively.

We may also raise additional funds in the event we determine in the future to effect one or more acquisitions of businesses, technologies or products. In addition, we may elect to raise additional funds even before we need them if the conditions for raising capital are favorable. Any equity or equity-linked financing could be dilutive to existing shareholders.

We believe that our cash and cash equivalents position and cash flow from operations will be sufficient to meet our working capital and capital expenditure requirements for the next twelve months.

Off-Balance Sheet Arrangements.

We have no off-balance sheet arrangements at this time.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Not applicable.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

We maintain a system of disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act). As required by Rule 13a-15(b) under the Exchange Act, management of the Company, under the direction of our Chief Executive Officer and Chief Financial Officer, reviewed and performed an evaluation of the effectiveness of design and operation of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act) as of the end of the period covered by this Quarterly Report on Form 10-Q (the "Report").

Based on that review and evaluation, the Chief Executive Officer and Chief Financial Officer, along with our management, have determined that as of the end of the period covered by the Report on Form 10-Q, the disclosure controls and procedures were and are effective to provide reasonable assurance that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and were effective to provide reasonable assurance that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding disclosures.

Changes in Internal Controls

There were no changes in our internal controls over financial reporting as defined in Rule 13a-15(f) or Rule 15d-15(f) under the Exchange Act that occurred during the most recent fiscal quarter that have materially affected, or are

reasonably likely to materially affect, the internal controls over financial reporting.

Limitations on the Effectiveness of Controls

We believe that a control system, no matter how well designed and operated, cannot provide absolute assurance that the objectives of the control systems are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected.

CVD EQUIPMENT CORPORATION

PART II

OTHER INFORMATION

Item 1. Legal Proceedings.

On September 4, 2015, the Company entered into a Settlement Agreement and Mutual General Release with Development Specialists, Inc., solely in its capacity as Assignee for the benefit of creditors of CM Manufacturing, Inc. f/k/a/ Stion Corporation (“DSI”) regarding both the Arbitration proceeding which had been previously filed against it by DSI and the companion Delaware Court of Chancery Court action which had been filed by CVD (the “Chancery Action”). Pursuant to the Settlement Agreement, CVD paid the sum of \$995,000 to DSI, and each party released all claims of any nature which it had against the other. The parties also executed and filed stipulations of dismissal with prejudice, of both the Arbitration and the Chancery Action.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

None.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not Applicable.

Item 5. Other Information.

None.

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Item 6. Exhibits

The exhibits below are hereby furnished to the SEC as part of this report:

- 10.1 Amendment No. 3 and waiver to Credit Agreement (incorporated by reference to Registrant's Current Report on Form 8-K filed with the Commission on September 10, 2015.)
- 10.2 Settlement Agreement and Mutual General Release (incorporated by reference to Registrant's report on Form 8-K filed with the Commission on September 10, 2015.)
- 31.1* Certification of Leonard A. Rosenbaum, Chief Executive Officer, dated November 16, 2015.
- 31.2* Certification of Glen R. Charles, Chief Financial Officer, dated November 16, 2015.
- 32.1* Certification of Leonard A. Rosenbaum, Chief Executive Officer, dated November 16, 2015, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2* Certification of Glen R. Charles, Chief Financial Officer, dated November 16, 2015, 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.
- 101.SCH** XBRL Taxonomy Extension Schema.
- 101.CAL** XBRL Taxonomy Extension Calculation
- 101.DEF** XBRL Taxonomy Extension Definition.
- 101.LAB** XBRL Taxonomy Extension Labels.
- 101.PRE** XBRL Taxonomy Extension Presentation.

*Filed herewith

**Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not to be filed or part of a registration statement or prospectus for purposes of Section 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Act of 1934, as amended, and otherwise not subject to liability under these sections.

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, this 16th day of November 2015.

CVD EQUIPMENT CORPORATION

By: /s/ Leonard A. Rosenbaum
Leonard A. Rosenbaum
Chief Executive Officer, President and
Chairman
(Principal Executive Officer)

By: /s/ Glen R. Charles
Glen R. Charles
Chief Financial Officer
(Principal Financial and Accounting
Officer)

EXHIBIT INDEX

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