

LRAD Corp  
Form 10-Q  
August 07, 2012

**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 June 30, 2012

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: 000-24248

**LRAD CORPORATION**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**87-0361799**  
(I.R.S. Employer  
Identification Number)

**16990 Goldentop Road, San Diego,**

**California**  
(Address of principal executive offices)

**92127**  
(Zip Code)

**15378 Avenue of Science, Ste. 100, San Diego, California 92128**

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

**(858) 676-1112**

(Registrant's telephone number, including area code)

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

The number of shares of Common Stock, \$0.00001 par value, outstanding on July 31, 2012 was 32,374,499.

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LRAD CORPORATION

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## PART I. FINANCIAL INFORMATION

## Item 1. Financial Statements

## LRAD Corporation

## CONDENSED CONSOLIDATED BALANCE SHEETS

|   | June 30,<br>2012<br>(Unaudited) | September 30,<br>2011 |
|---|---------------------------------|-----------------------|
| <b>ASSETS</b>   |                                 |                       |
| <b>Current assets:</b>  |                                 |                       |
| Cash and cash equivalents   | \$ 14,360,715                   | \$ 13,870,762         |
| Restricted cash   | 606,250                         | 606,250               |
| Accounts receivable   | 2,103,742                       | 5,098,148             |
| Inventories, net  | 3,117,268                       | 2,735,520             |
| Prepaid expenses and other  | 736,431                         | 663,601               |
| Assets of discontinued operations   |                                 | 6,250                 |
| <b>Total current assets</b>   | <b>20,924,406</b>               | <b>22,980,531</b>     |
| <b>Restricted cash</b>  | <b>39,406</b>                   |                       |
| <b>Property and equipment, net</b>  | <b>185,044</b>                  | <b>75,468</b>         |
| <b>Intangible assets, net</b>   | <b>187,747</b>                  | <b>225,969</b>        |
| <b>Prepaid expenses and other noncurrent</b>  | <b>1,109,485</b>                | <b>1,218,750</b>      |
| <b>Total assets</b>   | <b>\$ 22,446,088</b>            | <b>\$ 24,500,718</b>  |
| <b>LIABILITIES AND STOCKHOLDERS EQUITY</b>  |                                 |                       |
| <b>Current liabilities:</b>   |                                 |                       |
| Accounts payable  | \$ 593,006                      | \$ 1,040,202          |
| Accrued liabilities   | 557,160                         | 2,899,211             |
| Liabilities of discontinued operations  |                                 | 9,263                 |
| <b>Total current liabilities</b>  | <b>1,150,166</b>                | <b>3,948,676</b>      |
| <b>Other liabilities noncurrent</b>   | <b>321,411</b>                  | <b>276,744</b>        |
| <b>Total liabilities</b>  | <b>1,471,577</b>                | <b>4,225,420</b>      |
| <b>Commitments and contingencies (Note 11)</b>  |                                 |                       |
| <b>Stockholders equity:</b>   |                                 |                       |
| Preferred stock, \$0.00001 par value; 5,000,000 shares authorized; none issued and outstanding                        |                                 |                       |
| Common stock, \$0.00001 par value; 50,000,000 shares authorized; 32,374,499 shares issued and outstanding each period | 324                             | 324                   |
| Additional paid-in capital  | 86,150,339                      | 85,673,560            |
| Accumulated deficit   | (65,176,152)                    | (65,398,586)          |
| <b>Total stockholders equity</b>  | <b>20,974,511</b>               | <b>20,275,298</b>     |
| <b>Total liabilities and stockholders equity</b>  | <b>\$ 22,446,088</b>            | <b>\$ 24,500,718</b>  |

See accompanying notes



## LRAD Corporation

## CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited)

|   | Three months ended |                     | Nine months ended |                     |
|---|--------------------|---------------------|-------------------|---------------------|
|   | 2012               | June 30,<br>2011    | 2012              | June 30,<br>2011    |
| <b>Revenues:</b>  |                    |                     |                   |                     |
| Product sales   | \$ 2,936,179       | \$ 2,261,047        | \$ 8,821,963      | \$ 19,696,907       |
| Contract and other  | 224,732            | 120,836             | 351,024           | 393,439             |
| Total revenues  | 3,160,911          | 2,381,883           | 9,172,987         | 20,090,346          |
| <b>Cost of revenues</b>   | <b>1,586,018</b>   | <b>1,477,023</b>    | <b>4,532,497</b>  | <b>7,325,296</b>    |
| <b>Gross profit</b>   | <b>1,574,893</b>   | <b>904,860</b>      | <b>4,640,490</b>  | <b>12,765,050</b>   |
| <b>Operating expenses:</b>  |                    |                     |                   |                     |
| Selling, general and administrative                                 | 1,120,358          | 1,118,729           | 3,370,211         | 6,562,834           |
| Research and development  | 414,457            | 514,178             | 1,225,165         | 1,559,088           |
| Total operating expenses  | 1,534,815          | 1,632,907           | 4,595,376         | 8,121,922           |
| Income (loss) from operations                                       | 40,078             | (728,047)           | 45,114            | 4,643,128           |
| <b>Interest income</b>  | <b>6,780</b>       | <b>4,495</b>        | <b>26,502</b>     | <b>12,685</b>       |
| <b>Income (loss) from continuing operations before income taxes</b> | <b>46,858</b>      | <b>(723,552)</b>    | <b>71,616</b>     | <b>4,655,813</b>    |
| Income tax (benefit) expense  | (153,518)          | (38,112)            | (150,818)         | 73,983              |
| <b>Income (loss) from continuing operations</b>                     | <b>200,376</b>     | <b>(685,440)</b>    | <b>222,434</b>    | <b>4,581,830</b>    |
| <b>Income from discontinued operations, net of tax</b>              |                    | <b>1,606</b>        |                   | <b>83,231</b>       |
| <b>Net income (loss)</b>  | <b>\$ 200,376</b>  | <b>\$ (683,834)</b> | <b>\$ 222,434</b> | <b>\$ 4,665,061</b> |
| <b>Net income (loss) per common share basic and diluted:</b>        |                    |                     |                   |                     |
| Continuing operations   | \$ 0.01            | \$ (0.02)           | \$ 0.01           | \$ 0.15             |
| Discontinued operations   | \$ 0.00            | \$ 0.00             | \$ 0.00           | \$ 0.00             |
| <b>Total</b>  | <b>\$ 0.01</b>     | <b>\$ (0.02)</b>    | <b>\$ 0.01</b>    | <b>\$ 0.15</b>      |
| <b>Weighted average common shares outstanding:</b>                  |                    |                     |                   |                     |
| <b>Basic</b>  | <b>32,374,499</b>  | <b>32,335,846</b>   | <b>32,374,499</b> | <b>30,616,660</b>   |
| <b>Diluted</b>  | <b>33,492,944</b>  | <b>32,335,846</b>   | <b>33,168,978</b> | <b>31,560,456</b>   |

See accompanying notes

## LRAD Corporation

## CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

|  | For the nine months ended<br>June 30, |                      |
|--|---------------------------------------|----------------------|
|  | 2012                                  | 2011                 |
| <b>Operating Activities:</b>   |                                       |                      |
| Net income   | \$ 222,434                            | \$ 4,665,061         |
| Less: Net income from discontinued operations (Note 15)  |                                       | 83,231               |
| Net income from continuing operations  | 222,434                               | 4,581,830            |
| Adjustments to reconcile net income to net cash provided by operating activities of continuing operations: |                                       |                      |
| Depreciation and amortization  | 66,945                                | 115,361              |
| Provision for doubtful accounts  |                                       | (24,000)             |
| Warranty provision   | (31,885)                              | 109,900              |
| Inventory obsolescence   | 112,189                               | 18,861               |
| Share-based compensation   | 476,779                               | 306,987              |
| Loss on impairment of patents  | 18,205                                | 20,660               |
| Changes in operating assets and liabilities:   |                                       |                      |
| Restricted cash  | (39,406)                              | (606,250)            |
| Accounts receivable  | 2,994,406                             | 1,994,632            |
| Inventories  | (493,937)                             | (918,120)            |
| Prepaid expenses and other   | (72,830)                              | (531,513)            |
| Prepaid expenses noncurrent  | 109,265                               | (1,265,625)          |
| Accounts payable   | (447,196)                             | (497,883)            |
| Warranty settlements   | (19,199)                              | (32,983)             |
| Accrued liabilities  | (2,246,300)                           | (167,710)            |
| Net provided by operating activities of continuing operations  | 649,470                               | 3,104,147            |
| Net cash (used in) provided by operating activities of discontinued operations (Note 15)                   | (3,013)                               | 114,448              |
| <b>Net cash provided by operating activities</b>   | <b>646,457</b>                        | <b>3,218,595</b>     |
| <b>Investing Activities:</b>   |                                       |                      |
| Purchase of equipment  | (154,139)                             | (41,645)             |
| Patent costs paid  | (2,365)                               | (761)                |
| <b>Net cash used in investing activities</b>   | <b>(156,504)</b>                      | <b>(42,406)</b>      |
| <b>Financing Activities:</b>   |                                       |                      |
| Proceeds from exercise of common stock warrants  |                                       | 4,346,613            |
| Proceeds from exercise of stock options  |                                       | 118,356              |
| <b>Net cash provided by financing activities</b>   |                                       | <b>4,464,969</b>     |
| Net increase in cash and cash equivalents  | 489,953                               | 7,641,158            |
| Cash and cash equivalents, beginning of period   | 13,870,762                            | 5,421,167            |
| <b>Cash and cash equivalents, end of period</b>  | <b>\$ 14,360,715</b>                  | <b>\$ 13,062,325</b> |
| <b>Supplemental Disclosure of Cash Flow Information</b>  |                                       |                      |
| Cash paid for interest   | \$                                    | \$ 108               |

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Cash paid for taxes

\$ 60,015 \$ 222,175

See accompanying notes



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**LRAD Corporation**

**Notes to Interim Condensed Consolidated Financial Statements (unaudited)**

**1. OPERATIONS**

LRAD Corporation, a Delaware corporation (the Company), is engaged in the design, development and commercialization of directed sound technologies and products. The principal markets for the Company's proprietary sound reproduction technologies and products are in North and South America, Europe, Middle East and Asia.

**2. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES**

General

The accompanying unaudited interim condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information, the instructions to Form 10-Q and applicable sections of Regulation S-X. Certain information and note disclosures normally included in annual financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to those rules and regulations, although, in the opinion of management, the interim financial statements reflect all adjustments necessary and that disclosures included therein are adequate in order to make the financial statements not misleading. The condensed consolidated balance sheet as of September 30, 2011 was derived from the Company's most recent audited financial statements. Operating results for the three and nine month periods are not necessarily indicative of the results that may be expected for the year. The interim condensed financial statements and notes thereto should be read in conjunction with the Company's audited financial statements and notes thereto for the year ended September 30, 2011 included in the Company's Annual Report on Form 10-K, as filed with the Securities and Exchange Commission (SEC) on December 5, 2011.

Principles of Consolidation

The Company has a currently inactive wholly owned subsidiary, American Technology Holdings, Inc., which the Company formed to conduct international marketing, sales and distribution activities. The condensed consolidated financial statements include the accounts of this subsidiary after elimination of intercompany transactions and accounts.

Discontinued Operations

The financial statements presented herein reflect the spin-off of the Company's Hypersonic Sound (HSS) business as a stand-alone company on September 27, 2010. The accompanying financial statements include some continued activity by the Company, designated as discontinued operations, to fulfill remaining sales and warranty obligations following the spin-off. Amounts reflected as discontinued operations in the accompanying Condensed Consolidated Statements of Operations include direct and allocated costs attributable to the former HSS business, but do not include allocations of general corporate overhead costs.

Reclassifications

Where necessary, the prior year's information has been reclassified to conform to the current year presentation. These reclassifications had no effect on previously reported results of operations or retained earnings.

**3. FAIR VALUE MEASUREMENTS**

At June 30, 2012, there was no difference between the carrying value and fair market value of the Company's cash equivalents. For certain financial instruments, including accounts receivable, accounts payable and accrued expenses, the carrying amounts approximate fair value due to their relatively short maturities.

The Company does not have any financial assets and liabilities that are measured at fair value on a recurring basis.

**4. RESTRICTED CASH**

Restricted cash was reported as follows:

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|                  | <b>June 30,<br/>2012</b> | <b>September 30,<br/>2011</b> |
|------------------|--------------------------|-------------------------------|
| Current asset    | \$ 606,250               | \$ 606,250                    |
| Noncurrent asset | 39,406                   |                               |
|                  | \$ 645,656               | \$ 606,250                    |

Restricted cash was pledged to support bank guarantees for product warranty of product delivered on a sales contract in the quarter ended March 31, 2011. The current portion covered the first year of product warranty, and the noncurrent portion was recently issued and will be renewed annually for seven years to cover each year of the extended warranty and maintenance agreement. The first year warranty term has been successfully completed and once proper approval for release is received, the current portion will become unrestricted and transferred to cash and cash equivalents in the current fiscal year, and the noncurrent portion will remain for the duration of the seven year term. These assets are carried at cost, which approximates market value.

## 5. INVENTORIES

Inventories consisted of the following:

|                          | June 30,<br>2012 | September 30,<br>2011 |
|--------------------------|------------------|-----------------------|
| Finished goods           | \$ 838,085       | \$ 505,749            |
| Work in process          | 95,972           | 168,622               |
| Raw materials            | 2,602,496        | 2,368,245             |
|                          | 3,536,553        | 3,042,616             |
| Reserve for obsolescence | (419,285)        | (307,096)             |
|                          | \$ 3,117,268     | \$ 2,735,520          |

## 6. PROPERTY AND EQUIPMENT

Property and equipment consisted of the following:

|                                | June 30,<br>2012 | September 30,<br>2011 |
|--------------------------------|------------------|-----------------------|
| Machinery and equipment        | \$ 520,034       | \$ 521,719            |
| Office furniture and equipment | 833,546          | 775,662               |
| Leasehold improvements         | 302,455          | 262,258               |
|                                | 1,656,035        | 1,559,639             |
| Accumulated depreciation       | (1,470,991)      | (1,484,171)           |
|                                | \$ 185,044       | \$ 75,468             |

|                      | Nine months ended |               |
|----------------------|-------------------|---------------|
|                      | June 30, 2012     | June 30, 2011 |
| Depreciation expense | \$ 44,563         | \$ 91,627     |

## 7. INTANGIBLE ASSETS

Intangible assets consisted of the following:

|                          | June 30,<br>2012 | September 30,<br>2011 |
|--------------------------|------------------|-----------------------|
| Cost                     | \$ 428,334       | \$ 458,912            |
| Accumulated amortization | (240,587)        | (232,943)             |

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|                               |                          |                      |
|-------------------------------|--------------------------|----------------------|
|                               | \$ 187,747               | \$ 225,969           |
|                               | <b>Nine months ended</b> |                      |
|                               | <b>June 30, 2012</b>     | <b>June 30, 2011</b> |
| Amortization expense          | \$ 22,382                | \$ 23,734            |
| Loss on impairment of patents | 18,205                   | 20,660               |
|                               | \$ 40,587                | \$ 44,394            |

Each quarter, the Company reviews the ongoing value of its capitalized patent costs. In the first nine months of fiscal 2012 and 2011, some of these assets were identified as being associated with patents no longer consistent with the Company's business strategy. As a result of this review, the Company recorded a loss as shown above from the impairment of patents that were previously capitalized.

**8. PREPAID MAINTENANCE AGREEMENT**

At March 31, 2011, prepaid expenses included \$1,500,000 paid to a third party provider in connection with the Company's obligations under a sales contract to a foreign military service to provide repair and maintenance services over an eight year period for products sold under this contract. The total prepaid expense is being amortized on a straight-line basis at an annual rate of \$187,500 over this eight-year period, and is being recognized as a component of cost of sales. Accordingly, as of June 30, 2012, \$187,500 of the total prepayment was classified as a current asset and \$1,078,125 was classified as noncurrent.

**9. ACCRUED LIABILITIES AND OTHER LIABILITIES NONCURRENT**

Accrued liabilities consisted of the following:

|   | June 30,<br>2012  | September 30,<br>2011 |
|---|-------------------|-----------------------|
| Payroll and related   | \$ 265,009        | \$ 2,628,210          |
| Warranty reserve  | 169,907           | 265,658               |
| Customer deposits   | 10                | 4,543                 |
| Deferred revenue  | 23,719            | 800                   |
| Other   | 98,515            |                       |
| <b>Total</b>  | <b>\$ 557,160</b> | <b>\$ 2,899,211</b>   |
| <b>Other liabilities noncurrent consisted of the following:</b> |                   |                       |
| Deferred revenue noncurrent                                     | \$ 270,141        | \$ 270,141            |
| Extended warranty   | 51,270            | 6,603                 |
| <b>Total</b>  | <b>\$ 321,411</b> | <b>\$ 276,744</b>     |

The other current liabilities consists of accrued expenses for contracted services to fulfill the repair and maintenance agreement obligations required under the contract with the foreign military for units sold last year. Payment to the service provider will be made annually upon completion of each year of services. These services are being recorded in cost of revenues to correspond with the revenues for these services.

*Deferred Revenue*

Deferred revenue at June 30, 2012 and September 30, 2011 included \$270,559 and \$270,941, respectively, collected from a license agreement in advance of recognized revenue, and \$23,301 and \$0 of customer prepayments, respectively.

*Warranty Reserve*

Changes in the warranty reserve during the three and nine months ended June 30, 2012 and 2011 were as follows:

|                             | Three month ended<br>June 30, |                   | Nine months ended<br>June 30, |                   |
|-----------------------------|-------------------------------|-------------------|-------------------------------|-------------------|
|                             | 2012                          | 2011              | 2012                          | 2011              |
| Beginning balance           | \$ 217,240                    | \$ 331,702        | \$ 272,261                    | \$ 245,106        |
| Warranty provision          | 8,122                         | (1,138)           | (31,885)                      | 109,900           |
| Warranty settlements        | (4,185)                       | (8,541)           | (19,199)                      | (32,983)          |
| <b>Ending balance</b>       | <b>\$ 221,177</b>             | <b>\$ 322,023</b> | <b>\$ 221,177</b>             | <b>\$ 322,023</b> |
| Short-term warranty reserve | 169,907                       | 314,092           | \$ 169,907                    | \$ 314,092        |
| Long-term warranty reserve  | 51,270                        | 7,931             | 51,270                        | 7,931             |

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|            |            |            |            |
|------------|------------|------------|------------|
| \$ 221,177 | \$ 322,023 | \$ 221,177 | \$ 322,023 |
|------------|------------|------------|------------|

**10. INCOME TAXES**

At June 30, 2012, the Company had federal net operating losses ( NOLs ) and related state NOLs. In accordance with Financial Accounting Standards Board Accounting Standards Codification ( ASC ) Topic 740, Accounting for Income Taxes ( ASC 740 ), the Company recorded a full valuation allowance as it is more likely than not that some or all of the deferred tax assets will not be realized in the future.

The Company did not record a tax provision during the nine months ended June 30, 2012 as the Company expects its annual effective tax rate to be zero. During the quarter ended June 30, 2012, the Company amended its federal tax return for the year ended September 30, 2008 to make an election to carry back its fiscal year ended September 30, 2008 applicable NOL for a period of 3 years, and carry forward the loss for up to 20 years, as per Section 172(b)(1)(H) of the Internal Revenue Code of 1986 ( Section 172 ), as amended per the American Recovery and Reinvestment Tax Act of 2009 for eligible small businesses. The Company also amended its federal tax returns for the years ended September 30, 2009 and 2010 and filed its federal tax return for the year ended September 30, 2011, during the quarter ended June 30, 2012, resulting in a federal income tax benefit of \$152,333 and a federal income tax receivable of \$166,339. The federal income tax benefit and federal income tax receivable were the result of the election made during the quarter ended June 30, 2012 to carry back NOLs and apply them against taxable income during those applicable tax years.

ASC 740 requires the Company to recognize in its financial statements uncertainties in tax positions taken that may not be sustained upon examination by the taxing authorities. If interest or penalties are assessed, the Company would recognize these charges as income tax expense. The Company has not recorded any income tax expense or benefit for uncertain tax positions.

The Company is subject to taxation in the U.S. and various state jurisdictions. All of the Company's historical tax years are subject to examination by the Internal Revenue Service and various state jurisdictions due to the generation of NOL and credit carryforwards.

## 11. COMMITMENTS AND CONTINGENCIES

### *Bank and Other Cash Equivalent Deposits in Excess of FDIC Insurance Limits*

The Company maintains cash and cash equivalent accounts with Federal Deposit Insurance Corporation ( FDIC ) insured financial institutions. Under provisions of the Dodd Frank Wall Street Reform and Consumer Protection Act ( Dodd Frank Act ), unlimited FDIC insurance is provided for all funds in non-interest bearing transaction accounts through December 31, 2012. In addition, certain of the Company's interest bearing collateral money market and savings accounts are each insured up to \$250,000 by the FDIC. The Company's exposure for amounts in excess of FDIC insured limits at June 30, 2012 was approximately \$10,788,000. The Company has not experienced any losses in such accounts.

### *Litigation*

The Company may at times be involved in litigation in the ordinary course of business. The Company will, from time to time, when appropriate in management's estimation, record adequate reserves in the Company's financial statements for pending litigation. The Company was served with a complaint filed in the Delaware Court of Chancery captioned *Iroquois Master Fund Ltd., Plaintiff, v. Raymond C. Smith, Laura M. Clague, Helen C. Adams, Thomas R. Brown, and Katherine McDermott, Defendants, and LRAD Corporation, Nominal Defendant* on July 24, 2012, subsequent to the end of the quarter as more fully described in Note 16.

### *Bonus Plan*

The Company has an incentive bonus plan for fiscal year 2012 designed to motivate its employees to achieve the Company's financial objectives. All of the Company's employees are entitled to participate in the incentive plan. Target bonus amounts ( Target ) vary based on a percentage of the employee's base salary, which range from 10% to 50% of base salary, and a bonus payment may be made at three levels, including at 50% of Target, at 100% of Target and at 200% of Target, depending upon the achievement by the Company of specified earnings per share goals. Included in such calculation is the cost of the incentive plan. For purposes of the earnings per share calculation, the number of shares outstanding will also be held constant as of October 1, 2011. During the nine months ended June 30, 2012, the Company did not record any bonus expense in connection with the 2012 plan, compared to \$193,598 and \$773,535 recorded during the three and nine months ended June 30, 2011 in connection with the 2011 plan.

## 12. SHARE-BASED COMPENSATION

### *Stock Option Plans*

At June 30, 2012, the Company had one equity incentive plan, the 2005 Equity Incentive Plan ( 2005 Equity Plan ). The 2005 Equity Plan, as amended, authorizes for issuance as stock options, stock appreciation rights, or stock awards for an aggregate of 3,250,000 new shares of common stock to employees, directors or consultants. The total plan reserve includes these new shares and shares reserved under prior plans, allowing for the issuance of up to 4,999,564 shares. At June 30, 2012, there were options outstanding covering 3,514,339 shares of common stock under the 2005 Equity Plan and an additional 918,977 shares of common stock available for grant.





*Stock Option Activity*

The following table summarizes information about stock option activity during the nine months ended June 30, 2012:

|                             | Number<br>of Shares | Weighted Average<br>Exercise Price |
|-----------------------------|---------------------|------------------------------------|
| Outstanding October 1, 2011 | 4,181,339           | \$ 2.40                            |
| Granted                     | 1,187,500           | \$ 1.33                            |
| Canceled/expired            | (1,854,500)         | \$ 3.69                            |
| Outstanding June 30, 2012   | 3,514,339           | \$ 1.37                            |
| Exercisable June 30, 2012   | 2,542,197           | \$ 1.32                            |

Options outstanding are exercisable at prices ranging from \$0.46 to \$3.43 and expire over the period from 2012 to 2022 with an average remaining life of 5.11 years. The aggregate intrinsic value of options outstanding and exercisable at June 30, 2012 was \$530,592 and \$529,860, respectively.

*Share-Based Compensation*

The Company recorded share-based compensation expense and classified it in the condensed consolidated statements of operations as follows:

|                                     | Three months ended<br>June 30, 2012 |           | Nine months ended<br>June 30, 2012 |            |
|-------------------------------------|-------------------------------------|-----------|------------------------------------|------------|
|                                     | 2012                                | 2011      | 2012                               | 2011       |
| Cost of revenue                     | \$ 6,070                            | \$ 5,992  | \$ 19,195                          | \$ 19,144  |
| Selling, general and administrative | 174,873                             | 76,029    | 411,075                            | 241,046    |
| Research and development            | 18,366                              | 14,296    | 46,509                             | 46,797     |
| Total                               | \$ 199,309                          | \$ 96,317 | \$ 476,779                         | \$ 306,987 |

The weighted-average estimated fair value of employee stock options granted during the periods below were calculated using the Black-Scholes option pricing model with the following weighted-average assumptions (annualized percentages).

|  | Nine months ended June 30, |               |
|--|----------------------------|---------------|
|  | 2012                       | 2011          |
| Volatility   | 81.0% - 82.0%              | 89.0% - 93.0% |
| Risk-free interest rate  | 0.76% - 1.10%              | 0.99% - 1.77% |
| Forfeiture rate  | 10.0%                      | 10.0%         |
| Dividend yield   | 0.0%                       | 0.0%          |
| Expected life in years   | 5.4 - 6.4                  | 3.4 - 4.0     |
| Weighted average fair value of options granted during the year | \$ 0.88                    | \$ 1.61       |

The Company has never paid and does not intend to pay cash dividends. Expected volatility is based on the historical volatility of the Company's common stock over the period commensurate with the expected life of the options. The risk-free interest rate is based on rates published by the Federal Reserve Board. The expected life is based on observed and expected time to post-vesting exercise. The expected forfeiture rate is based on past experience and employee retention data. Forfeitures are estimated at the time of the grant and revised in subsequent periods if actual forfeitures differ from those estimates or if the Company updates its estimated forfeiture rate. Such amounts will be recorded as a cumulative adjustment in the period in which the estimate is changed.

Since the Company has a NOL carryforward as of June 30, 2012, no excess tax benefit for the tax deductions related to share-based awards was recognized for the nine months ended June 30, 2012 and 2011. As of June 30, 2012, there was approximately \$1,300,000 of total unrecognized

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compensation cost related to non-vested share-based employee compensation arrangements. The cost is expected to be recognized over a weighted-average period of 1.8 years.

**13. INCOME (LOSS) PER SHARE**

The following table sets forth the computation of basic and diluted earnings per share:

|  | Three Months Ended |                  | Nine Months Ended |                  |
|--|--------------------|------------------|-------------------|------------------|
|  | 2012               | June 30,<br>2011 | 2012              | June 30,<br>2011 |
| <b>Basic</b>   |                    |                  |                   |                  |
| Income (loss) from continuing operations   | \$ 200,376         | \$ (685,440)     | \$ 222,434        | \$ 4,581,830     |
| Income from discontinued operations  |                    | 1,606            |                   | 83,231           |
| Income (loss) available to common stockholders   | \$ 200,376         | \$ (683,834)     | \$ 222,434        | \$ 4,665,061     |
| Weighted average common shares outstanding (basic)   | 32,374,499         | 32,335,846       | 32,374,499        | 30,616,660       |
| Basic income (loss) per common share, continuing operations  | \$ 0.01            | \$ (0.02)        | \$ 0.01           | \$ 0.15          |
| Basic income per common share, discontinued operations   | \$ 0.00            | \$ 0.00          | \$ 0.00           | \$ 0.00          |
| Basic income (loss) per common share   | \$ 0.01            | \$ (0.02)        | \$ 0.01           | \$ 0.15          |
| <b>Diluted</b>   |                    |                  |                   |                  |
| Income (loss) from continuing operations   | \$ 200,376         | \$ (685,440)     | \$ 222,434        | \$ 4,581,830     |
| Income from discontinued operations  |                    | 1,606            |                   | 83,231           |
| Income (loss) available to common stockholders   | \$ 200,376         | \$ (683,834)     | \$ 222,434        | \$ 4,665,061     |
| Weighted average common shares outstanding   | 32,374,499         | 32,335,846       | 32,374,499        | 30,616,660       |
| Assumed exercise of dilutive options and warrants  | 1,118,445          |                  | 794,479           | 943,796          |
| Weighted average dilutive shares outstanding   | 33,492,944         | 32,335,846       | 33,168,978        | 31,560,456       |
| Diluted income (loss) per common share, continuing operations  | \$ 0.01            | \$ (0.02)        | \$ 0.01           | \$ 0.15          |
| Diluted income per common share, discontinued operations   | \$ 0.00            | \$ 0.00          | \$ 0.00           | \$ 0.00          |
| Diluted income (loss) per common share   | \$ 0.01            | \$ (0.02)        | \$ 0.01           | \$ 0.15          |
| Potentially dilutive securities outstanding at period end excluded from the diluted computation as the inclusion would have been antidilutive: |                    |                  |                   |                  |
| Options  | 901,700            | 4,156,524        | 891,700           | 2,120,000        |
| Warrants   | 1,627,945          | 1,627,945        | 1,627,945         | 1,627,945        |
| Total  | 2,529,645          | 5,784,469        | 2,519,645         | 3,747,945        |

**14. MAJOR CUSTOMERS**

For the three months ended June 30, 2012, revenues from one customer accounted for 39% of revenues, and for the nine months ended June 30, 2012, revenues from three customers accounted for 18%, 11% and 10% of revenues, respectively, with no other single customer accounting for more than 10% of revenues. At June 30, 2012, accounts receivable from two customers accounted for 24% and 19% of total accounts receivable, respectively, with no other single customer accounting for more than 10% of the accounts receivable balance.

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For the three months ended June 30, 2011, revenues from two customers accounted for 13% and 12% of revenues, respectively, with no other single customer accounting for more than 10% of revenues, and for the nine months ended June 30, 2011, revenues from one customer accounted for 60% of revenues, with no other single customer accounting for more than 10% of revenues. At June 30, 2011, accounts receivable from four customers accounted for 19%, 14%, 13% and 11% of total accounts receivable, respectively, with no other single customer accounting for more than 10% of the accounts receivable balance.

**15. DISCONTINUED OPERATIONS REPORTING**

The Company spun-off its wholly-owned subsidiary Parametric Sound Corporation ( Parametric ) effective September 27, 2010. The results of operations relating to the HSS business for the nine months ended June 30, 2011 have been presented as discontinued operations in the Condensed Consolidated Statements of Operations. The Condensed Consolidated Balance Sheets at September 30, 2011 also include assets and liabilities that fulfill remaining warranty obligations for previous HSS shipments. There were no discontinued operations financing or investing activities in the nine months ended June 30, 2011. Results of operations and the assets and liabilities related to the HSS business for the current year are immaterial and are not reported as discontinued operations. The components of the Condensed Consolidated Statements of Operations, which are presented as discontinued operations, are as follows:

|  | Three months ended<br>June 30, 2011 | Nine months ended<br>June 30, 2011 |
|--|-------------------------------------|------------------------------------|
| Total revenues                                   | \$ 31,620                           | \$ 174,104                         |
| Cost of revenues                                 | (30,014)                            | (90,873)                           |
| <b>Total income from discontinued operations</b> | <b>\$ 1,606</b>                     | <b>\$ 83,231</b>                   |

The components of the Condensed Consolidated Balance Sheets, which are presented as discontinued operations are as follows:

|                                  | September 30,<br>2011 |
|----------------------------------|-----------------------|
| <b>Assets:</b>                   |                       |
| Inventories, net                 | \$ 6,250              |
| <b>Total current assets</b>      | <b>\$ 6,250</b>       |
| <b>Liabilities:</b>              |                       |
| Warranty reserve                 | \$ 9,263              |
| <b>Total current liabilities</b> | <b>\$ 9,263</b>       |
| <b>Net assets</b>                | <b>\$ (3,013)</b>     |

**16. SUBSEQUENT EVENTS**

On July 24, 2012, the Company was served with a complaint filed in the Delaware Court of Chancery captioned *Iroquois Master Fund Ltd., Plaintiff, v. Raymond C. Smith, Laura M. Clague, Helen C. Adams, Thomas R. Brown, and Katherine McDermott, Defendants, and LRAD Corporation, Nominal Defendant*. The derivative action claims that the defendants breached their fiduciary duties to the Company, caused the Company to waste its corporate assets and were unjustly enriched as a result of obtaining and approving the issuance of stock options to themselves with exercise prices that the plaintiff alleges were below fair market value on the date of grant in violation of the terms of the Company's 2005 Equity Incentive Plan. The Company was also named in the action as a nominal defendant against which no recovery is sought. The plaintiff seeks rescission or repricing of the applicable stock options and other damages on behalf of the Company. The defendants and the Company believe the plaintiff's claims are without merit and intend to defend against them vigorously.

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

The discussion and analysis set forth below is presented to show the results of continuing operations only, and does not discuss the results of discontinued operations from our former HSS business (see Note 15 for further information on the discontinued operations). It should be read in conjunction with the accompanying unaudited interim condensed consolidated financial statements and the related notes included under Item 1 of this Quarterly Report on Form 10-Q, together with Management's Discussion and Analysis of Financial Condition and Results of Operations included in our Annual Report on Form 10-K for the year ended September 30, 2011.

**Forward Looking Statements**

*This report contains certain statements of a forward-looking nature relating to future events or future performance. Words such as expects, anticipates, intends, plans, believes, seeks, estimates and similar expressions or variations of such words are intended to identify forward-looking statements, but are not the only means of identifying forward-looking statements. Prospective investors are cautioned that such statements are only predictions and that actual events or results may differ materially. In evaluating such statements, prospective investors should specifically consider various factors identified in this report and any matters set forth under Part I, Item 1A (Risk Factors) of our Annual Report on Form 10-K, which could cause actual results to differ materially from those indicated by such forward-looking statements.*

## Overview

We are a pioneer of highly intelligible, long range directed sound technologies and products. We aggressively seek to create markets for our products, and we are increasing our focus and investment in worldwide sales and marketing activities as we also continue to invest in product development.

In the quarter ended June 30, 2012, we had revenues of \$3,160,911 compared to \$2,381,883 in the quarter ended June 30, 2011. We continue to pursue global opportunities, but orders have been slow due to military budget constraints. Gross margin for the quarter was 50% of net revenues, compared to 38% of net revenues for the quarter ended June 30, 2011. On a quarter over quarter basis, our revenues are expected to remain uneven.

Our LRAD-X product line uses directionality and focused acoustic output to clearly transmit critical information, instructions and warnings 1,500 meters and beyond. The LRAD-X product line features clear voice intelligibility and is available in a number of packages and form factors that meet stringent military environmental requirements. Through the use of powerful voice commands and deterrent tones, large safety zones can be created while determining the intent and influencing the behavior of potential security threats. Our LRAD-X product line provides a complete range of systems from single user portable to permanently installed, remotely operated. In fiscal 2011, we added wireless capability to our LRAD 100X product. Our LRAD products have been competitively selected over other commercially available systems by U.S. and several foreign militaries. Our LRAD-X product line includes the following:

**LRAD 2000X** launched in fiscal 2012 to meet the requirements of larger security applications is our largest and loudest acoustic hailing system and broadcasts highly intelligible voice communication that can be clearly heard and understood over five miles away.

**LRAD 1000X** selected by the U.S. Navy as its acoustic hailing device ( AHD ) for Block 0 of the Shipboard Protection System can be manually operated to provide long distance hailing and warning with highly intelligible communication. This unit is available in both fully integrated and remotely operated electronics.

**LRAD 500X** selected by the U.S. Navy and U.S. Army as their AHD for small vessels and vehicles is lightweight and can be easily transported to provide security personnel long-range communications and a highly effective hailing and warning capability where needed.

**LRAD 300X** is a lightweight mid-range AHD developed for small vessels and manned and unmanned vehicles and aircraft. This unit is available in both fully integrated and remotely operated electronics.

**LRAD 100X** is a self-contained, battery-powered, portable system designed for use in a variety of mass notification, law enforcement and commercial security applications. This unit is ideally suited for short-range perimeter security and communications and is available with wireless capability.

**LRAD-RX** selected by the U.S. Navy in a competitive bid as its AHD for Block 2 of the Shipboard Protection System is our prescription for remotely controlled security. It enables system operators to detect and communicate with an intruder over long distances. LRAD-RX features an LRAD 1000X emitter head, integrated camera, high-intensity searchlight and a newly developed, robust, and Internet protocol-addressable full pan and tilt drive system for precise aiming and tracking. LRAD-RX can also be integrated with radar to provide automated intruder alerts. Because of its automated capabilities, LRAD-RX reduces manpower requirements and false alarms while providing an intelligent, cost-effective security solution.

**LRAD 360X** launched in fiscal 2012 is designed with 360 degree directionality to provide features needed for mass notification and emergency warning capabilities. The LRAD 360X is targeted for market applications including campus, border and perimeter security, tsunami, hurricane and tornado warnings, bird safety and control, and asset protection.

## Overall Business Outlook

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We continue to experience positive responses to our expanding LRAD-X product line and increased global acceptance of our LRAD products. We believe we have a solid technology and product foundation for business growth. We have strong market opportunities within the government, military and commercial maritime sectors due to ongoing terrorist and piracy activity and growing global unrest. We are also experiencing growing interest from wind farms and mining operations with wildlife safety and control issues. We have continued to strengthen our selling network through the addition of in-house business development talent as well as key integrators and sales representatives within the U.S. and in a number of worldwide locations. However, we continue to face challenges in fiscal 2012 due to international market conditions that severely restrict credit and disrupt major economies, as well as uncertainty within the U.S. government budgeting process and restrictions that may be placed on military spending. A further or continued deterioration in financial markets and confidence in major economies, continued delays in U.S. government spending or extended reductions in military spending could negatively impact the expected continued growth of our business.



## Critical Accounting Policies

We have identified a number of accounting policies as critical to our business operations and the understanding of our results of operations. These are described in our consolidated financial statements located in Management's Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K for the year ended September 30, 2011. The impact and any associated risks related to these policies on our business operations is discussed below and throughout Management's Discussion and Analysis of Financial Condition and Results of Operations when such policies affect our reported and expected financial results.

The methods, estimates and judgments we use in applying our accounting policies, in conformity with generally accepted accounting principles in the U.S., have a significant impact on the results we report in our financial statements. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. The estimates affect the carrying values of assets and liabilities. Actual results may differ from these estimates under different assumptions or conditions.

## Comparison of Results of Operations for the Three Months Ended June 30, 2012 and 2011

### Revenues

The following table sets forth for the periods indicated certain items of our condensed consolidated statement of operations expressed in dollars and as a percentage of net revenues. The financial information and the discussion below should be read in conjunction with the condensed consolidated financial statements and notes contained in this report.

|  | Three months ended<br>June 30, 2012 |                        | June 30, 2011 |                        | Increase/(Decrease) |          |
|--|-------------------------------------|------------------------|---------------|------------------------|---------------------|----------|
|  | Amount                              | % of<br>Net<br>Revenue | Amount        | % of<br>Net<br>Revenue | Amount              | %        |
| <b>Revenues:</b>   |                                     |                        |               |                        |                     |          |
| Product sales  | \$ 2,936,179                        | 92.9%                  | \$ 2,261,047  | 94.9%                  | \$ 675,132          | 29.9%    |
| Contract and other   | 224,732                             | 7.1%                   | 120,836       | 5.1%                   | 103,896             | 86.0%    |
|  | 3,160,911                           | 100.0%                 | 2,381,883     | 100.0%                 | 779,028             | 32.7%    |
| Cost of revenues   | 1,586,018                           | 50.2%                  | 1,477,023     | 62.0%                  | 108,995             | 7.4%     |
| Gross profit   | 1,574,893                           | 49.8%                  | 904,860       | 38.0%                  | 670,033             | 74.0%    |
| <b>Operating Expenses:</b>                                   |                                     |                        |               |                        |                     |          |
| Selling, general and administrative                          | 1,120,358                           | 35.4%                  | 1,118,729     | 47.0%                  | 1,629               | 0.1%     |
| Research and development                                     | 414,457                             | 13.1%                  | 514,178       | 21.6%                  | (99,721)            | (19.4%)  |
|  | 1,534,815                           | 48.5%                  | 1,632,907     | 68.6%                  | (98,092)            | (6.0%)   |
| Income (loss) from operations                                | 40,078                              | 1.3%                   | (728,047)     | (30.6%)                | 768,125             | 105.5%   |
| Other Income   | 6,780                               | 0.2%                   | 4,495         | 0.2%                   | 2,285               | 50.8%    |
| Income (loss) from continuing operations before income taxes | 46,858                              | 1.5%                   | (723,552)     | (30.4%)                | 770,410             | 106.5%   |
| Income tax (benefit) expense                                 | (153,518)                           | (4.9%)                 | (38,112)      | (1.6%)                 | 115,406             | 302.8%   |
| Income from discontinued operations                          |                                     | 0.0%                   | 1,606         | 0.1%                   | (1,606)             | (100.0%) |
| Net income (loss)  | \$ 200,376                          | 6.4%                   | \$ (683,834)  | (28.7%)                | \$ 884,210          | 129.3%   |

The increase in revenues was primarily due to an increase in orders delivered to the U.S. Army in the quarter ended June 30, 2012. Due to the budgetary cycles of our customer base and the lack of established markets for our proprietary products, we expect continued uneven quarterly revenues in future periods.

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At June 30, 2012, we had aggregate deferred revenue of \$293,860 representing \$270,559 collected from a license agreement in advance of recognized revenue and \$23,301 of customer prepayments. This revenue component is subject to significant variability based on the timing, amount and recognition of new arrangements or payment terms.

### ***Gross Profit***

The increase in gross profit in the quarter was primarily due to higher revenues, higher margins as a percentage of sales due to favorable product mix, and lower freight costs than the prior year. There was a small increase in service cost to support the annual maintenance contract that began in April 2012 for our 2011 foreign military sale, compared to the service cost that was prepaid and amortized in the prior period to support the first year of warranty services.

Our products have varying gross margins, so product sales mix will materially affect gross profits. In addition, our margins vary based on the sales channels through which our products are sold in a given period. We continue to implement product updates and changes, including raw material and component changes that may impact product costs. With such product updates and changes we have limited warranty cost experience and estimated future warranty costs can impact our gross margins. We do not believe that historical gross profit margins should be relied upon as an indicator of future gross profit margins.

#### ***Selling, General and Administrative Expenses***

Selling, general and administrative expenses reflected a \$105,367 reduction in bonus expense as a result of not meeting current year performance targets and a \$62,296 reduction in commission expense, offset by an increase of \$98,644 in non-cash share-based compensation expense as a result of new option grants, partially replacing previously expired grants, \$32,000 in bad debt expense due to a recovery in the prior year and \$30,666 of moving expenses resulting from a relocation to a new corporate headquarters building at the end of June 2012.

We incurred non-cash share-based compensation expenses allocated to selling, general and administrative expenses in the three months ended June 30, 2012 and 2011 of \$174,873 and \$76,029, respectively.

We may expend additional resources on the marketing and selling of our products in future periods as we identify ways to optimize potential opportunities. In addition, commission expenses will fluctuate based on the nature of our sales. This may result in increased selling, general and administrative expenses in the future.

#### ***Research and Development Expenses***

Research and development expenses decreased by \$54,280 from bonus expense as a result of not meeting current year performance targets, \$34,577 due to lower salaries and benefits and \$25,473 due to lower product development costs, partially offset by increases in other expenses of \$14,609.

Included in research and development expenses for the three months ended June 30, 2012 and 2011 was \$18,366 and \$14,296 of non-cash share-based compensation costs, respectively.

Each quarter, we review the ongoing value of our capitalized patent costs and in the third fiscal quarter we identified some of these assets as being associated with patents that are no longer consistent with our business strategy. As a result of this review, we reduced the value of our previously capitalized patents by \$7,008 during the quarter ended June 30, 2012, compared to an impairment of \$227 in the three months ended June 30, 2011.

Research and development costs vary period to period due to the timing of projects, the availability of funds for research and development and the timing and extent of the use of outside consulting, design and development firms. We continually improve our product offerings and we have further expanded the product line-up in 2012 and 2011 with new products, customizations and enhancements. Based on current plans, we expect research and development costs to continue in the current fiscal year on a basis comparable to the prior year.

#### ***Income (Loss) from Operations***

The increase in income from operations was primarily attributable to the increase in revenues and gross margin, and a reduction in operating expenses.

#### ***Other Income***

During the three months ended June 30, 2012 we earned \$2,285 more in interest income from our cash and cash equivalents balances compared to the three months ended June 30, 2011 as a result of a higher balance in interest bearing accounts.

#### ***Net Income (Loss)***

The increase in net income was primarily the result of higher revenues and gross margin in the quarter, and a decrease in operating expenses. We also recognized an income tax benefit of \$153,518 during the quarter ended June 30, 2012, compared to a benefit of \$38,112 in the quarter ended June 30, 2011, as a result of our election under Section 172(b)(1)(H) of the Internal Revenue Code of 1986, as amended per the American Recovery and Reinvestment Tax Act of 2009 for eligible small businesses, which allows us to carry back the fiscal year ended September 30, 2008 applicable NOL for a period of 3 years, and carry forward the loss for up to 20 years. We have amended tax returns for fiscal year ended 2009 and 2010 and reversed previously recorded federal income tax expense for fiscal years 2009 through 2011 during the quarter ended

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June 30, 2012, to correspond with the timing of the Section 172 election and the filing of the amended tax returns.

**Comparison of Results of Operations for the Nine Months Ended June 30, 2012 and 2011****Revenues**

The following table sets forth for the periods indicated certain items of our condensed consolidated statement of operations expressed in dollars and as a percentage of net revenues. The financial information and the discussion below should be read in conjunction with the condensed consolidated financial statements and notes contained in this report.

|   | Nine months ended |             | June 30, 2011 |             | Increase/(Decrease) |          |
|---|-------------------|-------------|---------------|-------------|---------------------|----------|
|   | June 30, 2012     | % of        | June 30, 2011 | % of        | Amount              | %        |
|   | Amount            | Net Revenue | Amount        | Net Revenue |                     |          |
| <b>Revenues:</b>                                      |                   |             |               |             |                     |          |
| Product sales   | \$ 8,821,963      | 96.2%       | \$ 19,696,907 | 98.0%       | \$ (10,874,944)     | (55.2%)  |
| Contract and other                                    | 351,024           | 3.8%        | 393,439       | 2.0%        | (42,415)            | (10.8%)  |
|   | 9,172,987         | 100.0%      | 20,090,346    | 100.0%      | (10,917,359)        | (54.3%)  |
| Cost of revenues                                      | 4,532,497         | 49.4%       | 7,325,296     | 36.5%       | (2,792,799)         | (38.1%)  |
| Gross profit  | 4,640,490         | 50.6%       | 12,765,050    | 63.5%       | (8,124,560)         | (63.6%)  |
| <b>Operating Expenses:</b>                            |                   |             |               |             |                     |          |
| Selling, general and administrative                   | 3,370,211         | 36.7%       | 6,562,834     | 32.7%       | (3,192,623)         | (48.6%)  |
| Research and development                              | 1,225,165         | 13.4%       | 1,559,088     | 7.8%        | (333,923)           | (21.4%)  |
|   | 4,595,376         | 50.1%       | 8,121,922     | 40.4%       | (3,526,546)         | (43.4%)  |
| Income from operations                                | 45,114            | 0.5%        | 4,643,128     | 23.1%       | (4,598,014)         | (99.0%)  |
| Other Income  | 26,502            | 0.3%        | 12,685        | 0.1%        | 13,817              | 108.9%   |
| Income from continuing operations before income taxes | 71,616            | 0.8%        | 4,655,813     | 23.2%       | (4,584,197)         | (98.5%)  |
| Income tax (benefit) expense                          | (150,818)         | (1.6%)      | 73,983        | 0.4%        | (224,801)           | (303.9%) |
| Income from discontinued operations                   |                   | 0.0%        | 83,231        | 0.4%        | (83,231)            | (100.0%) |
| Net income  | \$ 222,434        | 2.4%        | \$ 4,665,061  | 23.2%       | \$ (4,442,627)      | (95.2%)  |

The decrease in revenues was primarily attributable to the \$12.1 million shipment of LRAD systems to a foreign military during the nine-month period ended June 30, 2011 that was not repeated in the current year. We expect continued uneven quarterly revenues in future periods due to the lack of established markets for our proprietary products.

At June 30, 2012, we had aggregate deferred revenue of \$293,860 representing \$270,559 collected from a license agreement in advance of recognized revenue and \$23,301 of customer prepayments. This revenue component is subject to significant variability based on the timing, amount and recognition of new arrangements or payment terms.

**Gross Profit**

The decrease in gross profit was primarily due to a much higher margin in the prior year as a result of the \$12.1 million foreign military order, lower product cost due to volume pricing, and higher fixed absorption due to the increased production levels to fulfill the large foreign military order. Gross profit in the nine months ended June 30, 2012, included a reduction in the warranty reserve upon completion of the one year warranty period for the large foreign military order, compared to an increase for the reserve in the prior year, and lower freight cost, offset by an increase for amortization of prepaid expenses to support the large military sale in fiscal 2011.

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Our products have varying gross margins, so product sales mix will materially affect gross profits. In addition, our margins vary based on the sales channels through which our products are sold in a given period. We continue to make product updates and changes, including raw material and component changes that may impact product costs. With such product updates and changes we have limited warranty cost experience and estimated future warranty costs can impact our gross margins. We do not believe that historical gross profit margins should be relied upon as an indicator of future gross profit margins.

### *Selling, General and Administrative Expenses*

The decrease in selling general and administrative expenses was primarily attributed to decreases of \$3,001,693 in sales commission, primarily related to the foreign military sale, \$421,462 in bonus expense as a result of not meeting current year performance targets, and \$42,515 in bank fees due to bank guarantees related to the prior

year foreign military sale, partially offset by increases of \$170,029 in non-cash share-based compensation expense as a result of option grants, partially replacing previously expired grants, and \$75,912 in salaries and consultants due to an increase in business development staff.

We incurred non-cash share-based compensation expenses allocated to selling, general and administrative expenses in the nine months ended June 30, 2012 and 2011 of \$411,075 and \$241,046, respectively.

We may expend additional resources on the marketing and selling of our products in future periods as we identify ways to optimize potential opportunities. In addition, commission expenses may fluctuate based on the nature of our sales. This may result in increased selling, general and administrative expenses in the future.

#### ***Research and Development Expenses***

The decrease in research and development expense was primarily due to decreases of \$220,497 in accrued bonuses as a result of not meeting current year performance targets, \$64,311 due to lower salaries and benefits and \$40,626 in development costs.

Included in research and development expenses for the nine months ended June 30, 2012 and 2011 was \$46,509 and \$46,797 of non-cash share-based compensation costs, respectively.

Each quarter, we review the ongoing value of our capitalized patent costs and in the current fiscal year-to-date period identified some of these assets as being associated with patents that are no longer consistent with our business strategy. As a result of this review, we reduced the value of our previously capitalized patents by \$18,205 during the nine months ended June 30, 2012, compared to an impairment of \$20,660 in the nine months ended June 30, 2011.

Research and development costs vary period to period due to the timing of projects, the availability of funds for research and development and the timing and extent of the use of outside consulting, design and development firms. We continually improve our product offerings and we have further expanded the product line-up in recent years with new products, customizations and enhancements. Based on current plans, we expect research and development costs to continue in the current fiscal year on a basis comparable to the prior year.

#### ***Income from Operations***

The decrease in income from operations was primarily attributable to the decrease in revenues and gross margin, partially offset by decreased operating expense.

#### ***Other Income***

During the nine months ended June 30, 2012, we earned \$13,817 more in interest income from our cash and cash equivalents balances compared to the nine months ended June 30, 2011.

#### ***Net Income***

The decrease in net income was primarily the result of decreased revenues and gross margins, partially offset by decreased operating expenses. We also recognized an income tax benefit of \$150,818 during the nine months ended June 30, 2012, compared to an expense of \$73,983 in the quarter ended June 30, 2011, as a result of our election under Section 172(b)(1)(H) of the Internal Revenue Code of 1986, as amended per the American Recovery and Reinvestment Tax Act of 2009 for eligible small businesses, which allows us to carry back the fiscal year ended September 30, 2008 applicable NOL for a period of 3 years, and carry forward the loss for up to 20 years. We have amended tax returns for fiscal years ended 2009 and 2010 and reversed previously recorded federal income tax expense for fiscal years 2009 through 2011 in the quarter ended June 30, 2012, to correspond with the timing of the Section 172 election and the filing of the amended tax returns.

#### ***Liquidity and Capital Resources***

Cash and cash equivalents at June 30, 2012 was \$14,360,715, compared to \$13,870,762 at September 30, 2011. In addition, at June 30, 2012, we had \$645,656 of restricted cash, which we pledged to support bank guarantees related to a customer sales contract that was previously included as cash and cash equivalents. We reclassified \$606,250 as restricted cash in the year ended September 30, 2011 and \$39,406 in the quarter ended March 31, 2012. We expect the \$606,250 to be reclassified as cash and cash equivalents during the fiscal year ended September 30, 2012. The change in cash and cash equivalents was primarily the result of a reduction in accounts receivable from strong year-end shipments in September 30, 2011, offset by a reduction in accrued liabilities as a result of the payment of fiscal 2011 bonuses and related payroll taxes. Cash, inventory and accounts receivable are our sources of liquidity at this time.





At June 30, 2012 and 2011, exclusive of discontinued operations, our current assets exceeded our current liabilities by \$19,774,240 and \$19,034,868, respectively.

Principal factors that could affect the availability of our internally generated funds include:

ability to meet sales projections;

government spending levels;

introduction of competing technologies;

product mix and effect on margins;

ability to reduce current inventory levels; and

product acceptance in new markets.

Principal factors that could affect our ability to obtain cash from external sources include:

volatility in the capital markets; and

market price and trading volume of our common stock.

Based on our current cash position, and assuming currently planned expenditures and level of operations, we believe we have sufficient capital to fund operations for the next twelve months. However, we operate in a rapidly evolving and unpredictable business environment that may change the timing or amount of expected future cash receipts and expenditures. Accordingly, there can be no assurance that we may not be required to raise additional funds through the sale of equity or debt securities or from credit facilities. Additional capital, if needed, may not be available on satisfactory terms, or at all.

### ***Cash Flows***

#### *Operating Activities*

Our net cash provided by operating activities from continuing operations was \$649,470 for the nine months ended June 30, 2012, compared to \$3,104,147 for the nine months ended June 30, 2011, which included \$222,434 of net income, increased by expenses not requiring the use of cash of \$432,774, \$2,994,406 from reduced accounts receivable and \$109,265 from reduced prepaid expenses noncurrent. Our net cash used in operating activities for the nine months ended June 30, 2012 included \$2,246,300 for reduced accrued liabilities, which was primarily for a reduction of payroll liabilities for the payout of the fiscal year 2011 bonus payment in the first fiscal quarter of 2012, \$447,196 for reduced accounts payable, \$284,478 for increased inventories, \$72,830 for increased prepaid expenses and other, \$19,199 for increased warranty settlements and \$39,406 for an increase in restricted cash. Operating cash provided by continuing operations during the nine months ended June 30, 2011 included \$4,581,830 of net income, increased by expenses not requiring the use of cash of \$547,769, and 1,994,632 from reduced accounts receivable. Our net cash used in operating activities for the nine months ended June 30, 2011 included \$606,250 for increased restricted cash, \$1,797,138 for increased current and non-current prepaid expenses primarily related to warranty services to support our foreign military contract, \$918,120 for increased inventories, \$497,883 for decreased accounts payable, \$167,710 for decreased accrued liabilities and \$32,983 for increased warranty settlements.

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At June 30, 2012, we had net accounts receivable of \$2,103,742, compared to \$5,098,148 in accounts receivable at September 30, 2011. The level of trade accounts receivable for the quarter ended June 30, 2012 represented approximately 61 days of revenue, compared to 73 days of revenue for the quarter ended September 30, 2011. Our receivables can vary significantly due to overall sales volumes and due to quarterly variations in sales and timing of shipments to and receipts from large customers and the timing of contract payments.

### *Investing Activities*

We use cash in investing activities primarily for the purchase of tooling, computer equipment and software, and investment in new or existing patents. Cash used in investing activities for equipment and patents was \$156,504 for the nine months ended June 30, 2012 and \$42,406 for the nine months ended June 30, 2011. We anticipate some additional expenditure for equipment and patents during the balance of fiscal year 2012.

### *Financing Activities*

In the nine months ended June 30, 2012, we did not receive any proceeds from financing activities. We received \$4,346,613 and \$118,356 from the exercise of common stock warrants and stock options in the nine months ended June 30, 2011, respectively.

### **Recent Accounting Pronouncements**

There were no adopted or pending recent accounting pronouncements that are expected to have a material impact on our condensed consolidated financial statements for the nine months ended June 30, 2012.

### **Item 3. Qualitative and Quantitative Disclosures about Market Risk.**

#### *Interest Rate Risk*

The Company's interest income is sensitive to fluctuations in the general level of U.S. interest rates. Changes in U.S. interest rates affect the interest earned on the Company's cash and cash equivalents. The Company's exposure to market risk for changes in interest rates is minimal as a result of maintaining cash in savings accounts and short term money market accounts. The Company currently does not have any debt that could be subject to interest fluctuation or market risk.

#### *Foreign Currency Risk*

We consider our direct exposure to foreign exchange rate fluctuations to be minimal. Currently, all sales to customers and all arrangements with third-party manufacturers, with one exception, provide for pricing and payment in U.S. dollars, and, therefore, are not subject to exchange rate fluctuations. Increases in the value of the U.S. dollar relative to other currencies could make our products more expensive, which could negatively impact our ability to compete. Conversely, decreases in the value of the U.S. dollar relative to other currencies could result in our suppliers raising their prices to continue doing business with us. Fluctuations in currency exchange rates could affect our business in the future.

### **Item 4. Controls and Procedures.**

We are required to maintain disclosure controls and procedures designed to ensure that material information related to us, including our consolidated subsidiaries, is recorded, processed, summarized and reported within the time periods specified in the SEC rules and forms.

#### **Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures**

Under the supervision and with the participation of our management, including our principal executive officer and our principal financial officer, we conducted an evaluation of our disclosure controls and procedures as such term is defined under Rules 13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934. Based on this evaluation, our principal executive officer and our principal financial officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level as of June 30, 2012.

#### **Changes in Internal Control over Financial Reporting**

There have been no changes in our internal control over financial reporting during our fiscal quarter ended June 30, 2012 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. Our process for evaluating controls and procedures is continuous and encompasses constant improvement of the design and effectiveness of established controls and procedures and the remediation of any deficiencies, which may be identified during this process.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## **PART II. OTHER INFORMATION**

### **Item 1. Legal Proceedings.**

We may at times be involved in litigation in the ordinary course of business. We will also, from time to time, when appropriate in management's estimation, record adequate reserves in our financial statements for pending litigation.

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On July 24, 2012, the Company was served with a complaint filed in the Delaware Court of Chancery captioned *Iroquois Master Fund Ltd., Plaintiff, v. Raymond C. Smith, Laura M. Clague, Helen C. Adams, Thomas R. Brown, and Katherine McDermott, Defendants, and LRAD Corporation, Nominal Defendant*. The derivative action claims that the defendants breached their fiduciary duties to the Company, caused the Company to waste its corporate assets and were unjustly enriched as a result of obtaining and approving the issuance of stock options to themselves with exercise prices that the plaintiff alleges were below fair market value on the date of grant in violation of the terms of the Company's 2005 Equity Incentive Plan. The Company was also named in the action as a nominal defendant against which no recovery is sought. The plaintiff seeks rescission or repricing of the applicable stock options and other damages on behalf of the Company. The defendants and the Company believe the plaintiff's claims are without merit and intend to defend against them vigorously.

**Item 1A. Risk Factors**

As a Smaller Reporting Company as defined by Rule 12b-2 of the Exchange Act and in item 10(f)(1) of Regulation S-K, we are electing scaled disclosure reporting obligations and therefore are not required to provide the information requested by this item.

**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.

**Item 6. Exhibits**

- 31.1 Certification of Thomas R. Brown, Principal Executive Officer, pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities and Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.\*
- 31.2 Certification of Katherine H. McDermott, Principal Financial Officer, pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities and Exchange Act of 1934, as adopted 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, executed by Thomas R. Brown, Principal Executive Officer and Katherine H. McDermott, Principal Financial Officer.\*
- 99.1 Press release dated August 7, 2012 regarding fiscal Q3 2012 financial results. (This exhibit has been furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.)\*
- 101.INS\*\* XBRL Instance Document
- 101.SCH\*\* SBRL Taxonomy Extension Schema Document
- 101.CAL\*\* XBRL Taxonomy Extension Calculation Linkbase Document
- 101.LAB\*\* XBRL Taxonomy Extension Label Linkbase Document
- 101.PRE\*\* XBRL Taxonomy Extension Presentation Linkbase Document

\* Filed concurrently herewith.

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



**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.

LRAD CORPORATION

Date: August 7, 2012

By: /s/ KATHERINE H. MCDERMOTT  
**Katherine H. McDermott, Chief Financial Officer**  
**(Principal Financial Officer)**