

BT GROUP PLC
Form 6-K
May 23, 2013
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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 6-K

Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16 of

the Securities Exchange Act 1934

Report on Form 6-K dated May 23, 2013

BT Group plc

(Translation of registrant's name into English)

BT Centre

81 Newgate Street

London EC1A 7AJ

England

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

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Yes No

Enclosure: BT Group plc Annual Report & Form 20-F 2013 as sent to shareholders

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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.

BT Group plc

By: /s/ Dan Fitz

Name: Dan Fitz

Title: Company Secretary

Date: May 23, 2013

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Welcome to BT Group plc's Annual Report & Form 20-F 2013

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business

This is the BT Annual Report for the year ended 31 March 2013. It complies with UK regulations and comprises part of the Annual Report on Form 20-F for the US Securities and Exchange Commission to meet US regulations. This annual report has been sent to shareholders who have elected to receive a copy. The separate Summary financial statement & notice of meeting 2013 has been issued to shareholders who have elected to receive a shorter document.

Please see cautionary statement regarding forward-looking statements on page 177.

In this document, references to BT Group , BT , the group , the company , we or our are to BT Group plc (which includes the activities of British Telecommunications plc) and its subsidiaries and lines of business, internal service unit, or any of them as the context may require.

A reference to a year expressed as 2012/13 is to the financial year ended 31 March 2013 and a reference to a year expressed as 2013 is to the calendar year. This convention applies similarly to any reference to a previous or subsequent year. References to this year , the year and the current year are to the financial year ended 31 March 2013. References to last year and the prior year are to the financial year ended 31 March 2012.

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Chairman's introduction

We are making long-term investments in our future, and that of the UK.

Our shareholders

We have made good progress this year in a number of areas and delivered strong financial results. For 2012/13 the Board is proposing a final dividend of 6.5p, up 14%. This gives a full year dividend of 9.5p, also up 14% reflecting our performance this year. We continue to pursue a prudent financial strategy. As well as investing in the future of our business, we will continue to reduce net debt, support our pension fund and pay progressive dividends to you, our shareholders. We expect dividends to grow by 10%-15% per year for the next two years.

Our contribution

In the current uncertain environment, it is tempting for companies to focus on short-term targets rather than the long-term health of their business. At BT, we have continued to make strategic investments that position us well for the future. In the last four years, we have invested over £10bn in our capital investment programmes, with much of this supporting the national infrastructure upon which the UK relies.

Our fibre broadband network will bring significant economic benefits to the UK. The investments we are making in TV and mobile will bring new and innovative services for people to enjoy. We are creating jobs at the same time. This year we hired around 1,600 engineers to help with our fibre programme and we insourced around 4,000 jobs.

We played a vital role in making London 2012 the most connected Olympic and Paralympic Games ever and are supporting the British Paralympic team as they prepare for the next Games. During the year we also set ourselves three stretching Better Future goals to achieve by the end of 2020. By extending the reach of fibre broadband, helping our customers reduce their carbon footprint and using our skills and technology to help generate money for good causes, we will make a major contribution to both society and the environment.

Our global presence

We aim to support our multinational customers wherever they are. But to do this most effectively we need fair access to telecoms networks around the world. We continue to lobby to reduce trade barriers and press for policy and regulatory change to ensure a more level competitive playing field. This includes working with the European Commission on current initiatives to complete the digital Single Market, and on bilateral trade liberalisation

negotiations. We hope the EU-US trade talks will deepen transatlantic economic integration, reduce non-tariff barriers and ensure fair access to the US telecoms market. Truly competitive telecoms markets will boost trade in all business sectors and support growth, innovation and jobs.

Our people

Our performance in the year reflects the expertise, hard work and commitment of our people. I am delighted that around 20,000 of them were able to benefit from employee share option plans, each making a gain of around £8,400 on average. We are investing more than ever in our people, making sure they have the skills and support they need to better serve our customers.

The Board

The Board has a key role in setting the strategic direction of the company and played a full part in assessing and approving the major investments we made this year. You can read about the Board's activities in the Governance section.

Our future

Our aim remains to drive profitable revenue growth. The investments we are making support this ambition. We believe our strategy of improving customer service, transforming our cost base and investing for the future will continue to deliver long-term value for our shareholders.

Sir Michael Rake

Chairman

9 May 2013

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Strategy

In this section we explain our aim and the strategy we are following to achieve it. We set out our business model and the key role that our people play. We describe our assets and resources and how we measure our progress using three key performance indicators. Finally, we describe the principal risks our business faces and what we do to mitigate these.

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Chief Executive's introduction

We have a lot more to do, but we are now a lot better positioned to do it.

Making a difference

Communications services are increasingly important in today's world. Our customers rely more and more on our services and our networks whether they are one of the 10m households we serve, our hundreds of wholesale providers, or the largest global businesses. This is a big opportunity for BT; it is also a big responsibility. All of us in BT recognise that what we do as a business makes a real difference to our customers and the societies in which we operate. That is why we are investing in new infrastructure, technology and services. We are proud to make a difference and I'd like to thank our people for making it happen.

Opportunities across the whole business

At the start of the global economic downturn we made a bold commitment to invest in fibre broadband. That £2.5bn investment programme has already brought fibre within reach of more than half of the UK's homes and businesses increasing by more than 100,000 premises per week. Delivery is on budget and 18 months ahead of our schedule. We believe that, together with government support and subject to an acceptable investment environment, we can pass more than 90% of premises with our network in the next three to four years.

We are also investing in the next generation of TV. We will offer a complete package of phone, broadband and TV. We are rolling out new services and providing new channels and on-demand content. The launch of BT Sport this summer will bring real competition to the pay-TV market. Our three channels – BT Sport 1, BT Sport 2 and ESPN – will provide premium sports content including Premier League first picks, exclusive rugby coverage and women's tennis. By offering BT Sport for free with BT broadband, we are making world-class sport affordable. Superb production facilities, backed up by a team of top sporting and broadcasting talent, promise to make this a great service.

We have also invested in 4G mobile spectrum which will allow us to offer enhanced mobile broadband services to consumers and businesses – helping our customers to stay best connected wherever they are. The spectrum allows us to build on our existing strength in wi-fi where usage of our 5m wi-fi hot spots tripled in the year to 13bn minutes.

We are seeing the benefits of our investments in the high-growth regions of Asia Pacific, Latin America, Turkey, the Middle East and Africa – with double-digit growth in revenue across these markets in the year. Our services are helping multinationals expand into these regions, and local companies become better connected internationally. BT Global Services won total orders of £6.3bn in the year despite tough conditions in Europe and the financial services sector.

Customer service

While our global customer service improved during the year, some of the wettest weather on record triggered a surge of faults in our UK network. Despite significantly more resources in our engineering teams, customers sometimes waited longer than they should for repairs and provision.

While such exceptional weather is unlikely again, we're making investments in customer service to make us more responsive and better equipped to deal with variable weather and increased demand. This will help us get back on track with the improved service levels we delivered in the previous few years.

Overall in the year, we did what we said we would do. We delivered strong financial results, and made substantial investments. BT is a better and stronger company than a year ago.

There's a lot more to do, and many challenges, but BT's future has rarely looked so exciting.

Ian Livingston

Chief Executive

9 May 2013

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Strategy

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Our strategy

Our aim is to drive shareholder value by making BT a better business with a better future. This year we made further progress towards this goal, and the investments we are making position us well for the future. Our strategy is delivering results.

We are a leading communications services provider. In the UK, we sell products and services to consumers and small and medium-sized enterprises (SMEs). Around the world, as well as in the UK, we provide managed networked IT services for large multinational corporations, domestic businesses and national and local government organisations. We also sell wholesale telecoms services to communications providers (CPs) in the UK and internationally.

Our strategy is built on Customer service delivery, Cost transformation and Investing for the future.

These are the foundations for making BT a better business. They build on one another. The better we serve our customers, the less time and money we need to spend fixing faults and the things that go wrong. The more we save through transforming our costs, the more we can invest in giving customers what they need now and in the future. By investing in the six strategic priorities shown above we aim to grow the value of our business.

Customer service delivery

We constantly try to improve the service we provide to our customers. In practice that means understanding what they need, making it easy for them to deal with us, keeping our promises, keeping them informed, and acting quickly to fix things if they go wrong.

Right First Time (RFT) is our key metric for customer service (see page 22). It is simply about getting it right for the customer, first time.

RFT improved each year from 2006/07 to 2011/12 and we made further progress in the first quarter of this financial year. But record rainfall then led to flooding across the UK, causing a higher number of faults in the network. To make sure we fixed these faults as quickly as possible, we had to transfer resources away from provisioning new orders. As a result, customers had to wait longer for those orders, we had more calls from customers than we forecast and it took us longer than normal to answer those calls. We did, however, hire extra engineers to help with repair work and new orders (see page 60) and by February 2013 we had managed to get provision lead times back to the levels we have committed to.

Overall, we did not improve our service as we aimed to this year, and our RFT measure declined by 4%. While we did not achieve our group RFT target, BT Global Services achieved its target helped by an increase in the number of

major contract milestones delivered on time and fewer reported customer incidents.

Copper cable theft remains a problem. This year we have worked more closely with the police and government to tackle it. We have set up a nationwide cable alarming system and taken other measures such as forensically marking our cables. Because of this work, we have had 28% fewer customer faults due to cable theft this year, and 50% fewer attacks on our network. A new Scrap Metal Dealers Act should clamp down further on the illegal trade in stolen metal when it comes into effect later this year.

We are improving processes across the business to make sure we keep appointment slots, repair faults more quickly and fulfil new orders faster. We are also working to improve how we interact with our customers through the use of better quality contact information, customer portals and self-service channels that give customers more ways to resolve their problems quickly. We have successfully piloted new voice recognition capabilities to make it easier for customers to get the right help when calling us. We are now rolling this service out more widely.

Improved BT Home Hub diagnostics for our TV and broadband services will locate and resolve faults more quickly with fewer calls and engineering visits. We will also create an integrated customer experience across our consumer channels – voice, social media, email, chat forums and videos.

We encourage our customers to provide us with feedback so that we can serve them better. We believe that the changes we are making will deliver a better customer experience and lead to further cost transformation benefits.

**You can read more about customer service delivery across our lines of business in the Performance section on page
Cost transformation**

We achieved further efficiency savings across our business. We have cut waste, applied best practice and freed up resources to invest in our future. More and more, we have focused on end-to-end processes that span our whole business. We also started the next phase of our group-wide restructuring programme which will generate further savings and improve customer service.

Specific activities during the year included:

reviewing our entire stock and supply chain. This has given us better controls over our stock as well as improving how we distribute and store it

improving our process for fixing faults for BT Global Services and BT Wholesale customers. We have upgraded our systems, migrated work to four strategic service centres and made it easier for different teams to work together rationalising our network and IT infrastructure. For example, we closed a major legacy network which served the financial services sector and migrated those customers onto our global MPLS platform, giving them improved service and reliability. We have also put programmes in place to rationalise our legacy UK backhaul and global IP networks

combining BT Innovate & Design and BT Operate into our new BT Technology, Service & Operations unit (BT TSO)

improving product and software development across all lines of business through better prioritisation, quality and automation of testing

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improving the productivity of our field engineers by reducing the number of administrative tasks they have to do reducing our travel and subsistence spend by £14m or 12%. Buying more efficiently and reducing travel by using our own conferencing services has saved us time and money, and reduced carbon emissions. Overall, we cut operating costs by £1.2bn or 9%, with savings across all our main cost categories. Together with capital expenditure (excluding purchases of telecommunications licences), we have achieved total savings of £4.7bn over the last four years.

We will continue our drive on cost transformation. In 2013/14 we will launch a pan-BT Continuous Improvement Initiative to help our people take more responsibility for improving the processes around them. We want to transform the service we deliver, analysing and improving the end-to-end processes that span lines of business, operational platforms and products. This will help us to drive out failures in these processes. We are focusing on seven priority areas, targeting issues including early life failures (those that occur near the start of a new service), repeat visits and how we respond to major incidents.

To find more opportunities to reduce costs and to run our business better we will keep benchmarking ourselves against other large telecoms operators and the best companies in other industries around the world.

You can read about the contributions our lines of business have made to our cost transformation in the Performance section on page Investing for the future

We are investing in the future of our business to help drive profitable revenue growth and deliver long-term value for our shareholders. The more we can save through our cost transformation activities, the more we can invest in the long-term value of our business without affecting our financial performance in the short-term.

In 2012/13 we made a number of key investments around our six strategic priorities which position us well for the future.

TV and broadband are increasingly complementary as viewing becomes more interactive. We are making significant investments in TV to improve what we offer, rolling out new services and providing new channels and on-demand content.

For SMEs, we have invested in improving our range of IT services and acquired Tikit (one of the largest independent suppliers of technology services to legal and accountancy firms).

We also successfully bid for 4G mobile spectrum which will allow us to offer an enhanced range of converged fixed and mobile broadband services to both consumer and business customers, building on our existing strength in wi-fi.

We continued to invest in our IP Exchange platform to meet the growing demand for IP interconnect services resulting from the massive growth in voice over IP (VoIP) traffic worldwide.

We have made further investments in the high-growth regions of the world. We improved our product portfolio and invested in people and infrastructure in Asia Pacific, Latin America, Turkey, the Middle East and Africa. These investments are helping our multinational customers expand into these regions and support local companies as they grow internationally.

We are supporting the launch of 4G services in the UK by investing in backhaul capacity at key mobile base station sites.

We have invested in expanding our Ethernet portfolio and footprint in response to growing data traffic and demand for higher capacity and greater flexibility in our wholesale customers' networks.

And we have accelerated our fibre rollout. It should be available to two-thirds of UK homes and businesses during spring 2014, more than 18 months ahead of our original schedule.

We believe our fibre investment will support a more connected society, transforming the way people use the internet, giving them better access to information, education and jobs. We are also investing in products and services that will allow our customers to reduce their own carbon footprints.

[You can read about how our lines of business have been investing for the future in the Performance section on page Our strategic priorities](#)

[We made further progress against our six strategic priorities in the year.](#)

[You can read more about how our lines of business did in the Performance section on page Driving broadband-based consumer services](#)

Broadband is now available to virtually all UK homes and businesses and is increasingly at the centre of people's lives. Our investments in broadband-based services are helping everyone get much more from it.

We differentiate our products from those of competitors by offering the most comprehensive broadband service with a range of packages to choose from. For example, our newly-launched BT Totally Unlimited Broadband lets people download as much as they like with no speed restrictions.

We provide lots of extra features, like our free BT Home Hub, free BT Wi-fi connectivity over the world's largest in-country wi-fi network and free BT Cloud storage. We offer our broadband service together with voice and TV in competitively-priced bundles. Bundling helps us keep existing customers and attract new ones.

Fibre broadband lets people do even more. BT Infinity sales have accelerated and we are selling faster and higher tier options to existing customers while attracting people away from other providers.

Broadband will increasingly be at the heart of how people watch TV. We are extending our appeal to all segments of the TV market. We have launched YouView from BT to allow customers who currently only take Freeview to try pay-TV. Extra TV, our package of 22 TV channels, targets households currently subscribing to basic pay-TV channels from Sky or Virgin. And we are launching our BT Sport channels this summer, for customers who want a wide choice of premium sports but at much better value than currently available.

Our future plans include:

- launching BT Sport
- completing the rollout of Extra TV across our multicast IP network
- further improving our TV channel line-up and on-demand content
- encouraging customers to switch to BT Infinity through marketing campaigns, competitive pricing and by offering Extra TV and BT Sport to BT Infinity customers over their broadband connection.

Being the Brand for Business for UK SMEs

We want to be the first choice for SMEs for all their fixed and mobile communications and IT needs. We aim to offer a wide range of products and services so they do not have to rely on multiple suppliers.

In fixed communications we face stiff competition in a fragmented market, but we have maintained a clear leading position.

We are still ahead because we consciously build on our advantages: the national coverage of our services and sales teams; the breadth of our portfolio of services; the strength of our sales channels; and our brand. We are looking to improve the products and services we sell (and how we sell them) to defend and grow our position in the market. We are developing new IP-based voice and data products, which will help drive penetration of fibre broadband. We are also improving processes and systems so our people can give our customers a better service.

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In our IT services businesses, our focus is on providing service, rather than hardware alone (which tends to be low margin). Where we can, we will cross-sell our networking and IT solutions. We also encourage customers to take higher-value products and services such as managed hosted data and applications, and cloud services.

Our future plans include:

- strengthening our product portfolio in unified communications and VoIP so SMEs can make the most of these growing technologies
- developing our mobile services capabilities, in particular building on our investment in 4G spectrum. We will combine fixed and mobile services to give our customers the best possible connection wherever they are
- growing our IT services businesses, building on synergies between them to improve their positions in the market.

BT Global Services a global leader

We are a leader in the worldwide market for managed networked IT services. We are truly global with one of the largest networks in the world and more than 60% of our people based outside the UK.

Our customers tell us there are a number of things which make us stand out: our global assets, people and technology; industry experience and solutions; our consulting capability; our innovation; and our strength in the UK.

Our future plans are to invest and build on these strengths.

- We are supporting our multinational customers by investing in high-growth regions
- We are developing our industry expertise. For example, we will build on years of experience supporting the financial services sector where our award-winning products and services support millions of financial transactions every day
- We will invest in our BT Advise team of around 4,000 experts who share their knowledge and skills with our customers
- We will use our strength in the UK, including our fibre broadband network, to keep innovating our products and services. For example, we are improving our conferencing services by using Dolby's high-definition audio technology.

We will use feedback from our customers to improve our service to them. And we plan to drive down cost and become a more agile and competitive organisation. That way, we will be able to take advantage of opportunities in the managed networked IT services market more quickly.

By building a better business, we will strengthen our position as a global leader.

The wholesaler of choice

We want to be the wholesaler of choice in the UK and international telecoms services markets. We give CPs access to our platforms, skills and technology, making our investments and economies of scale work for them. Our approach promotes competition, gives end-customers more choice, avoids duplicating infrastructure and encourages innovation by helping CPs find new ways to serve their customers.

We are Europe's largest telecoms wholesaler and BT Global Services sells our wholesale services to more than 1,200 telecoms companies around the world.

Openreach provides local access and backhaul services; its networks are already the most extensive in Great Britain, allowing CPs to provide ADSL broadband to 99% of homes and businesses and fibre broadband to over half.

BT Wholesale aims to meet CPs' needs where they cannot be met by Openreach's products alone. This typically involves using our network coverage and scale to provide nationwide voice, broadband and data end-to-end products. We also create managed services which combine those products with third-party components and professional services, using our deep expertise in solution design, build, delivery and operation.

BT Wholesale leads the market in mobile Ethernet backhaul services and in wholesale broadband. Our Wholesale Broadband Connect (WBC) next generation copper broadband product is now in exchanges serving more than 90% of UK premises. More than 70 CPs are now trialling or selling its fibre-based variant.

A key area of investment over the past few years has been IP Exchange which was developed in our Adastral Park research and development centre. IP Exchange provides a common gateway to allow interworking between different CPs' IP voice, data and multimedia services. This year it handled 7.75bn voice minutes globally.

We expect a variety of issues, such as regulatory charge controls and competitive pressures, to affect our wholesale business in 2013/14. So we are working to identify growth opportunities that will help us offset their impact.

Our future plans include:

- launching new hosted communications services that will expand our IP voice portfolio and combine it with our data and broadband products
- extending our broadband, Ethernet and Mobile Ethernet Access Service (MEAS) footprints
- adding new features to IP Exchange, including the support of video and 4G mobile services, and introducing more global nodes
- improving our customers' experience, for example, by introducing a new online portal that will offer better tools for pricing, ordering and support
- further reducing our cost base
- increasing the skills and productivity of our people.

The best network provider

Our network in the UK is a critical national asset and we take our guardianship of it seriously. We aim to be the best network provider in the UK by investing in it and by providing the best services over it. We continue to upgrade capacity, offer new services and make it more efficient and reliable.

More than 15m premises can now get our fibre broadband, giving us the largest fibre broadband footprint in the UK. These premises have access to download and upload speeds of up to 80Mbps and 20Mbps respectively using fibre-to-the-cabinet (FTTC), or 330Mbps and 30Mbps using fibre-to-the-premises (FTTP).

We will bring fibre to two-thirds of UK premises during spring 2014. With EU, national and regional government funding, we believe we can bring fibre to more than 90% of UK premises in the next three to four years.

We are rolling out national Ethernet products, with a wide range of ways to connect to our network. These include high bandwidth Ethernet fibre connections, cost-effective Ethernet bonded copper solutions (Ethernet in the First Mile) and more recently, Ethernet over our fibre broadband network. High levels of service availability and flexibility, combined with nationwide coverage, make our Ethernet services an attractive choice for customers.

Our future plans include:

making FTTP available throughout the fibre broadband footprint with our FTTP-on-Demand service. We launched this service in April 2013 in a subset of our footprint
increasing FTTC speeds above 80Mbps using vectoring, a technology we will be trialling further during 2013/14

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further increasing FTTP speeds building on trials conducted in 2012/13
extending the choices available to CPs for the delivery of fibre broadband. We plan to introduce a new option in 2013/14 that will allow CPs to use their own modem rather than an Openreach one
assessing the longer-term opportunities for wider and deeper fibre deployment in the access network
extending our Ethernet footprint
upgrading our core network with the latest generation of high-speed optical equipment that provides multiple 100Gbps connections.

A responsible and sustainable business leader

Our aim is to create a better future by generating value for our business and our stakeholders. Doing this in a responsible and sustainable way contributes to this aim. Our customers want to buy services from a company they can trust to act responsibly and sustainably. This year corporate and government customers asked us about our sustainability credentials in over £2.8bn worth of contracts that we bid for.

During the year we set ourselves three stretching goals to achieve by the end of 2020. They will help us make a major contribution to both society and the environment.

The *Committee for Sustainable and Responsible Business* oversees our corporate responsibility, environment and community activities, and our Better Future programme. It is supported by our Sustainable Business Leadership team which comprises senior executives from across our business units and is charged with delivering our programme and embedding it throughout the group.

You can read more in the Report of the Committee for Sustainable and Responsible Business on page

Each year we use a materiality process to work out the social and environmental issues that are important to our stakeholders and relevant to our business. It helps us focus on the right things. We measure and report our progress against seven non-financial performance indicators which reflect these issues. They are summarised on page 61.

Improve product and service awareness to attract new customers.

As we grow, we continue to focus additional marketing and sales efforts designed to educate professional offices, retail pharmacies and clinics, assisted living and long-term care facilities, home healthcare, government, pharmaceutical manufacturers and other commercial organizations that require cost-effective services for managing medical, pharmaceutical and hazardous waste of the benefits of our solution offerings and the need for safe, cost-effective and environmentally-friendly methods of waste treatment, including medical, pharmaceutical, and hazardous. We believe that the full-service nature of our solution offerings, ease of our mail and ship-back based delivery system and convenience will attract new customers who are not yet aware of the services we provide. In addition to providing a convenient, cost-effective solution to waste and used healthcare materials treatment, we believe future growth will be driven by the need for our customers to properly document and track the disposal of their waste to maintain compliance with new and existing legislation. We believe our understanding of the legislative process and focus on accurate and thorough electronic tracking of waste disposal or treatment will provide substantial benefits to new customers looking to comply with new standards and promote environmentally cleaner business practices.

CONCENTRATION OF CREDIT AND SUPPLIERS

There is an inherent concentration of credit risk associated with accounts receivable arising from sales to our major customers. For the fiscal year ended June 30, 2017, one customer represented approximately 17% of revenue. This customer also represented approximately 10%, or \$0.8 million, of the total accounts receivable balance at June 30, 2017. For the fiscal year ended June 30, 2016, one customer represented approximately 17% of revenue and 17%, or \$1.0 million, of the total accounts receivable balance at June 30, 2016. For the fiscal year ended June 30, 2015, one customer represented approximately 17% of revenue. We may be adversely affected by our dependence on a limited number of high volume customers. Management believes that the risks are mitigated by (i) the contractual relationships with key customers, (ii) the high quality and reputation of the Company and its solution offerings and (iii) the continued diversification of our solution offerings into additional markets outside of our traditional customer base.

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We currently transport (from the patient or user to the Company's facility or subcontracted treatment facilities) the majority of our solution offerings using USPS; therefore, any long-term interruption in USPS delivery services would disrupt the return transportation and treatment element of our business. Postal delivery interruptions are rare. Additionally, since USPS employees are federal employees, such employees may be prohibited from engaging in or continuing a postal work stoppage, although there can be no assurance that such work stoppage can be avoided. We also have an arrangement with UPS whereby UPS transports certain other solution offerings. The ability to ship items, whether through the USPS or UPS, is regulated by the government and related agencies. Any change in regulation restricting the shipping of medical waste, used healthcare materials or unused or expired dispensed pharmaceuticals through these channels would be detrimental to our ability to conduct operations.

We maintain relationships with multiple raw materials suppliers and vendors in order to meet customer demands and assure availability of our products and solutions. With respect to the Sharps Recovery System solutions, we own proprietary molds and dies and utilize several contract manufacturers for the production of the primary raw materials. We believe that alternative suitable contract manufacturers are readily available to meet the production specifications of our products and solutions. We utilize national suppliers for the majority of the raw materials used in our other products and solutions and international suppliers for Pitch-It IV Poles.

INTELLECTUAL PROPERTY

We have a portfolio of trademarks and patents, both granted and pending. We consider our trademarks important in the marketing of our products and services, including the Sharps logo, Sharps Recovery System, TakeAway Medication Recovery System, MedSafe, SharpsTracer, Sharps Secure, TakeAway Environmental Return System, Complete Needle and PELLA-DRX™ among others. With respect to our registered marks, we continue using such marks and will file all necessary documentation to maintain their registrations for the foreseeable future. We have a number of patents issued, including those applicable to our PELLA-DRX waste conversion process (patent numbers US 8,163,045, US 8,100,989, US 8,268,073 and US 4,440,534), our Sharps Secure Needle Disposal System (patent numbers US 8,162,139 and US 8,235,883), our unique design features related to the TakeAway Environmental Return System drop-off boxes (patent number US 8,324,443) and our Complete Needle Collection & Disposal System (patent number US 4,463,106). We have patents pending on our MWMS rapid deployment system and our MedSafe solution.

Solely for convenience, the trademarks and service marks referred to in this Annual Report on Form 10-K may appear without the ® or ™, but such references are not intended to indicate, in any way, that we will not assert to the fullest extent under applicable law our rights to such trademarks and service marks.

COMPETITION

There are several competitors who offer similar or identical products and services that facilitate the disposal of smaller quantities of medical waste. There are also a number of companies that focus specifically on the marketing of products and services which facilitate disposal through transport by the USPS (similar to the Company's products). These companies include (i) smaller private companies or (ii) divisions of larger companies. Additionally, we compete in certain markets with Stericycle, the largest medical waste company in the country, which focuses primarily on a pickup service business model. With the addition of the route-based pickup services offered on a direct basis in a twenty-three (23) state region of the South, Southeast and Northeast portions of the United States and through a network of medical and hazardous waste services providers, the Company believes it is better positioned with its comprehensive medical waste management offering to compete with Stericycle. As Sharps continues to grow and increase awareness of the proper disposal of syringes and unused medications (including controlled substances), it could face additional and possibly significant competition. We believe our comprehensive line of proven solution offerings, comprehensive medical waste management service offerings, first mover advantages, excellent industry reputation, significant history of market and customer success, quality solutions and products, as well as our capabilities as a vertically-integrated producer of products and services provide significant differentiation in the

current competitive market.

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GOVERNMENT REGULATION

Sharps is subject to extensive federal, state and/or local laws, rules and regulations. We are required to obtain permits, authorizations, approvals, certificates and other types of governmental permission from the EPA, the Department of Transportation, the U.S. Food and Drug Administration, the State of Texas, the State of Pennsylvania and local governments with respect to our facilities and operations. Such laws, rules and regulations have been established to promote occupational safety and health standards and certain standards have been established in connection with the handling, transportation and disposal of certain types of medical and solid wastes, including transported medical waste. Our estimated annual costs of complying with these laws, regulations and guidelines, including environmental laws, is currently less than \$200,000 per year. In the event additional laws, rules or regulations are adopted which affect our business, additional expenditures may be required in order for Sharps to be in compliance with such changing laws, rules and regulations.

ITEM 1A. RISK FACTORS

We may be unable to manage our growth effectively.

We continued to experience core revenue growth in fiscal year 2017 as we saw the benefits of our marketing activities in all of our target markets. Revenue increased 14% to \$38.2 million for the fiscal year ended June 30, 2017 driven by increases in the professional market due primarily to targeted telemarketing initiatives and promotional activities, continued rollout of new patient support programs in the pharmaceutical market and increases in the home health care and assisted living markets. The increase in revenue and execution of our growth strategies has placed and will continue to place significant demands on our financial, operational and management resources. In order to continue our growth, we may need at some point to add operations, administrative and other personnel and to make additional investments in the infrastructure and systems. There can be no assurance that we will be able to find and train qualified personnel, do so on a timely basis or expand our operations and systems to the extent and in the time required.

If the flu related business of our customers decreases, the revenues generated by our business could decrease.

Our operating results are dependent in part upon the amount and types of solutions necessary to service our customers' needs which are heavily influenced by the total number of patients our customers are serving at any time, especially related to the administration of flu shots. At times of lower patient activity, our customers have a decreased need for our services on a supplemental or peak needs basis. Our operating results can vary depending on the timing and severity of the flu season as well as other factors affecting the volume of flu shots administered in the retail setting.

Our quarterly results may fluctuate significantly.

Our operating results have historically varied on a quarterly basis and may continue to fluctuate significantly in the future. Factors that may affect our quarterly operating results, some of which are beyond the control of management, include, but are not limited to, seasonality; the timing of inventory builds for patient support programs of our pharmaceutical manufacturer customers; the timing and severity of the flu season; fluctuations in inventory, energy, transportation, labor, healthcare and other costs; significant acquisitions, dispositions, joint ventures and other strategic initiatives; and many of the other risk factors discussed herein. Accordingly, we believe that quarter-to-quarter comparisons of our operating results are not necessarily meaningful and investors should not rely on the results of any particular quarter as an indication of our future performance.

Our business is dependent on a small number of customers. To the extent we are not successful in winning additional business mandates from our government and commercial customers or attracting new customers, our results of operations and financial condition would be adversely affected.

We are dependent on a small group of customers. In addition, there is an inherent concentration of credit risk associated with accounts receivable arising from sales to our major customers. For the fiscal year ended June 30, 2017, one customer represented approximately 17% of revenue. This customer also represented approximately 10%, or \$0.8 million, of the total accounts receivable balance at June 30, 2017. To the extent significant customers are delinquent or delayed in paying, or we are not successful in obtaining consistent and additional business from our existing and new customers, our results of operations and financial condition would be adversely affected.

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The loss of the Company's senior executives could affect the Company's ability to manage the business profitability.

Our growth and development to date has been largely dependent on the active participation and leadership of our senior management team consisting of the Company's CEO and President, Vice President and CFO, Vice President of Operations, Vice President of Quality Assurance and Vice President of Marketing. We believe that the continued success of the business is largely dependent upon the continued employment of the senior management team and have, therefore, (i) entered into individual employment arrangements with key personnel and (ii) approved the Compensation and Incentive Plan for participation by the senior management team in order to provide an incentive for their continued employment with the Company. The unplanned loss of one or more members of the senior management team and our inability to hire key employees could disrupt and adversely impact the Company's ability to execute its business plan.

Risks associated with our acquisition strategy could adversely affect our operating results.

We expect a portion of our growth to come from acquisitions, and we continue to evaluate opportunities for acquiring businesses that may supplement our internal growth. However, there can be no assurance that we will be able to identify and purchase suitable operations. In addition, the success of any acquisition depends in part on our ability to integrate the acquired business. The process of integrating acquired businesses may involve unforeseen difficulties and may require a disproportionate amount of management's attention and the Company's financial and other resources. There can be no assurance that any acquisitions, if completed, will be successful.

Aggressive pricing by existing competitors and the entrance of new competitors could drive down the Company's profits and slow its growth.

There are several competitors who offer similar or identical products and services that facilitate the disposal of smaller quantities of medical waste. There are also a number of companies that focus specifically on the marketing of products and services, which facilitate disposal through transport by the USPS (similar to the Company's products). These companies include (i) smaller private companies or (ii) divisions of larger companies. Additionally, we compete in certain markets with Stericycle, the largest medical waste company in the country, which focuses primarily on a pickup service business model. As Sharps continues to grow and increase awareness of the proper disposal of syringes and unused medications, it could face additional and possibly significant competition. As a result, we could experience increased pricing pressures that could reduce our margins. In addition, as we expand our business into other markets, the number, type and size of our competitors may expand. Many of these potential competitors may have greater financial and operational resources, flexibility to reduce prices and other competitive advantages that could adversely impact our current competitive position.

The lack of customer long-term volume commitments could adversely affect the Company's profits and future growth.

Although we enter into exclusive contracts with the majority of our enterprise customers, these contracts do not have provisions for firm long-term volume commitments. In general, customer purchase orders may be canceled and order volume levels can be changed or delayed with limited or no penalties. Canceled, delayed or reduced purchase orders could significantly affect our financial performance.

The Company is subject to extensive and costly federal, state and local laws, and existing or future regulations may restrict the Company's operations, increase our costs of operations and subject us to additional liability.

We are subject to extensive federal, state and/or local laws, rules and regulations. We are required to obtain permits, authorizations, approvals, certificates and other types of governmental permission from the EPA, the Department of Transportation, the U.S. Food and Drug Administration, the State of Texas, the State of Pennsylvania and local governments with respect to our facilities and operations. Such laws, rules and regulations have been established to

promote occupational safety and health standards and certain standards have been established in connection with the handling, transportation and disposal of certain types of medical and solid wastes, including transported medical waste. We believe that we are currently in compliance in all material respects with all applicable laws and regulations governing our business, including the permits and authorizations for our incinerator facility. Our estimated annual costs of complying with these laws, regulations and guidelines, including environmental laws, is currently less than \$200,000 per year. In the event additional laws, rules or regulations are adopted which affect our business, additional expenditures may be required in order for us to be in compliance with such changing laws, rules and regulations. Furthermore, any material relaxation of any existing regulatory requirements governing the transportation and disposal of medical waste could result in a reduced demand for our products and services and could have a material adverse effect on our revenues and financial condition. The scope and duration of existing and future regulations affecting the medical and solid waste disposal industry cannot be anticipated and are subject to change.

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The inability of the Company to operate its treatment facilities would adversely affect its operations

Our business utilizes a treatment facility for the proper disposal or treatment of medical waste, used health care materials and unused pharmaceuticals. Our owned facility has both incineration and autoclave technologies in Carthage, Texas. In August 2016, the Company received the Commonwealth of Pennsylvania Department of Environmental Protection Bureau of Waste Management permit for the processing of medical waste at its treatment facility located in northeastern Pennsylvania. The 40,000 square foot facility has been permitted as both a medical waste treatment facility, using an autoclave, and as a transfer station for medical, pharmaceutical and trace chemotherapy waste of up to 82 tons per day. The facility is designed to cost-effectively and efficiently process medical waste generated by the Company's route-based and mailback customers and also doubles as a distribution center of mailback solutions and has been in operation since November 2016. Sharps believes it operates and maintains the facilities in compliance in all material respects with all federal, state and local laws and/or any other regulatory agency requirements involving treatment and disposal and the operation of the incinerator and autoclave facilities. The failure to maintain the permits for the treatment facility or unfavorable conditions contained in the permits or new regulations could substantially impair our operations and reduce our revenues. Any disruption in the availability of a disposal or treatment facility, whether as a result of action taken by governmental authorities, natural disasters or otherwise, would have an adverse effect on our operations and results of operations.

The handling and disposal or treatment of regulated waste carries with it the risk of personal injury to employees and others.

Our business requires us to handle materials that may be infectious or hazardous to life and property in other ways. Although our products and procedures are designed to minimize exposure to these materials, the possibility of accidents, leaks, spills and acts of God always exists. Examples of possible exposure to such materials include: truck accidents, damaged or leaking containers, improper storage of regulated waste by customers, improper placement by customers of materials into the waste stream that we are not authorized or able to process, such as certain body parts and tissues; or malfunctioning treatment plant equipment. Human beings, animals or property could be injured, sickened or damaged by exposure to regulated waste. This in turn could result in lawsuits in which we are found liable for such injuries, and substantial damages could be awarded against us. While we carry liability insurance intended to cover these contingencies, particular instances may occur that are not insured against or that are inadequately insured against. An uninsured or underinsured loss could be substantial and could impair our profitability and reduce our liquidity.

Restrictions in our Credit Agreement could adversely affect our business, financial condition, results of operations and value of our securities.

The Credit Agreement contains affirmative and negative covenants that, among other things, require the Company to maintain, beginning with the twelve-month period ending September 30, 2017, a maximum cash flow leverage ratio of no more than 3.5 to 1.0 and a minimum debt service coverage ratio of not less than 1.15 to 1.00. The maximum cash flow leverage ratio decreases to 3.25 to 1.0 on December 31, 2017 and to 3.0 to 1.0 on March 31, 2018. The Credit Agreement, which expires on March 29, 2019, also contains customary events of default which, if uncured, may terminate the Credit Agreement and require immediate repayment of all indebtedness to the lenders. These covenants could affect our ability to operate our business and may limit our ability to take advantage of potential business opportunities as they arise.

Our ability to comply with the covenants and restrictions contained in the Credit Agreement may be affected by events beyond our control, including prevailing economic, financial, and industry conditions. If market or other economic conditions deteriorate, our ability to comply with these covenants may be impaired. A failure to comply with these provisions could result in a default or an event of default. Upon an event of default, unless waived, the lenders could elect to terminate commitments, cease making further loans, require cash collateralization of letters of

credit, cause its loans to become due and payable in full and force us into bankruptcy or liquidation. If the payment of our debt is accelerated, our assets may be insufficient to repay such debt in full, and the holders of our stock could experience a partial or total loss of their investment.

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An inability to win additional government contracts could have a material adverse effect on our operations and adversely affect our future revenue.

Although the Company has secured some U.S. government business during fiscal year 2017, there can be no assurances that future periods will include similar business. All contracts with, or subcontracts involving, the federal government are terminable or subject to renegotiation by the applicable governmental agency on 30 days' notice at the option of the governmental agency. If a material contract is terminated or renegotiated in a manner that is materially adverse to us, our revenues and future operations could be materially adversely affected.

As a government contractor, we are subject to extensive government regulation, and our failure to comply with applicable regulations could subject us to penalties that may restrict our ability to conduct our business.

Governmental contracts or subcontracts involving governmental facilities are often subject to specific procurement regulations, contract provisions and a variety of other requirements relating to the formation, administration, performance and accounting of these contracts. Many of these contracts include express or implied certifications of compliance with applicable regulations and contractual provisions. If we fail to comply with any regulations, requirements or statutes, our existing governmental contracts or subcontracts involving governmental facilities could be terminated, or we could be suspended from government contracting or subcontracting. If one or more of our governmental contracts or subcontracts are terminated for any reason, or if we are suspended or barred from government work, we could suffer a significant reduction in expected revenues and profits. Furthermore, as a result of our governmental contracts or subcontracts involving governmental facilities, claims for civil or criminal fraud may be brought by the government for violations of these regulations, requirements or statutes.

The possibility of postal work interruptions and restrictions on shipping through the mail would adversely affect the disposal or treatment element of the Company's business and have an adverse effect on our operations, results of operations and financial condition.

We currently transport (from the patient or user to the Company's facility or subcontracted treatment facilities) the majority of our solution offerings using USPS; therefore, any long-term interruption in USPS delivery services would disrupt the return transportation and treatment element of our business. Postal delivery interruptions are rare. Additionally, since USPS employees are federal employees, such employees may be prohibited from engaging in or continuing a postal work stoppage, although there can be no assurance that such work stoppage can be avoided. As noted above, we entered into an arrangement with UPS whereby UPS transports certain other solution offerings. The ability to ship items, whether through the USPS or UPS, is regulated by the government and related agencies. Any change in regulation restricting the shipping of medical waste, used healthcare materials or unused or expired dispensed pharmaceuticals through these channels would be detrimental to our ability to conduct operations. Any disruption in the transportation of products would have an adverse effect on our operations, results of operations and financial condition.

The Company's stock has experienced, and may continue to experience, low trading volume and price volatility.

The Company's common stock is quoted on the NASDAQ Capital Market ("NASDAQ") under the symbol "SMED." The daily trading volumes for our common stock are, and may continue to be, relatively small compared to many other publicly traded securities. Over the past three years, the Company's common stock has had an average trading volume of approximately 55,000 shares traded per month. It may be difficult for investors to sell shares in the public market at any given time at prevailing prices, and the price of our common stock may, therefore, be volatile.

We may be subject to information technology system failures, network disruptions and breaches in data security.

We rely upon sophisticated information technology systems, infrastructure and security procedures and systems to operate our business and ensure the secure storage and transmission of information. The size and complexity of our computer systems make them potentially vulnerable to breakdown, malicious intrusion and random attack. Likewise, computer networks and the internet are, by nature, vulnerable to unauthorized access. An accidental or willful security breach could result in unauthorized access and/or use of sensitive data. Our security measures could be breached by third-party action, computer viruses, accidents or error or misconduct by an employee or contractor. Because techniques used to obtain unauthorized access, disable or degrade service or to sabotage computer systems change frequently, it may be difficult to detect immediately and we may be unable to implement adequate preventive measures. Unauthorized parties may also attempt to gain access to our systems or facilities through various means, including hacking into our systems or facilities, fraud, trickery or other means of deceiving employees, contractors and temporary staff. We have encountered threats of this type from time to time, none of which have materially impacted our operations or financial results. Although we maintain a system of information security and controls, a party that is able to circumvent our security measures could cause interruption in our operations, damage our computers or those of our users or otherwise damage our reputation. Depending on the severity, any of these events could adversely affect our operations and financial results. In addition, if we were to experience an information security breach, we may be required to expend significant amounts of time and money to remedy, protect against or mitigate the effect of the breach, and we may not be able to remedy the situation in a timely manner, or at all. While we have invested in protection of data and information technology, there can be no assurance that our efforts will prevent breakdowns or breaches in our systems that could adversely affect our business.

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ITEM 1B. UNRESOLVED STAFF COMMENTS.

As of the date of this report, we do not have any unresolved staff comments.

ITEM 2. PROPERTIES.

The Company utilizes approximately 200,000 square feet of space across the U.S. including space for corporate offices in Houston, Texas. Sharps has manufacturing, assembly, storage, distribution and warehousing operations as well as two (2) fully-permitted facilities that house our processing and treatment operations. Our processing and treatment facilities are currently permitted to treat and process 182 tons of medical, pharmaceutical and other healthcare related waste per day. The Company owns one of these processing and treatment facilities and leases all other spaces. The leases expire between 2020 to 2022 with options to renew ranging from 3 years to 10 years.

ITEM 3. LEGAL PROCEEDINGS.

From time to time, the Company is involved in legal proceedings and litigation in the ordinary course of business. In the opinion of management, the outcome of such matters will not have a material adverse effect on the Company's consolidated financial position or consolidated results of operations.

ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable.

PART II

ITEM MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS,
5. AND ISSUER PURCHASES OF EQUITY SECURITIES.

Market Information: The Company's common stock is quoted on the NASDAQ under the symbol "SMED". Over the past three years, the Company's common stock has had an average trading volume of approximately 55,000 shares traded per month. The table below sets forth the high and low closing prices of the Company's common stock on the NASDAQ (July 1, 2015 through August 23, 2017) for each quarter within the last two fiscal years.

	Common Stock	
	High	Low
<u>Fiscal Year Ending June 30, 2016</u>		
First Quarter	\$9.53	\$6.10
Second Quarter	\$10.11	\$7.32
Third Quarter	\$8.57	\$4.75
Fourth Quarter	\$6.03	\$4.16
<u>Fiscal Year Ending June 30, 2017</u>		
First Quarter	\$5.84	\$4.29
Second Quarter	\$4.51	\$3.40
Third Quarter	\$4.86	\$4.17
Fourth Quarter	\$4.61	\$4.00
<u>Fiscal Year Ending June 30, 2018</u>		
First Quarter (August 21, 2017)	\$5.67	\$4.17

Stockholders: At August 21, 2017, there were 16,008,412 shares of common stock held by approximately 151 holders of record; however, the Company believes the number of beneficial owners exceeds this number. The last reported sale of the common stock on August 21, 2017 was \$5.26 per share.

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Dividend Policy: The Company has never declared nor paid any cash dividends on its common stock. The Company currently intends to retain its cash generated from operations for working capital purposes and to fund the continued expansion of its business and does not anticipate paying any dividends on our common stock in the foreseeable future. Moreover, future payment of dividends may be restricted by credit or other agreements to which the Company is a party.

Issuer Purchases of Equity Securities: On January 7, 2013, the Company announced that its Board of Directors approved a stock repurchase program effective January 3, 2013, authorizing the Company to repurchase in the aggregate up to \$3 million of its outstanding common stock over a two-year period. On March 5, 2015, the Board approved a two-year extension of the stock repurchase program through January 1, 2017. The program has not been further extended. There were no repurchases of shares during the year ended June 30, 2017.

Securities Authorized for Issuance under Equity Compensation Plans:

The following equity compensation plan information is provided as of June 30, 2017:

<u>Plan Category</u>	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
2010 Stock Plan as approved by shareholders (1) (2)	877,904	\$ 4.53	1,561,891

Notes:

(1) Represents stock options issued under the Sharps Compliance Corp. 2010 Stock Plan. The 2010 Stock Plan replaced the Sharps Compliance Corp. 1993 Stock Plan in November 2010.

(2) Number of securities to be issued and weighted average exercise price include the effect of 13,248 shares of restricted stock issued to the Board of Directors.

ITEM 6. SELECTED FINANCIAL DATA.

The following selected historical financial data has been derived from our audited financial statements and should be read in conjunction with the historical Consolidated Financial Statements and related notes and Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations (in thousands except earnings per share data):

	For the Year Ended June 30,				
	2017	2016	2015	2014	2013
Revenues	\$38,188	\$33,383	\$30,902	\$26,570	\$21,530
Operating Income (Loss)	\$(1,187)	\$5	\$1,236	\$965	\$(2,709)
Net Income (Loss)	\$(1,293)	\$13	\$1,160	\$956	\$(2,712)
Net Income (Loss) per share:					
Basic	\$(0.08)	\$0.00	\$0.08	\$0.06	\$(0.18)

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Diluted					
		\$(0.08)	\$0.00	\$0.07	\$0.06
					\$(0.18)
Total Assets	\$34,464	\$30,147	\$29,751	\$26,461	\$25,532
Total Debt	\$2,603	\$-	\$-	\$-	\$-
Cash and Cash Equivalents	\$4,675	\$12,435	\$15,157	\$13,717	\$15,503
Working Capital	\$10,488	\$17,232	\$19,623	\$17,888	\$16,643
Total Stockholders' Equity	\$25,287	\$23,843	\$23,586	\$21,904	\$21,070

Notes:

- 2014 Operating income and net income include \$1.5 million for a legal settlement received by the Company.
- 2016 Revenues, operating income and net income include the results of operations for the acquisitions during the year which were not individually or in the aggregate material to the Company's financial position. Additionally, the acquisitions pro forma results would not have a material impact on the Company's results had the acquisitions occurred at the beginning of the current year or previous year.
- 2017 Revenues, operating income and net income include the results of operations for the acquisition during the year. See Note 12 in the notes to the consolidated financial statements for acquisition pro forma results.

Table of ContentsITEM MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF
7. OPERATIONS.

The discussion and analysis presented below should be read in conjunction with the consolidated financial statements and related notes appearing elsewhere in this Annual Report on Form 10-K. See "Information Regarding Forward Looking Statements."

RESULTS OF OPERATIONS

The following analyzes changes in the consolidated operating results and financial condition of the Company during the years ended June 30, 2017, 2016 and 2015, respectively. The following table sets forth for the periods indicated certain items from the Company's Consolidated Statements of Operations (dollars in thousands except for percentages expressed as a percentage of revenues):

	Year Ended June 30,					
	2017	%	2016	%	2015	%
Revenues	\$38,188	100.0%	\$33,383	100.0%	\$30,902	100.0%
Cost of revenues	26,351	69.0 %	22,272	66.7 %	19,907	64.4 %
Gross profit	11,837	31.0 %	11,111	33.3 %	10,995	35.6 %
SG&A expense	12,223	32.0 %	10,812	32.4 %	9,496	30.7 %
Depreciation and amortization	801	2.1 %	294	0.9 %	263	0.9 %
Operating income (loss)	(1,187)	(3.1 %)	5	0.0 %	1,236	4.0 %
Other income (expense)	(102)	(0.3 %)	32	0.1 %	36	0.1 %
Income (loss) before income taxes	(1,289)		37		1,272	
Income tax expense	4	0.0 %	24	0.1 %	112	0.4 %
Net income (loss)	\$(1,293)	(3.4 %)	\$13	0.0 %	\$1,160	3.8 %

YEAR ENDED JUNE 30, 2017 AS COMPARED TO YEAR ENDED JUNE 30, 2016

Total revenues for the fiscal year ended June 30, 2017 of \$38.2 million increased by \$4.8 million, or 14%, from the total revenues for the fiscal year ended June 30, 2016 of \$33.4 million. Billings by market are as follows (in thousands):

	Year Ended June 30,		
	2017	2016	Variance
	(Unaudited)	(Unaudited)	(Unaudited)
<u>BILLINGS BY MARKET:</u>			
Professional	\$11,962	\$ 7,571	\$ 4,391
Home Health Care	7,901	7,378	523
Retail	7,010	8,798	(1,788)
Pharmaceutical Manufacturer	5,961	5,708	253
Assisted Living	2,442	2,194	248
Government	1,680	1,541	139
Environmental	414	259	155
Other	763	845	(82)
Subtotal	38,133	34,294	3,839
GAAP Adjustment *	55	(911)	966
Revenue Reported	\$38,188	\$ 33,383	\$ 4,805

*Represents the net impact of the revenue recognition adjustments required to arrive at reported generally accepted accounting principles (“GAAP”) revenue. Customer billings include all invoiced amounts associated with products shipped or services rendered during the period reported. GAAP revenue includes customer billings as well as numerous adjustments necessary to reflect, (i) the deferral of a portion of current period sales and (ii) recognition of certain revenue associated with products returned for treatment and destruction. The difference between customer billings and GAAP revenue is reflected in the Company’s balance sheet as deferred revenue. See Note 2 “Revenue Recognition” in “Notes to Consolidated Financial Statements”.

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The components of billings by solution are as follows (in thousands except for percentages expressed as a percentage of total billings):

	Year Ended June 30,					
	2017	% Total	2016	% Total		
<u>REVENUES BY SOLUTION:</u>						
Mailbacks	\$24,080	63.1	% \$24,654	71.9	%	
Route-based pickup services	6,348	16.6	% 2,061	6.0	%	
Unused medications	3,377	8.9	% 3,531	10.3	%	
Third party treatment services	413	1.1	% 258	0.8	%	
Other ⁽¹⁾	3,915	10.3	% 3,790	11.0	%	
Total billings	\$38,133	100.0	% \$34,294	100.0	%	
GAAP adjustment ⁽²⁾	55		(911)			
Revenue reported	\$38,188		\$33,383			

(1) The Company's other products include IV poles, accessories, containers, asset return boxes and other miscellaneous items.

Represents the net impact of the revenue recognition adjustments required to arrive at reported generally accepted accounting principles ("GAAP") revenue. Customer billings include all invoiced amounts associated with products shipped or services rendered during the period reported. GAAP revenue includes customer billings as well as numerous adjustments necessary to reflect, (i) the deferral of a portion of current period sales and (ii) recognition of certain revenue associated with products returned for treatment and destruction. The difference between customer billings and GAAP revenue is reflected in the Company's balance sheet as deferred revenue.

The increase in billings was primarily attributable to increased billings in the Professional (\$4.4 million), Home Health Care (\$0.5 million), Pharmaceutical Manufacturer (\$0.3 million) and Assisted Living (\$0.2 million) markets. The increase was partially offset by decreased billings in the Retail market (\$1.8 million). The increase in Professional market billings is due to a combination of acquired and organic growth as the Company continued its focus on securing customers from the small to medium quantity generator sector, which consists largely of physicians, clinics, dentists, surgery centers, veterinarians and other healthcare professionals, who benefit from the cost-effective and convenient Sharps Recovery System and the Company's route-based pickup services. Of the \$4.4 million increase in Professional billings, \$3.1 million was generated from our acquired businesses based on their pre-acquisition run-rate with the difference being attributable to organic growth. The increase in Home Health Care market billings is due to the timing of distributor purchases. The increase in Pharmaceutical Manufacturer market billings is primarily due to inventory builds for patient support programs. The increase in Assisted Living market billings is primarily a result of the increased sales focus as well as the Company's route-based services. The decrease in Retail market billings was the result of a decrease in billings for the TakeAway Medication Recovery System envelopes which were launched by several Retail customers in the prior year, a decline in overall flu shot related orders and the loss of one retail pharmacy customer. Billings for Mailbacks in the year ended June 30, 2017 decreased 2.3% to \$24.1 million as compared to \$24.7 million in 2016 and represented 63.1% of total billings. Billings for Route-Based Pickup Services increased 208% to \$6.3 million in the year ended June 30, 2017 as compared to \$2.1 million in 2016 and represented 16.6% of total billings. Of the \$4.3 million increase in billings for Route-Based Pickup Services, \$3.1 million was generated from our acquired businesses based on their pre-acquisition run-rate with the difference being attributable to organic growth.

Cost of revenue for the year ended June 30, 2017 of \$26.4 million was 69.0% of revenue. Cost of revenue for the year ended June 30, 2016 of \$22.3 million was 66.7% of revenue. The lower gross margin for the year ended June 30, 2017 of 31.0% (versus 33.3% for the year ended June 30, 2016) was primarily due to the adverse impact of duplicative costs as the Company transitioned from third-party processing of medical waste in the Northeast Region to internal processing at the new facility in Pennsylvania.

Selling, general and administrative (“SG&A”) expenses for the year ended June 30, 2017 and 2016 were \$12.2 million and \$10.8 million, respectively. SG&A expenses for the year ended June 30, 2017 included \$0.7 million of acquisition related costs associated with the completion of the Company’s acquisition of Citiwaste. Without these acquisition related costs and the \$0.2 million of acquisition related costs incurred in the prior year, SG&A increased 8% compared to the prior year period due to the Company’s ongoing investment in sales and marketing initiatives.

The Company recorded an operating loss of \$1.2 million for the year ended June 30, 2017 compared to minimal operating income for the year ended June 30, 2016. The operating loss was negatively impacted by lower gross profit and higher SG&A expense (discussed above).

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The Company reported loss before income taxes of \$1.3 million for the year ended June 30, 2017 compared to minimal income before income taxes for the year ended June 30, 2016. Loss before income taxes was negatively impacted by the operating loss (discussed above).

The Company's effective tax rate for the year ended June 30, 2017 and 2016 was (0.3%) and 64.9%, respectively, reflecting estimated state income taxes. The Company's net deferred tax assets have been fully reserved by a valuation allowance.

The Company reported a net loss of \$1.3 million for the year ended June 30, 2017 compared to minimal net income for the year ended June 30, 2016. Net loss was negatively impacted by the net loss before income taxes (discussed above).

YEAR ENDED JUNE 30, 2016 AS COMPARED TO YEAR ENDED JUNE 30, 2015

Total revenues for the fiscal year ended June 30, 2016 of \$33.4 million increased by \$2.5 million, or 8%, from the total revenues for the fiscal year ended June 30, 2015 of \$30.9 million. Billings by market are as follows (in thousands):

	Year Ended June 30,		Variance
	2016	2015	
	(Unaudited)	(Unaudited)	(Unaudited)
<u>BILLINGS BY MARKET:</u>			
Retail	\$8,798	\$ 8,726	\$ 72
Professional	7,571	6,225	1,346
Home Health Care	7,378	6,802	576
Pharmaceutical Manufacturer	5,708	4,855	853
Assisted Living	2,194	1,879	315
Government	1,541	1,756	(215)
Environmental	259	368	(109)
Other	845	891	(46)
Subtotal	34,294	31,502	2,792
GAAP Adjustment *	(911)	(600)	(311)
Revenue Reported	\$33,383	\$ 30,902	\$ 2,481

*Represents the net impact of the revenue recognition adjustments required to arrive at reported generally accepted accounting principles ("GAAP") revenue. Customer billings include all invoiced amounts associated with products shipped or services rendered during the period reported. GAAP revenue includes customer billings as well as numerous adjustments necessary to reflect, (i) the deferral of a portion of current period sales and (ii) recognition of certain revenue associated with products returned for treatment and destruction. The difference between customer billings and GAAP revenue is reflected in the Company's balance sheet as deferred revenue. See Note 2 "Revenue Recognition" in "Notes to Consolidated Financial Statements".

The components of billings by solution are as follows (in thousands except for percentages expressed as a percentage of total billings):

	Year Ended June 30,			
	2016	% Total	2015	% Total
<u>REVENUES BY SOLUTION:</u>				
Mailbacks	\$24,654	71.9 %	\$23,643	75.1 %
Route-based pickup services	2,061	6.0 %	862	2.7 %

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Unused medications	3,531	10.3	%	2,667	8.5	%
Third party treatment services	258	0.8	%	367	1.2	%
Other ⁽¹⁾	3,790	11.0	%	3,963	12.5	%
Total billings	\$34,294	100.0	%	\$31,502	100.0	%
GAAP adjustment ⁽²⁾	(911)			(600)		
Revenue reported	\$33,383			\$30,902		

(1) The Company's other products include IV poles, accessories, containers, asset return boxes and other miscellaneous items.

Represents the net impact of the revenue recognition adjustments required to arrive at reported generally accepted accounting principles ("GAAP") revenue. Customer billings include all invoiced amounts associated with products shipped or services rendered during the period reported. GAAP revenue includes customer billings as well as numerous adjustments necessary to reflect, (i) the deferral of a portion of current period sales and (ii) recognition of certain revenue associated with products returned for treatment and destruction. The difference between customer billings and GAAP revenue is reflected in the Company's balance sheet as deferred revenue.

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The increase in billings was primarily attributable to increased billings in the Professional (\$1.3 million), Pharmaceutical Manufacturer (\$0.9 million), Home Health Care (\$0.6 million) and Assisted Living (\$0.3 million) markets. The increase was partially offset by decreased billings in the Government (\$0.2 million) and Environmental (\$0.1 million) markets. The increase in Professional market billings is mainly a result of continued targeted telemarketing initiatives and promotional activities to educate doctors, dentists, veterinarians and other healthcare professionals about the favorable economics and convenience of the Company's Sharps Recovery System and the Company's route-based services. The increase in Pharmaceutical Manufacturer market billings is primarily due to new inventory builds for existing and new customers. The increase in Home Health Care market billings is due to the timing of distributor purchases. The increase in Assisted Living market billings is primarily a result of the increased sales focus as well as the Company's route-based services. The decrease in Government market billings was primarily related to slower than expected demand for our TakeAway Envelopes from the United States Department of Veteran Affairs ("VA"). The decrease in Environmental market billings was primarily due to more project related activity in the prior year. Retail billings, which increased slightly in 2016, were negatively impacted by a mild flu season, but positively impacted by the launch of the TakeAway Medication Recovery System envelopes by certain retail customers when compared with the prior year. Billings for Mailbacks in the year ended June 30, 2016 increased 4.3% to \$24.7 million as compared to \$23.6 million in 2015 and represented 71.9% of total billings. Billings for Route-Based Pickup Services increased 139% to \$2.1 million in the year ended June 30, 2016 as compared to \$0.9 million in 2015 and represented 6.0% of total billings.

Cost of revenue for the year ended June 30, 2016 of \$22.3 million was 66.7% of revenue. Cost of revenue for the year ended June 30, 2015 of \$19.9 million was 64.4% of revenue. The gross margin for the year ended June 30, 2016 of 33.3% (versus 35.6% for the year ended June 30, 2015) was lower mainly due to an increase in infrastructure costs including rent on the new Pennsylvania treatment facility and higher return transportation costs associated with a USPS rate increase effective February 1, 2016.

SG&A expenses for the year ended June 30, 2016 and 2015 were \$10.8 million and \$9.5 million, respectively. SG&A expenses for the year ended June 30, 2016 included \$0.2 million of acquisition related costs associated with the Company's acquisition program, \$0.2 million of additional costs related to the Company's audit of internal controls over financial reporting for fiscal year 2016 which was not required in fiscal year 2015 and increased sales and marketing related spending compared to the prior year.

The Company generated minimal operating income for the year ended June 30, 2016 compared to \$1.2 million for the year ended June 30, 2015. Operating income was negatively impacted by lower gross profit and higher SG&A (discussed above).

The Company reported income before income taxes of \$37,000 for the year ended June 30, 2016 versus \$1.3 million for the year ended June 30, 2015. Income before income taxes was negatively impacted by lower operating income (discussed above).

The Company's effective tax rate for the year ended June 30, 2016 and 2015 was 64.9% and 8.8%, respectively, reflecting estimated state income taxes. The significant percentage increase is the result of consistent state taxes with lower operating income (discussed above). The Company's net deferred tax assets have been fully reserved by a valuation allowance.

The Company reported net income of \$13,000 for the year ended June 30, 2016 compared to \$1.2 million for the year ended June 30, 2015. Net income was negatively impacted by lower income before income taxes (discussed above).

PROSPECTS FOR THE FUTURE

The Company continues to focus on core markets and solution offerings that fuel growth. Its key markets include healthcare facilities, pharmaceutical manufacturers, home healthcare providers, assisted living/long-term care, retail

pharmacies and clinics, and the professional market which is comprised of physicians, dentists, surgery centers and veterinary practices. These markets require cost-effective services for managing medical, pharmaceutical and hazardous waste.

The Company believes its growth opportunities are supported by the following:

A large professional market that consists of dentists, veterinarians, clinics, private practice physicians, urgent care facilities, ambulatory surgical centers and other healthcare facilities. This regulated market consists of small to medium quantity generators of medical, pharmaceutical and hazardous waste where we can offer a lower cost to service with solutions to match individual facility needs. The Company addresses this market from two directions: (i) field sales which focus on larger-dollar and nationwide opportunities where we can integrate the route-based pickup service along with our mailback solutions to create a comprehensive medical waste management offering and (ii) inside and online sales which focus on the individual or small group professional offices, government agencies, smaller retail pharmacies and clinics and assisted living/long-term care facilities. The Company is able to compete more aggressively in the medium quantity generator market with the addition of route-based services where the mailback may not be as cost effective. The Company's route-based business provides direct service to areas encompassing about 155 million people or 48% of the U.S. population.

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In July 2015 and December 2015, the Company augmented its network of medical and hazardous waste service providers with acquisitions of route-based pickup services in the Northeast serving Pennsylvania, Maryland, Ohio and other neighboring states. In July 2016, the Company acquired another route-based pickup service which expanded service to New York and New Jersey and strengthened the Company's position in the Northeast. Through a combination of acquisition and organic growth, the Company now offers route-based pickup services in a twenty-three (23) state region of the South, Southeast and Northeast portions of the United States. The Company directly serves more than 9,500 customer locations with route-based pickup services. With the addition of these route-based pickup regions and the network of medical and hazardous waste service providers servicing the entire U.S., the Company offers customers a blended product portfolio to effectively manage multi-site and multi-sized locations, including those that generate larger quantities of waste. The network has had a significant positive impact on our pipeline of sales opportunities - over 60% of this pipeline is attributable to opportunities providing comprehensive waste management service offerings where both the mailback and pickup service are integrated into the offering.

The changing demographics of the U.S. population – according to the U.S. Census Bureau, 2012 Population Estimates and National Projections, one out of five Americans will be 65 years or older by 2030, which will increase the need for cost-effective medical waste management solutions, especially in the long-term care and home healthcare markets. With multiple solutions for managing regulated healthcare-related waste, the Company delivers value as a single-source provider with blended mailback and route-based pickup services matched to the waste volumes of each facility.

The shift of healthcare from traditional settings to the retail pharmacy and clinic markets, where the Company focuses on driving increased promotion of the Sharps Recovery System. According to the Centers for Disease Control (“CDC”), 24% of flu shots for adults were administered in a retail clinic. Over the flu seasons from 2011 to 2014, the growth in the Retail flu business for Sharps was between 24% and 36%. Despite the decrease in Retail flu business for fiscal year 2017 (the 2016 flu season) of 15% due to a mild flu season and the loss of one retail pharmacy customer, Sharps believes the Retail market should continue to contribute to long-term growth for the Company as consumers increasingly use alternative sites, such as retail pharmacies, to obtain flu and other immunizations.

The passage of regulations for ultimate user medication disposal allows the Company to offer new solutions (MedSafe and TakeAway Medication Recovery System envelopes) that meet the regulations for ultimate user controlled substances disposal (Schedules II-V) to retail pharmacies. Additionally, with the new regulations, the Company is able to provide the MedSafe and TakeAway Medication Recovery Systems to assisted living and hospice to address a long standing issue within long-term care.

Local, state and federal agencies have growing needs for solutions to manage medical and pharmaceutical waste — the Company's Sharps Recovery System is ideal for as-needed disposal of sharps and other small quantities of medical waste generated within government buildings, schools and communities. The Company also provides TakeAway Medication Recovery System envelopes and MedSafe solutions to government agencies in need of proper and regulatory compliant medication disposal.

With an increased number of self-injectable medication treatments and local regulations, the Company believes its flagship product, the Sharps Recovery System, continues to offer the best option for proper sharps disposal at an affordable price. The Company delivers comprehensive services to pharmaceutical manufacturers that sell high-dollar, self-injectable medications, which include data management, compliance reporting, fulfillment, proper containment with disposal, branding and conformity with applicable regulations. In addition, the Company provides self-injectors with online and retail purchase options of sharps mailback systems, such as the Sharp Recovery System and Complete Needle Collection & Disposal System, respectively.

A heightened interest by many commercial companies who are looking to improve workplace safety with proper sharps disposal and unused medication disposal solutions — the Company offers a variety of services to meet these needs, including the Sharps Secure Needle Disposal System, Sharps Recovery System, Spill Kits and TakeAway Medication Recovery System envelopes.

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The Company continually develops new solution offerings such as ultimate user medication disposal (MedSafe and TakeAway Medication Recovery System), mailback services for DEA registrant expired inventory of controlled substances (TakeAway Medication Recovery System DEA Reverse Distribution for Registrants) and shipback services for collection and recycling of single-use medical devices from surgical centers and other healthcare facilities (TakeAway Recycle System).

The Company's strong financial position with a cash balance of \$4.7 million, debt of \$2.6 million and additional availability under the Credit Agreement.

LIQUIDITY AND CAPITAL RESOURCES

Cash Flow

Cash flow has historically been primarily influenced by demand for products and services, operating margins and related working capital needs as well as more strategic activities including acquisitions, stock repurchases and fixed asset additions. Cash and cash equivalents decreased by \$7.8 million to \$4.7 million at June 30, 2017 from \$12.4 million at June 30, 2016 due to the following:

Cash Flows used in Operating Activities - Working capital decreased by \$6.7 million to \$10.5 million at June 30, 2017 from \$17.2 million at June 30, 2016. The decrease is primarily attributed to a decrease in cash and cash equivalents offset by:

An increase in accounts receivable of \$1.2 million, net of assets acquired, to \$7.6 million at June 30, 2017 from \$5.8 million at June 30, 2016 due to timing of billings and collections,

An increase in inventory of \$0.1 million to \$4.1 million at June 30, 2017 from \$3.9 million at June 30, 2016 due to timing of sales and adjustment of inventory levels to facilitate customer orders and

An increase in accounts payable and accrued liabilities of \$0.1 million, net of liabilities assumed and unpaid consideration, to \$3.5 million at June 30, 2017 from \$3.2 million at June 30, 2016 due to the timing of payments.

Cash Flows used in Investing Activities - Investing activities include capital expenditures and business acquisitions as follows:

Capital expenditures of \$2.5 million are attributable primarily to investments in treatment facility improvements.

The Company acquired Citiwaste for \$9.0 million during the year ended June 30, 2017 of which \$1.9 million was for 415,527 shares of common stock of the Company.

Cash Flows provided by Financing Activities - Financing activities include \$5.6 million of proceeds from long-term debt in connection with the Citiwaste acquisition and the new debt agreement (see Note 5 "Notes Payable and Long-Term Debt"), proceeds from the exercise of stock options of \$0.3 million offset in part by repayments of debt of \$3.2 million.

Off-Balance Sheet Arrangements

The Company was not a party to any off-balance sheet transactions as defined in Item 303 of Regulation S-K.

Credit Facility

On March 29, 2017, the Company entered into to a credit agreement with a commercial bank (the “Credit Agreement”). The Credit Agreement, which replaced the Company’s prior credit agreement, provides for a \$14.0 million credit facility, the proceeds of which may be utilized as follows: (i) \$6.0 million for working capital, letters of credit (up to \$2.0 million) and general corporate purposes and (ii) \$8.0 million for acquisitions. Indebtedness under the Credit Agreement is secured by substantially all of the borrower’s assets with advances outstanding under the working capital portion of the credit facility at any time limited to a Borrowing Base (as defined in the Credit Agreement) equal to 80% of eligible accounts receivable plus the lesser of 50% of eligible inventory and \$3 million. Advances under the acquisition portion of the credit facility are limited to 75% of the purchase price of an acquired company and convert to a five-year term note at the time of borrowing. Borrowings bear interest at the greater of (a) zero percent or (b) the One Month ICE LIBOR plus a LIBOR Margin of 2.5%. The LIBOR Margin may increase to as high as 3.0% after September 30, 2017 depending on the Company’s cash flow leverage ratio. The interest rate as of June 30, 2017 was approximately 3.63%. The Company pays a fee of 0.25% per annum on the unused amount of the credit facility. At June 30, 2017, \$2.5 million was outstanding related to the acquisition portion of the credit facility. No amounts were outstanding under the working capital portion of the credit facility at June 30, 2017 or under the prior credit facility as of June 30, 2016.

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The Company has availability under the Credit Agreement of \$11.5 million (\$6.0 million for the working capital and \$5.5 million for the acquisitions) as of June 30, 2017 which may be limited by its leverage covenant. The Company also has \$10,000 in letters of credit outstanding as of June 30, 2017.

The Credit Agreement contains affirmative and negative covenants that, among other things, require the Company to maintain, beginning with the twelve-month period ending September 30, 2017, a maximum cash flow leverage ratio of no more than 3.5 to 1.0 and a minimum debt service coverage ratio of not less than 1.15 to 1.00. The maximum cash flow leverage ratio decreases to 3.25 to 1.0 on December 31, 2017 and to 3.0 to 1.0 on March 31, 2018. The Credit Agreement, which expires on March 29, 2019, also contains customary events of default which, if uncured, may terminate the Credit Agreement and require immediate repayment of all indebtedness to the lenders.

Management believes that the Company's current cash resources (cash on hand) will be sufficient to fund operations for the twelve months ending August 31, 2018.

Treatment Facility

The Company's treatment facility in Carthage, Texas is currently permitted to process 100 tons per day. The incinerator at the facility is currently permitted to treat 40 tons per day of municipal solid waste with 10% of this amount identified as applicable to healthcare facility generated medical waste. Approximately six years ago, the Company supplemented the treatment facility's existing incineration process with an autoclave system and technology capable of treating up to eight tons per day of medical waste at the same facility. Autoclaving is a cost-effective alternative to traditional incineration that treats medical waste with steam at high temperature and pressure to kill pathogens. The autoclave system is utilized alongside the incinerator for day-to-day operations. The autoclave system is not impacted by the EPA amended Clean Air Act (discussed below). We believe that our facility is one of only ten permitted commercial facilities in the United States capable of treating all types of medical waste, used healthcare materials and unused or expired dispensed medications (i.e., both incineration and autoclave capabilities).

The Company also leases 45,480 square feet of space in Pennsylvania, including 40,000 square feet, which the Company utilizes as a fully-permitted facility to house a treatment and distribution facility. The facility is permitted as both a medical waste treatment facility, utilizing an autoclave, and as a transfer station for medical, pharmaceutical and trace chemotherapy waste of up to 82 tons per day.

CRITICAL ACCOUNTING POLICIES

Revenue Recognition: The Company recognizes revenue when services are provided and from product sales when (i) goods are shipped or delivered and title and risk of loss pass to the customer, (ii) the price is substantially fixed or determinable and (iii) collectability is reasonably assured except for those sales via multiple-deliverable arrangements. Provisions for certain rebates, product returns and discounts to customers are accounted for as reductions in sales in the same period the related sales are recorded. Product discounts granted are based on the terms of arrangements with direct, indirect and other market participants, as well as market conditions, including prices charged by competitors. Rebates are estimated based on contractual terms, historical experience, trend analysis and projected market conditions in the various markets served. Service agreements which include a vendor managed inventory program include terms that meet the "bill and hold" criteria and as such are recognized when the order is completed, at which point title has transferred, there are no acceptance provisions and amounts are segregated in the Company's warehouse.

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Certain products offered by the Company have revenue producing components that are recognized over multiple delivery points (Sharps Recovery System™ (formerly the Sharps Disposal by Mail System®) and various other solutions like the Takeaway Medication Recovery Systems, referred to as “Mailbacks” and Sharps Pump and Asset Return Boxes, referred to as “Pump Returns”) and can consist of up to three separate elements, or units of measure, as follows: (1) the sale of the compliance and container system, (2) return transportation and (3) treatment service. In accordance with the relative selling price methodology, an estimated selling price is determined for all deliverables that qualify for separate units of accounting. The actual consideration received in a multiple-deliverable arrangement is then allocated to the units based on their relative sales price. The selling price for the transportation revenue and the treatment revenue utilizes third party evidence. The Company estimates the selling price of the compliance and container system based on the product and services provided including compliance with local, state and federal laws, adherence to stringent manufacturing and testing requirements, safety to the patient and the community as well as storage and containment capabilities.

Revenue for the sale of the compliance and container is recognized upon delivery to the customer, at which time the customer takes title and assumes risk of ownership. Transportation revenue is recognized when the customer returns the compliance and container system and the container has been received at the Company’s owned or contracted facilities. The compliance and container system is mailed or delivered by an alternative logistics provider to the Company’s owned or contracted facilities. Treatment revenue is recognized upon the destruction or conversion and proof of receipt and treatment having been performed on the container. Since the transportation element and the treatment elements are undelivered services at the point of initial sale of the compliance and container, transportation and treatment revenue is deferred until the services are performed. The current and long-term portions of deferred revenues are determined through regression analysis and historical trends. Furthermore, through regression analysis of historical data, the Company has determined that a certain percentage of all compliance and container systems sold may not be returned. Accordingly, a portion of the transportation and treatment elements are recognized at the point of sale.

Business Combinations: The Company includes the results of operations of the businesses that are acquired as of the respective dates of acquisition. The Company allocates the fair value of the purchase price of acquisitions to the assets acquired and liabilities assumed based on their estimated fair values. The Company estimates and records the fair value of purchased intangible assets, which primarily consists of customer relationships, trade-names, and non-competes. The excess of the fair value of the purchase price over the fair values of these identifiable assets, both tangible and intangible, and liabilities is recorded as goodwill.

Income Taxes: Deferred tax assets and liabilities are determined based on differences between financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. A valuation allowance is established when it is more likely than not that some portion or all of the deferred tax assets will not be realized. The establishment of valuation allowances and development of projected annual effective tax rates requires significant judgment and is impacted by various estimates. Both positive and negative evidence, as well as the objectivity and verifiability of that evidence, is considered in determining the appropriateness of recording a valuation allowance on deferred tax assets. Under GAAP, the valuation allowance has been recorded to reduce our deferred tax assets to an amount that is more likely than not to be realized and is based upon the uncertainty of the realization of certain federal and state deferred tax assets related to net operating loss carryforwards and other tax attributes.

Goodwill and Other Identifiable Intangible Assets: Finite-lived intangible assets are amortized over their respective estimated useful lives and evaluated for impairment periodically whenever events or changes in circumstances indicate that their related carrying values may not be fully recoverable. Goodwill is assessed for impairment at least annually. The Company generally performs its annual goodwill impairment analysis using a quantitative approach. The quantitative goodwill impairment test identifies the existence of potential impairment by comparing the fair value of our single reporting unit with its carrying value, including goodwill. If the fair value of a reporting unit exceeds its

carrying value, the reporting unit's goodwill is considered not to be impaired. If the carrying value of a reporting unit exceeds its fair value, an impairment charge is recognized in an amount equal to that excess. The impairment charge recognized is limited to the amount of goodwill present in our single reporting unit. These estimates and assumptions could have a significant impact on whether or not an impairment charge is recognized and the amount of any such charge.

The Company performs its annual impairment assessment of goodwill during the fourth quarter of each fiscal year. The Company determined that there was no impairment during the years ended June 30, 2017, 2016 and 2015.

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Fair Value Measurements: The Company employs a hierarchy which prioritizes the inputs used to measure recurring fair value into three distinct categories based on the lowest level of input that is significant to the fair value measurement. Our methodology for categorizing assets and liabilities that are measured at fair value pursuant to this hierarchy gives the highest priority to unadjusted quoted prices in active markets and the lowest levels to unobservable inputs, summarized as follows:

- Level 1 – Quoted prices in active markets for identical assets or liabilities.
- Level 2 – Other significant observable inputs (including quoted prices in active markets for similar assets or liabilities).
- Level 3 – Significant unobservable inputs (including our own assumptions in determining fair value).

We use the cost, income or market valuation approaches to estimate the fair value of our assets and liabilities when insufficient market-observable data is available to support our valuation assumptions. The purchase price allocations relating to the acquisitions completed during the years ended June 30, 2017 and 2016 utilized level 3 inputs.

RECENTLY ISSUED ACCOUNTING STANDARDS

In May 2014, guidance for revenue recognition was issued which supersedes the revenue recognition requirements currently followed by the Company. The new guidance provides for a single five-step model to be applied in determining the amount and timing of the recognition of revenue related to contracts with customers. The new standard also requires additional financial statement disclosures that will enable users to understand the nature, amount, timing and uncertainty of revenue and cash flows relating to customer contracts. In March 2016, guidance for revenue from contracts with customers regarding principal versus agent considerations was issued which modified examples to assist in the application of the guidance. Companies have an option to use either a retrospective approach or cumulative effect adjustment approach to implement the standard. The guidance is effective for annual reporting periods beginning after December 15, 2017 (effective July 1, 2018 for the Company). The Company is in the initial stages of evaluating the impact that the new accounting guidance will have on its consolidated financial statements and related disclosures as well as evaluating the available transition methods. The Company will continue to evaluate the standard as well as additional changes, modifications or interpretations which may impact the Company.

In July 2015, guidance for inventory measurement was issued, which supersedes the policy currently followed by the Company. The new guidance requires the Company to measure inventory at the lower of cost and net realizable value. The provisions of the new guidance are effective for annual reporting periods beginning after December 15, 2016 (effective July 1, 2017 for the Company) including interim periods within that reporting period. The Company adopted this guidance on July 1, 2017 and it did not have a material effect on the Company's consolidated financial statements and related disclosures.

In February 2016, guidance for leases was issued, which requires balance sheet recognition for rights and obligations of all leases with terms in excess of twelve months. The new guidance also requires additional disclosures about the amount, timing and uncertainty of cash flows arising from leases. The provisions of the new guidance are effective for annual periods beginning after December 15, 2018 (effective July 1, 2019 for the Company), including interim periods within the reporting period, and early application is permitted. The Company is in the initial stages of evaluating the impact of the new guidance on its consolidated financial statements and related disclosures.

In March 2016, new guidance for stock-based compensation was issued, which simplifies the accounting for stock-based compensation related to income taxes and balance sheet and cash flow classifications. In addition, an entity can make an entity-wide accounting policy election to either estimate the number of awards that are expected to vest or account for forfeitures when they occur. The provisions of the new guidance are effective for annual reporting periods beginning after December 15, 2016 (effective July 1, 2017 for the Company) including interim periods within the reporting period. The Company adopted this guidance on July 1, 2017 and it did not have a material effect on the

Company's consolidated financial statements and related disclosures.

In January 2017, guidance for goodwill was issued which simplifies the test for goodwill impairment. The new guidance eliminates Step 2 of the goodwill impairment test and requires a goodwill impairment to be measured as the amount by which the Company's carrying amount exceeds its fair value, not to exceed the carrying amount of its goodwill. The provisions of the new guidance are effective for annual reporting periods beginning after December 15, 2019 (effective July 1, 2020 for the Company) including interim periods within the reporting period. The Company adopted this guidance on July 1, 2017 and it did not have a material effect on the Company's consolidated financial statements and related disclosures; however, it may impact the impairment recognized in future periods.

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In September 2015, guidance for business combinations was issued, which simplifies the accounting for measurement-period adjustments. The new guidance eliminates the requirement to restate prior period financial statements for measurement period adjustments following a business combination and requires that the cumulative impact of a measurement period adjustment (including the impact on prior periods) be recognized in the reporting period in which the adjustment is identified. The provisions of the new guidance were effective for annual reporting periods beginning after December 15, 2015 (effective July 1, 2016 for the Company) including interim periods within the reporting period. The Company adopted this guidance on July 1, 2016 and it did not have a material effect on the Company's consolidated financial statements and related disclosures; however, it may impact the reporting of future acquisitions if and when they occur.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

The consolidated financial statements of the Company and the notes thereto, and the related reports of the Company's independent registered public accounting firms thereon are referenced as pages F-1 to F-23 and are included herein by reference.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

None.

ITEM 9A. CONTROLS AND PROCEDURES.

Evaluation of Disclosure Controls and Procedures

The Company maintains "disclosure controls and procedures," as such term is defined in Rule 13a-15(e) under the Exchange Act, that are designed to ensure that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC rules and forms, and that such information is accumulated and communicated to management, including the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), as appropriate, to allow timely decisions regarding required disclosure. The Company conducted an evaluation (the "Evaluation"), under the supervision and with the participation of the CEO and CFO, of the effectiveness of the design and operation of our disclosure controls and procedures ("Disclosure Controls") as of June 30, 2017 pursuant to Rules 13a-15(e) and 15d-15(e) of the Exchange Act. Based on this Evaluation, the CEO and CFO concluded that our Disclosure Controls were effective as of June 30, 2017.

Changes in Internal Controls

During the quarter ended June 30, 2017, there were no changes in the Company's internal controls over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act) that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Management's Report on Internal Control over Financial Reporting

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). The Company's internal control over financial reporting is a process designed to provide reasonable assurance to our management and board of directors regarding the reliability of financial reporting and the preparation of the financial statements for external purposes in accordance with accounting principles generally accepted in the United States.

The internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

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Because of its inherent limitations, internal controls over financial reporting may not prevent or detect misstatements. All internal control systems, no matter how well designed, have inherent limitations, including the possibility of human error and the circumvention of overriding controls. Accordingly, even effective internal control over financial reporting can provide only reasonable assurance with respect to financial statement preparation. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

The Company's management assessed the effectiveness of the Company's internal control over financial reporting as of June 30, 2017. In making this assessment, it used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control-Integrated Framework (2013). Based on the assessment, the Company's management concluded that, as of June 30, 2017, the Company's internal control over financial reporting was effective based on those criteria.

ITEM 9B. OTHER INFORMATION.

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.

The information required by this Item is incorporated herein by reference to the Registrant's definitive Proxy Statement to be filed pursuant to Regulation 14A with the SEC relating to its Annual Meeting of Stockholders to be held on November 16, 2017.

ITEM 11. EXECUTIVE
COMPENSATION.

The information required by this Item is incorporated herein by reference to the Registrant's definitive Proxy Statement to be filed pursuant to Regulation 14A with the SEC, relating to its Annual Meeting of Stockholders to be held on November 16, 2017.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND
RELATED STOCKHOLDER MATTERS.

The information required by this Item is incorporated herein by reference to the Registrant's definitive Proxy Statement to be filed pursuant to Regulation 14A with the SEC, relating to its Annual Meeting of Stockholders to be held on November 16, 2017.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE.

The information required by this Item is incorporated herein by reference to the Registrant's definitive Proxy Statement to be filed pursuant to Regulation 14A with the SEC, relating to its Annual Meeting of Stockholders to be held on November 16, 2017.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES.

The information required by this Item is incorporated herein by reference to the Registrant's definitive Proxy Statement to be filed pursuant to Regulation 14A with the SEC relating to its Annual Meeting of Stockholders to be held on November 16, 2017.

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PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.

Exhibit Number	Description of Exhibit
2.1	Agreement for Purchase and Sale of LLC Units dated July 1, 2016 by and between Sharps Compliance, Inc. and Citiwaste, LLC (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed on July 6, 2016).
3.1	Amended and Restated Certificate of Incorporation of U.S. Medical Systems, Inc. (incorporated by reference from Exhibit 3.5 to the Registrant's Transition Report on Form 10KSB40 (File No. 000-22390; Film No. 98716804), filed on September 29, 1998).
3.2	Certificate of Elimination of the Series A 10% Voting Convertible Preferred Stock of Sharps Compliance Corp. (incorporated by reference from Exhibit 3.6 to Form 10KSB40 (File No. 000-22390; Film No. 98716804), filed September 29, 1998).
3.3	Amended and Restated Bylaws of Sharps Compliance Corp dated May 23, 1994 (incorporated by reference to Exhibit 3.2 to Form 8-K, filed November 19, 2010).
4.1	Specimen Stock Certificate (incorporated by reference from Exhibit 4.4 to Form 10KSB40 (File No. 000-22390; Film No. 98716804), filed September 29, 1998).
10.1	Form of Restricted Stock Award Agreement dated June 9, 2008 (incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K (File No. 000-22390; Film No. 08888237), filed June 9, 2008).
10.2	Sharps Compliance Corp. 2010 Stock Plan dated November 22, 2010 (incorporated by reference to Exhibit A of the Registrant's Proxy Statement on Schedule 14A, filed October 12, 2010).
10.3	Lease Agreement dated as of July 13, 2006, between Sharps Compliance, Inc. and Warehouse Associates Corporate Centre Kirby II, Ltd. (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K (File No. 000-22390; Film No. 06962703), filed July 14, 2006).
10.4	Lease Termination Agreement dated as of July 13, 2006, between Sharps Compliance, Inc., Warehouse Associates Corporate Centre Kirby, Ltd. and Warehouse Associates Corporate Centre Kirby II, Ltd. (incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K (File No. 000-22390; Film No. 06962703), filed July 14, 2006).
10.5	Second Amendment to Lease Agreement between Sharps Compliance, Inc. and Warehouse Associates Corporate Centre Kirby II, ltd. (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K (File No. 001-34269; Film No. 10667451), filed March 9, 2010).
10.6	Third Amendment to Lease Agreement dated February 6, 2015, between Sharps Compliance, Inc. and Warehouse Associates Corporate Centre Kirby II, Ltd. (incorporated by reference to 10.1 to the Registrant's Current Report on Form 8-K, filed on February 17, 2015).
10.7	Fourth Amendment to Lease Agreement dated August 5, 2015, between Sharps Compliance Inc. and Warehouse Associates Corporate Centre Kirby IV, Ltd. (incorporated by reference to Exhibit 10.29 to the Registrant's Annual Report on Form 10-K, filed on August 26, 2015).
10.8	Lease Agreement dated as of January 30, 2009, between Sharps Compliance, Inc. and Park 288 Industrial, LLC (incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K (File No. 000-22390; Film No. 09565104), filed February 3, 2009).
10.9	Amended Lease Agreement dated as of May 27, 2009, between Sharps Compliance, Inc. and Park 288 Industrial, LLC (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K (File No. 001-24269; Film No. 09866215), filed June 2, 2009).
10.10	Fourth Amendment to Lease Agreement dated June 24, 2014, between Sharps Compliance, Inc. of Texas and Park 288 Industrial, L.L.C. (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed on June 24, 2014).
10.11	Lease Agreement dated as of October 7, 2015, between Sharps Compliance, Inc. and Alpha Bio-

- Med Services LLC (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed on October 9, 2015).
- 10.12 Loan Agreement dated March 29, 2017, by and between Sharps Compliance, Inc. of Texas and a commercial bank (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed on April 3, 2017).
- 10.13 Executive Employment Agreement Amendment by and between Sharps Compliance Corp. and David P. Tusa dated June 14, 2010 (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K (File No. 001-34269; Film No. 10893750), filed June 14, 2010) *
- 10.14 Executive Employment Agreement Amendment between Sharps Compliance Corp. and David P. Tusa dated March 6, 2012 (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed March 7, 2012).*
- 10.15 Executive Employment Agreement Amendment by and between Sharps Compliance Corp. and David P. Tusa dated September 10, 2015 (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed September 11, 2015).*

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10.16 Employment Agreement by and between Sharps Compliance Corp. and Diana P. Diaz dated June 14, 2010 (incorporated by reference to Exhibit 10.3 to the Registrant’s Current Report on Form 8-K (File No. 001-34269; Film No. 10893750), filed June 14, 2010).*

10.17 Executive Employment Agreement Amendment between Sharps Compliance Corp. and Diana P. Diaz dated March 6, 2012 (incorporated by reference to Exhibit 10.3 to the Registrant’s Current Report on Form 8-K, filed March 7, 2012).*

10.18 Executive Employment Agreement Amendment by and between Sharps Compliance Corp. and Diana P. Diaz dated September 10, 2015 (incorporated by reference to Exhibit 10.2 to the Registrant’s Current Report on Form 8-K, filed September 11, 2015).*

10.19 Letter Agreement by and between Sharps Compliance Corp. and Al Aladwani dated March 24, 2008 (incorporated by reference to Exhibit 10.2 to the Registrant’s Current Report on Form 8-K (File No. 000-22390; Film No. 08706090), filed March 12, 2008).*

10.20 Employment Agreement by and between Sharps Compliance, Inc. and Gregory C. Davis dated May 18, 2011 (incorporated by reference to Exhibit 10.1 to the Registrant’s Current Report on Form 8-K (File No. 001-34269; Film No. 11866772), filed May 24, 2011).*

10.21 Lease between SIT Realty LLC and Sharps Compliance, Inc., dated as of September 28, 2016 (incorporated by reference to Exhibit 10.1 to the Registrant’s Current Report on Form 8-K filed October 3, 2016).

21.1 Subsidiaries of Sharps Compliance Corp. (filed herewith).

23.1 Consent of BDO USA, LLP (filed herewith).

31.1 Certification of Chief Executive Officer in accordance with Section 302 of the Sarbanes-Oxley Act (furnished herewith).

31.2 Certification of Chief Financial Officer in accordance with Section 302 of the Sarbanes-Oxley Act (furnished herewith).

32.1 Certification of Chief Executive Officer in accordance with Section 906 of the Sarbanes-Oxley Act (furnished herewith).

32.2 Certification of Chief Financial Officer in accordance with Section 906 of the Sarbanes-Oxley Act (furnished herewith).

101.INS XBRL Instance Document (filed herewith)

101.SCH XBRL Taxonomy Extension Schema Document (filed herewith)

101.CAL XBRL Taxonomy Extension Calculation Linkbase Document (filed herewith)

101.DEF XBRL Taxonomy Extension Linkbase Document (filed herewith)

101.LAB XBRL Taxonomy Extension Label Linkbase Document (filed herewith)

101.PRE XBRL Taxonomy Extension Presentation Linkbase Document (filed herewith)

*This exhibit is a management contract or a compensatory plan or arrangement.

ITEM 16. FORM 10-K SUMMARY.

None.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SHARPS COMPLIANCE CORP.

Dated: August 23, 2017 By: /s/ DAVID P. TUSA
David P. Tusa
Chief Executive Officer and President
(Principal Executive Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Dated: August 23, 2017 By: /s/ DAVID P. TUSA
David P. Tusa
Chief Executive Officer and President
(Principal Executive Officer)

Dated: August 23, 2017 By: /s/ DIANA P. DIAZ
Diana P. Diaz
Vice President and
Chief Financial Officer
(Principal Financial and Accounting Officer)

Dated: August 23, 2017 By: /s/ F. GARDNER PARKER
F. Gardner Parker
Director

Dated: August 23, 2017 By: /s/ JOHN W. DALTON
John W. Dalton
Director

Dated: August 23, 2017 By: /s/ PARRIS H. HOLMES
Parris H. Holmes
Director

Dated: August 23, 2017 By: /s/ PHILIP C. ZERRILLO
Philip C. Zerrillo
Chairman of the Board Of Directors

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SHARPS COMPLIANCE CORP. AND SUBSIDIARIES
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Report of Independent Registered Public Accounting Firm

Board of Directors and Stockholders

Sharps Compliance Corp.

Houston, Texas

We have audited the accompanying consolidated balance sheets of Sharps Compliance Corp. (a Delaware corporation) and subsidiaries (collectively, the “Company”) as of June 30, 2017 and 2016 and the related consolidated statements of operations, stockholders’ equity, and cash flows for each of the three fiscal years in the period ended June 30, 2017. These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall consolidated financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of June 30, 2017 and 2016, and the results of its operations and its cash flows for each of the three fiscal years in the period ended June 30, 2017, in conformity with accounting principles generally accepted in the United States of America.

/s/ BDO USA, LLP

Houston, Texas

August 23, 2017

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SHARPS COMPLIANCE CORP. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(in thousands, except share and par value amounts)

	June 30,	
	2017	2016
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$4,675	\$12,435
Accounts receivable, net	7,553	5,814
Inventory, net	4,098	3,919
Prepays and other current assets	694	695
TOTAL CURRENT ASSETS	17,020	22,863
PROPERTY, PLANT AND EQUIPMENT, net	6,543	5,032
OTHER ASSETS	120	84
GOODWILL	6,735	1,039
INTANGIBLE ASSETS, net	4,046	1,129
TOTAL ASSETS	\$34,464	\$30,147
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable	\$1,710	\$1,620
Accrued liabilities	1,800	1,534
Current maturities of long-term debt	601	-
Deferred revenue	2,421	2,477
TOTAL CURRENT LIABILITIES	6,532	5,631
LONG-TERM DEFERRED REVENUE, net of current portion	478	483
OTHER LONG-TERM LIABILITIES	165	190
LONG-TERM DEBT, net of current portion	2,002	-
TOTAL LIABILITIES	9,177	6,304
COMMITMENTS AND CONTINGENCIES (Note 8)		
STOCKHOLDERS' EQUITY		
Common stock, \$0.01 par value per share; 20,000,000 shares authorized; 16,304,027 and 15,740,458 shares issued, respectively and 16,008,412 and 15,444,843 shares outstanding, respectively	163	158
Treasury stock, at cost, 295,615 shares repurchased	(1,554)	(1,554)
Additional paid-in capital	28,063	25,331
Accumulated deficit	(1,385)	(92)

TOTAL STOCKHOLDERS' EQUITY	25,287	23,843
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$34,464	\$30,147

See accompanying notes to consolidated financial statements

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SHARPS COMPLIANCE CORP. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

(in thousands, except per-share data)

	Year Ended June 30,		
	2017	2016	2015
REVENUES	\$38,188	\$33,383	\$30,902
Cost of revenues	26,351	22,272	19,907
GROSS PROFIT	11,837	11,111	10,995
Selling, general and administrative	12,223	10,812	9,496
Depreciation and amortization	801	294	263
OPERATING INCOME (LOSS)	(1,187)	5	1,236
OTHER INCOME (EXPENSE)			
Interest income	13	32	36
Interest expense	(115)	-	-
TOTAL OTHER (EXPENSE) INCOME	(102)	32	36
INCOME (LOSS) BEFORE INCOME TAXES	(1,289)	37	1,272
INCOME TAX EXPENSE - Current	4	24	112
NET INCOME (LOSS)	\$(1,293)	\$13	\$1,160
NET INCOME (LOSS) PER COMMON SHARE			
Basic	\$(0.08)	\$0.00	\$0.08
Diluted	\$(0.08)	\$0.00	\$0.07
WEIGHTED AVERAGE SHARES USED IN COMPUTING NET INCOME (LOSS) PER COMMON SHARE:			
Basic	15,949	15,448	15,327
Diluted	15,949	15,838	15,564

See accompanying notes to consolidated financial statements

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Table of ContentsSHARPS COMPLIANCE CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

(in thousands, except share data)

	Common Stock		Treasury Stock		Additional Paid- in Capital	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount	Shares	Amount			
Balances, June 30, 2014	15,460,940	\$ 155	(161,801)	\$(681)	\$ 23,695	\$ (1,265)	\$ 21,904
Exercise of stock options	61,109	-	-	-	139	-	139
Stock-based compensation	-	-	-	-	511	-	511
Issuance of restricted stock	52,992	1	-	-	(1)	-	-
Shares repurchased	-	-	(29,449)	(128)	-	-	(128)
Net income	-	-	-	-	-	1,160	1,160
Balances, June 30, 2015	15,575,041	156	(191,250)	(809)	24,344	(105)	23,586
Exercise of stock options	112,425	1	-	-	312	-	313
Stock-based compensation	-	-	-	-	676	-	676
Issuance of restricted stock	52,992	1	-	-	(1)	-	-
Shares repurchased	-	-	(104,365)	(745)	-	-	(745)
Net income	-	-	-	-	-	13	13
Balances, June 30, 2016	15,740,458	158	(295,615)	(1,554)	25,331	(92)	23,843
Exercise of stock options	95,050	1	-	-	341	-	342
Stock-based compensation	-	-	-	-	496	-	496
Issuance of common shares for acquisition	415,527	4	-	-	1,895	-	1,899
Issuance of restricted stock	52,992	-	-	-	-	-	-
Net loss	-	-	-	-	-	(1,293)	(1,293)
Balances, June 30, 2017	16,304,027	\$ 163	(295,615)	\$(1,554)	\$ 28,063	\$ (1,385)	\$ 25,287

See accompanying notes to consolidated financial statements

Table of ContentsSHARPS COMPLIANCE CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	Year Ended June 30,		
	2017	2016	2015
CASH FLOWS FROM OPERATING ACTIVITIES			
Net income (loss)	\$(1,293)	\$13	\$1,160
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Depreciation and amortization	1,485	816	830
Loss on inventory write-down	-	17	-
Loss on disposal of property, plant and equipment	10	-	-
Stock-based compensation expense	496	676	511
Changes in operating assets and liabilities, net of effects of business acquisitions:			
Restricted cash	-	-	111
Accounts receivable	(1,244)	926	(1,919)
Legal settlement receivable	-	-	1,538
Inventory	(61)	(1,055)	(1,418)
Prepaid and other assets	(35)	(46)	(259)
Accounts payable and accrued liabilities	125	(759)	1,109
Deferred revenue	(61)	600	499
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES	(578)	1,188	2,162
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of property, plant and equipment	(2,486)	(1,926)	(727)
Cash proceeds from sale of property, plant and equipment	23	-	-
Additions to intangible assets	(163)	-	(6)
Payments for business acquisitions, net of cash acquired	(7,314)	(1,552)	-
NET CASH USED IN INVESTING ACTIVITIES	(9,940)	(3,478)	(733)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from exercise of stock options	342	313	139
Repayments of long-term debt	(3,184)	-	-
Proceeds from long-term debt	5,600	-	-
Shares repurchased	-	(745)	(128)
NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES	2,758	(432)	11
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(7,760)	(2,722)	1,440
CASH AND CASH EQUIVALENTS, beginning of year	12,435	15,157	13,717
CASH AND CASH EQUIVALENTS, end of year	\$4,675	\$12,435	\$15,157
SUPPLEMENTAL CASH FLOW DISCLOSURES:			
Income taxes paid	\$9	\$152	\$58
Interest paid on long-term debt	\$107	\$-	\$-

NON-CASH INVESTING ACTIVITIES:

Issuance of common stock for acquisition	\$1,899	\$-	\$-
Unpaid consideration related to acquisitions	\$-	\$181	\$-
Transfer of equipment to inventory	\$118	\$143	\$-
Property, plant and equipment financed through accounts payable	\$28	\$-	\$-

See accompanying notes to consolidated financial statements

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SHARPS COMPLIANCE CORP. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2017, 2016 and 2015

NOTE 1 - ORGANIZATION AND BACKGROUND

Organization: The accompanying consolidated financial statements include the financial transactions and accounts of Sharps Compliance Corp. and its wholly owned subsidiaries, Sharps Compliance, Inc. of Texas (dba Sharps Compliance, Inc.), Sharps e-Tools.com Inc. (“Sharps e-Tools”), Sharps Manufacturing, Inc., Sharps Environmental Services, Inc. (dba Sharps Environmental Services of Texas, Inc.), Sharps Safety, Inc., Alpha Bio/Med Services LLC, Bio-Team Mobile LLC and Citiwaste, LLC (collectively, “Sharps” or the “Company”). All significant intercompany accounts and transactions have been eliminated upon consolidation.

Business: Sharps is a leading full-service national provider of comprehensive waste management services including medial, pharmaceutical and hazardous for small and medium quantity generators. The Company’s solutions include Sharps Recovery System™ (formerly Sharps Disposal by Mail System), TakeAway Medication Recovery System™, MedSafe®, TakeAway Recycle System™, ComplianceTRACSM, SharpsTracer®, Sharps Secure® Needle Disposal System, Complete Needle™ Collection & Disposal System, TakeAway Environmental Return System™, Pitch-It IV™ Poles, Asset Return System and Spill Kit and Recovery System. The Company also offers route-based pickup services in a twenty-three (23) state region of the South, Southeast and Northeast portions of the United States.

Concentration of Customers and Service Providers: There is an inherent concentration of credit risk associated with accounts receivable arising from sales to major customers. For the fiscal year ended June 30, 2017, one customer represented approximately 17% of revenues. This customer also represented approximately 10%, or \$0.8 million, of the total accounts receivable balance as of June 30, 2017. For the fiscal year ended June 30, 2016, one customer represented approximately 17% of revenues and 17%, or \$1.0 million, of the total accounts receivable balance as of June 30, 2016. For the fiscal year ended June 30, 2015, one customer represented approximately 17% of revenues. The Company may be adversely affected by its dependence on a limited number of high volume customers.

Currently, the majority of Sharps transportation is sourced with the United States Postal Service (“USPS”), which consists of delivering the Sharps Recovery System from the end user to the Company’s facilities. The Company also has an arrangement with United Parcel Service Inc. (“UPS”) whereby UPS transports certain of the Company’s products from the end user to the Company’s facilities. Sharps maintains relationships with multiple raw materials suppliers and vendors in order to meet customer demands and assure availability of our products and solutions. With respect to the Sharps Recovery System solutions, the Company owns proprietary molds and dies and utilizes several contract manufacturers for the production of the primary raw materials. Sharps believes that alternative suitable contract manufacturers are readily available to meet the production specifications of our products and solutions. The Company utilizes national suppliers for the majority of the raw materials used in our other products and solutions and international suppliers for Pitch-It IV Poles.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Revenue Recognition: The Company recognizes revenue when services are provided and from product sales when (i) goods are shipped or delivered, and title and risk of loss pass to the customer, (ii) the price is substantially fixed or determinable and (iii) collectability is reasonably assured except for those sales via multiple-deliverable revenue arrangements. Provisions for certain rebates, product returns and discounts to customers are accounted for as reductions in sales in the same period the related sales are recorded. Product discounts granted are based on the terms of arrangements with direct, indirect and other market participants, as well as market conditions, including prices charged by competitors. Rebates are estimated based on contractual terms, historical experience, trend analysis and projected market conditions in the various markets served. Service agreements which include a vendor managed

inventory program include terms that meet the “bill and hold” criteria and as such are recognized when the order is completed, at which point title has transferred, there are no acceptance provisions and amounts are segregated in the Company’s warehouse. During the fiscal years ended June 30, 2017, 2016 and 2015, the Company recorded revenue from inventory builds that are held in vendor managed inventory under these service agreements of \$3.4 million, \$3.2 million and \$2.6 million, respectively. As of June 30, 2017 and 2016, \$2.7 million and \$2.1 million, respectively, of solutions sold through that date were held in vendor managed inventory pending fulfillment or shipment to patients of pharmaceutical manufacturers who offer these solutions to patients in an ongoing patient support program.

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SHARPS COMPLIANCE CORP. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2017, 2016 and 2015

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Certain products offered by the Company have revenue producing components that are recognized over multiple delivery points (Sharps Recovery System and various other solutions like the TakeAway Medication Recovery Systems referred to as “Mailbacks” and Sharps Pump and Asset Return Systems, referred to as “Pump Returns”) and can consist of up to three separate elements, or units of measure, as follows: (1) the sale of the compliance and container system, (2) return transportation and (3) treatment service.

In accordance with the relative selling price methodology, an estimated selling price is determined for all deliverables that qualify for separate units of accounting. The actual consideration received in a multiple-deliverable arrangement is then allocated to the units based on their relative sales price. The selling price for the transportation revenue and the treatment revenue utilizes third party evidence. The Company estimates the selling price of the compliance and container system based on the product and services provided, including compliance with local, state and federal laws, adherence to stringent manufacturing and testing requirements, safety to the patient and the community as well as storage and containment capabilities.

Revenue for the sale of the compliance and container is recognized upon delivery to the customer, at which time the customer takes title and assumes risk of ownership. Transportation revenue is recognized when the customer returns the compliance and container system and the container has been received at the Company’s owned or contracted facilities. The compliance and container system is mailed or delivered by an alternative logistics provider to the Company’s owned or contracted facilities. Treatment revenue is recognized upon the destruction or conversion and proof of receipt and treatment having been performed on the container. Since the transportation element and the treatment elements are undelivered services at the point of initial sale of the compliance and container, transportation and treatment revenue is deferred until the services are performed. The current and long-term portions of deferred revenues are determined through regression analysis and historical trends. Furthermore, through regression analysis of historical data, the Company has determined that a certain percentage of all compliance and container systems sold may not be returned. Accordingly, a portion of the transportation and treatment elements are recognized at the point of sale.

Business Combinations: The Company includes the results of operations of the businesses that are acquired as of the respective dates of acquisition. The Company allocates the fair value of the purchase price of acquisitions to the assets acquired and liabilities assumed based on their estimated fair values. The Company estimates and records the fair value of purchased intangible assets, which primarily consists of customer relationships, trade-names, and non-competes. The excess of the fair value of the purchase price over the fair values of these identifiable assets, both tangible and intangible, and liabilities is recorded as goodwill.

Income Taxes: Deferred tax assets and liabilities are determined based on differences between financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. A valuation allowance is established when it is more likely than not that some portion or all of the deferred tax assets will not be realized. The establishment of a valuation allowance requires significant judgment and is impacted by various estimates. Both positive and negative evidence, as well as the objectivity and verifiability of that evidence, is considered in determining the appropriateness of recording a valuation allowance on deferred tax assets. Under generally accepted accounting principles, the valuation allowance has been recorded to reduce the Company’s deferred tax assets to an amount that is more likely than not to be realized and is based upon the uncertainty of the realization of certain federal and state deferred tax assets related to net operating loss carryforwards and other tax attributes.

The income tax provision reflects the full benefit of all positions that have been taken in the Company's income tax returns, except to the extent that such positions are uncertain and fall below the recognition requirements. In the event that the Company determines that a tax position meets the uncertainty criteria, an additional liability or benefit will result. The amount of unrecognized tax benefit requires management to make significant assumptions about the expected outcomes of certain tax positions included in filed or yet to be filed tax returns. At June 30, 2017 and 2016, the Company did not have any uncertain tax positions. The Company is subject to income taxes in the United States and in numerous state tax jurisdictions. Tax return filings which are subject to review by federal and state tax authorities by jurisdiction are as follows:

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2017, 2016 and 2015

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

- United States – fiscal years ended June 30, 2014 and after
- State of Texas – fiscal years ended June 30, 2012 and after
- State of Georgia – fiscal years ended June 30, 2014 and after
- State of Pennsylvania – fiscal years ended June 30, 2014 and after
- Other States – fiscal years ended June 30, 2013 and after

None of the Company's federal or state tax returns are currently under examination. The Company records income tax related interest and penalties, if applicable, as a component of the provision for income tax expense. However, there were no such amounts recognized in the consolidated statements of operations in 2017, 2016 and 2015.

Accounts Receivable: Accounts receivable consist primarily of amounts due to the Company from normal business activities. Accounts receivable balances are determined to be delinquent when the amount is past due based on the contractual terms with the customer. The Company maintains an allowance for doubtful accounts to reflect the likelihood of not collecting certain accounts receivable based on past collection history and specific risks identified among uncollected accounts. Accounts receivable are charged to the allowance for doubtful accounts when the Company determines that the receivable will not be collected and/or when the account has been referred to a third-party collection agency. The Company has a history of minimal uncollectible accounts. See rollforward of allowance activity below:

Allowance for Doubtful Accounts	Balance Beginning of Year	Charges to Expense	Write-offs /Payments	Balance End of Year
2017	\$ 63	\$ 20	\$ (5)	\$ 78
2016	\$ 34	\$ 34	\$ (5)	\$ 63
2015	\$ 23	\$ 22	\$ (11)	\$ 34

Stock-Based Compensation: Stock-based compensation cost for options and restricted stock awarded to employees and directors is measured at the grant date, based on the calculated fair value of the award and is recognized as an expense over the employee's requisite service period (generally the vesting period of the equity grant). Total stock-based compensation expense for the fiscal years ended June 30, 2017, 2016 and 2015 are as follows:

	Year Ended June 30,		
	2017	2016	2015
Stock-based compensation expense included in:			
Cost of revenue	\$ 41	\$ 31	\$ 22
Selling, general and administrative	455	645	489
Total	\$ 496	\$ 676	\$ 511

The Company estimates the fair value of restricted stock awards based on the closing price of the Company's common stock on the date of the grant. The Company estimates the fair value of stock options using the Black-Scholes valuation model. Key input assumptions used to estimate the fair value of stock options include the exercise price of the award, the expected option term, the expected volatility of the Company's stock over the option's expected term, the risk free interest rate over the option's expected term and the Company's expected annual dividend yield. The risk free

interest rate is derived using the U.S. Treasury yield curve in effect at date of grant. Volatility, expected life and dividend yield are based on historical experience and activity.

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SHARPS COMPLIANCE CORP. AND SUBSIDIARIES
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NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

The fair value of the Company's stock options was estimated on the grant date using the Black-Scholes option-pricing model with the following assumptions:

	Year Ended June 30,		
	2017	2016	2015
Weighted average risk-free interest rate	1.1 %	1.0 %	0.4 %
Weighted average expected volatility	47 %	45 %	45 %
Weighted average expected life (in years)	5.15	4.56	3.49
Dividend yield	-	-	-

The Company considers an estimated forfeiture rate for stock options based on historical experience and the anticipated forfeiture rates during the future contract life.

Cash and Cash Equivalents: The Company considers all highly liquid investments with a maturity of three months or less at the time of purchase to be cash equivalents. The Company maintains funds in bank accounts that, at times, may exceed the limit insured by the Federal Deposit Insurance Corporation ("FDIC"). The risk of loss attributable to these uninsured balances is mitigated by depositing funds only in high credit quality financial institutions. The Company has not experienced any losses in such accounts.

Inventory: Inventory consists primarily of raw materials and finished goods held for sale and are stated at the lower of cost or market using the average cost method. The Company periodically reviews the value of items in inventory and provides write-downs or write-offs of inventory based on its assessment of physical deterioration, obsolescence, changes in price levels and other causes. At June 30, 2017, total inventory was \$4.1 million of which \$2.8 million was finished goods, and \$1.3 million was raw materials. At June 30, 2016, total inventory was \$3.9 million of which \$2.5 million was finished goods, and \$1.4 million was raw materials. There were no write-downs of inventory for the fiscal years ended June 30, 2017 and 2015. Total write-downs for the fiscal year ended June 30, 2016 were \$17,000 and were included in cost of goods sold.

Property, Plant and Equipment: Property, plant and equipment, including third party software and implementation costs, is stated at cost less accumulated depreciation. Depreciation is computed using the straight-line method based on the estimated useful lives of the assets. Additions, improvements and renewals significantly adding to the asset value or extending the life of the asset are capitalized. Ordinary maintenance and repairs, which do not extend the physical or economic life of the property or equipment, are charged to expense as incurred. When assets are retired or otherwise disposed of, the cost and related accumulated depreciation are removed from the accounts, and any resulting gain or loss is reflected in the results of operations for the period.

Computer and software development costs, which include costs of computer software developed or obtained for internal use, all programming, implementation and costs incurred with developing internal-use software, are capitalized during the development project stage. External direct costs of materials and services consumed in developing or obtaining internal-use computer software are capitalized.

The Company expenses costs associated with developing or obtaining internal-use software during the preliminary project stage. Training and maintenance costs associated with system changes or internal-use software are expensed as

incurred. Additionally, the costs of data cleansing, reconciliation, balancing of old data to the new system, creation of new/additional data and data conversion costs are expensed as incurred.

Goodwill and Other Identifiable Intangible Assets: Finite-lived intangible assets are amortized over their respective estimated useful lives and evaluated for impairment periodically whenever events or changes in circumstances indicate that their related carrying values may not be fully recoverable. Goodwill is assessed for impairment at least annually. The Company generally performs its annual goodwill impairment analysis using a quantitative approach. The quantitative goodwill impairment test identifies the existence of potential impairment by comparing the fair value of our single reporting unit with its carrying value, including goodwill. If the fair value of a reporting unit exceeds its carrying value, the reporting unit's goodwill is considered not to be impaired. If the carrying value of a reporting unit exceeds its fair value, an impairment charge is recognized in an amount equal to that excess. The impairment charge recognized is limited to the amount of goodwill present in our single reporting unit. These estimates and assumptions could have a significant impact on whether or not an impairment charge is recognized and the amount of any such charge.

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SHARPS COMPLIANCE CORP. AND SUBSIDIARIES
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NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

The Company performs its annual impairment assessment of goodwill during the fourth quarter of each fiscal year. The Company determined that there was no impairment during the years ended June 30, 2017, 2016 and 2015.

Intangible Assets: Intangible assets consist of (i) acquired customer relationships, (ii) permit costs related to the Company's treatment facilities and transfer stations, and (iii) eleven patents (two acquired in June 1998, one in November 2003, one in January 2012, two in April 2012, one in August 2012, one in September 2012, one in December 2012, one in November 2013 and one in January 2014), and (iv) defense costs related to certain existing patents.

Shipping and Handling Fees and Costs: The Company records amounts billed to customers for shipping and handling as revenue. Costs incurred by the Company for shipping and handling have been classified as cost of revenues.

Additional Product Related Costs: The Company records inbound shipping, purchasing and receiving costs, inspection costs, warehousing costs and other product related costs as cost of revenues.

Advertising Costs: Advertising costs are charged to expenses when incurred and totaled \$0.8 million, \$0.6 million and \$0.6 million for the fiscal years ended June 30, 2017, 2016 and 2015, respectively.

Research and Development Costs: Research and development costs are charged to expense when incurred. Research activities represent an important part of the Company's business and include both internal labor costs and payments to third parties related to the processes of discovering, testing and developing new products, improving existing products, as well as demonstrating product efficacy and regulatory compliance prior to launch of new products and services. Research and development expenses paid to third parties totaled less than \$0.1 million for each of the fiscal years ended June 30, 2017, 2016 and 2015.

Realization of Long-lived Assets: The Company evaluates the recoverability of property, plant and equipment and intangible or other assets if facts and circumstances indicate that any of those assets might be impaired. If an evaluation is required, the estimated future undiscounted cash flows associated with the asset are compared to the asset's carrying amount to determine if a write-down to fair value is necessary. No impairment loss was recognized during the years ended June 30, 2017, 2016 and 2015.

Employee Benefit Plans: In addition to group health-related benefits, the Company maintains a 401(k) employee savings plan available to all full-time employees. The Company matches a portion of employee contributions with cash (25% of employee contribution up to 6%). Company contributions to the 401(k) plan were less than \$0.1 million in each of the fiscal years ended June 30, 2017, 2016 and 2015, respectively and are included in selling, general and administrative expenses. For purposes of the group health benefit plan and beginning February 1, 2016, the Company self-insures an amount equal to the excess of the employees' deductible (range from \$2,500 for each individual and family member covered) up to the amount by which the third-party insurance coverage begins (ranges from \$2,500 for individual up to \$10,000 for family coverage). The amount of liability at June 30, 2017 and 2016 was less than \$0.1 million and is included in accrued liabilities. The Company has an incentive plan for executives of the Company, which provides for cash and stock-based compensation awards. The aggregate expense recognized during the year ended June 30, 2017, 2016 and 2015 for the cash awards pursuant to the plan was \$0, \$0 and \$0.3 million, respectively.

Net Income (Loss) Per Share: Basic earnings per share excludes dilution and is determined by dividing income available to common stockholders by the weighted average number of common shares outstanding during the period. Diluted EPS reflects the potential dilution that could occur if securities and other contracts to issue common stock were exercised or converted into common stock.

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SHARPS COMPLIANCE CORP. AND SUBSIDIARIES
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NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Fair Value of Financial Instruments: The Company considers the fair value of all financial instruments, including cash and cash equivalents, accounts receivable and accounts payable to approximate their carrying values at year-end due to their short-term nature. The carrying value of the Company's debt approximates fair value due to the market rates of interest.

Fair Value Measurements: The Company employs a hierarchy which prioritizes the inputs used to measure recurring fair value into three distinct categories based on the lowest level of input that is significant to the fair value measurement. Our methodology for categorizing assets and liabilities that are measured at fair value pursuant to this hierarchy gives the highest priority to unadjusted quoted prices in active markets and the lowest levels to unobservable inputs, summarized as follows:

- Level 1 – Quoted prices in active markets for identical assets or liabilities.
- Level 2 – Other significant observable inputs (including quoted prices in active markets for similar assets or liabilities).
- Level 3 – Significant unobservable inputs (including our own assumptions in determining fair value).

We use the cost, income or market valuation approaches to estimate the fair value of our assets and liabilities when insufficient market-observable data is available to support our valuation assumptions. The purchase price allocations relating to the acquisitions completed during the years ended June 30, 2017 and 2016 utilized level 3 inputs.

Segment Reporting: The Company operates in a single segment, focusing on developing cost-effective management solutions for medical waste and unused dispensed medications generated by small and medium quantity generators.

Use of Estimates: The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and disclosure of contingent liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expense during the reporting period. The Company uses estimates to determine many reported amounts, including but not limited to allowance for doubtful accounts, recoverability of long-lived assets and intangibles, useful lives used in depreciation and amortization, income taxes and valuation allowances, stock-based compensation, fair values of assets and liabilities acquired in business combinations, selling price used in multiple-deliverable arrangements and return rates used to estimate the percentage of container systems sold that will not be returned. Actual results could differ from these estimates.

Recently Issued Accounting Standards: In May 2014, guidance for revenue recognition was issued which supersedes the revenue recognition requirements currently followed by the Company. The new guidance provides for a single five-step model to be applied in determining the amount and timing of the recognition of revenue related to contracts with customers. The new standard also requires additional financial statement disclosures that will enable users to understand the nature, amount, timing and uncertainty of revenue and cash flows relating to customer contracts. In March 2016, guidance for revenue from contracts with customers regarding principal versus agent considerations was issued which modified examples to assist in the application of the guidance. Companies have an option to use either a retrospective approach or cumulative effect adjustment approach to implement the standard. The guidance is effective for annual reporting periods beginning after December 15, 2017 (effective July 1, 2018 for the Company). The Company is in the initial stages of evaluating the impact that the new accounting guidance will have on its consolidated financial statements and related disclosures as well as evaluating the available transition methods. The

Company will continue to evaluate the standard as well as additional changes, modifications or interpretations which may impact the Company.

In July 2015, guidance for inventory measurement was issued, which supersedes the policy currently followed by the Company. The new guidance requires the Company to measure inventory at the lower of cost and net realizable value. The provisions of the new guidance are effective for annual reporting periods beginning after December 15, 2016 (effective July 1, 2017 for the Company) including interim periods within that reporting period. The Company adopted this guidance on July 1, 2017 and it did not have a material effect on the Company's consolidated financial statements and related disclosures.

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NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

In February 2016, guidance for leases was issued, which requires balance sheet recognition for rights and obligations of all leases with terms in excess of twelve months. The new guidance also requires additional disclosures about the amount, timing and uncertainty of cash flows arising from leases. The provisions of the new guidance are effective for annual periods beginning after December 15, 2018 (effective July 1, 2019 for the Company), including interim periods within the reporting period, and early application is permitted. The Company is in the initial stages of evaluating the impact of the new guidance on its consolidated financial statements and related disclosures.

In March 2016, new guidance for stock-based compensation was issued, which simplifies the accounting for stock-based compensation related to income taxes and balance sheet and cash flow classifications. In addition, an entity can make an entity-wide accounting policy election to either estimate the number of awards that are expected to vest or account for forfeitures when they occur. The provisions of the new guidance are effective for annual reporting periods beginning after December 15, 2016 (effective July 1, 2017 for the Company) including interim periods within the reporting period. The Company adopted this guidance on July 1, 2017 and it did not have a material effect on the Company's consolidated financial statements and related disclosures.

In January 2017, guidance for goodwill was issued which simplifies the test for goodwill impairment. The new guidance eliminates Step 2 of the goodwill impairment test and requires a goodwill impairment to be measured as the amount by which the Company's carrying amount exceeds its fair value, not to exceed the carrying amount of its goodwill. The provisions of the new guidance are effective for annual reporting periods beginning after December 15, 2019 (effective July 1, 2020 for the Company) including interim periods within the reporting period. The Company adopted this guidance on July 1, 2017 and it did not have a material effect on the Company's consolidated financial statements and related disclosures; however, it may impact the impairment recognized in future periods.

In September 2015, guidance for business combinations was issued, which simplifies the accounting for measurement-period adjustments. The new guidance eliminates the requirement to restate prior period financial statements for measurement period adjustments following a business combination and requires that the cumulative impact of a measurement period adjustment (including the impact on prior periods) be recognized in the reporting period in which the adjustment is identified. The provisions of the new guidance were effective for annual reporting periods beginning after December 15, 2015 (effective July 1, 2016 for the Company) including interim periods within the reporting period. The Company adopted this guidance on July 1, 2016 and it did not have a material effect on the Company's consolidated financial statements and related disclosures; however, it may impact the reporting of future acquisitions if and when they occur.

NOTE 3 – PROPERTY, PLANT AND EQUIPMENT

At June 30, 2017 and 2016, property, plant and equipment consisted of the following (in thousands):

	Useful Life	June 30,	
		2017	2016
Furniture and fixtures	3 to 5 years	\$260	\$247
Plant and equipment	3 to 17 years	7,975	6,524
Manufacturing	15 years	220	220
Computers and software	3 to 5 years	2,246	2,009
Leasehold improvements	Life of Lease	2,681	964

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Land	19	19
Construction-in-progress	347	1,372
	13,748	11,355
Less: accumulated depreciation	7,205	6,323
Net property, plant and equipment	\$6,543	\$5,032

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NOTE 3 – PROPERTY, PLANT AND EQUIPMENT (continued)

Total depreciation and amortization expense in the fiscal years ended June 30, 2017, 2016 and 2015 was \$0.9 million, \$0.7 million and \$0.8 million, respectively. Depreciation expense included in cost of revenues in the fiscal years ended 2017, 2016 and 2015 was \$0.7 million, \$0.5 million and \$0.6 million, respectively.

NOTE 4 – INCOME TAXES

The components of income tax expense are as follows (in thousands):

	Year ended June 30,		
	2017	2016	2015
Current			
Federal	\$ -	\$ -	\$ 29
State	4	24	83
	\$ 4	\$ 24	\$ 112

The reconciliation of the statutory income tax rate to the Company's effective income tax rate for the fiscal years ended June 30, 2017, 2016 and 2015 is as follows:

	Year Ended June 30,		
	2017	2016	2015
Statutory rate	34.0 %	34.0 %	34.0 %
State income taxes, net	(4.5 %)	(18.6 %)	5.3 %
Meals and entertainment	(1.5 %)	38.7 %	1.2 %
AMT and research and development credits	0.0 %	(218.9%)	0.0 %
Other	0.2 %	1.5 %	0.0 %
Effective rate before valuation allowance	28.2 %	(163.3%)	40.5 %
Change in valuation allowance	(28.5%)	228.2 %	(31.7%)
Effective tax rate	(0.3 %)	64.9 %	8.8 %

A valuation allowance has been recorded to reduce the Company's net deferred tax assets to an amount that is more likely than not to be realized and is based upon the uncertainty of the realization of certain federal and state deferred tax assets related to net operating loss carryforwards and other tax attributes. The establishment of valuation allowances and development of projected annual effective tax rates requires significant judgment and is impacted by various estimates. Both positive and negative evidence, as well as the objectivity and verifiability of that evidence, is considered in determining the appropriateness of recording a valuation allowance on deferred tax assets.

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NOTE 4 – INCOME TAXES (continued)

At June 30, 2017 and 2016, the significant components of deferred tax assets and liabilities are approximated as follows (in thousands):

	June 30,	
	2017	2016
Deferred tax assets relating to:		
Stock compensation	\$398	\$627
AMT and research and development credits	523	523
Deferred rent	77	82
Inventory	211	169
Professional fees	155	140
Accrued vacation	43	33
Accounts receivable allowance	49	24
Contribution carryovers	12	8
Net operating loss carryforwards	1,443	1,044
Total deferred tax assets	2,911	2,650
Deferred tax liabilities related to depreciation differences	(783)	(621)
Net deferred tax assets before valuation allowance	2,128	2,029
Valuation allowance	(2,128)	(2,029)
Net deferred tax assets	\$-	\$-

At June 30, 2017, the Company had net operating loss carryforwards of \$4.8 million which will expire, if unused, between June 30, 2032 and June 30, 2037. At June 30, 2017, the Company had various tax credit carryforwards of \$0.5 million, of which \$0.3 million will expire beginning on June 30, 2030 and \$0.2 million which may be carried forward indefinitely.

As of June 30, 2017, the Company's estimated net operating losses for tax return filing purposes exceeds the gross amount for financial reporting purposes by \$0.6 million related to excess income tax benefits on stock-based compensation. The tax effect of this excess tax expense will be offset by the valuation allowance and have no net effect.

NOTE 5 - NOTES PAYABLE AND LONG-TERM DEBT

On March 29, 2017, the Company entered into to a credit agreement with a commercial bank (the "Credit Agreement"). The Credit Agreement, which replaced the Company's prior credit agreement, provides for a \$14.0 million credit facility, the proceeds of which may be utilized as follows: (i) \$6.0 million for working capital, letters of credit (up to \$2.0 million) and general corporate purposes and (ii) \$8.0 million for acquisitions. Indebtedness under the Credit Agreement is secured by substantially all of the borrower's assets with advances outstanding under the working capital portion of the credit facility at any time limited to a Borrowing Base (as defined in the Credit Agreement) equal to 80% of eligible accounts receivable plus the lessor of 50% of eligible inventory and \$3 million. Advances under the acquisition portion of the credit facility are limited to 75% of the purchase price of an acquired company and convert to a five-year term note at the time of the borrowing. Borrowings bear interest at the greater of (a) zero percent or (b) the One Month ICE LIBOR plus a LIBOR Margin of 2.5%. The LIBOR Margin may increase to as high as 3.0% after September 30, 2017 depending on the Company's cash flow leverage ratio. The interest rate as of June 30, 2017 was

approximately 3.63%. The Company pays a fee of 0.25% per annum on the unused amount of the credit facility.

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NOTE 5 - NOTES PAYABLE AND LONG-TERM DEBT (continued)

At June 30, 2017, long-term debt consisted of the following (in thousands):

Non-interest bearing, unsecured note payable assumed in acquisition (See Note 12), monthly payments of \$7; maturing September 2018.	\$ 104
Term loan, bearing interest at 3.63%, monthly payments of \$43; maturing March 2022.	2,499
Total long-term debt	2,603
Less: current portion	601
Long-term debt, net of current portion	\$2,002

The Company has availability under the Credit Agreement of \$11.5 million (\$6.0 million for the working capital and \$5.5 million for the acquisitions) as of June 30, 2017 which may be limited by its leverage covenant. The Company also has \$10,000 in letters of credit outstanding as of June 30, 2017.

The Credit Agreement contains affirmative and negative covenants that, among other things, require the Company to maintain, beginning with the twelve-month period ending September 30, 2017, a maximum cash flow leverage ratio of no more than 3.5 to 1.0 and a minimum debt service coverage ratio of not less than 1.15 to 1.00. The maximum cash flow leverage ratio decreases to 3.25 to 1.0 on December 31, 2017 and to 3.0 to 1.0 on March 31, 2018. The Credit Agreement, which expires on March 29, 2019, also contains customary events of default which, if uncured, may terminate the Credit Agreement and require immediate repayment of all indebtedness to the lenders.

Payments due on long-term debt during each of the five years subsequent to June 30, 2017 are as follows (in thousands):

	Twelve Months Ending June 30,	
	2018	\$ 601
	2019	537
	2020	517
	2021	517
	2022	431
		\$2,603

The prior credit agreement, which was effective through March 29, 2017, provided for a \$9.0 million line of credit facility with a maturity date of April 9, 2018. No amounts related to the prior credit agreement were outstanding as of June 30, 2017.

NOTE 6 - EQUITY TRANSACTIONS

On January 7, 2013, the Company announced that its Board of Directors approved a stock repurchase program effective January 3, 2013, authorizing the Company to repurchase in the aggregate up to \$3 million of its outstanding common stock over a two-year period. On March 5, 2015, the Board approved a two-year extension of the stock repurchase program through January 1, 2017. The program has not been extended. During the years ended June 30, 2017, 2016 and 2015, shares were repurchased as follows:

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	Year Ended June 30,	
	201 7 2016	2015
Shares repurchased	- 104,365	29,449
Cash paid for shares repurchased (in thousands)	\$- \$745	\$128
Average price paid per share	\$- \$7.14	\$4.35

Total shares repurchased under the program are 295,615 shares at a cost of \$1.6 million.

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NOTE 7 - STOCK BASED COMPENSATION

The Company sponsors the Sharps Compliance Corp. 2010 Stock Plan (the “2010 Plan”) covering employees, consultants and non-employee directors. The 2010 Stock Plan replaced the Sharps Compliance Corp. 1993 Stock Plan (the “1993 Plan”). The 2010 Plan provides for the granting of stock-based compensation (stock options or restricted stock) of up to 3,000,000 shares of the Company’s common stock of which 877,904 options and restricted shares are outstanding as of June 30, 2017. Options granted generally vest over a period of three to four years and expire seven years after the date of grant. Restricted stock generally vests over one year. There are no remaining options outstanding under the 1993 Plan. As of June 30, 2017, there were 1,561,891 options available for grant under the 2010 Plan.

The summary of activity for all restricted stock during the fiscal years ended June 30, 2017, 2016 and 2015 is presented in the table below (in thousands):

	Year Ended June 30,		
	2017	2016	2015
Unvested at beginning of the year	13	13	15
Granted	53	53	53
Vested	(53)	(53)	(55)
Unvested at end of the year	13	13	13

The weighted average fair value per share of restricted stock granted during the fiscal years ended June 30, 2017, 2016 and 2015 was \$4.38, \$8.00 and \$4.28, respectively. The weighted average fair value per share of restricted stock which vested during the fiscal years ended June 30, 2017, 2016 and 2015 was \$5.29, \$7.07 and \$4.44, respectively.

The summary of activity for all stock options during the fiscal years ended June 30, 2017, 2016 and 2015 is presented in the table below (in thousands except per share amounts):

	Options	Weighted
	Outstanding	Average
		Exercise
		Price
Options Outstanding at June 30, 2014	950	\$ 4.27
Granted	516	\$ 4.63
Exercised	(61)	\$ 2.30
Forfeited or canceled	(30)	\$ 4.68
Options Outstanding at June 30, 2015	1,375	\$ 4.49
Granted	45	\$ 6.62
Exercised	(112)	\$ 2.77
Forfeited or canceled	(18)	\$ 5.99
Options Outstanding at June 30, 2016	1,290	\$ 4.69
Granted	38	\$ 4.55
Exercised	(95)	\$ 3.60

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Forfeited or canceled	(368) \$ 5.32
Options Outstanding at June 30, 2017	865	\$ 4.53
Options Exercisable at June 30, 2017	561	\$ 4.39

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NOTE 7 - STOCK BASED COMPENSATION (continued)

The following table summarizes information about stock options outstanding as of June 30, 2017 (in thousands except per share amounts):

Range of Exercise Price	Options Outstanding		
	Outstanding as of June 30, 2017	Weighted Average Remaining Life (in Years)	Weighted Average Exercise Price
\$ 2.51 - \$3.50	41	2.49	\$ 2.95
\$ 3.51 - \$5.50	692	3.27	\$ 4.35
\$ 5.51 - \$7.50	132	4.82	\$ 5.97
	865		\$ 4.53

The following table summarizes information about stock options exercisable as of June 30, 2017 (in thousands except per share amounts):

Range of Exercise Price	Options Exercisable		
	Exercisable as of June 30, 2017	Weighted Average Remaining Life (in Years)	Weighted Average Exercise Price
\$ 2.51 - \$3.50	39	2.46	\$ 2.96
\$ 3.51 - \$5.50	464	2.66	\$ 4.32
\$ 5.51 - \$7.50	58	4.78	\$ 5.87
	561		\$ 4.39

As of June 30, 2017, there was \$0.2 million of stock option and restricted stock compensation expense related to non-vested awards. This expense is expected to be recognized over a weighted average period of 1.6 years.

NOTE 8 - COMMITMENTS AND CONTINGENCIES

Operating Leases: The Company operates in a number of locations across the U.S. including space for corporate offices in Houston, Texas. Sharps has manufacturing, assembly, storage, distribution and warehousing operations as well as two (2) fully-permitted facilities that house our processing and treatment operations. The Company owns one processing and treatment facility and leases all other spaces. The leases expire between 2020 to 2023 with options to renew ranging from 3 years to 10 years.

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Rent expense for the fiscal years ended June 30, 2017, 2016 and 2015 was \$2.3 million, \$1.5 million and \$1.3 million, respectively. Future minimum lease payments under non-cancelable operating leases as of June 30, 2017 are as follows (in thousands):

	Year Ended June 30,					
	2018	2019	2020	2021	2022	Thereafter
Operating lease obligations	\$1,812	\$1,827	\$1,725	\$943	\$274	\$ 5

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NOTE 8 - COMMITMENTS AND CONTINGENCIES (continued)

Performance Bonds: The Company also utilizes performance bonds to support operations based on certain state requirements. At June 30, 2017, the Company had performance bonds outstanding covering financial assurance up to \$0.6 million.

Other: From time to time, the Company is involved in legal proceedings and litigation in the ordinary course of business. In the opinion of management, the outcome of such matters will not have a material adverse effect on the Company's consolidated financial position or consolidated results of operations.

NOTE 9 - EARNINGS PER SHARE

Basic earnings per share is computed by dividing net income (loss) by the weighted average number of common shares outstanding during the period. Diluted earnings per share is computed by dividing net income (loss) by the weighted average number of common shares after considering the additional dilution related to common stock options and restricted stock. In computing diluted earnings per share, the outstanding common stock options are considered dilutive using the treasury stock method.

The Company's restricted stock awards are treated as outstanding for earnings per share calculations since these shares have full voting rights and are entitled to participate in dividends declared on common shares, if any, and undistributed earnings. As participating securities, the shares of restricted stock are included in the calculation of basic EPS using the two-class method. For the periods presented, the amount of earnings allocated to the participating securities was not material.

The following information is necessary to calculate earnings per share for the periods presented (in thousands, except per share amounts):

	Year Ended June 30,		
	2017	2016	2015
Net income (loss), as reported	\$(1,293)	\$13	\$1,160
Weighted average common shares outstanding	15,949	15,448	15,327
Effect of dilutive stock options	-	390	237
Weighted average diluted common shares outstanding	15,949	15,838	15,564
Net income (loss) per common share			
Basic	\$(0.08)	\$0.00	\$0.08
Diluted	\$(0.08)	\$0.00	\$0.07
Employee stock options excluded from computation of diluted income per share amounts because their effect would be anti-dilutive	304	137	210

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NOTE 10 – GOODWILL AND INTANGIBLE ASSETS

At June 30, 2017 and June 30, 2016, intangible assets consisted of the following (in thousands):

	Estimated Useful Lives	June 30, 2017			2016		
		Original Amount	Accumulated Amortization	Net Amount	Original Amount	Accumulated Amortization	Net Amount
Customer relationships	7 years	\$3,007	\$ (490)	) \$ 2,517	\$580	\$ (60)	) \$ 520
Permits	6 - 15 years	1,373	(288)	) 1,085	668	(191)	) 477
Patents	5 - 17 years	383	(264)	) 119	383	(251)	) 132
Tradenname	7 years	270	(39)	) 231	-	-	-
Non-compete	5 years	117	(23)	) 94	-	-	-
Total intangible assets, net		\$5,150	\$ (1,104)	) \$ 4,046	\$1,631	\$ (502)	) \$ 1,129

During the years ended June 30, 2017, 2016 and 2015 amortization expense was \$0.6 million, \$0.1 million and \$0.1 million, respectively.

The changes in the carrying amount of goodwill since June 30, 2015 was as follows (in thousands):

	Year Ended June 30,	
	2017	2016
Beginning Balance	\$ 1,039	\$ -
Goodwill Acquired	5,696	1,039
Ending Balance	\$ 6,735	\$ 1,039

As of June 30, 2017, future amortization of intangible assets is as follows (in thousands):

Year Ending	June 30,
2018	\$616
2019	616
2020	616
2021	615
2022	590
Thereafter	993
	\$4,046

NOTE 11 – REVENUES BY SOLUTION

The components of revenues by solution are as follows (dollars in thousands):

	Year Ended June 30,		2016		2015	
	2017	% Total	2016	% Total	2015	% Total
<u>REVENUES BY SOLUTION:</u>						
Mailbacks	\$24,135	63.2 %	\$23,743	71.1 %	\$23,043	74.6 %

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Route-based pickup services	6,348	16.6	%	2,061	6.2	%	862	2.8	%
Unused medications	3,377	8.8	%	3,531	10.6	%	2,667	8.6	%
Third party treatment services	413	1.1	%	258	0.8	%	367	1.2	%
Other ⁽¹⁾	3,915	10.3	%	3,790	11.3	%	3,963	12.8	%
Total revenues	\$38,188	100.0	%	\$33,383	100.0	%	\$30,902	100.0	%

(1) The Company's other products include non-mailback products such as IV poles, accessories, containers, asset return boxes and other miscellaneous items.

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NOTE 12 – ACQUISITIONS

Effective on July 17, 2015, the Company acquired Alpha Bio/Med Services LLC, a route-based pickup service located in Pennsylvania for total cash consideration of \$0.7 million of which \$0.1 million was withheld for payment of adjusted escrow amounts which settled in July 2016.

The following amounts represent the fair value of the assets acquired and liabilities assumed (in thousands):

Accounts receivable	\$51
Fixed assets	70
Intangibles	267
Goodwill	413
Accounts payable and accrued liabilities	(101)
Total purchase price	\$700

Effective on December 14, 2015, the Company acquired Bio-Team Mobile LLC, a route-based pickup service located in Pennsylvania for total cash consideration of \$1.0 million of which \$0.1 million was withheld for payment of adjusted escrow amounts which settled in January 2017.

The following amounts represent the fair value of the assets acquired and liabilities assumed (in thousands):

Accounts receivable	\$42
Fixed assets	68
Intangibles	313
Goodwill	626
Accounts payable and accrued liabilities	(16)
Total purchase price	\$1,033

Effective July 1, 2016, the Company acquired Citiwaste, LLC (“Citiwaste”), a route-based pickup service located in New York, which is in the business of medical, pharmaceutical and hazardous waste management primarily in the healthcare industry. The purchase price consisted of \$7.0 million in cash (\$3.0 million of which was borrowed under the acquisition portion of its Credit Agreement), 415,527 shares of common stock of the Company (the “Common Stock Consideration”) valued at \$1.9 million, and a lease obligation paid to the seller for \$0.1 million for a total consideration of \$9.0 million. The issuance of the Common Stock Consideration was not registered under the Securities Act of 1933, as amended, and was issued pursuant to an exemption from the registration requirements thereunder. The Company held shares of the Common Stock Consideration in escrow for the one-year period to cover indemnification obligations of the sellers under the purchase agreement which were released on June 30, 2017.

For the year ended June 30, 2017, the Company recognized approximately \$3.6 million in revenues related to the operations of Citiwaste.

The following amounts represent the fair value of the assets acquired and liabilities assumed (in thousands):

Cash	\$5
Accounts receivable	495
Fixed assets	30

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Intangibles	3,357
Goodwill	5,696
Accounts payable and accrued liabilities	(356)
Debt assumed	(187)
Total purchase price	\$9,040

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NOTE 12 – ACQUISITIONS (continued)

The Company incurred acquisition related expenses for investment banking, legal and accounting fees which are included within selling, general and administrative expenses in the consolidated statements of operations as follows (in thousands):

	Twelve-Months Ended June 30,		
	2017	2016	2015
Acquisition-related expenses	\$ 702	\$ 190	\$ -

The results of operations of the acquired business have been included in the consolidated statements of operations from the date of acquisition. Pro forma results of operations for Alpha Bio/Med Services and Bio-Team Mobile are not presented because the pro forma effects, individually or in the aggregate, were not material to the Company's consolidated results of operations. The goodwill recorded for the Alpha Bio/Med Services, Bio-Team Mobile, and Citiwaste acquisitions will be deductible for income taxes.

The goodwill recognized for the acquisitions since July 1, 2015 is attributable to expected revenue synergies generated by the integration of our products and services with those acquisitions, cost synergies resulting from the consolidation or elimination of certain functions, and intangible assets that do not qualify for separate recognition such as the assembled workforce of each acquisition.

Supplemental Pro Forma Data (Unaudited)

Citiwaste's financial results since the date of the acquisition have been included in our consolidated financial results for the year ended June 30, 2017. The following table presents summarized unaudited pro forma financial information as if the Citiwaste acquisition occurred on July 1, 2015 (in thousands, except per-share data):

	Twelve-Months Ended June 30, 2016	
Revenues	\$ 36,306	
Net loss	\$ (159)
Weighted average common shares outstanding	15,861	
Net loss per common share basic and diluted	\$ (0.01)

The pro forma financial information for the period presented includes the estimated business combination accounting effects resulting from the acquisition, including primarily amortization expense of \$0.5 million from the acquired intangible assets as well as interest expense as a result of debt financing used to fund the acquisition and tax effects from the pro forma adjustments.

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NOTE 13 – SELECTED QUARTERLY FINANCIAL DATA (UNAUDITED)

The following tables show quarterly financial information for the years ended June 30, 2017 and 2016. The Company believes that all necessary adjustments have been included in the amounts below to present fairly the results of such periods (in thousands except per share amounts).

	Quarter Ended			
	September			
	30, 2016	December 31, 2016	March 31, 2017	June 30, 2017
Total revenues	\$9,531	\$ 9,707	\$ 8,588	\$10,362
Gross profit	\$2,959	\$ 2,895	\$ 2,352	\$3,631
Operating income (loss)	\$(940)	\$(204)	\$(638)	\$595
Net income (loss)	\$(967)	\$(227)	\$(668)	\$569
Net income (loss) per share - basic and diluted	\$(0.06)	\$(0.01)	\$(0.04)	\$0.04
Weighted average shares-diluted	15,868	15,929	15,994	16,029

	Quarter Ended			
	September			
	30, 2015	December 31, 2015	March 31, 2016	June 30, 2016
Total revenues	\$7,869	\$ 9,992	\$ 6,652	\$8,870
Gross profit	\$2,879	\$ 3,319	\$ 1,693	\$3,220
Operating income (loss)	\$231	\$ 664	\$(1,104)	\$214
Net income (loss)	\$220	\$ 615	\$(1,042)	\$220
Net income (loss) per share - basic and diluted	\$0.01	\$ 0.04	\$(0.07)	\$0.01
Weighted average shares-diluted	15,926	16,062	15,462	15,575