SAC TECHNOLOGIES INC
Form 10QSB
August 14, 2001

U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-QSB

|X| QUARTERLY REPORT PURSUANT TO SECTION 13 OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTER ENDED JUNE 30, 2001

[_] TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT

FOR THE TRANSITION PERIOD FROM ____________ TO ____________

COMMISSION FILE NUMBER 1-13463

SAC TECHNOLOGIES, INC.

(EXACT NAME OF SMALL BUSINESS ISSUER AS SPECIFIED IN ITS CHARTER)

MINNESOTA	41-1741861
(STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION)	(I.R.S. EMPLOYER IDENTIFICATION NO.)

1285 CORPORATE CENTER DRIVE, SUITE # 175, EAGAN, MN 55121

(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

(651) 687-0414

(ISSUER'S TELEPHONE NUMBER)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes _X_ No___

Shares of the Registrant's Common Stock, par value $.01 per share, outstanding as of August 8, 2001: 10,706,967.

SAC TECHNOLOGIES, INC., DBA BIO-KEY INTERNATIONAL

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SAC Technologies, Inc., dba BIO-Key International
(a Corporation in the Development Stage)
BALANCE SHEETS

	December 31, 2000	June, 30, 2001 (Unaudited)
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	$ 48,830	$ 66,384
Accounts receivable	9,118	1,350
Prepaid expenses	21,745	33,601
Total current assets	79,693	101,335
EQUIPMENT AND FURNITURE AND FIXTURES - AT COST, less accumulated depreciation	31,942	15,971
OTHER ASSETS	50,595	40,080
	$ 162,230	$ 157,386

LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)

CURRENT LIABILITIES

Notes Payable	$ 1,400,000	$ 2,250,000
Convertible Debentures	598,455	508,000
Accounts payable	328,398	340,618
Accrued liabilities	1,121,689	1,492,488
Total current liabilities	3,448,542	4,591,106
COMMITMENTS AND CONTINGENCIES	--	--
STOCKHOLDERS' EQUITY (DEFICIT)		
Preferred stock - authorized, 5,000,000 shares of $ .01 par value: 50,000 designated as Series A 9% Convertible (liquidation preference of $100 per share); issued and outstanding, 19,875	199	199
Common stock - authorized, 20,000,000 shares of $.01 par value; issued and outstanding, 9,966,724 and 10,706,967 shares, respectively	99,667	107,069
Additional contributed capital	13,133,600	13,339,518
Deficit accumulated during the development stage	(16,519,778)	(17,880,506)
	(3,286,312)	(4,433,720)
	$ 162,230	$ 157,386

See accompanying notes to interim financial statements.

SAC Technologies, Inc., dba BIO-Key International
(a Corporation in the Development Stage)
STATEMENTS OF OPERATIONS
(Unaudited)

	Three months ended June 30,		Six months ended June 30,	
	2000	2001	2000	2001
Revenues				
Product sales	$ --	$ --	$ --	$ --
Licensing fees	--	--	--	--
Reimbursed research and development	--	--	--	--
Technical support and other services	--	--	--	--
	--	--	--	--

Costs and other expenses				
Cost of product sales	--	--	--	--
Cost of technical support and other services	--	--	--	--
Selling, general and administrative	500,545	380,152	875,848	794,578
Research, development and engineering	405,572	175,473	570,367	454,841
	906,117	555,625	1,446,215	1,249,419
Operating loss	(906,117)	(555,625)	(1,446,215)	(1,249,419
Other income (expense)				
Interest income and other	54	7	(767)	(5,829
Interest expense	(42,375)	(57,375)	(60,371)	(105,480
	(42,321)	(57,368)	(61,138)	(111,309
NET LOSS	$ (948,438)	$ (612,993)	$ (1,507,353)	$ (1,360,728
Loss applicable to Common shareholders				
Net loss	$ (948,438)	$ (612,993)	$ (1,507,353)	$ (1,360,728
Series A convertible preferred stock dividend and accretion	(74,042)	(89,438)	(215,042)	(89,438
Loss applicable to common stockholders	$ (1,022,480)	$ (702,431)	$ (1,722,395)	$ (1,450,166
Basic and diluted loss Per common share	$ (.10)	$ (.06)	$ (16)	$ (.13
Series A convertible preferred Stock dividend and accretion	(.01)	(.01)	(.02)	(.01
Loss per Common share	$ (.11)	$ (.07)	$ (.18)	$ (.14
Weighted average number of common shares outstanding	9,561,880	10,398,801	9,424,192	10,340,442

See accompanying notes to interim financial statements

SAC Technologies, Inc., dba BIO-Key International
(a Corporation in the Development Stage)
STATEMENTS OF CASH FLOWS
(Unaudited)

	Six Months ended June 30,		January 7, 1993 (date of inception) through June 30,
	2000	2001	2001
Increase (Decrease) in Cash and Cash Equivalents			
Cash flows from operating activities			
Net loss	$ (1,507,353)	$ (1,360,728)	$(17,416,409)
Adjustments to reconcile net loss to net cash used in operating activities:			
Depreciation	23,657	15,971	226,942
Amortization			
Unearned compensation	56,145	--	181,809
The intrinsic value of the beneficial conversion feature of the convertible debenture	--	--	561,701
Deferred financing costs	--	21,069	447,466
Allowance for doubtful receivables	--	--	--
Write-down of inventory	--	--	916,015
Write-down of deferred financing costs	--	--	132,977
Gain on sale of Inter-Con/PC stock	--	--	(190,000)
Revenues realized due to offset of billings against a stock purchase	--	--	(170,174)
Acquired research and development	--	--	117,000
Options and warrants issued for services and other	389,065	13,320	1,343,554
Other	--	--	34,684
Change in assets and liabilities:			
Accounts receivable	7,187	7,768	(1,350)
Inventories	--	--	(916,015)
Prepaid expenses	10,146	(11,856)	(33,601)
Accounts payable	(128,141)	12,220	340,618
Accrued Liabilities	230,493	470,799	1,603,448
	588,552	529,291	4,595,074
Net cash used in operations	(918,801)	(831,437)	(12,821,335)
Cash flows from investing activities			
Capital expenditures	--	--	(242,913)
Proceeds from sales of Inter-Con/PC stock	--	--	190,000
Other	4,226	(1,009)	(40,080)
Net cash provided by (used in) investing activities	4,226	(1,009)	(92,993)
Cash flows from financing activities			
Net proceeds under short-term borrowing agreements	450,000	850,000	2,483,000
Issuance of convertible			

bridge note	--	--	175,000
Issuance of convertible debenture	--	--	1,775,000
Issuance of warrants and convertible debentures discount	--	--	830,000
Deferred financing costs	--	--	(312,977)
Exercise of stock options	--	--	190,799
Sales of common stock	--	--	7,093,832
Sale of preferred stock and assigned value of warrant	433,519	--	884,058
Redemption of common stock	--	--	(138,000)
Net cash provided by financing activities	883,519	850,000	12,980,712
Net increase (decrease) in cash and cash equivalents	(31,056)	17,554	66,384
Cash and cash equivalents, at beginning of period	101,152	48,830	--
Cash and cash equivalents, at end of period	$ 70,096	$ 66,384	$ 66,384

See accompanying notes to interim financial statements.

SAC Technologies, Inc., dba BIO-Key International
(a Corporation in the Development Stage)
NOTES TO INTERIM FINANCIAL STATEMENTS
December 31, 2000, and June 30, 2001 (Unaudited)

1. Unaudited Statements

The accompanying unaudited interim financial statements have been prepared by SAC Technologies, Inc., dba BIO-Key International (the "Company") in accordance with accounting principles generally accepted in the United States, pursuant to the rules and regulations of the Securities and Exchange Commission. Pursuant to such rules and regulations, certain financial information and footnote disclosures normally included in the financial statements have been condensed or omitted.

In the opinion of management, the accompanying unaudited interim financial statements contain all necessary adjustments, consisting only of those of a recurring nature, and disclosures to present fairly the financial position and the results of its operations and cash flows for the periods presented. It is suggested that these interim financial statements are read in conjunction with the financial statements and the related notes thereto included in the Company's Annual Report on Form 10-KSB for the fiscal year ended December 31, 2000.

2. Liquidity and Capital Resource Matters

Broad commercial acceptance of the Company's products by customers and end users is critical to the Company's success and ability to generate revenues. The Company has limited sales to date, and has accumulated losses since inception of $17,416,409 of which $612,993 was incurred during the quarter ended June 30, 2001. The Company believes operating losses will continue for the foreseeable future.

Between March 31, 2000 and August 10, 2001 the Company has obtained a series of unsecured short term loans from the Shaar Fund Ltd, an international investment fund (the "Fund"), in the aggregate principal amount of $2,535,000. The loans bear interest at the rate of 10% per annum and are due on the earlier of December 31, 2001, or the Company completing a private equity financing resulting in gross proceeds of at least $5,000,000.

As of the date of this filing, the Company has minimal cash resources and is in need of substantial additional capital to maintain operations beyond the third quarter of 2001. The Company is seeking to obtain additional financing through the issuance of debt or equity securities of the Company on a negotiated private placement basis with institutional and accredited investors. As of the date of this filing, the Company has not reached any definitive agreement with any such investor regarding the specific terms of an investment in the Company. No assurance can be given that any form of additional financing will be available on terms acceptable to the Company, that adequate financing will be obtained to meet its needs, or that such financing would not be dilutive to existing stockholders. Management believes it will need $4,000,000 to $6,000,000 to execute its business plan and support its operations through the next twelve months.

3. Loss Per Common Share

Basic loss per share is calculated by dividing the net loss attributable to common stockholders by the number of weighted average common shares outstanding. Diluted earnings per share are calculated by dividing the net loss attributable to common stockholders by the weighted average common shares, and when dilutive, by including options, warrants and convertible securities outstanding using the treasury stock method. There was no difference between basic and diluted loss per share for all periods presented, because the impact of including options, warrants and convertible securities would be antidilutive.

4. Prepaid Expenses

Insurance	$ 15,545	$ 28,214
Rent	5,790	5,387
Other	410	--
	$ 21,745	$ 33,601

5. Other Assets

	December 31, 2000	June 30, 2001
Deferred financing costs, less accumulated amortization	$ 11,524	$ --
Security deposits	16,123	15,566
Patents pending	22,948	24,514
	$ 50,595	$ 40,080

6. Accrued Liabilities

	December 31, 2000	June 30, 2001
Compensation	$ 85,680	$ 85,680
Interest	256,071	261,552
Shaar Fund Penalty	763,625	1,121,375
Other	16,313	23,881
	$ 1,121,689	$ 1,492,488

7. Convertible Debentures

In 1998, the Company issued convertible debentures (the "Debenture") with a face value of $2,500,000 and a stated interest rate of 5% to the Fund. As of June 30, 2001, the outstanding principal amount under the Debenture was $508,000 which was due and payable on June 30, 2001. The Company's failure to make such payment together with all accrued and unpaid interest constituted an event of default under the Debenture. The entire principal amount and all accrued and unpaid interest is immediately due and payable and bears interest at the default rate of 9% per annum. As of the date of this filing, the Fund has not demanded repayment of this amount. As of June 30, 2001 the total amount of unpaid principal and interest due under the Debenture is approximately $620,000.

8. Stockholders Equity

The following summarizes option and warrant activity since December 31, 2000:

	Number of Shares				
	1996 Plan	1999 Plan	Non-Plan	Warrants	Total
Balance, December 31, 2000	114,380	616,669	1,481,000	1,515,966	3,728,015
Granted	--	--	90,000	26,250	116,250
Exercised	--	--	--	--	--
Cancelled	--	--	--	--	--
Balance, June 30, 2001	114,380	616,669	1,571,000	1,542,216	3,844,265
Available for future grants, June 30, 2001	542,620	1,383,331	--	--	1,925,951

Series A Convertible Preferred Stock

On March 17, 2000 the Company completed a private placement of $675,000 face amount of its Series A Convertible Preferred Stock and a 5-year warrant to purchase 67,500 shares of Common Stock exercisable at $1.196 per share to the Fund. The Company received net proceeds of $185,000 after giving effect to a 33% discount ($225,000) to the face amount of the preferred stock, offering costs of $15,000 and the repayment of $250,000 in notes outstanding to the Fund. On July 9, 1999, the Company issued $1,312,500 face amount of its Series A Convertible Preferred Stock realizing gross proceeds of $875,000.

The preferred shares provide for a 9% dividend payable semi-annually in arrears. At the option of the Company, the dividends are payable in kind through the issuance of additional shares of Company common stock. As of June 30, 2001, dividends in arrears totaled approximately $312,000. The preferred shares are immediately convertible into shares of common stock at a conversion price equal to the lesser of (a) $1.10 or (b) a 22% discount to the average closing bid prices of the Company's common stock during the five trading day period prior to conversion. The preferred shares are redeemable, in whole or in part, at the option of the Company at 100% of face value ($100 per share).

In connection with these financings, the Company was obligated to file a registration statement with the SEC covering the resale of the shares of common stock issuable upon conversion of the preferred shares or the exercise of the warrant issued to the Fund. As of the date of this filing the Company has not filed the registration statement, has accrued a penalty of $1,121,375 related thereto, and the Fund has not demanded payment of these amounts.

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

PRIVATE SECURITIES LITIGATION REFORM ACT

The information contained in this Report on Form 10-QSB and in other public statements by the Company and Company officers include or may contain certain forward-looking statements. When used in this Report or in such statements, the words "estimate," "project," "intends," "expects," "believes" and similar expressions are intended to identify forward-looking statements regarding events and financial trends which may affect the Company's future operating results and financial position. Such statements are not guarantees of future performance and are subject to risks and uncertainties that could cause the Company's actual results and financial position to differ materially from those included within the forward-looking statements. These factors include, but are not limited to, the Company's ability to successfully develop its technology to meet or exceed user specifications and to obtain additional financing as well as those risks described in detail in the Company's Annual Report on Form 10-KSB under the caption "RISK FACTORS." Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date made. The Company undertakes no obligation to publicly release the results of any revision to these forward-looking statements to reflect events or circumstances after the date made or to reflect the occurrence of unanticipated events.

OVERVIEW

The Company is in the business of developing and marketing proprietary biometric technology and software solutions. Biometric technology, the science of analyzing specific human characteristics which are unique to each individual in order to identify a specific person from a broader population, is an emerging technology. Examples of the unique biological characteristics that can be used to identify an individual include fingerprints, iris patterns, hand geometry, voice recognition and facial structure. Fingerprint analysis is an accurate and reliable method to distinguish one individual from another and is viewed as less intrusive than many other biometric identification methods. As a result, fingerprint analysis has gained the most widespread use for biometric identification. Biometric technology represents a novel approach to identity verification which has only been used in limited applications and has not gained widespread acceptance in any commercial or consumer markets.

The Company's proprietary biometric technology scans a person's fingerprint and identifies a person typically within a few seconds without the use of a password, key card, personal identification number (PIN) or other identifying data. The Company believes that its fingerprint identification technology will have a broad range of possible applications relating to information security and access control, including:

* Securing Internet sites and Web pages
* Securing access to corporate intranets and extranets
* General access control, i.e., facility access control

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Over the past 18 months, recognizing the growth in electronic commerce, corporate intranets and ethernets and related security concerns, the Company has been actively positioning its technology for the licensing of a Web based biometric authentication software solution to companies which rely on the Internet to distribute contents, goods or software, and to corporations to control access to corporate intranets, extranets or specific applications. This integrated solution will involve the licensing of client and server based software to provide for reliable and cost effective user authentication in connection with the processing of e-commerce transactions or securing access to private networks. This solution is also intended to be available to secure e-commerce and other general purpose Web site applications. During the past year, the Company has completed the development of enhanced software to provide an effective interface between client and server-based software. The Company's current business plan, which continues to evolve, consists of a threefold strategy of (i) continued development of technology; (ii) marketing its technologies through licensing agreements with OEMs and private labelers addressing industry-specific applications; and (iii) the development and licensing of a Web-based biometric authentication software solution to e-commerce and Internet content companies to secure Web based transactions and to corporations to secure private networks.

Although the Company has developed significant identification technology and readers, neither has gained any meaningful commercial acceptance and the Company has only generated minimal revenue since inception. The Company does not intend to distribute readers, but rather intends to license its core technology. The Company's business model, particularly the Web authentication initiative, represents a unique approach to Internet security. As of the date of this Report, the Web authentication initiative has not been adopted by any company conducting business over the Internet and there can be no assurance that there will be a demand for such a solution or that the Company will have the financial or other resources necessary to successfully market such a software solution.

The Company believes its existing cash will only last through the mid third quarter 2001. Due to these and other uncertainties, the Company's independent auditors have included an explanatory paragraph in their opinion for the year ended December 31, 2000 as to the substantial doubt about the Company's ability to continue as a going concern. The Company's long-term viability and growth will depend upon the successful commercialization of its technologies and its ability to obtain adequate financing, among other matters, as to which there can be no assurance.

RESULTS OF OPERATIONS

THREE AND SIX MONTHS ENDED JUNE 30, 2001 AS COMPARED TO THREE AND SIX MONTHS ENDED JUNE 30, 2000

Revenues

The Company is a development stage corporation. Accordingly, the Company does not have significant sales revenue and generated no revenue during the three and six month periods ended June 30, 2000 and June 30, 2001. The Company continues to deploy substantially all human and capital resources to executing its new business plan targeted at Internet, intranet and electronic commerce security. As a result the Company's limited resources were used to refine its technology to develop the applications needed to execute against the Company's revised business plan.

Costs and Other Expenses

The Company did not generate any revenue during the six month periods ended June 30, 2001 and 2000 and, therefore, did not incur any cost of sales.

Selling, general and administrative expenses decreased $120,393 to $380,152 during the three months ended June 30, 2001 as compared to $500,545 for the corresponding period in 2000. Of the decrease, $57,375 was due to a decrease of a non-cash accrual of penalties incurred for failing to file a registration statement for the Company's Series A Convertible Preferred Stock, $14,826 was due to a reduction in general and administrative operating costs, $17,388 was due to a reduction in salaries and wages for administrative personnel, and $195,120 was due to a reduction in professional services costs. These were offset by an increase of $39,272 in selling costs as the Company focused on marketing its web based biometric authentication software solution and the reversal of a $124,944 non-cash accrual of deferred financing costs in the three months ended June 30, 2000 without a like transaction in 2001.

Selling, general and administrative expenses decreased $81,270 to $794,578 during the six months ended June 30, 2001 as compared to $875,848 for the corresponding period in 2000. Of the decrease, $56,009 was due to a decrease in salaries and wages for administrative personnel and $281,781 was due to a reduction in professional services costs. These were offset by increases of $30,126 in general operating costs, $104,894 in selling costs as the Company focused on marketing its web based biometric authentication software solution and $121,500 for non-cash accrual of penalties incurred for failing to file a registration statement for the Company's Series A Convertible Preferred Stock.

Research, development, and engineering expenses decreased $230,099 to $175,473 during the three months ended June 30, 2001 as compared to $405,572 for the corresponding period in 2000. Of the decrease, $23,337 was due a reduction in general development costs, and $207,600 was due to an decrease in software sub-contracting costs. These reductions are the result of the Company substantially completing the development of Web-Key, its web-based biometric authentication solution.

Research, development, and engineering expenses decreased $115,526 to $454,841 during the six months ended June 30 2001 as compared to $570,367 for the corresponding period in 2000. Of the decrease, $68,643 was due to a reduction in general development costs and $69,900 was due to a decrease in software sub-contracting costs. These were offset by an increase of $23,018 for additional development supervisory personnel.

Other income and (expense) increased $15,047 to $57,368 during the three months ended June 30, 2001 as compared to $42,321 for the corresponding period in 2000 due primarily to the interest costs associated with the increase in short term notes payable to the Fund.

Other income and (expense) increased $50,171 to $111,309 during the six months ended June 30, 2001 as compared to $61,138 for the corresponding period in 2000 due primarily to the interest costs associated with the increase in short term notes payable to the Fund.

LIQUIDITY AND CAPITAL RESOURCES

Net cash used in operating activities during the six months ended June 30, 2001 was $831,437 compared to $918,801 during the six months ended June 30, 2000. The primary use of cash for both years was to fund the net loss. Net cash used in investing activities for the six months ended June 30, 2001 was $1,009 compared to net cash provided by investing activities of $4,226 for the same period in 2000. Net cash provided by financing activities during the six months ended June 30, 2001 was $850,000 compared to $883,519 in the same period in 2000 and consisted of net short term borrowing activities of $850,000 in 2001.

Working capital deficit increased $1,120,922 during the six months ended June 30, 2001 to $4,489,771 as compared to $3,368,849 as of December 31, 2000.

The Company's capital needs have been principally met through proceeds from the sale of debt and equity securities.

The Company does not currently maintain a line of credit or term loan with any commercial bank or other financial institution.

On June 30, 1998, the Company sold to Shaar Fund, Ltd., an international investment fund and principal stockholder of the Company (the "Fund") $2,500,000 of 5% Convertible Debenture due June 30, 2001 (the "Convertible Debenture"). The Convertible Debenture is convertible into shares of the Company's Common Stock at a conversion price equal to the lesser of (i) $7.15; or (ii) the average closing bid price of the Company's Common Stock for a five-day period ending the day prior to the notice of conversion multiplied by a discount factor of 22%. Interest is payable quarterly in arrears, and at the option of the Company, is payable in-kind through the issuance of additional shares of the Company's Common Stock at the conversion price. As of the date of this filing, $1,992,000 principal amount and $100,000 of accrued interest due under the Convertible Debenture has been converted into an aggregate of 3,170,000 shares of Common Stock. The Convertible Debenture contains certain anti dilution and conversion price adjustment provisions if certain events occur.

The outstanding principal amount under the Convertible Debenture is $508,000 which was due and payable on June 30, 2001. The Company's failure to make such payment together with all accrued and unpaid interest constituted an event of default under the Convertible Debenture. The entire principal amount and all accrued and unpaid interest is immediately due and payable and bears interest at the default rate of 9% per annum. As of the date of this filing, the Fund has not demanded repayment of this amount.

On July 9, 1999 the Company completed a private placement of 13,125 shares of its Series A Convertible Preferred Stock and 5-year warrants to purchase 131,250 shares of Common Stock exercisable at $1.196 per share to the Fund. The Company realized net proceeds of $700,539 from the sale of these securities after giving effect to the repayment of $100,000 note payable to the Fund. On March 17, 2000 the Company completed a private placement of 6,750 shares of its Series A Convertible Preferred Stock and 5-year warrants to purchase 67,500 shares of common stock with the Fund. The Company realized net proceeds of $183,519 after giving effect to the repayment of $250,000 of notes payable to the Fund.

The preferred shares provide for a 9% dividend payable semi-annually in arrears. At the option of the Company, the dividends are payable in kind through the issuance of additional shares of Company common stock. The preferred shares are immediately convertible into shares of common stock at a conversion price equal to the lesser of (a) $1.10 or (b) a 22% discount to the average closing bid prices of the Company's common stock during the five trading day period prior to conversion. The preferred shares are redeemable, in whole or in part, at the option of the Company at 100% of face value ($100 per share). The Company is obligated to file a registration statement with the Securities and Exchange Commission covering the resale of the shares of common stock issuable upon conversion of the preferred shares or exercise of the warrants. As of the date of this filing, the Company has not filed the registration statement, has accrued penalties of $1,121,375 payable to the Fund and will continue to accrue a penalty until such a registration statement is filed. The Fund has not demanded payment of these amounts. As of June 30, 2001 cumulative undeclared dividends were approximately $312,000.

Between March 31, 2000 and August 10, 2001, the Company has obtained a series of unsecured short term loans from the Fund in the aggregate principal amount of $2,535,000. The loans bear interest at the rate of 10% per annum and are due on the earlier of December 31, 2001 or the Company completing a private equity financing resulting in gross proceeds of at least $5,000,000. There can be no assurance that the Fund will continue to provide any additional loans to the Company.

As of the date of this filing the Company has minimal cash resources and is in need of substantial additional capital to maintain operations beyond the third quarter of 2001. Management is seeking to obtain additional financing through the issuance of additional debt or equity securities of the Company on a negotiated private placement basis to institutional and accredited investors. In this regard, the Company has been engaged in discussions with certain investors, however, as of the date of this filing, the Company has not reached any definitive agreement with any such investor regarding the specific terms of an investment in the Company. Given the number of shares of common stock reserved for issuance upon conversion or exercise, as applicable, of outstanding options, warrants, preferred stock and the Convertible Debenture, in order to raise the necessary funds through the issuance of equity securities or securities convertible into equity securities, the Company will likely be required to amend its Articles of Incorporation to authorize the issuance of additional shares of common stock. This will result in increased costs associated with calling and convening a shareholder meeting and could delay the timing of any financing. No assurance can be given that any form of additional financing will be available on terms acceptable to the Company, that adequate financing will be obtained to meet its needs, or that such financing would not be dilutive to existing stockholders. Management believes it will need $4,000,000 to $6,000,000 to execute its business plan and support operations through the next 12 months.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

NONE

ITEM 2. CHANGES IN SECURITIES

1. On April 23, 2001, the Company issued warrants to purchase 26,250 shares of common stock at an exercise price equal to $.33 per share, the closing market price of the Company's common stock on the dates of grant, to Paul Noenning in consideration of services rendered as an independent consultant. The options were issued in a private placement transaction exempt from the registration requirements of the Securities Act of 1933, as amended, pursuant to Section 4(2) thereunder without payment of underwriting discounts or commissions to any person.

2. On July 1, 2001, the Company issued options to purchase 400,000 shares of common common stock at an exercise price of $.20 per share, the closing market price of the Company's common stock on the date of grant, to Jeffry R. Brown in consideration of his serving as the Chief Executive Officer of the Company. Options to purchase 200,000 shares vested on the date of grant and the remainder vest in equal monthly installments during the one (1) year period commencing on the date of grant. The options terminate on the earlier of seven (7) years from the date of grant or 90 days after the termination of Mr. Brown's employment, unless such termination is for cause, in which case, the options expire on the date of such termination. The options were issued in a private placement transaction exempt from the registration requirements of the Securitits Act of 1933, as amended, pursuant to Section 4(2) thereunder without payment of underwriting discounts of commissions to any person.

3. On August 1, 2001, the Company issued options to purchase an aggregate of 400,000 shares of common stock at an exercise price of $0.20 per share to H. Donald Rosacker in connection with his being retained to serve as the President of the Company. Options to purchase 60,000 shares vest upon Mr. Rosacker completing ninety (90) days of employment with the Company (the "Initial Vesting Date") and the remainder vest in equal monthly installments during the three (3) year period commencing on the Initial Vesting Date. The options terminate on the earlier of seven (7) years from the date of grant or ninety (90) days after the termination of Mr. Rosacker's employment, unless such termination is for cause, in which case, the options expire on the date of such termination. The options were issued in a private placement transaction exempt from the registration requirements of the Securities Act of 1933, as amended, pursuant to Section 4(2) thereunder without payment of underwriting discounts or commissions to any person.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

As of the date of this filing, the Company has cumulative undeclared dividends on its Series A 9% Convertible Preferred Stock in the amount of approximately $312,000.

On June 30, 2001, the outstanding principal amount ($508,000) and all accrued and unpaid interest under the Convertible Debenture was due and payable. The outstanding principal amount and accrued and unpaid interest continue to accrue interest at the default rate of 9% per annum. As of the date of this filing, the total amount due and payable under the Convertible Debenture is approximately $627,000.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

NONE

ITEM 5. OTHER EVENTS

Appointment of Directors and Officers. Benedict A. Wittig, the Secretary, Director of Systems Software, a Director and co-founder of the Company, passed away on August 5, 2001. To fill the resulting vacancy on the Board, H. Donald Rosacker II was appointed to serve as a director of the Company. Gary Wendt, the Chief Financial Officer and a Director of the Company, was appointed to serve as the Secretary of the Company effective August 1, 2001.

On August 1, 2001, the Company retained H. Donald Rosacker II, 40, to serve as the President of the Company. Between 1994 and 2000, Mr. Rosacker served as the President and Chief Executive Officer of Tekmerchant.com/FlowersandGifts.com, a Minneapolis, Minnesota based e-commerce company, where he managed the restructure of that company from a business-to-consumer Internet company to a business-to-business technology development company. Between 1992 and 1994, Mr. Rosacker served as President of Mantech Corporation, a Minneapolis, Minnesota based software developer where he managed the launch of advanced technology applications for the manufacturing industry. Mr. Rosacker has in excess of 15 years of financial and marketing management experience in start-up and emerging growth companies. Mr. Rosacker earned a Bachelors degree in Computer Science from the University of Minnesota in 1983.

On August 1, 2001, the Company entered into a one (1) year employment agreement (the "Employment Agreement") with Mr. Rosacker to serve as the President of the Company at an annual base salary of $108,000 and a bonus of up to 50% of such base salary payable at the discretion of the Board of Directors. The Employment Agreement automatically renews for an additional one year term unless written notice of termination is received at least one (1) month prior to the date it would otherwise terminate. The Employment Agreement contains standard and customary confidentiality, non-solicitation and "work made for hire" provisions as well as a covenant not to compete which prohibits Mr. Rosacker from doing business with any current or prospective customer of the Company or engaging in a business competitive with that of the Company during the term of his employment and for the one (1) year period thereafter.

The Employment Agreement may be terminated by the Company at any time with or without cause. In the event Mr. Rosacker is terminated without cause after completing nine (9) months of employment with the Company, Mr. Rosacker shall continue to be paid his then current base salary for a period of nine (9) months following the date of such termination. Mr. Rosacker may terminate the Employment Agreement if his current salary or benefits are reduced by more than 30%, in which event, Mr. Rosacker shall continue to be paid his then current base salary for a period of two (2) months following the date of such termination.

In connection with his employment, the Company issued options to Mr. Rosacker to purchase an aggregate of 400,000 shares of common stock at an exercise price of $0.20 per share of which 300,000 were issued under the Company's 1999 Stock Option Plan. The material terms of the options are described under Item 2 above.

Resignation of Chief Executive Officer. Effective July 1, 2001, Barry Wendt resigned his position as the Chief Executive Officer of the Company. In connection with his resignation, the Company and Barry Wendt entered into a consulting agreement (the "Agreement") pursuant to which Mr. Wendt will serve as a technical advisor to the Company for a term of seven (7) months. Under the Agreement, Barry Wendt will provide at least 24 hours of technology advisory services to the Company per week in consideration of aggregate consulting fees of $63,000, participation, at Barry Wendt's expense, in any and all health benefit plans available to employees of the Company and reimbursement of out-of-pocket expenses.

The Agreement contains standard and customary confidentiality, non-solicitation and "work made for hire" provisions as well as a covenant not to compete which prohibits Barry Wendt from doing business with any current or prospective customer of the Company or engaging in a business competitive with that of the Company during the term of the Agreement and for the one (1) year period thereafter. In the event that the Company terminates the Agreement prior to the expiration of the initial term, the Company must make a payment to Barry Wendt of between $32,500 and $65,000, depending on the date of termination, and Barry Wendt's obligations under the covenant not to compete will terminate. Unless either party provides written notice of non-renewal at least two (2) months prior to the date which the Agreement would otherwise terminate, the Agreement will be renewed automatically for successive two (2) month periods. Barry Wendt continues to serve as the Chairman of the Board of Directors of the Company.

In connection with Barry Wendt's resignation, Jeffry R. Brown was appointed to serve as the CEO of the Company. In consideration of Mr. Brown assuming the position of CEO, the Company issued options to Mr. Brown to purchase an additional 400,000 shares of common stock at an exercise price of $0.20 per share, the closing market price of the Company's Common Stock on the date of grant. The material terms of the options are described under Item 2 above.

On May 16, 2001, Bruce Nordin terminated his consulting arrangement with the Company.

ITEM 6. EXHIBITS

(a) Exhibits

10.28 Consulting Agreement dated July 1, 2001 by and between the Registrant and Barry M. Wendt.

10.29 Option to purchase 400,000 Shares of Common Stock issued to Jeffry R. Brown.

10.30 Employment Agreement dated August 1, 2001 by and between the Registrant and H. Donald Rosacker.

(b) Reports on Form 8-K

None.

SIGNATURES

In accordance with the requirements of the Securities Exchange Act of 1934, as amended, the Registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: August 14, 2001

SAC Technologies, Inc.

/s/ Jeffry R. Brown

Jeffry R. Brown, Chief Executive Officer

/s/ Gary Wendt

Gary Wendt, Chief Financial Officer

EXHIBIT INDEX

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