UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

☒ ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended June 30, 2018

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _______ to________

Commission file number 0-6658

SCIENTIFIC INDUSTRIES, INC.

(Exact Name of Registrant in Its Charter)

Delaware (State or other jurisdiction of incorporation or organization)	04-2217279 (I.R.S. Employer Identification No.)
80 Orville Drive, Suite 102, Bohemia, New York (Address of principal executive offices)	11716 (Zip Code)

(631) 567-4700
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
None	None

Securities registered pursuant to Section 12(g) of the Exchange Act:

Title of Class
Common stock, $.05 par value

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
☐ Yes ☒ No

Indicate by check mark whether the registrant(1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports ☒ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). ☒ Yes ☐ No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐	Accelerated filer ☐
Non-accelerated filer ☐ (Do not check if a smaller reporting company)	Smaller reporting company ☒
	Emerging Growth ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act) ☐ Yes ☒ No

The aggregate market value of the voting stock held by non-affiliates computed by reference to the average bid and asked prices of such stock, as of September 3, 2018 is $3,348,600.

The number of shares outstanding of the registrant's common stock, par value $.05 per share ("Common Stock") as of September 3, 2018 is 1,494,112 shares.

DOCUMENTS INCORPORATED BY REFERENCE

None.

SCIENTIFIC INDUSTRIES, INC.

Table of Contents

Forward Looking Statements. The Company and its representatives may from time to time make written or oral forward-looking statements with respect to the Company's annual or long-term goals, including statements contained in its filings with the Securities and Exchange Commission and in its reports to stockholders.

The words or phrases "will likely result," "will be," "will," "are expected to," "will continue to," "is anticipated," "estimate," "project" or similar expressions identify "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements are subject to certain risks and uncertainties that could cause actual results to differ materially from historical earnings and those presently anticipated or projected. Readers are cautioned not to place undue reliance on any such forward-looking statements, which speak only as of the date made.

PART I

Item 1. Business.

General. Incorporated in 1954, Scientific Industries, Inc., a Delaware corporation (which along with its subsidiaries, the "Company") is engaged in the design, manufacture, and marketing of standard benchtop laboratory equipment ("Benchtop Laboratory Equipment"), customized catalyst research instruments ("Catalyst Research Instruments"), under its wholly-owned subsidiary, Altamira Instruments, Inc. ("Altamira") and through its wholly-owned subsidiary Scientific Bioprocessing, Inc. ("SBI"), the licensing and development of bioprocessing systems and products ("Bioprocessing Systems"). The Company's products are used primarily for research purposes by universities, pharmaceutical companies, pharmacies, national laboratories, medical device manufacturers, petrochemical companies and other industries performing laboratory-scale research.

Operating Segments. The Company views its operations as three segments: the manufacture and marketing of standard Benchtop Laboratory Equipment for research in university, pharmacy and industrial laboratories sold primarily through laboratory equipment distributors and online; the manufacture and marketing of custom-made Catalyst Research Instruments for universities, government laboratories, and chemical and petrochemical companies; and the development and sublicensing of bioprocessing systems and products for research in university and industrial laboratories. For certain financial information regarding the Company's operating segments, see Note 2 to the consolidated financial statements included under Item 8.

Products.

Benchtop Laboratory Equipment. The Company's Benchtop Laboratory Equipment products consist of mixers and shakers, rotators/rockers, refrigerated and shaking incubators, and magnetic stirrers sold under the "Genie ™" brand, and pharmacy and laboratory balances, force gauges, and moisture analyzers under the "Torbal®" brand. Sales of the Company's principal product, the Vortex-Genie® 2 Mixer, excluding accessories, represented approximately 37% and 38% of the Company's total net revenues for each of the fiscal years ended June 30, 2018 ("fiscal 2018") and June 30, 2017 ("fiscal 2017"), 48% and 53% of the segment's sales for fiscal 2018 and fiscal 2017, respectively.

The Company's vortex mixer is used to mix the contents of test tubes, beakers, and other various containers by placing such containers on a rotating cup or other attachments which cause the contents to be mixed at varying speeds.

The Company's additional mixers and shakers include a high speed touch mixer, a mixer with an integral timer, a patented cell disruptor, microplate mixers, two vortex mixers incorporating digital control and display, a large capacity multi-vessel vortex mixer and a line of various orbital shakers.

The Company also offers various benchtop multi-purpose rotators and rockers, designed to rotate and rock a wide variety of containers, and a refrigerated incubator and incubated shakers, which are multi-functional benchtop environmental chambers designed to perform various shaking and stirring functions under controlled environmental conditions.

Its line of magnetic stirrers include a patented high/low programmable magnetic stirrer, a four-place high/low programmable magnetic stirrer, a large volume magnetic stirrer, and a four-place general purpose stirrer.

The Company's Torbal brand line of products includes pharmacy, laboratory, and industrial digital scales, mechanical balances, moisture analyzers, and force gauges.

Catalyst Research Instruments. The Catalyst Research Instrument products are offered through the Company's subsidiary, Altamira. Its flagship product is the AMI-300™, which is used to perform traditional catalyst characterization experiments on an unattended basis. The product also features a stand-alone personal computer to control the instrument and incorporates proprietary LabVIEW®-based software. The Company's AMI-300 Catalyst Characterization Instrument incorporates a sophisticated data handling package and is designed to perform dynamic temperature-programmed catalyst characterization experiments. All AMI model instruments are designed or adapted to a customer's individual requirements.

Altamira's other Catalyst Research Instrument products include reactor systems, high throughput systems and micro-activity reactors, including the Company's BenchCAT™ custom reactor systems. They are available with single and multiple reactor paths and with reactor temperatures up to 1200 degrees Celsius. The systems feature multiple gas flows, are available in gas and gas/liquid configurations, and feature one or more stand-alone personal computers with the LabVIEW®-based control software.

Bioprocessing Systems. The Company, through SBI, sublicenses the patents and technology it holds relating to bioprocessing systems exclusively under a license with the University of Maryland, Baltimore County ("UMBC"), for which it receives royalties. The Company is also engaged in the design and development of bioprocessing products, principally coaster systems using disposable sensors for vessels with volumes ranging from 250 milliliters to five liters.

Product Development. The Company designs and develops substantially all of its products. Company personnel formulate plans and concepts for new products and improvements or modifications of existing products. The Company engages outside consultants to augment its capabilities in areas such as industrial and electronics design.

Major Customers. Sales to three customers, principally of the Vortex-Genie 2 Mixer, represented for fiscal 2018 and fiscal 2017, 15% and 17% of total net revenues, respectively, and 20% and 23% of Benchtop Laboratory Equipment product sales, for fiscal 2018 and fiscal 2017, respectively. Sales of Catalyst Research Instrument products are generally pursuant to a few large orders amounting on average to over $50,000 to a limited number of customers. In fiscal 2018, sales to four customers accounted for 78% of the segment's sales (13% of total net revenues) and in fiscal 2017 sales to two customers (one of which was a customer in 2018) accounted for 74% of the segment's sales (19% of total net revenues).

Marketing.

Benchtop Laboratory Equipment. The Company's Benchtop Laboratory Equipment products sold under the "Genie" brand are generally distributed and marketed through an established network of domestic and overseas laboratory equipment distributors who sell the Company's products through printed catalogs, websites and sales force.

The Company's "Torbal" brand products are primarily marketed and sold online, and primarily on a direct basis, with only a few distributors. The Company also markets products through attendance at industry trade shows, trade publication advertising, brochures and catalogs, the Company's websites, one sales manager and one director of marketing in the U.S., and a consultant in Europe.

In general, due to the reliance on sales through the catalog distribution system, it takes two to three years for a new benchtop laboratory equipment product to begin generating meaningful sales.

Catalyst Research Instruments. The Company's Catalyst Research Instrument products are sold directly worldwide to universities, government laboratories, and chemical and petrochemical companies through its sales personnel and independent representatives engaged on a commission basis. Its marketing efforts include attendance at various trade shows, Altamira's website, outside sales representatives, and printed materials.

Bioprocessing Systems. The Company's Bioprocessing Systems products are currently under development and will be offered both directly and through distribution worldwide to university, industrial, and government laboratories.

Assembly and Production. The Company has an operating facility in Bohemia, New York at which its Benchtop Laboratory Equipment operations are conducted and one in Pittsburgh, Pennsylvania at which its Catalyst Research Instruments operations are conducted. The Company also has a small sales and marketing office in Oradell, New Jersey related to its Torbal division. The Company's production operations principally involve assembly of components supplied by various domestic and international independent suppliers. The Company has not commenced production of bioprocessing products, but anticipates that its current facilities will be adequate for such purpose, although no assurances can be provided.

Patents, Trademarks, and Licenses.

The Company holds a United States patent which expires in November 2022 on the MagStir Genie®, MultiMagStir Genie®, and Enviro-Genie®, and a patent which expires in January 2029 on a biocompatible bag with integral sensors. The Company has several patent applications pending. The Company does not anticipate any material adverse effect on its operations following the expiration of the patents.

The Company has various proprietary trademarks, including AMI™, BenchCAT™, Biocoaster™, BioGenie®, Cellphase®, Cellstation®, Disruptor Beads™, Disruptor Genie®, Enviro-Genie®, Genie™, Genie Temp-Shaker™, Incubator Genie™, MagStir Genie®, MegaMag Genie®, MicroPlate Genie®, MultiMagStir Genie®, Multi-MicroPlate Genie®, Orbital Genie®, QuadMag Genie®, Rotator Genie®, SBI®, Roto-Shake Genie®, Torbal®, TurboMix™, and Vortex-Genie®, each of which it considers important to the success of the related product. The Company also has several trademark applications pending. No representation can be made that any application will be granted or as to the protection that any existing or future trademark may provide.

The Company has an exclusive license from UMBC with respect to rights and know-how under a patent held by UMBC related to disposable sensor technology, which the Company further sublicenses on an exclusive basis to a German company, and non-exclusive rights held by the Company as it relates to the use of the technology with vessels of sizes ranging from 250 milliliters to 5 liters. Total license fees paid or owed by the Company under this license and expired licenses for fiscal 2018 and fiscal 2017 amounted to $517,000 and $242,100, respectively.

Foreign Sales. The Company's sales to overseas customers, principally in Asia and Europe, accounted for approximately 40% and 32% of the Company's net revenues for fiscal 2018 and fiscal 2017, respectively. Payments are in United States dollars and are therefore not subject to risks of currency fluctuation, foreign duties and customs.

Seasonality. The Company does not consider its business to be seasonal.

Backlog. Backlog for Benchtop Laboratory Equipment products is not a significant factor because this line of products is comprised of standard catalog items requiring lead times which usually are not longer than two weeks. There is no backlog for Bioprocessing Systems. The backlog for Catalyst Research Instrument products as of June 30, 2018 was $509,600, all of which is expected to be filled by June 30, 2019, as compared to a backlog of $89,300 as of June 30, 2017, all of which was filled in fiscal 2018.

Competition. Most of the Company's principal competitors are substantially larger and have greater financial, production and marketing resources than the Company. Competition is generally based upon technical specifications, price, and product recognition and acceptance. The Company’s main competition for its Benchtop Laboratory Equipment products derives from private label brand mixers offered by laboratory equipment distributors in the United States and Europe and products exported from China.

The Company's major competitors for its Genie brand Benchtop Laboratory Equipment are Henry Troemner, Inc. (a private label supplier to the two largest laboratory equipment distributors in the U.S. and Europe), IKA-Werke GmbH & Co. KG, a German company, Benchmark Scientific, Inc., (a United States importer of China-produced products), and Heidolph Instruments GmbH, a German company. The Company’s main competitors for its Torbal brand products are Ohaus Corporation, an American company, A&D Company Ltd., a Japanese company, and Adam Equipment Co., Ltd., a British company.

The primary competition for the Company’s Catalyst Research Instrument products is in the form of instruments produced internally by research laboratory staffs of potential customers. Major competitors in the United States include Anton Paar (which is also a customer) and Micromeritics Instrument Corporation, each a privately-held company. The Company sells instruments to Anton Paar (formerly Quantachrome Instruments) under an OEM agreement.

The potential major competitors for the Company’s Bioprocessing Systems are Applikon Biotechnology, B.V. (Netherlands), PreSens GmbH (Germany), DASGIP Technology GmbH (Germany), and Sartorius AG (Germany).

Research and Development. The Company incurred research and development expenses, the majority of which related to its Benchtop Laboratory Equipment products, of $520,900 during fiscal 2018 compared to $437,500 during fiscal 2017. The Company expects research and development expenditures in the fiscal year ending June 30, 2019 will be at approximately the same level as fiscal 2018.

Government and Environmental Regulation. The Company’s products and claims with respect thereto have not required approval of the Food and Drug Administration or any other government approval. The Company's manufacturing operations, like those of the industry in general, are subject to numerous existing and proposed, if adopted, federal, state, and local regulations to protect the environment, establish occupational safety and health standards and cover other matters. The Company believes that its operations are in compliance with existing laws and regulations and the cost to comply is not significant to the Company.

Employees. As of September 3, 2018, the Company employed 34 persons (26 for the Benchtop Laboratory Equipment Operations and 8 for the Catalyst Research Instruments operations) of whom 30 were full-time, including its five executive officers. All activities of the Bioprocessing Systems operations are being performed by employees of the Company’s other operations and consultants. None of the Company's employees are represented by any union.

Available Information. The Company’s Annual Report to Stockholders for fiscal 2018, includes its Annual Report on Form 10-K. The Annual Report will be mailed to security holders together with the Company’s proxy material and solicitation as it relates to the Company’s 2018 Annual Meeting of Stockholders. All the Company’s reports, including Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and other information filed with, or furnished to, the Securities and Exchange Commission (the “SEC” or the “Commission”), including amendments to such reports, are available on the SEC’s website that contains such reports, proxy and information statements, and other information regarding companies that file electronically with the Commission. This information is available at www.sec.gov. In addition, all the Company’s public filings can be accessed through the Company’s website at https://www.scientificindustries.com/sec-filings.

Item 1A. Risk Factors.

In connection with the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995, important risk factors are identified below that could affect the Company’s financial performance and could cause the Company’s actual results for future periods to differ materially from any opinions or statements expressed with respect to such future periods in any current statements. The Company undertakes no obligation to publicly revise any forward-looking announcements to reflect future events or circumstances.

Dependence on Major Customers

Although the Company does not depend on any one single major customer, sales to the top three Benchtop Laboratory Equipment Operations customers accounted for a combined aggregate of 20% and 23% of the segment’s total sales for fiscal 2018 and fiscal 2017, respectively (15% and 17% of its total net revenues for fiscal 2018 and fiscal 2017, respectively). During fiscal 2018, orders from four customers for catalyst instruments accounted for 78% of the segment’s sales (13% of total net revenues) and during fiscal 2017 orders from two customers for catalyst instruments accounted for 74% of the segment’s sales (19% of total net revenues).

No representation can be made that the Company will be successful in retaining any of these customers, or not suffer a material reduction in sales either which could have an adverse effect on future operating results of the Company.

One Benchtop Laboratory Equipment Product Accounts for a Substantial Portion of Revenues

The Company has a limited number of Benchtop Laboratory Equipment products with one product, the Vortex-Genie 2 Mixer, accounting for approximately 48% and 53% of Benchtop Laboratory Equipment sales, for fiscal 2018 and fiscal 2017, (37% and 38% of total net revenues for fiscal 2018 and fiscal 2017, respectively).

The Company is a Small Participant in Each of the Industries in Which It Operates

The Benchtop Laboratory Equipment industry is a highly competitive mature industry. Although the Vortex-Genie 2 Mixer has been widely accepted, the annual sales of the Benchtop Laboratory Equipment products ($6,403,400 for fiscal 2018 and $5,784,400 for fiscal 2017) are significantly lower than the annual sales of many of its competitors in the industry. The principal competitors are substantially larger with much greater financial, production and marketing resources than the Company. There are constant new entrants into the vortex mixer market, including those offering products imported from China, which the Company is unable to compete with on price. The Torbal line of products is also a small market participant in its industry with significant competition from well known brands.

The production and sale of Catalyst Research Instruments products is highly competitive. Altamira's competitors include several companies with greater resources and many laboratories which produce their own instruments.

The Company's Bioprocessing Systems operation is a participant in the laboratory-scale sector of the larger bioprocessing products industry, which is dominated by several large companies with much greater resources than the Company.

The Company's Ability to Grow and Compete Effectively Depends In Part on Its Ability to Develop and Effectively Market New Products

The Company continuously invests in development and marketing of new Benchtop Laboratory Equipment products with a view to increase revenues and reduce the Company's dependence on the Vortex-Genie 2 Mixer, including the acquisition of the Torbal line of products in fiscal 2014. However, gross revenues derived from such other Benchtop Laboratory Equipment products including Torbal products only amounted to $3,300,500 (39% of total revenues) for fiscal 2018 and $2,705,800, (33% of total revenues) for fiscal 2017. The segment's ability to compete will depend upon the Company's success in continuing to develop and market new laboratory equipment as to which no assurance can be given.

The Company relies heavily on distributors and their catalogs to market the majority of its Benchtop Laboratory Equipment products, as is customary in the industry. Accordingly, sales of new products are heavily dependent on the distributors' decision to include and retain a new product in their catalogs and on their websites. It may be at least 24 to 36 months between the completion of development of a product and the distribution of the catalog in which it is first offered; furthermore, not all distributors feature the Company's products in their catalogs.

The Company's line of Catalyst Research Instruments consists of only a few products. The ability of the Company to compete in this segment and expand the line will depend on its ability to make engineering improvements to existing products and develop and add new products incorporating more current technology. Over the last few years the Company has introduced two new catalyst research products to increase its product offerings and has recently expanded its outside sales force.

The success of the Company's Bioprocessing Systems operation will be heavily dependent on its ability to successfully develop and produce new products. Such products are of a complex nature in an industry that the Company does not operate in and are taking longer to develop than previously anticipated. In addition, they will be subject to beta testing by end users, which could result in design and/or production changes which could further delay development time. The Company expects the sale and marketing of these new products, at least initially, to be through the Company's attendance at trade shows, website, online marketing, and a few select distributors.

No assurance can be given that the Company will be successful with its new product development and that its sales and marketing programs will be sufficient to develop additional commercially feasible products which will be accepted by the marketplace, or that any distributor will include or retain any such products in its catalogs and websites.

The Company May Be Subject to General Economic, Political, and Social Factors

Orders for the Company's products, particularly its Catalyst Research Instruments products, depend in part, on the customer's ability to secure funds to finance purchases, especially government funding. Availability of funds can be affected by budgetary constraints. Factors including a general economic recession, the European crisis, slowdown in Asian economies, or a major terrorist attack may have a negative impact on the availability of funding including government or academic grants to potential customers.

As discussed in Item 1, sales to overseas customers, including in China, account for approximately 40% of the Company's net revenues. The high dollar against foreign currencies has a negative impact on sales, because the Company's products, which are paid in dollars, become more expensive to overseas customers.

The current political situation as it pertains to tariffs and a trade war could have a negative effect on the Company's level of future exports. In addition, any tariffs will have a negative effect on the Company's gross margins since various components used in the Company's products are produced overseas, even if purchased from a US supplier, and the Company is unable to pass such cost increases to its customers.

The Company's ability to secure new Catalyst Research Instruments orders can also be affected by changes in domestic and international policies pertaining to energy and the environment, which could affect funding of potential customers.

The Company is Heavily Dependent on Outside Suppliers for the Components of Its Products

The Company purchases all its components from outside suppliers and relies on a few suppliers for some components, mostly due to cost considerations. Most of the Company's suppliers, including United States vendors, produce the components directly or indirectly in overseas factories, and orders are subject to long lead times and potential other risks related to production in a foreign country, such as the current and potential future tariffs. To minimize the risk of supply shortages, the Company keeps more than normal quantities on hand of the critical components that cannot easily be procured or, where feasible and cost effective, purchases are made from more than one supplier. The Company is seeking ways to mitigate the effect of the tariffs on its component costs, however, alternate suppliers are not always feasible for various reasons including complexity and cost of toolings.

A shortage of such components could halt production and have a material negative effect on the Company's operations, and tariffs will have a negative effect on future gross margins, although the Company is unable to determine at this time whether such effect will be material.

The Company's Ability to Compete Depends in Part on Its Ability To Secure and Maintain Proprietary Rights to its Products

The Company has no patent protection for its principal Benchtop Laboratory Equipment product, the Vortex-Genie 2 Mixer, the Torbal balances, or for its Catalyst Research Instruments products and limited patent protection on a few other Benchtop Laboratory Equipment products. There are several competitive products available in the marketplace possessing similar technical specifications and design.

As part of the asset purchase by SBI during fiscal 2012, the Company acquired the rights to various patents for bioprocessing products which it licenses from UMBC, however such patents expires in calendar 2023.

There can be no assurance that any patent issued, licensed or sublicensed to the Company provides or will provide the Company with competitive advantages or will not be challenged by third parties. Furthermore, there can be no assurance that others will not independently develop similar products or design around the patents. Any of the foregoing activities could have a material adverse effect on the Company. Moreover, the enforcement by the Company of its patent or license rights may require substantial litigation costs.

The Company Has Limited Management Resources

The loss of the services of any of Ms. Helena Santos, the Company's Chief Executive and Financial Officer and President, Mr. Robert Nichols, the Company's Genie Products Division President, Mr. Brookman March, Vice President of Corporate Development and Strategy and Vice President of Sales of Altamira, Mr. Karl Nowosielski, Torbal Products Division President, or Mr. Anthony Mitri, President of Altimira or any material expansion of the Company's operations could place a significant additional strain on the Company's limited management resources and could be materially adverse to the Company's operating results and financial condition

The Common Stock of the Company is Thinly Traded and is Subject to Volatility

As of September 3, 2018, there were 1,494,112 shares of Common Stock of the Company outstanding, of which 422,571 shares (28%) were held by the directors and officers of the Company. The Common Stock of the Company is traded on the Over-the-Counter Bulletin Board and, historically, has been thinly traded. There have been a number of trading days during fiscal 2018 on which no trades of the Company's Common Stock were reported. Accordingly, the market price for the Common Stock is subject to great volatility.

Item 2. Properties.

The Company's executive office and principal manufacturing facility for its Benchtop Laboratory Equipment operations comprises approximately 19,000 square feet, is located in Bohemia, New York and held pursuant to a lease which expires in February 2025. The Company's Catalyst Research Instruments operations are conducted from an approximately 9,000 square foot facility in Pittsburgh, Pennsylvania under a lease which expires in November 2020. The Bioprocessing Systems Operations subleases a portion of a 700 square foot laboratory facility in Pittsburgh on a month-to-month basis. The Company has a 1,200 square foot facility in Oradell, New Jersey from where it conducts its sales and marketing functions, primarily for the Torbal Products Division of the Benchtop Laboratory Equipment Operations. See Note 10 to the Financial Statements in Item 8. The leased facilities are suitable and adequate for each of the Company's operations. In the opinion of management, all properties are adequately covered by insurance.

Item 3. Legal Proceedings.

The Company is not a party to any pending legal proceedings.

Item 4. Submission of Matters to a Vote of Security Holders.

No matters were submitted to a vote of security holders during the fourth quarter of fiscal 2018.

PART II

Item 5. Market for the Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

The Company's Common Stock is traded in the over-the-counter market. The following table sets forth the low and high bid quotations for each quarter of fiscal 2017 and fiscal 2018, as reported by the National Association of Securities Dealers, Inc. Electronic Bulletin Board. Such quotations reflect inter-dealer prices, without retail mark-up, mark-down or commission and may not represent actual transactions:

For Fiscal Quarter Ended	Low Bid	High Bid
09/30/16	2.98	3.07
12/31/16	2.55	3.05
03/31/17	2.78	3.00
06/30/17	2.85	3.06
09/30/17	2.92	3.50
12/31/17	2.85	3.20
03/31/18	2.85	3.30
06/30/18	3.05	3.30

As of September 3, 2018, there were 279 record holders of the Company's Common Stock.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Forward-Looking statements. Certain statements contained in this report are not based on historical facts, but are forward-looking statements that are based upon various assumptions about future conditions. Actual events in the future could differ materially from those described in the forward-looking information. Numerous unknown factors and future events could cause such differences, including but not limited to, product demand, market acceptance, success of marketing strategy, success of expansion efforts, impact of competition, adverse economic conditions, and other factors affecting the Company's business that are beyond the Company's control, which are discussed elsewhere in this report. Consequently, no forward-looking statement can be guaranteed. The Company undertakes no obligation to publicly update forward-looking statements, whether as a result of new information, future events or otherwise. This Management's Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with the Company's financial statements and the related notes included elsewhere in this report.

Overview. The Company reflected income before income tax expense of $1,400 for fiscal 2018 compared to a loss before income tax benefit of $146,800 for fiscal 2017, primarily due to the decreased losses generated by the Catalyst Research Instruments Operations and the Scientific Bioprocessing Operations. Although the Catalyst Research Instruments reflected lower sales, the current year's sales mix was more profitable due to fewer orders of low margin private label products. The Scientific Bioprocessing Operations benefitted from a decreased loss due to significantly higher royalties, partially offset by significant non-cash adjustments in future contingent consideration payments due to expectation of increased future royalties. The Benchtop Laboratory Equipment Operations reflected increased sales and gross margins, partially offset by increased operating expenses as discussed below. The results reflected total non-cash amounts for depreciation, amortization, and adjustments to contingent consideration liabilities of $714,000 for fiscal 2018 and $543,900 for fiscal 2017.

Results of Operations. Net revenues for fiscal 2018 increased $332,100 (4.1%) to $8,481,400 from $8,149,300 for fiscal 2017, reflecting an increase of $619,000 (10.7%) in sales of benchtop laboratory equipment derived from increased sales of new Torbal brand products and increased sales for Genie brand sales both domestic and international, $374,400 (127.0%) increase in net revenues from the Bioprocessing Systems Operations derived from significant increases in royalties from its sublicense, partially offset by a decrease of $661,300 (31.9%) in net sales of catalyst research instruments, which was due to lower private label product sales, although the sales mix was more profitable.

Sales of catalyst research instruments are comprised of a small number of large orders, while the sales of benchtop laboratory equipment comprise of a large number of small orders. As of June 30, 2018, the order backlog for catalyst research instruments was $509,600, all of which is expected to be shipped during fiscal year ending June 30, 2018, compared to $89,300 as of June 30, 2017.

The gross profit percentage for fiscal 2018 was 38.0% compared to 35.3% for fiscal 2017. The current year reflected higher gross profit margins on sales of catalyst research instruments resulting from decreased sales of private label products which have significantly lower margins. The gross profit percentage for the Benchtop Laboratory Equipment Operations was lower due to higher material costs and sales mix. The Company expects that the tariffs being imposed by the United States Government on imports will have a negative effect on future gross margins since some of the components used in the production of its products are imported from China either directly or indirectly which cannot be readily sourced elsewhere at a lower cost, and cannot fully be passed on to customers due to competitive pressures. The Company also exports benchtop laboratory equipment and catalyst research instruments to China and the effect of current and potential tariffs on future exports, if any, is unknown.

General and administrative expenses for fiscal 2018 increased by $83,400 (5.0%) to $1,748,800 compared to $1,665,400 for fiscal 2017 due primarily to an increase in administrative labor costs.

Selling expenses for fiscal 2018 increased $68,700 (7.7%) to $957,500 from $888,800 for fiscal 2017, primarily due to increased selling and marketing activities related to the Benchtop Laboratory Equipment Operations, including online advertising for new Torbal brand products.

Research and development expenses increased by $83,400 (19.1%) to $520,900 for fiscal 2018 compared to $437,500 for fiscal 2017, primarily due to increased new product development costs incurred by the Benchtop Laboratory Equipment Operations for a new Torbal brand pill counter, and the Bioprocessing Systems Operations.

Total other income was $6,900 for fiscal 2018 compared to $13,600 income in fiscal 2017, due primarily to lower interest income during fiscal 2018.

The Company reflected an income tax expense of $161,900 compared to a tax benefit of $74,200 for fiscal 2017, primarily due to the adjustment to deferred tax assets as a result of the lower effective tax rate.

As a result of the foregoing, the Company recorded a net loss of $160,500 for fiscal 2018 compared to a net loss of $72,600 for fiscal 2017.

Liquidity and Capital Resources. Cash and cash equivalents increased by $28,000 to $1,053,100 as of June 30, 2018 from $1,025,100 as of June 30, 2017.

Net cash provided by operating activities was $256,900 for fiscal 2018 compared to $46,100 for fiscal 2017, due primarily to increases in accrued expenses related to royalties and accounts payable balances related to inventory purchases. Net cash used in investing activities was $79,500 for fiscal 2018 compared to net cash used in investing activities during fiscal 2017 of $41,100 due to increased capital expenditures by the Benchtop Laboratory Equipment Operations. The Company used $149,400 in financing activities in fiscal 2018 compared to $224,900 in fiscal 2017, because there was no cash dividend paid and less contingent consideration paid during fiscal 2018.

The Company's working capital increased by $389,700 to $4,118,200 as of June 30, 2018 compared to $3,728,500, as of June 30, 2017. For fiscal 2017, the Company reclassified $245,400 of trade accounts receivable and $129,000 of deferred taxes to long term assets.

The Company has a Demand Line of Credit through December 2018 with First National Bank of Pennsylvania which provides for borrowings of up to $300,000 for regular working capital needs, bearing interest at prime, currently 5.0%. Advances on the line are secured by a pledge of the Company's assets including inventory, accounts, chattel paper, equipment and general intangibles of the Company. As of June 30, 2018 no borrowings were outstanding under such line.

Management believes that the Company will be able to meet its cash flow needs during the next 12 months from its available financial resources including the lines of credit, its cash and investment securities, and operations.

Capital Expenditures. During fiscal 2018, the Company incurred $61,400 in capital expenditures. The Company expects that based on its current operations, its capital expenditures will be approximately the same for the fiscal year ending June 30, 2019.

Off-Balance Sheet Arrangements. None.

Item 8. Financial Statements and Supplementary Data.

The Financial Statements required by this item are attached hereto on pages F1-F25.

Item 9. Changes In and Disagreements With Accountants on Accounting and Financial Disclosure.

Not applicable.

Item 9A. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures. As of the end of the period covered by this Annual Report on Form 10-K, based on an evaluation of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934), the Chief Executive and Chief Financial Officer of the Company has concluded that the Company's disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in its Exchange Act reports is recorded, processed, summarized and reported within the applicable time periods specified by the SEC's rules and forms. The Company also concluded that information required to be disclosed in such reports is accumulated and communicated to the Company's management, including its principal executive and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

Management's Annual Report on Internal Control Over Financial Reporting. Management is responsible for establishing and maintaining adequate internal control over the Company's financial reporting, as such term is defined in Securities Exchange Act Rule 13a-15(f) and 15d-15(f). The Company's internal controls over financial reporting are designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

The Chief Executive and Financial Officer of the Company conducted an evaluation of the effectiveness of the Company's internal controls over financial reporting as of June 30, 2018 based on the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control – Integrated Framework.

Based on the assessment of the Company's Chief Executive and Financial Officer of the Company, it was concluded that as of June 30, 2018, the Company's internal controls over financial reporting were effective based on these criteria.

This annual report does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to the rules of the Securities and Exchange Commission that permit the Company to provide only management's report in this annual report.

Changes in Internal Control Over Financial Reporting. There was no change in the Company's internal controls over financial reporting that occurred during the most recent fiscal quarter that materially affected or is reasonably likely to materially affect the Company's internal controls over financial reporting.

Inherent Limitations on Effectiveness of Controls. The Company's management, including its Chief Executive and Financial Officer, believes that its disclosure controls and procedures and internal controls over financial reporting are designed to provide reasonable assurance of achieving their objectives and are effective at the reasonable assurance level. However, management does not expect that its disclosure controls and procedures or its internal control over financial reporting will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. These inherent limitations include the realities that judgments in decision making can be faulty, and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people or by management override of the controls. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with policies or procedures may deteriorate. Because of the inherent limitations in a cost effective control system, misstatements due to error or fraud may occur and not be detected.

Item 9B. Other Information.

Not applicable.

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

Directors

The Company has the following five Directors:

Joseph G. Cremonese (age 82), a Director since November 2002 and Chairman of the Board since February 2006, has been, through his affiliate, a marketing consultant to the Company since 1996. Mr. Cremonese has been since 1991, President of his affiliate, Laboratory Innovation Company, Ltd, which is a vehicle for the consulting services for the Company.

Grace S. Morin (age 70), a Director since December 4, 2006, had been President, Director and principal stockholder of Altamira Instruments, Inc. from December 2003 until its acquisition in November 2006 by the Company. Ms. Morin had been employed by Altamira to supervise its administrative functions at the Pittsburgh, Pennsylvania facility as a full-time employee through March 31, 2009 and since that date as a part-time consultant.

Helena R. Santos (age 54), a Director since 2009, has been employed by the Company since 1994, and has served since August 2002 as its President, Chief Executive Officer and Treasurer. She had served as Vice President, Controller from 1997 and as Secretary from May 2001.

James S. Segasture (age 82), a Director since 1991, has been retired for the last five years.

John F.F. Watkins (age 51) is a corporate and securities attorney and has been a member of Reitler Kailas & Rosenblatt LLC since 2002. Mr. Watkins was first elected to the Board of Directors of the Company in January 2017.

The Directors are elected to three-year staggered terms. The current terms of the Directors expire at the annual meeting of stockholders of the Company following: the fiscal year ended June 30, 2018 – two directors (Ms. Santos and Mr. Segasture, Class A), the fiscal year ending June 30, 2019 - one director (Ms. Morin, Class B), and the fiscal year ending June 30, 2020 – two directors (Mr. Cremonese and Mr. Watkins, Class C).

Board Committees

The Company's Stock Option Committee administers the Company's 2012 Stock Option Plan. The members of the committee are non-management Directors of the Company – James S. Segasture and Joseph G. Cremonese. The members of the Committee serve at the discretion of the Board. During fiscal 2018 the Stock Option Committee held one meeting.

Grace S. Morin and James S. Segasture are the current members of the Company's Compensation Committee serving at the discretion of the Board. The Committee administers the Company's compensation policies. During fiscal 2018, the Compensation Committee held one meeting.

The Board of Directors acts as the Company's Audit Committee, which in its function as the Committee, held three meetings during fiscal 2018. Ms. Santos, who is not "independent" and Ms. Morin are "financial experts" as defined by the Securities and Exchange Commission.

Executive Officers

See above for the employment history of Ms. Santos.

Robert P. Nichols (age 57) is the President of the Genie Products Division of the Benchtop Laboratory Equipment Operations and Corporate Secretary and has been employed by the Company since February 1998. Previously, he had been since May 2001, the Company's Vice President of Engineering.

Brookman P. March (age 73) has been since July 1, 2017 Vice President of Corporate Development and Strategy and Vice President of Sales of Altamira. Previously he had been President and Director of Sales and Marketing of Altamira. He had been Vice President and a Director of Altamira from December 2003 until it was acquired by the Company in 2006. Mr. March is the husband of Ms. Morin, a Director of the Company.

Karl D. Nowosielski (age 38), is the President of the Torbal Products Division of the Benchtop Laboratory Equipment Operations and Director of Marketing for the Company. He had been until February 2014 Vice President of Fulcrum, Inc. (the seller of the Torbal Products Division assets) since 2004.

Anthony J. Mitri (age 36), has been the President of Altamira since May 2017. Prior to that he had been Director of Operations and Engineer since he began his employment with the Company in 2004.

Section 16(a) Beneficial Ownership Reporting Compliance

The Company believes that, for fiscal 2018, its officers, directors and 10% stockholders timely complied with all filing requirements of Section 16(a) of the Securities Exchange Act of 1934, as amended.

Code of Ethics

The Company has adopted a code of ethics that applies to the Executive Officers and Directors. A copy of the code of ethics can be found on the Company's website.

Item 11. Executive Compensation.

Compensation Discussion and Analysis. The Compensation Committee reviews and recommends to the Board of Directors the compensation to be paid to each executive officer. Executive compensation, in all instances except for the compensation for the Chief Executive Officer ("CEO"), is based on recommendations from the CEO. The CEO makes a determination by comparing the performance of each executive being reviewed with objectives established at the beginning of each fiscal year and with objectives established during the business year with regard to the success of the achievement of such objectives and the successful execution of management targets and goals.

With respect to the compensation of the CEO, the Committee considers performance criteria, 50% of which is related to the direction, by the CEO, of the reporting executives, the establishment of executive objectives as components for the successful achievement of Company goals and the successful completion of programs leading to the successful completion of the Business Plan for the Company and 50% is based on the achievement by the Company of its financial and personnel goals tempered by the amount of the income or loss of the Company during the fiscal year.

The compensation at times includes grants of options under its stock option plan to the named executives. Each officer is employed pursuant to a long-term employment agreement, containing terms proposed by the Committee and approved as reasonable by the Board of Directors. The Board is cognizant that as a relatively small company, the Company has limited resources and opportunities with respect to recruiting and retaining key executives. Accordingly, the Company has relied upon long-term employment agreements and grants of stock options to retain qualified personnel.

Compensation for each of its executive officers provided by their employment agreements were based on the foregoing factors and the operating and financial results of the segments under their management.

The following table summarizes all compensation paid by the Company to each of its executive officers for the fiscal years ended June 30, 2018 and 2017.

SUMMARY COMPENSATION TABLE

Name and Principal Position (a)	Fiscal Year (b)	Salary ($) (c)	Bonus ($) (d)	Stock Awards ($) (e)	Option Awards ($) (f)	Non- Equity Incentive Plan Comp-ensation ($) (g)	Non-Qualified Deferred Compensation Earnings ($) (h)	Changes in Pension Value and Non-Qualified Deferred Compensation Earnings	All Other Comp-ensation ($) (i)	Total ($) (j)
Helena R. Santos,	2018	175,000	25,000	0	13,100(1)	0	0	0	6,700(4)	219,800
CEO, President, CFO	2017	162,000	20,000	0	0	0	0	0	6,500(4)	188,500
Brookman P. March, Vice President	2018	155,000	10,000	0	3,900(5)	0	0	0	6,200(4)	175,100
Corporate Strategy, VP, Sales of Altamira	2017	147,000	10,000	0	500(2)	0	0	0	5,900(4)	163,400
Anthony Mitri,	2018	110,000	0	0	1,600(6)	0	0	0	4,400(4)	116,000
President of Altamira	2017	100,000	0	0	0	0	0	0	4,000(4)	104,000
Robert P. Nichols,	2018	153,000	10,000	0	3,900(5)	0	0	0	6,300(4)	173,200
President of Genie Division	2017	146,000	10,000	0	500(2)	0	0	0	5,800(4)	162,300
Karl D. Nowosielski President of Torbal	2018	161,700	10,000	0	7,400(3)	0	0	0	6,400(4)	185,500
Division and Director of Marketing	2017	143,000	10,000	0	1,200(3)	0	0	0	5,700(4)	159,900

(1) The amounts represent compensation expense for the stock options granted on July 1, 2017 valued utilizing the Black-Scholes-Merton options pricing model. The option was valued at a total of $39,200 of which $13,100 was expensed in fiscal 2018.

(2) The amounts represent compensation expense for the 2014 stock options granted valued utilizing the Black-Scholes-Merton options pricing model, disregarding estimates of forfeitures related to service-based vesting considerations. The 2014 option was valued at a total of $3,500 of which $500 was expensed in fiscal 2017.

(3) The amounts represent compensation expense for various options granted which included, the July 1, 2017, and the February 26, 2017, stock options granted as part of his employment agreement, valued utilizing the Black-Scholes-Merton options pricing model, disregarding estimates of forfeitures related to service-based vesting considerations. The options were valued at a total of $11,800, and $10,500, respectively, of which $7,400 and $1,200 were expensed in fiscal 2018 and 2017, respectively.

(4) The amounts represent the Company's matching contribution under the Company's 401(k) Plans.

(5) The amounts represent compensation expense for the stock options granted on July 1, 2017 valued utilizing the Black-Scholes-Merton options pricing model. The option was valued at a total of $11,800 of which $3,900 was expensed in fiscal 2018.

(6) The amounts represent compensation expense for the stock options granted on December 31, 2017 valued utilizing the Black-Scholes-Merton options pricing model. The option was valued at a total of $9,500 based off the black scholes calculation of which $1,600 was expensed in fiscal 2018.

GRANTS OF PLAN-BASED AWARDS IN FISCAL YEAR ENDED JUNE 30, 2018

Name (a)	Grant Date (b)	Estimated Future Payouts Under Non-Equity Incentive Plan $ (c)	Estimated Future Payouts Under Equity Incentive Plan $ (d)	All Other Stock Awards: Number Of Shares Of Stock Or Units (#) (e)	All Other Option Awards: Number Of Securities Underlying Options (#) (f)	Exercise Or Base Price Of Option Awards ($/Sh) (g)	Grant Date Fair Value of Stock And Option Awards ($) (h)
Helena Santos	07/01/17	0	0	0	25,000	3.08	39,200
Anthony Mitri	06/30/18	0	0	0	5,000	3.15	10,000
Anthony Mitri	12/31/17	0	0	0	5,000	3.05	9,500
Brookman March	07/01/17	0	0	0	7,500	3.08	11,800
Robert Nichols	07/01/17	0	0	0	7,500	3.08	11,800
Karl Nowosielski	07/01/17	0	0	0	7,500	3.08	11,800

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END

Option Awards					
Name (a)	Number of Securities Under-lying Unexercised Options (#) Exercisable (b)	Number of Securities Under-lying Unexercised Options (#) Unexerci-sable (c)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#) (d)	Option Exercise Price ($) (e)	Option Expiration Date (f)
Helena Santos	0	25,000	0	3.08	07/2027
Anthony Mitri	1,500	10,000	0	3.05-3.27	09/2018-06/2028
Brookman March	7,000	7,500	0	3.71-3.96	05/2022-07/2027
Robert Nichols	2,000	7,500	0	3.50	12/2023-07/2027
Karl Nowosielski	11,333	13,167	0	3.05-4.05	02/2024-07/2027

Employment Agreements

On July 1, 2017, the Company entered into a new employment agreement with Ms. Helena R. Santos through June 30, 2020 with the option to extend for two additional one-year periods. The agreement provides for an annual base salary for the fiscal year ended June 30, 2018 of $175,000 with annual increases thereafter of 3% per annum or the percentage increase, if any, in the Consumer Price Index, whichever is higher. The agreement also provides for a bonus of $25,000 for the fiscal year ended June 30, 2018 and on a discretionary basis thereafter. A bonus of $20,000 was awarded during fiscal 2017. The agreement also provides for the grant of stock options to purchase 25,000 shares during fiscal year ending June 30, 2018, subject to continued employment.

On July 1, 2017, the Company entered into a new employment agreement with Mr. Robert P. Nichols through June 30, 2020 with the option to extend for two additional one-year periods. The agreement provides for an annual base salary for the fiscal year ended June 30, 2018 of $153,000 with annual increases thereafter of 3% per annum or the percentage increase, if any, in the Consumer Price Index, whichever is higher. The agreement also provides for a bonus of $10,000 for the fiscal year ended June 30, 2018 and on a discretionary basis thereafter. A bonus of $10,000 was awarded during fiscal 2017. The agreement also provides for the grant of stock options to purchase 7,500 shares during fiscal year ending June 30, 2018, subject to continued employment.

On July 1, 2017, the Company entered into a new employment agreement with Mr. Brookman P. March through June 30, 2020 with the option to extend for two additional one-year periods. The agreement provides for an annual base salary for the fiscal year ended June 30, 2018 of $155,000 with annual increases thereafter of 3% per annum or the percentage increase, if any, in the Consumer Price Index, whichever is higher. The agreement also provides for a bonus of $10,000 for the fiscal year ended June 30, 2018 and on a discretionary basis thereafter. A bonus of $10,000 was awarded during fiscal 2017. The agreement also provides for the grant of stock options to purchase 7,500 shares during fiscal year ending June 30, 2018, subject to continued employment. Mr. March is the husband of Grace S. Morin, a Director of the Company and of Altamira and a former principal stockholder of Altamira.

On July 1, 2017, the Company entered into a new employment agreement with Mr. Karl Nowosielski through June 30, 2020 with the option to extend for two additional one-year periods. The agreement provides for an annual base salary for the fiscal year ended June 30, 2018 of $157,000 with annual increases thereafter of 4% per annum. The agreement also provides for a bonus of $10,000 for the fiscal year ending June 30, 2018 and $10,000 for each subsequent year, provided a minimum 5% increase in the EBITDA of the Torbal Products Division is achieved. A bonus of $10,000 was awarded during fiscal 2017. The agreement also provides for the grant of stock options to purchase 7,500 shares during fiscal year ending June 30, 2018, subject to continued employment.

On May 16, 2017, the Company entered into a new employment agreement with Mr. Anthony Mitri through June 30, 2019 with the option to extend for one additional year period. The agreement provides for an annual base salary for the fiscal year ended June 30, 2018 of $110,000 and $120,000 for the fiscal year ending June 30, 2019 plus incentive pay based on achievement of certain sales and income levels of Altamira Instruments, Inc. No incentive pay was earned for the fiscal year ended June 30, 2018 or 2017. The agreement also provides for the grant of stock options to purchase up to an aggregate of 10,000 shares, 5,000 shares which were granted on December 31, 2017, and 5,000 shares on June 30, 2018.

The employment agreements for Ms. Santos, Mr. Nichols, Mr. March, Mr. Nowosielski, and Mr. Mitri contain confidentiality and non-competition covenants. The employment agreements for all the named executives above, except Mr. Mitri, contain termination provisions stipulating that if the Company terminates the employment other than for death, disability, or cause (as such term is defined therein), or if the relevant employee resigns for “good reason” (as such term is defined therein), the Company shall pay severance payments equal to one year’s salary at the rate of the compensation at the time of termination, and continue to pay the regular benefits provided by the Company for a period of one year from termination. Ms. Santos’ employment agreement also contains a provision that within one year of a change of control, if either the Company terminates her employment for any reason other than for “cause” or she terminates her employment for “good reason”, she will have the right to receive a lump sum payment equal to three times the average of her total annual compensation paid for the last five years immediately preceding such termination, minus $1.00.

Directors’ Compensation and Options

DIRECTORS’ COMPENSATION
For the Year Ended June 30, 2018

Name(a)	Fees Earned or Paid in Cash ($) (b)	Stock Awards ($) (c)	Option Awards($) (d)	Non-Equity Incentive Plan Comp-ensation ($) (e)	Changes in Pension Value and Non-qualified Deferred Compens-ation Earnings($) (f)	Non-qualified Deferred Comp-ensation Earnings ($) (g)	All Other Comp-ensation ($) (h)	Total ($) (i)
Joseph G.Cremonese	34,300	0	0	0	0	0	43,200 (1)	77,500
Grace S.Morin	14,600	0	0	0	0	0	7,000 (2)	21,600
James S.Segasture	14,600	0	0	0	0	0	0	14,600
John F.F. Watkins	14,600	0	0	0	0	0	0	14,600

(1) Represents amount paid to his affiliate pursuant to a marketing consulting agreement (see Items 12 and 13).

(2) Represents compensation received for her administrative services as a consultant for Altamira (see Items 12 and 13).

The Company paid each Director who is not an employee of the Company or a subsidiary a quarterly retainer fee of $2,200 and $2,000 (up for 1,800 as of January 2018) for each meeting attended for fiscal 2018 and fiscal 2017, respectively. In addition, the Company reimburses each Director for out-of-pocket expenses incurred in connection with attendance at board meetings. Mr. Cremonese, as Chairman of the Board receives an additional fee of $1,700 per month. During fiscal 2018, total director compensation to non-employee Directors aggregated $128,300, including the consulting fees paid to Mr. Cremonese’s affiliate, and to Ms. Morin.

Since December 1, 2003, Mr. Joseph G. Cremonese, has been awarded a total of 45,000 stock options under the Company's 2002 and 2012 Stock Option Plans of which 5,000 remain unexercised. None of the other directors have options outstanding.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

The following table sets forth, as of June 30, 2018, the number of shares of Common Stock beneficially owned by (i) each person known to the Company to beneficially own more than 5% of the outstanding shares of Common Stock, (ii) each director of the Company, (iii) each named executive officer of the Company, and (iv) all directors and executive officers as a group. Shares not outstanding but deemed beneficially owned by virtue of the right of any individual to acquire shares within 60 days are treated as outstanding only when determining the amount of and percentage of outstanding shares of Common Stock owned by such individual. Each person has sole voting and investment power with respect to the shares shown, except as noted. Except as indicated in the table, the address for each of the following is c/o Scientific Industries, Inc., 80 Orville Drive, Bohemia, New York 11716.

Name	Amount and Nature of Beneficial Ownership	% of Class
Fulcrum, Inc. 100 Delawanna Avenue Clifton, NJ 07014	117,370(1)	7.9%
Joseph G. Cremonese	138,262(2)	9.2%
Brookman P. March	97,450(3)	6.5%
Grace S. Morin	97,450(4)	6.5%
Robert P. Nichols	27,897(5)	1.9%
Karl D. Nowosielski	34,183(6)	2.2%
Helena R. Santos	40,779(7)	2.7%
James S. Segasture	162,500(8)	10.9%
John F. F. Watkins	0	0.0%
All directors and executive officers as a group (7 persons)	501,071(9)	31.9%

(1) Stock ownership in conjunction with acquisition of the Torbal division assets from Fulcrum, Inc. on February 26, 2014.
(2) 126,262 shares are owned jointly with his wife, 7,000 shares are owned by his wife, and 5,000 shares are issuable upon exercise of options.
(3) Represents 82,950 shares owned by Ms. Morin, his wife and 14,500 shares issuable upon exercise of options.
(4) Includes 14,500 shares issuable upon exercise of options held by her husband, Mr. March.
(5) Includes 9,500 shares issuable upon exercise of options.
(6) Includes 9,683 stock issued in connection with the acquisition of the Torbal Division in February 2014. Includes 24,500 shares issuable upon exercise of options.
(7) Includes 25,000 shares issuable upon exercise of options.
(8) Shares owned jointly with his wife.
(9) Includes 78,500 shares issuable upon exercise of options.

EQUITY COMPENSATION PLAN INFORMATION

The following table sets forth information with respect to Company options, warrants and rights as of June 30, 2018.

Plan Category	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)
Equity Compensation plans approved by security holders	92,000	3.15	26,000
Equity Compensation plans not approved by security holders	N/A	N/A	N/A
Total	92,000	3.15	26,000

Item 13. Certain Relationships and Related Transactions, and Director Independence.

Mr. Joseph G. Cremonese, a Director since November 2002, through his affiliate, Laboratory Innovation Company, Ltd., has been providing independent marketing consulting services to the Company since January 1, 2003 pursuant to a consulting agreement expiring December 31, 2018. The agreement currently provides that Mr. Cremonese and his affiliate shall render, at the request of the Company, marketing consulting services for a monthly payment of $3,600. The agreement contains confidentiality and non-competition covenants. The Company paid fees of $43,200 pursuant to the agreement for each of fiscal 2018 and 2017.

Ms. Grace S. Morin, was elected a Director in December 2007 following the sale of her 90.36% ownership interest in Altamira to the Company in November 2006. Up until March 31, 2009, Ms. Morin had been employed by Altamira as an administrative employee. Since April 1, 2009, she has provided consulting services on a part-time basis pursuant to an agreement expiring December 31, 2018 at the rate of $85 per hour, resulting in payments of $7,000 and $5,200 for fiscal 2018 and fiscal 2017, respectively. The agreement contains confidentiality and non-competition covenants.

Item 14. Principal Accountant Fees and Services.

The following is a description of the fees incurred by the Company for services by the firm of Nussbaum Yates Berg Klein & Wolpow, LLP (the "Firm") during fiscal 2018 and fiscal 2017.

The Company incurred for the services of the Firm fees of approximately $70,000 and $69,000 for fiscal 2018 and fiscal 2017, respectively, in connection with the audit of the Company's annual financial statements and quarterly reviews; and $6,000 for each fiscal year for the preparation of the Company's corporate tax returns.

In approving the engagement of the independent registered public accounting firm to perform the audit and non-audit services, the Board of Directors as the Company's audit committee evaluates the scope and cost of each of the services to be performed including a determination that the performance of the non-audit services will not affect the independence of the firm in the performance of the audit services.

PART IV

Item 15. Exhibits and Financial Statement Schedules.

Financial Statements. The required financial statements of the Company are attached hereto on pages F1-F25.

Exhibits. The following Exhibits are filed as part of this report on Form 10-K:

Exhibit Number	Exhibit
3	Articles of Incorporation and By-Laws:
3(a)	Certificate of Incorporation of the Company as amended (filed as Exhibit 1(a-1) to the Company's General Form for Registration of Securities on Form 10 dated February 14, 1973 and incorporated by reference thereto.)
3(b)	Certificate of Amendment of the Company's Certificate of Incorporation, as filed on January 28, 1985 (filed as Exhibit 3(a) to the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 1985 and incorporated by reference thereto.)
3(c)	By-Laws of the Company, as restated and amended (filed as Exhibit 3(ii) to the Company's Current Report on Form 8-K filed on January 6, 2003 and Exhibit 3(ii) to the Company's Current Report on Form 8-K filed on December 5, 2007 and incorporated by reference thereto).
4	Instruments defining the rights of security holders:
4(a)	2002 Stock Option Plan (filed as Exhibit 99-1 to the Company's Current Report on Form 8-K filed on November 25, 2002 and incorporated by reference thereto).
4(b)	2012 Stock Option Plan (filed as Exhibit 10 to the Company's Current Report on Form 8-K filed on January 23, 2012 and incorporated by reference thereto).
4(c)	Amendment to the Company's 2012 Stock Option Plan (Filed as Exhibit 4(c) to the Company's Quarterly Report on Form 10-Q filed on May 12, 2016 and incorporated by reference thereto).
10	Material Contracts:
10(a)	Lease between Registrant and AIP Associates, predecessor-in-interest of current lessor, dated October, 1989 with respect to Company's offices and facilities in Bohemia, New York (filed as Exhibit 10(a) to the Company's Annual Report on Form 10-KSB filed on September 28, 2005 and incorporated by reference thereto).
10(a)-1	Amendment to lease between Registrant and REP A10 LLC, successor in interest of AIP Associates, dated September 1, 2004 (filed as Exhibit 10A-1 to the Company's Current Report on Form 8-K filed on September 2, 2004, and incorporated by reference thereto).
10(a)-2	Second amendment to lease between Registrant and REP A10 LLC dated November 5, 2007 (filed as Exhibit 10A-1 to the Company's Current Report on Form 8-K filed on November 8, 2007, and incorporated by reference thereto).
10(a)-3	Lease agreement dated August 8, 2014 by and between the Company and 80 Orville Drive Associates LLC.
10(b)	Employment Agreement dated January 1, 2003, by and between the Company and Ms. Santos (filed as Exhibit 10(a) to the Company's Current Report on Form 8-K filed on January 22, 2003, and incorporated by reference thereto).
10(b)-1	Employment Agreement dated September 1, 2004, by and between the Company and Ms. Santos (filed as Exhibit 10A-1 to the Company's Current Report on Form 8-K filed on September 1, 2004, and incorporated by reference thereto).
10(b)-2	Employment Agreement dated December 29, 2006, by and between the Company and Ms. Santos (filed as Exhibit 10A-1 to the Company's Current Report on Form 8-K filed on December 29, 2006, and incorporated by reference thereto).

10(b)-3	Employment Agreement dated July 31, 2009 by and between the Company and Ms. Santos (filed as Exhibit 10A-1 to the Company's Current Report on Form 8-K filed on August 7, 2009, and incorporated by reference thereto).
10(b)-4	Employment Agreement dated May 14, 2010 by and between the Company and Ms. Santos (filed as Exhibit 10A-1 to the Company's Current Report on Form 8-K filed on May 18, 2010, and incorporated by reference thereto).
10(b)-5	Employment Agreement dated September 13, 2011 by and between the Company and Ms. Santos (filed as exhibit 10(b)-5 to the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2011, and incorporated by reference thereto).
10(b)-6	Amended Employment Agreement dated May 20, 2013 by and between the Company and Ms. Santos (filed as Exhibit 10A-1 to the Company's Current Report on Form 8-K filed on May 20, 2013, and incorporated by reference thereto).
10(b)-7	Agreement extension dated June 9, 2015 to amend employment agreement by and between the Company and Ms. Santos (filed as Exhibit 10A-1 to the Company's Current Report on Form 8-K filed on June 9, 2015, and incorporated by reference thereto)
10(b)-8	Agreement extension dated May 25, 2016 to amend employment agreement by and between the Company and Ms. Santos (filed as Exhibit 10A-1 to the Company's Current Report on Form 8-K filed on May 31, 2016, and incorporated by reference thereto).
10(b)-9	Employment agreement dated July 1, 2017 by and between the Company and Ms. Santos (filed as an exhibit to the Comany's Annual Report on Form 10-K for the fiscal year ended June 30, 2017, and incorporated by reference thereto).
10(c)	Employment Agreement dated January 1, 2003, by and between the Company and Mr. Robert P. Nichols (filed as Exhibit 10A-1 to the Company's Current Report on Form 8-K filed on January 22, 2003, and incorporated by reference thereto).
10(c)-1	Employment Agreement dated September 1, 2004, by and between the Company and Mr. Nichols (filed as Exhibit 10A-1 to the Company's Current Report on Form 8-K filed on September 1, 2004, and incorporated by reference thereto).
10(c)-2	Employment Agreement dated December 29, 2006, by and between the Company and Mr. Nichols (filed as Exhibit 10A-1 to the Company's Current Report on Form 8-K filed on December 29, 2006, and incorporated by reference thereto).
10(c)-3	Employment Agreement dated July 31, 2009 by and between the Company and Mr. Nichols (filed as Exhibit 10A-2 to the Company's Current Report on Form 8-K filed on August 7, 2009, and incorporated by reference thereto).
10(c)-4	Employment Agreement dated May 14, 2010 by and between the Company and Mr. Nichols (filed as Exhibit 10A-2 to the Company's Current Report on Form 8-K filed on May 18, 2010, and incorporated by reference thereto).
10(c)-5	Employment Agreement dated September 13, 2011 by and between the Company and Mr. Nichols (filed as Exhibit 10(c)-5 to the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2011, and incorporated by reference thereto).
10(c)-6	Amended Employment Agreement dated May 20, 2013 by and between the Company and Mr. Nichols (filed as Exhibit 10A-2 to the Company's current Report on Form 8-K filed on May 20, 2013, and incorporated by reference thereto).
10(c)-7	Agreement extension dated June 9, 2015 to amend employment agreement with Mr. Nichols (filed as Exhibit 10A-1 to the Company's Current Report on Form 8-K filed on June 9, 2015, and incorporated by reference thereto).
10(c)-8	Agreement e Agreement extension dated May 25, 2016 to amend employment agreement with Mr. Nichols (filed as Exhibit 10A-1 to the Company's Current Report on Form 8-K filed on May 31, 2016, and incorporated by reference thereto).
10(c)-9	Employment agreement dated July 1, 2017 by and between the Company and Mr. Nichols (filed as an exhibit to the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2017, and incorporated by reference thereto).
10(d)	Consulting Agreement dated January 1, 2003 by and between the Company and Mr. Cremonese and his affiliate, Laboratory Innovation Company, Ltd. (filed as Exhibit 10(b) to the Company's Current Report on Form 8-K filed on January 6, 2003, and incorporated by reference thereto).
10(d)-1	Amended and Restated Consulting Agreement dated March 22, 2005, by and between the Company and Mr. Cremonese and Laboratory Innovation Company, Ltd. (filed as Exhibit 10A-1 to the Company's Current Report on Form 8-K filed on March 23, 2005, and incorporated by reference thereto).
10(d)-2	Second Amended and Restated Consulting Agreement dated March 15, 2007, by and between the Company and Mr. Cremonese and Laboratory Innovation Company Ltd. (filed as Exhibit 10A-1 to the Company's Current Report on Form 8-K filed on March 16, 2007, and incorporated by reference thereto).
10(d)-3	Third Amended and Restated Consulting Agreement dated September 23, 2009, by and between the Company and Mr. Cremonese and Laboratory Innovation Company, Ltd. (filed as Exhibit 10 to the Company's Annual Report on Form 10-K field on September 24, 2009, and incorporated by reference thereto).
10(d)-4	Fourth Amended and Restated Consulting Agreement dated January 7, 2011 (filed as Exhibit 10A-1 to the Company's Current Report on Form 8-K (filed on January 18, 2011, and incorporated by reference thereto).

10(d)-5	Fifth Amendment and Restated Consulting Agreement dated January 20, 2012 (filed as Exhibit 10 to the Company's Current Report on Form 8-K (filed on January 23, 2012, and incorporated by reference thereto).
10(d)-6	Agreement extension dated November 29, 2012 to Amended and Restated Consulting Agreement (filed as Exhibit 10 to the Company's Current Report on Form 8-K filed on December 4, 2012, and incorporated by reference thereto).
10(d)-7	Agreement extension dated December 12, 2013 to Amended and Restated Consulting Agreement (filed as Exhibit 10 to the Company's Current Report on Form 8-K filed on December 12, 2013, and incorporated by reference thereto).
10(d)-8	Agreement extension dated January 14, 2015 to Amended and Restated Consulting Agreement by and between the Company and Mr. Cremonese and affiliates (filed as Exhibit 10A-1 to the Company's Current Report on Form 8-K filed on January 15, 2015, and incorporated with reference thereto).
10(d)-9	Agreement extension dated January 7, 2016 to Amended and Restated Consulting Agreement by and between the Company and Mr. Cremonese and affiliates (filed as Exhibit 10A-1 to the Company's Current Report on Form 8-K filed on January 26, 2016, and incorporated with reference thereto).
10(d)-10	Agreement extension dated February 16, 2018 to Amended and Restated Consulting Agreement by and between the Company and Mr. Cremonese and affiliates (filed as Exhibit 10-A1 to the Company's Current Report on Form 8-K filed on March 9, 2018, and incorporated with reference thereto).
10(e)	Sublicense from Fluorometrix Corporation (filed as Exhibit 10(a)1 to the Company's Current Report on Form 8-K filed on June 14, 2006, and incorporated by reference thereto).
10(f)	Stock Purchase Agreement, dated as of November 30, 2006, by and among the Company and Grace Morin, Heather H. Haught and William D. Chandler (filed as Exhibit 2.1 to the Company's Current Report on Form 8-K filed on December 5, 2006, and incorporated by reference thereto).
10(g)	Escrow Agreement, dated as of November 30, 2006, by and among the Company and Grace Morin, Heather H. Haught and William D. Chandler (filed as Exhibit 10(a) to the Company's Current Report on Form 8-K filed on December 5, 2006, and incorporated by reference thereto).
10(h)	Registration Rights Agreement, dated as of November 30, 2006, by and among the Company and Grace Morin, Heather H. Haught and William D. Chandler (filed as Exhibit 10(b) to the Company's Current Report on Form 8-K filed on December 5, 2006, and incorporated by reference thereto).
10(i)	Employment Agreement, dated as of November 30, 2006, between Altamira Instruments, Inc. and Brookman P. March (filed as Exhibit 10(c) to the Company's Current Report on Form 8-K filed on December 5, 2006, and incorporated by reference thereto).
10(i)-1	Employment Agreement, dated as of October 30, 2008, between Altamira Instruments, Inc. and Brookman P. March (filed as Exhibit 10A-2 to the Company's Current Report on Form 8-K filed on October 30, 2008, and incorporated by reference thereto).
10(i)-2	Employment Agreement, dated as of October 1, 2010, between Altamira Instruments, Inc., and Brookman P. March (filed as Exhibit 10A-1 to the Company's Current Report on Form 8-K filed on October 13, 2010, and incorporated by reference thereto).
10(i)-3	Employment Agreement, dated as of May 18, 2012 between Altamira Instruments, Inc. and Brookman P. March (filed as Exhibit 10(i)-3 to the Company's Annual Report on Form 10-K filed on September 27, 2012, and incorporated by reference thereto).
10(i)-4	Agreement Extension, dated as of May 21, 2014 between Altamira Instruments, Inc. and Brookman P. March (filed as Exhibit 10 to the Company's Current Report on Form 8-K filed on May 21, 2014, and incorporated by reference thereto).
10(i)-5	Agreement extension dated June 9, 2015 to amend employment agreement (filed as Exhibit 10A-1 to the Company's Current Report on Form 8-K filed on June 9, 2015, and incorporated by reference thereto).
10(i)-6	Agreement extension dated May 25, 2016 to amend employment agreement (filed as Exhibit 10A-1 to the Company's Current Report on Form 8-K filed on May 31, 2016, and incorporated by reference thereto).
10(i)-7	Employment agreement dated July 1, 2017 by and between the Company and Mr. March (filed as an exhibit to the Company's Annual Report on Form 10-K filed on June 30, 2017, and incorporated by reference thereto).
10(j)	Indemnity Agreement, dated as of April 13, 2007 by and among the Company and Grace Morin, Heather H. Haught and William D. Chandler (filed as Exhibit 10(j) to the Company's Annual Report on Form 10-KSB filed on September 28, 2007 and incorporated by reference thereto).
10(k)	Lease between Altamira Instruments, Inc. and Allegheny Homes, LLC, with respect to the Company's Pittsburgh, Pennsylvania facilities (filed as Exhibit 10(k) to the Company's Annual Report on Form 10-KSB filed on September 28, 2007 and incorporated by reference thereto).

10(k)-1	Lease between Altamira Instruments, Inc. and Allegheny Homes, LLC, with respect to the Company's Pittsburgh, Pennsylvania facilities (filed as Exhibit 10(k)-1 to the Company's Quarterly Report on Form 10-Q filed on February 14, 2013, and incorporated by reference thereto).
10(l)	Line of Credit Agreements dated October 30, 2008, by and among the Company and Capital One, N.A. (filed as Exhibits 10-A1(a) through (f) to the Company's Current Report on Form 8-K filed on October 30, 2008, and incorporated by reference thereto.
10(l)-1	Restated Promissory Note Agreement dated January 20, 2010 by and among the Company and Capital One N.A. (filed as Exhibit 99.1 to the Company's Current Report on Form 8-K filed on January 20, 2010, and incorporated by reference thereto).
10(I)-2	Consulting Agreement dated April 1, 2009 by and between the Company and Grace Morin (filed as Exhibit 10A-1 to the Company's Current Report on Form 8-K filed on April 1, 2009, and incorporated by reference thereto).
10(m)-1	Agreement dated January 12, 2015 to extend Consulting Agreement (filed as Exhibit 10A-2 to the Company's Current Report on Form 8-K filed on January 15, 2015, and incorporated by reference thereto).
10(m)-2	Agreement dated January 7, 2016 to extend Consulting Agreement (filed as Exhibit 10A-2 to the Company's Current Report on Form 8-K filed on January 26, 2016, and incorporated by reference thereto).
10(m)-3	Agreement dated February 16, 2018 to extend Consulting Agreement (filed as Exhibit 10A-2 to the Company's Current Report on Form 8-K filed on March 9, 2018, and incorporated by reference thereto).
10(n)	Line of Credit Agreements dated June 14, 2011, by and among the Company and JPMorgan Chase Bank, N.A. (filed as Exhibits 99.1 through 99.3 to the Company's Current Report on Form 8-K filed on June 16, 2011, and incorporated by reference thereto).
10(n)-1	Promissory Note dated June 5, 2013 by and among the Company and JP Morgan Chase Bank, N.A. (filed as Exhibit 99 to the Company's Current Report on Form 8-K filed on June 7, 2013, and incorporated by reference thereto).
10(o)	Purchase Agreement, dated as of November 14, 2011, by and among the Company, Scientific Bioprocessing, Inc., and Fluorometrix Corporation (filed as Exhibit 2.1 to the Company's Current Report on Form 8-K filed on November 17, 2011, and incorporated by reference thereto).
10(p)	Escrow Agreement, dated as of November 14, 2011, by and among the Company, Scientific Bioprocessing, Inc., and Fluorometrix Corporation (filed as Exhibit 10(A) to the Company's Current Report on Form 8-K filed on November 17, 2011, and incorporated by reference thereto).
10(q)	Research and Development Agreement dated as of November 14, 2011, by and between Scientific Bioprocessing, Inc. and Biodox R&D Corporation (filed as Exhibit 10(B) to the Company's Current Report on Form 8-K filed on November 17, 2011, and incorporated by reference thereto).
10(q)-1	Notice of termination of Research and Development Agreement dated June 12, 2013 (filed as Exhibit 99 to the Company's Current Report on Form 8-K filed on June 27, 2013, and incorporated by reference thereto)
10(r)	Non-Competition Agreement, dated as of November 14, 2011, by and among the Company, Scientific Bioprocessing, Inc., and Joseph E. Qualitz (filed as Exhibit 10(D) to the Company's Current Report on Form 8-K filed on November 17, 2011, and incorporated by reference thereto).
10(s)	Promissory Note, dated as of November 14, 2011, by and between the Company and the University of Maryland, Baltimore County (filed as Exhibit 10(c) to the Company's Current Report on Form 8-K filed on November 17, 2011, and incorporated by reference thereto).
10(t)	License Agreement, dated as of January 31, 2001 by and between University of Maryland, Baltimore County and Fluorometrix Corporation (filed as Exhibit 10(E) to the Company's Current Report on Form 8-K filed on November 21, 2011, and incorporated by reference thereto).
10(u)	Line of Credit Agreements dated June 25, 2014, by and among the Company and Bank of America Merrill Lynch (filed as Exhibits 99.1 through 99.2 (to the Company's Current Report on Form 8-K filed on July 2, 2014, and incorporated by reference thereto).
10(v)	Asset Purchase Agreement, dated as of February 26, 2014, by and among the Company and Fulcrum, Inc. (filed as Exhibit 2.1 to the Company's Current Report on Form 8-K filed on February 28, 2014, and incorporated by reference thereto).
10(v)-1	Escrow Agreement, dated as of February 26, 2014, by and among the Company, and Fulcrum, Inc. (filed as Exhibit 10(e) to the Company's Current Report on Form 8-K filed on February 28, 2014, and incorporated by reference thereto).
10(v)-2	Non-Competition Agreements, dated as of February 26, 2014, by and among the Company, and James Maloy and Karl Nowosielski (filed as Exhibits 10(b) and 10(c) to the Company's Current Report on Form 8-K filed on February 28, 2014, and incorporated by reference thereto).
10(v)-3	Registration Rights Agreement, dated as of February 26, 2014, by and among the Company, and Fulcrum, Inc. (filed as Exhibit 10(d) to the Company's Current Report on Form 8-K filed on February 28, 2014, and incorporated by reference thereto).

10(v)-4	Supply Agreement, dated as of February 20, 2014, by and among the Company, and Axis Sp 3.O.O. (filed as Exhibit 10(g) to the Company's Current Report on Form 8-K filed on February 28, 2014, and incorporated by reference thereto).
10(w)	Line of Credit Agreements dated June 26, 2015, by and among the Company and First National Bank of Pennsylvania (filed as Exhibit 10.1 through 10.4 to the Company's Current Report on Form 8-K filed on June 30, 2015, and incorporated by reference thereto).
10(w)-1	Commercial Security Agreement dated July 5, 2016 by and among the Company, and First National Bank of Pennsylvania.
10(y)	Note Purchase Agreements with James Maloy dated May 7, 2015 (filed as Exhibit 10.6 to the Company's Current Report on Form 8-K filed on June 30, 2015, and incorporated by reference thereto).
10(z)	Note Purchase Agreements with Grace March dated May 19, 2015 (filed as Exhibit 10.6 to the Company's Current Report on Form 8-K filed on June 30, 2015, and incorporated by reference thereto).
14	Code of Ethics (filed as Exhibit 14 to the Company's Annual 10KSB filed on September 28, 2007 and incorporated by reference thereto).
21	Subsidiaries of the Registrant
	Altamira Instruments, Inc., a Delaware Corporation, is a wholly-owned subsidiary of the Company.
	Scientific Bioprocessing, Inc., a Delaware Corporation, is a wholly-owned subsidiary of the Company since November 2011.
	Scientific Packaging Industries, Inc., a New York corporation, is a wholly-owned inactive subsidiary of the Company.
31.01	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 302 of Sarbanes-Oxley Act of 2002.
32.01	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of Sarbanes-Oxley Act of 2002.

SIGNATURES

Pursuant to the requirements of Section13 or 15(d) of the Securities Exchange Act of 1934, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: September 28, 2018

SCIENTIFIC INDUSTRIES, INC.
(Registrant)

/s/ Helena R. Santos
Helena R. Santos
President, Chief Executive Officer, Treasurer
Chief Financial and Principal Accounting 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.

Name	Title	Date
Helena R. Santos	President and Treasurer (Chief Executive Officer and Financial Officer) and Director	September 28, 2018
Joseph G. Cremonese	Chairman of the Board	September 28, 2018
Grace S. Morin	Director	September 28, 2018
James S. Segasture	Director	September 28, 2018
John F.F. Watkins	Director	September 28, 2018

SCIENTIFIC INDUSTRIES, INC.
AND SUBSIDIARIES

FINANCIAL STATEMENTS AND REPORT OF
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

AS OF AND FOR THE YEARS ENDED
JUNE 30, 2018 AND 2017

SCIENTIFIC INDUSTRIES, INC. AND SUBSIDIARIES

AS OF AND FOR THE YEARS ENDED JUNE 30, 2018 AND 2017

CONTENTS

Report of Independent Registered Public Accounting Firm

Board of Directors and Shareholders
Scientific Industries, Inc.
Bohemia, New York

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Scientific Industries, Inc. and its subsidiaries (the "Company") as of June 30, 2018 and 2017, the related consolidated statements of income, comprehensive loss, stockholders' equity and cash flows for the years then ended, and the related notes to the consolidated financial statements and schedules (collectively, the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of June 30, 2018 and 2017, and the results of its operations and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting 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.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

We have served as the Company's auditor since 1991.

/s/ Nussbaum Yates Berg Klein & Wolpow, LLP

Nussbaum Yates Berg Klein & Wolpow, LLP

Melville, New York
September 28, 2018

SCIENTIFIC INDUSTRIES, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

AS OF JUNE 30, 2018 AND 2017

ASSETS

	2018	2017
Current assets:		
Cash and cash equivalents	$ 1,053,100	$ 1,025,100
Investment securities	314,700	295,500
Trade accounts receivable, less allowance fordoubtful accounts of $11,600 in 2018 and 2017	1,722,300	1,179,000
Inventories	2,267,900	1,961,200
Prepaid expenses and other current assets	33,500	80,300
Total current assets	5,391,500	4,541,100
Property and equipment, net	199,500	199,300
Intangible assets, net	338,700	579,000
Goodwill	705,300	705,300
Trade accounts receivable, less current portion	245,400	245,400
Other assets	52,500	52,500
Deferred taxes	392,600	505,100
Total assets	$ 7,325,500	$ 6,827,700

LIABILITIES AND SHAREHOLDERS' EQUITY

	2018	2017
Current liabilities:		
Accounts payable	$ 428,000	$ 139,200
Accrued expenses and taxes, current portion	657,700	491,000
Customer advances	63,800	-
Contingent consideration, current portion	118,000	175,700
Notes payable, current portion	5,800	6,700
Total current liabilities	1,273,300	812,600
Accrued expenses, less current portion	60,000	60,000
Notes payable, less current portion	-	5,800
Contingent consideration payable, less current portion	290,000	121,300
Total liabilities	1,623,300	999,700
Shareholders' equity:		
Common stock, $.05 par value; authorized 7,000,000 shares; issued and outstanding 1,513,914 shares in 2018 and 2017	75,700	75,700
Additional paid-in capital	2,545,900	2,515,900
Accumulated other comprehensive income (loss)	1,200	(3,500)
Retained earnings	3,131,800	3,292,300
	5,754,600	5,880,400
Less common stock held in treasury at cost, 19,802 shares	52,400	52,400
Total shareholders' equity	5,702,200	5,828,000
Total liabilities and shareholders' equity	$ 7,325,500	$ 6,827,700

See notes to consolidated financial statements.

SCIENTIFIC INDUSTRIES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

FOR THE YEARS ENDED JUNE 30, 2018 AND 2017

	2018	2017
Revenues	$ 8,481,400	$ 8,149,300
Cost of revenues	5,259,700	5,270,000
Gross profit	3,221,700	2,879,300
Operating expenses:		
General and administrative	1,748,800	1,665,400
Selling	957,500	888,800
Research and development	520,900	437,500
Impairment of intangible assets	-	48,000
Total operating expenses	3,227,200	3,039,700
Loss from operations	(5,500)	(160,400)
Other income (expense):		
Interest income	6,100	10,600
Other income, net	2,500	5,900
Interest expense	(1,700)	(2,900)
Total other income, net	6,900	13,600
Income (loss) before income tax expense (benefit)	1,400	(146,800)
Income tax expense (benefit):		
Current	50,400	13,400
Deferred	111,500	(87,600)
Total income tax expense (benefit)	161,900	(74,200)
Net loss	$ (160,500)	$ (72,600)
Basic and diluted loss per common share	$ (.11)	$ (.05)
Weighted average common shares outstanding	1,494,112	1,491,167

See notes to consolidated financial statements.

SCIENTIFIC INDUSTRIES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

FOR THE YEARS ENDED JUNE 30, 2018 AND 2017

	2018	2017
Net loss	$ (160,500)	$ (72,600)
Other comprehensive income (loss):		
Unrealized holding gain (loss) arising during period, net of tax	4,700	(4,400)
Comprehensive loss	$ (155,800)	$ (77,000)

See notes to consolidated financial statements.

SCIENTIFIC INDUSTRIES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

FOR THE YEARS ENDED JUNE 30, 2018 AND 2017

	Common Stock		Additional Paid-in	Accumulated Other Comprehensive Gain	Retained	Treasury Stock		Total Shareholders'
	Shares	Amount	Capital	(Loss)	Earnings	Shares	Amount	Equity
Balance, July 1, 2016	1,508,914	$ 75,400	$ 2,498,500	$ 900	$ 3,409,600	19,802	$ 52,400	$ 5,932,000
Net loss	-	-	-	-	(72,600)	-	-	(72,600)
Cash dividend declared and paid $.03	-	-	-	-	(44,700)	-	-	(44,700)
Unrealized holding loss on investment securities, net of tax	-	-	-	(4,400)	-	-	-	(4,400)
Exercise of stock options	5,000	300	15,200	-	-	-	-	15,500
Stock-based compensation	-	-	2,200	-	-	-	-	2,200
Balance, June 30, 2017	1,513,914	75,700	2,515,900	(3,500)	3,292,300	19,802	52,400	5,828,000
Net loss	-	-	-	-	(160,500)	-	-	(160,500)
Unrealized holding gain on investment securities, net of tax	-	-	-	4,700	-	-	-	4,700
Stock-based compensation	-	-	30,000	-	-	-	-	30,000
Balance, June 30, 2018	1,513,914	$ 75,700	$ 2,545,900	$ 1,200	$ 3,131,800	19,802	$ 52,400	$ 5,702,200

See notes to consolidated financial statements.

SCIENTIFIC INDUSTRIES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED JUNE 30, 2018 AND 2017

	2018	2017
Operating activities:		
Net loss	$ (160,500)	$ (72,600)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	305,100	355,900
Impairment of intangible assets	-	48,000
Deferred income tax (benefit) expense	112,500	(87,600)
Gain on sale of investment securities	-	(3,200)
Stock-based compensation	30,000	2,200
Change in fair value of contingent consideration	253,700	140,000
Changes in operating assets and liabilities:		
Trade accounts receivable	(543,300)	(192,500)
Inventories	(306,700)	450,900
Prepaid and other current assets	46,800	(33,100)
Accounts payable	288,800	(203,200)
Customer advances	63,800	-
Accrued expenses and taxes	166,700	(358,700)
Total adjustments	417,400	118,700
Net cash provided by operating activities	256,900	46,100
Investing activities:		
Purchase of investment securities, available for sale	(14,500)	(18,700)
Redemption of investment securities, available for sale	-	11,100
Capital expenditures	(61,400)	(17,000)
Purchase of other intangible assets	(3,600)	(16,500)
Net cash used in investing activities	(79,500)	(41,100)
Financing activities:		
Principal payments on notes payable	(6,700)	(6,400)
Cash dividend paid	-	(44,700)
Line of credit proceeds	40,000	250,000
Line of credit repayments	(40,000)	(250,000)
Payments for contingent consideration	(142,700)	(189,300)
Proceeds from exercise of stock options	-	15,500
Net cash used in financing activities	(149,400)	(224,900)

	2018	2017
Net increase (decrease) in cash and cash equivalents	28,000	(219,900)
Cash and cash equivalents, beginning of year	1,025,100	1,245,000
Cash and cash equivalents, end of year	$ 1,053,100	$ 1,025,100
Supplemental disclosures:		
Cash paid during the period for:		
Income taxes	$ 16,000	$ 213,500
Interest	1,700	2,900

See notes to consolidated financial statements.

1. Summary of Significant Accounting Policies

Nature of Operations

Scientific Industries, Inc. and its subsidiaries (the "Company") design, manufacture, and market a variety of benchtop laboratory equipment, bioprocessing products and catalyst research instruments. The Company is headquartered in Bohemia, New York where it produces benchtop laboratory equipment for research and has another location in Pittsburgh, Pennsylvania, where it produces a variety of custom-made catalyst research instruments and designs bioprocessing products, and an administrative facility in Oradell, New Jersey related to sales and marketing. The equipment sold by the Company includes mixers, shakers, stirrers, refrigerated incubators, pharmacy balances and scales, catalyst characterization instruments, reactor systems and high throughput systems. The Company also sublicenses certain patents and technology under a license with the University of Maryland, Baltimore County, and receives royalty fees from the sublicenses.

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of Scientific Industries, Inc., Scientific Packaging Industries, Inc., an inactive wholly-owned subsidiary, Altamira Instruments, Inc. ("Altamira"), a Delaware corporation and wholly-owned subsidiary, and Scientific Bioprocessing, Inc. ("SBI"), a Delaware corporation and wholly-owned subsidiary, (all collectively referred to as the "Company"). All material intercompany balances and transactions have been eliminated.

Revenue Recognition

Revenue from product sales is recognized when all the following criteria are met:

- Persuasive evidence of an arrangement exists, including receipt of a written purchase order agreement which is binding on the customer.
- Goods are shipped and title passes.
- Prices are fixed and determinable.
- Collectability is reasonably assured.
- All material obligations under the agreement have been substantially performed.

Revenues are net of normal discounts. Shipping and handling fees billed to customers are included in net revenues, while the related costs are included in cost of revenues.

Substantially all orders are F.O.B. shipping point, all sales are final without right of return or payment contingencies, and there are no special sales arrangements or agreements with any customers.

Royalty revenue received under the Company's sublicenses is recorded net of payments due to its licensors.

1. Summary of Significant Accounting Policies (Continued)

Cash and Cash Equivalents

The Company considers all highly liquid debt instruments purchased with a maturity of 90 days or less to be cash equivalents. At times, cash balances may be in excess of the Federal Deposit Insurance Corporation (“FDIC”) insurance limit. As of June 30, 2018 and 2017, $593,700 and $442,000, respectively of cash balances were in excess of such limit.

Accounts Receivable

In order to record the Company’s accounts receivable at their net realizable value, the Company must assess their collectability. A considerable amount of judgment is required in order to make this assessment, including an analysis of historical bad debts and other adjustments, a review of the aging of the Company’s receivables, and the current creditworthiness of the Company’s customers. The Company has recorded allowances for receivables which it considered uncollectible, including amounts for the resolution of potential credit and other collection issues such as disputed invoices, customer satisfaction claims and pricing discrepancies. However, depending on how such potential issues are resolved, or if the financial condition of any of the Company’s customers was to deteriorate and its ability to make required payments became impaired, increases in these allowances may be required. The Company actively manages its accounts receivable to minimize credit risk. The Company does not obtain collateral for its accounts receivable.

Customer Advances

In the ordinary course of business, customers may make advance payments for purchase orders. Such amounts, when received, are categorized as liabilities under the caption customer advances.

Investment Securities

Securities available for sale are carried at fair value with unrealized gains or losses reported in a separate component of shareholders’ equity. Realized gains or losses are determined based on the specific identification method.

Inventories

Inventories are valued at the lower of cost (determined on a first-in, first-out basis) or net realizable value, and have been reduced by an allowance for excess and obsolete inventories. The estimate is based on management’s review of inventories on hand compared to estimated future usage and sales. Cost of work-in-process and finished goods inventories include material, labor and manufacturing overhead.

1. Summary of Significant Accounting Policies (Continued)

Property and Equipment

Property and equipment are stated at cost. Depreciation of property and equipment is provided for primarily by the straight-line method over the estimated useful lives of the assets. Leasehold improvements are amortized by the straight-line method over the remaining term of the related lease or the estimated useful lives of the assets, whichever is shorter.

Intangible Assets

Intangible assets consist primarily of acquired technology, customer relationships, non-compete agreements, patents, licenses, websites, intellectual property and research and development ("IPR&D"), trademarks and trade names. All intangible assets are amortized on a straight-line basis over the estimated useful lives of the respective assets, generally 3 to 10 years. The Company continually evaluates the remaining estimated useful lives of intangible assets that are being amortized to determine whether events or circumstances warrant a revision to the remaining period of amortization.

Goodwill and Long-Lived Assets

Goodwill represents the excess of purchase price over the fair value of identifiable net assets acquired in a business combination. Goodwill and long-lived intangible assets are tested for impairment at least annually in accordance with the provisions of ASC No. 350, "Intangibles-Goodwill and Other" ("ASC No. 350"). ASC No. 350 requires that goodwill be tested for impairment at the reporting unit level (operating segment or one level below an operating segment) on an annual basis and between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying value. Application of the goodwill impairment test requires judgment, including the identification of reporting units, assignment of assets and liabilities to reporting units, assignment of goodwill to reporting units, and determination of the fair value of each reporting unit. The Company tests goodwill and long-lived assets annually as of June 30, the last day of its fiscal year, unless an event occurs that would cause the Company to believe the value is impaired at an interim date. The Company concluded as of June 30, 2018 and 2017 there was no impairment of goodwill.

Impairment of Long-Lived Assets

The Company follows the provisions of ASC No. 360-10, "Property, Plant and Equipment - Impairment or Disposal of Long-Lived Assets ("ASC No. 360-10"). ASC No. 360-10 which requires evaluation of the need for an impairment charge relating to long-lived assets whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If an evaluation for impairment is required, the estimated future undiscounted cash flows associated with the asset would be compared to the asset's carrying amount to determine if a write down to a new depreciable basis is required. If required, an impairment charge is recorded based on an estimate of future discounted cash flows. For the year ended June 30, 2017 the Company determined that the intangible assets of SBI were impaired, and accordingly an impairment charge of $48,000 was recorded. There was no impairment for the year ended June 30, 2018.

1. Summary of Significant Accounting Policies (Continued)

Income Taxes

The Company and its subsidiaries file a consolidated U.S. federal income tax return. Income taxes are accounted for under the asset and liability method. The Company provides for federal, and state income taxes currently payable, as well as for those deferred due to timing differences between reporting income and expenses for financial statement purposes versus tax purposes. Deferred tax assets and liabilities are recognized for the future tax consequences attributed to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted income tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of a change in income tax rates is recognized as income or expense in the period that includes the enactment date.

The Company recognizes the effect of income tax positions only if those positions are more likely than not of being sustained. Recognized income tax positions are measured at the largest amount that is greater than 50% likely of being realized. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs.

Advertising

Advertising costs are expensed as incurred. Advertising expense amounted to $174,700 and $134,200 for the years ended June 30, 2018 and 2017, respectively.

Research and Development

Research and development costs consisting of expenses for activities that are useful in developing and testing new products, as well as expenses that may significantly improve existing products, are expensed as incurred.

Stock Compensation Plan

The Company has a ten-year stock option plan (the “2012 Plan”) which provides for the grant of options to purchase up to 100,000 shares of the Company’s Common Stock, par value $.05 per share (“Common Stock”), plus 57,000 shares under options previously granted under the 2002 Stock Option Plan of the Company (the “Prior Plan”). The 2012 Plan provides for the granting of incentive or non-incentive stock options as defined in the 2012 Plan and options under the 2012 Plan may be granted until 2022. Incentive stock options may be granted to employees at an exercise price equal to 100% (or 110% if the optionee owns directly or indirectly more than 10% of the outstanding voting stock) of the fair market value of the shares of Common Stock on the date of the grant. Non-incentive stock options shall be granted at the fair market value of the shares of Common Stock on the date of grant. At June 30, 2018 and 2017, 26,000 and 83,500 shares respectively, of Common Stock were available for grant of options under the 2012 Plan.

1. Summary of Significant Accounting Policies (Continued)

Stock Compensation Plan (Continued)

Stock-based compensation is accounted for in accordance with ASC No. 718 “Compensation-Stock Compensation” (“ASC No. 718”) which requires compensation costs related to stock-based payment transactions to be recognized. With limited exceptions, the amount of compensation cost is measured based on the grant-date fair value of the equity or liability instruments issued. In addition, liability awards are measured at each reporting period. Compensation costs are recognized over the period that an employee provides service in exchange for the award. During the years ended June 30, 2018 and 2017, the Company granted 57,500 and 6,000 options, respectively, to employees that had a fair value of $51,000 and $10,600, respectively. The fair value of the options granted during fiscal year 2018 and 2017 were determined using the Black-Scholes-Merton option-pricing model. The weighted average assumptions used for fiscal 2018 and 2017, was an expected life of 10 years; risk free interest rate of 2.43% and 2.53%; volatility of 47% and 59%, and dividend yield of .85% and 1.04% for fiscal 2018 and 2017. The Company declared a dividend of $0.03 per share during fiscal year ending June 30, 2017. The Company did not declare dividends during the year ended June 30, 2018. The weighted-average value per share of the options granted in 2018 and 2017 was $1.64 and $1.76, and total stock-based compensation costs were $30,000 and $2,200 for the years ended June 30, 2018 and 2017, respectively. Stock-based compensation costs related to nonvested awards expected to be recognized in the future are $73,500 and $10,300 as of June 30, 2018 and 2017, respectively.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America and pursuant to the rules and regulations of the U.S. Securities and Exchange Commission requires management to make estimates and judgments that affect the amounts reported in the financial statements and accompanying notes. Estimates are used for, but not limited to, the allowance for doubtful accounts, slow-moving inventory reserves, depreciation and amortization, assumptions made in valuing equity instruments issued for services, and the fair values of intangibles and goodwill. The actual results experienced by the Company may differ materially from management’s estimates.

Earnings Per Common Share

Basic earnings per common share is computed by dividing net income (loss) by the weighted-average number of shares outstanding. Diluted earnings per common share includes the dilutive effect of stock options, if any.

1. Summary of Significant Accounting Policies (Continued)

Recent Accounting Pronouncements

In January 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2016-01, "Financial Instruments - Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities". The update addresses certain aspects of recognition, measurement, presentation and disclosure of financial instruments. For public business entities, the amendments in this update are effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. Early adoption is permitted only for certain portions of the ASU related to financial liabilities. The Company is currently evaluating the impact of the provisions of this new standard on the consolidated financial statements.

In February 2016, the FASB issued ASU No. 2016-02, "Leases" (Topic 842). The FASB issued this update to increase transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet and disclosing key information about leasing arrangements. The updated guidance is effective for annual periods beginning after December 15, 2018, including interim periods within those fiscal years. Early adoption of the update is permitted. The Company is currently evaluating the effect of the new standard.

In April 2016, the FASB issued ASU No. 2016-10, "Revenue from Contracts with Customers: Identifying Performance Obligations and Licensing (Topic 606)". In March 2016, the FASB issued ASU No. 2016-08, "Revenue from Contracts with Customers: Principal versus Agent Considerations (Reporting Revenue Gross verses Net) (Topic 606)". These amendments provide additional clarification and implementation guidance on the previously issued ASU 2014-09, "Revenue from Contracts with Customers". The amendments in ASU 2016-10 provide clarifying guidance on materiality of performance obligations; evaluating distinct performance obligations; treatment of shipping and handling costs; and determining whether an entity's promise to grant a license provides a customer with either a right to use an entity's intellectual property or a right to access an entity's intellectual property. The amendments in ASU 2016-08 clarify how an entity should identify the specified good or service for the principal versus agent evaluation and how it should apply the control principle to certain types of arrangements. The adoption of ASU 2016-10 and ASU 2016-08 is to coincide with an entity's adoption of ASU 2014-09.The Company has performed a review of the requirements of the new guidance and has identified which of its revenue streams will be within the scope of ASC 606. The Company has applied the five-step model of the new standard to a selection of contracts within each of its revenue streams and has compared the results to its current accounting practices. Based on this analysis, the Company does not currently expect a material impact on the Company's consolidated financial statements. The Company is expecting to utilize the modified retrospective transition method of adoption. The Company is continuing to work through the remaining steps of the adoption plan to facilitate adoption for the fiscal year ending June 30, 2019. As part of this, the Company is assessing changes that might be necessary to information technology systems, processes, and internal controls to capture new data and address changes in financial reporting. The Company will be revising its revenue recognition accounting policy and expanding revenue disclosures to reflect the requirements of ASC 606, which include disclosures related to the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. Additionally, qualitative and quantitative disclosures are required about customer contracts, significant judgements and assets recognized from the costs to obtain or fulfill a contract.

1. Summary of Significant Accounting Policies (Continued)

Recent Accounting Pronouncements (Continued)

In May 2016, the FASB issued ASU No. 2016-12, "Revenue from Contracts with Customers (Topic 606): Narrow-Scope Improvements and Practical Expedients", which narrowly amended the revenue recognition guidance regarding collectability, noncash consideration, presentation of sales tax and transition and is effective during the same period as ASU 2014-09. The Company is currently evaluating the effect of the standard. In December 2016, the FASB issued ASU No. 2016-20 "Technical Corrections and Improvements
to Topic 606: "Revenue from Contracts with Customers", which makes miscellaneous corrections and modifications to the originally issued ASU 2014-09.

In August 2016, the FASB issued ASU 2016-15, "Classification of Certain Cash Receipts and Cash Payments". This update provides guidance on how to record eight specific cash flow issues. This update is effective for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. Early adoption is permitted and a retrospective transition method to each period should be presented. The Company is currently evaluating the effect of this update on its consolidated financial statements.

Adopted Accounting Pronouncements

On December 22, 2017, the Staff of the Securities and Exchange Commission issued Staff Accounting Bulletin No. 118, "Income Tax Accounting Implications of the Tax Cuts and Jobs Act, or SAB 118," which addresses situations where the accounting under the FASB, Accounting Standards Codification No. 740, Income Taxes, or ASC 740 is incomplete for certain income tax effects of Public Law No. 115-97, commonly referred to as Under ASC 740, entities are required to adjust current and deferred tax assets and liabilities for the effects of changes in tax laws or rates at their date of enactment. However, pursuant to SAB 118, if an entity does not have the necessary information available, prepared, or analyzed for certain income tax effects of the 2017 Tax Act at the time an entity's financial statements are issued, an entity shall apply ASC 740 based on the provisions of the tax laws that were in effect immediately prior to the enactment of the 2017 Tax Act. If the accounting for certain income tax effects of the 2017 Tax Act is incomplete, but an entity can determine a reasonable estimate for those effects, an entity can record provisional amounts during a measurement period, which ends on the earlier of when an entity has obtained, prepared, and analyzed the information necessary to complete the accounting requirements of ASC 740 and December 22, 2017.

The 2017 Tax Act includes significant changes to the U.S. income tax system. The 2017 Tax Act contains numerous provisions impacting the Company, the most significant of which reduces the Federal corporate statutory rate from 35% to 21%. The Company is a fiscal-year end taxpayer and is required to use a blended statutory federal tax rate, inclusive of the Federal rate change enacted on December 22, 2017 to compute its effective rate for the year ended June 30, 2018. Refer to Note 11 for additional information regarding the impact of the 2017 Tax Act on the Company.

Reclassification

Accounts receivable of $245,400 and deferred taxes of $129,000 was reclassified from current to long-term assets on the balance sheet as of June 30, 2017 to conform to the current period's presentation.

2. Segment Information and Concentrations

The Company views its operations as three segments: the manufacture and marketing of standard benchtop laboratory equipment for research in university, hospital and industrial laboratories sold primarily through laboratory equipment distributors and laboratory and pharmacy balances and scales ("Benchtop Laboratory Equipment Operations"), the manufacture and marketing of custom-made catalyst research instruments for universities, government laboratories, and chemical and petrochemical companies sold on a direct basis ("Catalyst Research Instruments Operations") and the design and marketing of bioprocessing systems and products and related royalty income ("Bioprocessing Systems").

Segment information is reported as follows:

	Benchtop Laboratory Equipment	Catalyst Research Instruments	Bioprocessing Systems	Corporate and Other	Consolidated
June 30, 2018:					
Revenues	$ 6,403,400	$ 1,408,900	$ 669,100	$ -	$ 8,481,400
Foreign Sales	2,669,000	707,200	-	-	3,376,200
Income (Loss) From Operations	297,000	(248,000)	(54,500)	-	(5,500)
Assets	4,141,200	1,482,200	1,002,800	699,300	7,325,500
Long-Lived Asset Expenditures	60,500	1,900	2,600	-	65,000
Depreciation, Amortization and Impairment	265,100	2,800	37,200	-	305,100

	Benchtop Laboratory Equipment	Catalyst Research Instruments	Bioprocessing Systems	Corporate and Other	Consolidated
June 30, 2017:					
Revenues	$ 5,784,400	$ 2,070,200	$ 294,700	$ -	$ 8,149,300
Foreign Sales	2,467,400	129,200	-	-	2,596,600
Income (Loss) From Operations	288,100	(312,900)	(135,600)	-	(160,400)
Assets	4,100,800	1,518,100	408,200	800,600	6,827,700
Long-Lived Asset Expenditures	20,700	-	12,800	-	33,500
Depreciation, Amortization and Impairment	292,600	14,000	97,300	-	403,900

3. Fair Value of Financial Instruments

The FASB defines the fair value of financial instruments as the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value measurements do not include transaction costs.

The accounting guidance also expands the disclosure requirements around fair value and establishes a fair value hierarchy for valuation inputs. The hierarchy prioritizes the inputs into three levels based on the extent to which inputs used in measuring fair value are observable in the market. Each fair value measurement is reported in one of the three levels, which is determined by the lowest level input that is significant to the fair value measurement in its entirety. These levels are described below:

Level 1 Inputs that are based upon unadjusted quoted prices for identical instruments traded in active markets.

Level 2 Quoted prices in markets that are not considered to be active or financial instruments for which all significant inputs are observable, either directly or indirectly.

Level 3 Prices or valuation that require inputs that are both significant to the fair value measurement and unobservable.

In valuing assets and liabilities, the Company is required to maximize the use of quoted market prices and minimize the use of unobservable inputs. The Company calculated the fair value of its Level 1 and 2 instruments based on the exchange traded price of similar or identical instruments where available or based on other observable instruments. These calculations take into consideration the credit risk of both the Company and its counterparties. The Company has not changed its valuation techniques in measuring the fair value of any financial assets and liabilities during the period.

The fair value of the contingent consideration obligations are based on a probability weighted approach derived from the estimates of earn-out criteria and the probability assessment with respect to the likelihood of achieving those criteria. The measurement is based on significant inputs that are not observable in the market, therefore, the Company classifies this liability as Level 3 in the following table.

3. Fair Value of Financial Instruments (Continued)

The following tables set forth by level within the fair value hierarchy the Company's financial assets that were accounted for at fair value on a recurring basis at June 30, 2018 and 2017 according to the valuation techniques the Company used to determine their fair values:

	Fair Value at June 30, 2018	Fair Value Measurements Using Inputs Considered as Level 1	Level 2	Level 3
Assets:				
Cash and cash equivalents	$ 1,053,100	$ 1,053,100	$ -	$ -
Available for sale securities	314,700	314,700	-	-
Total	$ 1,367,800	$ 1,367,800	$ -	$ -
Liabilities:				
Contingent consideration	$ 408,000	$ -	$ -	$ 408,000

	Fair Value at June 30, 2017	Fair Value Measurements Using Inputs Considered as Level 1	Level 2	Level 3
Assets:				
Cash and cash equivalents	$ 1,025,100	$ 1,025,100	$ -	$ -
Available for sale securities	295,500	295,500	-	-
Total	$ 1,320,600	$ 1,320,600	$ -	$ -
Liabilities:				
Contingent consideration	$ 297,000	$ -	$ -	$ 297,000

The following table sets forth an analysis of changes during fiscal years 2018 and 2017 in Level 3 financial liabilities of the Company:

	2018	2017
Beginning balance	$ 297,000	$ 346,300
Increase in contingent consideration liability	408,900	140,000
Payments and accruals	(297,900)	(189,300)
Ending balance	$ 408,000	$ 297,000

The Company's contingent obligations require cash payments to the sellers of certain acquired operations based on royalty payments received or operating results achieved. These contingent considerations are classified as liabilities and the liabilities are remeasured to an estimated fair value at each reporting date. During the years ended June 30, 2018 and June 30, 2017, the Company recorded an increase in the estimated fair value of contingent liabilities of approximately $408,900 and $140,000, respectively related to its Bioprocessing Systems Operations segment.

3. Fair Value of Financial Instruments (Continued)

Investments in marketable securities classified as available-for-sale by security type at June 30, 2018 and 2017 consisted of the following:

	Cost	Fair Value	Unrealized Holding Gain (Loss)
At June 30, 2018:			
Available for sale:			
Equity securities	$ 45,700	$ 67,800	$ 22,100
Mutual funds	267,800	246,900	(20,900)
	$ 313,500	$ 314,700	$ 1,200

	Cost	Fair Value	Unrealized Holding Gain (Loss)
At June 30, 2017:			
Available for sale:			
Equity securities	$ 37,000	$ 50,800	$ 13,800
Mutual funds	262,000	244,700	(17,300)
	$ 299,000	$ 295,500	$ (3,500)

4. Inventories

	2018	2017
Raw materials	$ 1,488,000	$ 1,373,800
Work-in-process	352,700	166,500
Finished goods	427,200	420,900
	$ 2,267,900	$ 1,961,200

5. Property and Equipment

	Useful Lives (Years)	2018	2017
Automobiles	5	$ 22,000	$ 22,000
Computer equipment	3-5	173,400	162,800
Machinery and equipment	3-7	870,400	819,600
Furniture and fixtures	4-10	205,900	205,900
Leasehold improvements	3-10	34,200	34,200
		1,305,900	1,244,500
Less accumulated depreciation and amortization		1,106,400	1,045,200
		$ 199,500	$ 199,300

Depreciation expense was $61,200 and $67,900 for the years ended June 30, 2018 and 2017, respectively.

6. Goodwill and Other Intangible Assets

Goodwill represents the excess of the purchase price over the fair value of the net assets acquired in connection with the Company's acquisitions. Goodwill amounted to $705,300 at June 30, 2018 and 2017, all of which is expected to be deductible for tax purposes.

The components of other intangible assets are as follows:

	Useful Lives	Cost	Accumulated Amortization	Net
At June 30, 2018:				
Technology, trademarks	5/10 yrs.	$ 662,800	$ 613,400	$ 49,400
Trade names	6 yrs.	140,000	101,100	38,900
Websites	5 yrs.	210,000	182,000	28,000
Customer relationships	9/10 yrs.	357,000	294,800	62,200
Sublicense agreements	10 yrs.	294,000	194,800	99,200
Non-compete agreements	5 yrs.	384,000	348,000	36,000
IPR&D	3 yrs.	110,000	110,000	-
Other intangible assets	5 yrs.	198,100	173,100	25,000
		$ 2,355,900	$ 2,017,200	$ 338,700

	Useful Lives	Cost	Accumulated Amortization	Net
At June 30, 2017:				
Technology, trademarks	5/10 yrs.	$ 662,800	$ 541,100	$ 121,700
Trade names	6 yrs.	140,000	77,800	62,200
Websites	5 yrs.	210,000	140,000	70,000
Customer relationships	9/10 yrs.	357,000	281,400	75,600
Sublicense agreements	10 yrs.	294,000	165,400	128,600
Non-compete agreements	5 yrs.	384,000	294,000	90,000
IPR&D	3 yrs.	110,000	110,000	-
Other intangible assets	5 yrs.	194,500	163,600	30,900
		$ 2,352,300	$ 1,773,300	$ 579,000

Total amortization expense was $243,900 and $288,000 in 2018 and 2017, respectively.

Estimated future amortization expense of intangible assets is as follows:

Fiscal Years	
2019	$ 186,900
2020	66,400
2021	49,100
2022	26,100
2023	9,800
Thereafter	400
Total	$ 338,700

7. Line of Credit

The Company has a Demand Line of Credit through December 2018 with First National Bank of Pennsylvania which provides for borrowings of up to $300,000 for regular working capital needs, bearing interest at prime, currently 5.0%. The agreement contains a financial covenant requiring the Company to maintain a minimum net worth and borrowings are also secured by a pledge of the Company's assets including inventory, accounts, chattel paper, equipment and general intangibles of the Company. As of June 30, 2018 and 2017, there were no borrowings outstanding under the line.

8. Notes Payable

The Company has a $20,000 36-month auto loan through April 2019, with its bank, with monthly payments of $600 bearing interest at 4% for a vehicle used by the Company's sales manager. The outstanding balance remaining on this loan as of June 30, 2018 and June 30, 2017 was $5,800 and $12,500 with principal payments of $5,800 due over the next fiscal year.

9. Employee Benefit Plans

The Company has a 401(k) profit sharing plan covering all its employees, which provides for voluntary employee salary contributions not to exceed the statutory limitations provided by the Internal Revenue Code. The plan provides for Company matching contribution equal to 100% of employee's deferral up to 3% of pay, plus 50% of employee's deferral over 3% of pay up to 5%. Total matching contributions amounted to $74,500 and $75,100 for the years ended June 30, 2018 and 2017, respectively.

10. Commitments and Contingencies

The Company entered into a lease in August 2014 for its Bohemia, New York premises through February 2025 which requires minimum annual rental payments plus other expenses, including real estate taxes and insurance. The future minimum annual rental expense, computed on a straight-line basis, is approximately $170,000 under the terms of the lease. Rental expense for the Bohemia facility amounted to approximately $183,300 in 2018 and $175,200 in 2017. Accrued rent, payable in future years, amounted to $65,600 and $59,600 at June 30, 2018 and 2017, respectively.

The Company is also obligated under an operating lease for its facility in Pittsburgh, Pennsylvania, which requires monthly minimum rental payments through November 2020, plus common area expenses. Total rent expense for the Pittsburgh facility was $106,000 and $106,500 for the fiscal years ended June 30, 2018 and 2017, respectively.

10. Commitments and Contingencies (Continued)

In addition, the Company maintains an office in Oradell, New Jersey from which it performs its sales and marketing functions. The Company is obligated under an operating lease for its facility in Oradell, New Jersey, which required monthly minimum rental payments through June 2018, plus common area expenses. The Company is operating under the lease's one year renewal option through June 30, 2019. Total rent expense for the New Jersey facilities, was $23,000 and $22,500 for the years ended June 30, 2018 and 2017, respectively.

The Company's approximate future minimum rental payments under all operating leases are as follows:

Fiscal Years		
2019	$	265,200
2020		249,700
2021		210,800
2022		184,600
2023		190,200
Thereafter		287,500
	$	1,388,000

The Company has a three year employment contract with its President effective July 1, 2017. The agreement provides for an annual base salary of $175,000 for the fiscal year end June 30, 2018 with subsequent annual increases of 3% or percentage increase in Consumer Price Index "CPI", whichever is higher plus $25,000 cash bonus for the fiscal year ended June 30, 2018 and discretionary for subsequent years. The agreement also provides for a grant of options to purchase 25,000 shares of the Company's stock which were granted during the year ended June 30, 2018. A bonus of $20,000 was also awarded to the President during the fiscal year ending June 30, 2017.

The Company has a three year employment contract with its President of the Genie Products Division and Corporate Secretary effective July 1, 2017. The agreement provides for an annual base salary of $153,000 for the fiscal year end June 30, 2018 with subsequent annual increases of 3% or percentage increase in Consumer Price Index "CPI", whichever is higher, plus $10,000 cash bonus for the fiscal year ended June 30, 2018 and discretionary for subsequent years. The agreement also provides for a grant of options to purchase 7,500 shares of the Company's stock which were granted during the year ended June 30, 2018. A bonus of $10,000 was awarded to the Corporate Secretary during the fiscal year ending June 30, 2017.

10. Commitments and Contingencies (Continued)

The Company has a three year employment contract with its Vice President of Corporate Development and Strategy and Vice president of Sales and Marketing of Altamira Instruments, Inc. effective July 1, 2017. The agreement provides for an annual base salary of $155,000 for the fiscal year ended June 30, 2018 with subsequent annual increases of 3% or percentage increase in Consumer Price Index “CPI”, whichever is higher, plus $10,000 cash bonus for the fiscal year ended June 30, 2018 and discretionary for subsequent years. The agreement also provides for a grant of options to purchase 7,500 shares of the Company’s stock which were granted during the year ended June 30, 2018. A bonus of $10,000 was awarded during the fiscal year ending June 30, 2017.

The Company has a three year employment contract with its President of Torbal Products Division and Director of Marketing effective July 1, 2017. The agreement provides for an annual base salary of $157,000 for the fiscal year ended June 30, 2018 with subsequent annual increases of 4% or percentage increase in Consumer Price Index “CPI”, whichever is higher, plus $10,000 cash bonus for the fiscal year ended June 30, 2018 and subsequent years, subject to a minimum increase of 5% in the divisions’ EBITDA for the related year. The agreement also provides for a grant of options to purchase 7,500 shares of the Company’s stock which were granted during the year ended June 30, 2018. A bonus of $10,000 was awarded during the fiscal year ending June 30, 2017.

The Company has a two year agreement with its President of Altamira Instruments, Inc. effective July 1, 2017. The agreement provides for an annual base salary of $110,000 and $120,000 for the fiscal years ending June 30, 2018 and 2019, respectively, plus incentive pay based on achievement of certain revenue and income levels. The agreement also provides for a grant of options for an aggregate of 10,000 shares of the Company’s common stock, which were granted during the fiscal year ended June 30, 2018.

The Company has a consulting agreement which expires on December 31, 2018 with an affiliate of the Chairman of the Board of Directors for marketing consulting services. The agreement provides that the consultant be paid a monthly fee of $3,600 for a certain number of consulting days as defined in the agreement. Consulting expense related to this agreement amounted to $43,200 for both years ended June 30, 2018 and 2017.

The Company has a consulting agreement which expires December 31, 2018 with another member of its Board of Directors for administrative services providing that the consultant be paid at the rate of $85 per hour. Consulting expense related to this agreement amounted to $7,000 and $5,200 for the fiscal years ended June 30, 2018 and 2017, respectively.

In connection with a February 26, 2014 acquisition of a privately owned company, The Company remained obligated to make its last additional payment to the seller based on a percentage of net sales of the business acquired equal to 11% for the year ended June 30, 2017. Payments related to this contingent consideration for each period were due in September following the fiscal year. The Company is also required to make payments of 30% of the net royalties received from the license and sublicense acquired in the SBI acquisition in fiscal 2012. Total contingent consideration payments made for all acquisitions amounted to $142,700 and $189,300 for the years ended June 30, 2018 and 2017, respectively.

10. Commitments and Contingencies (Continued)

The fair value of contingent consideration estimated to be paid as of June 30, 2018 is as follows:

Year ended June 30,	Amount
2019	$ 118,000
2020	102,000
2021	88,000
2022	47,000
2023	38,000
Thereafter	15,000
	$ 408,000

11. Income Taxes

The reconciliation of the provision for income taxes at the federal statutory rate of 21% to the actual tax expense or benefit for the applicable fiscal year was as follows:

	2018	2017
Computed "expected" income tax (benefit)	$ 300	$ (51,400)
Research and development credits	(32,700)	(13,100)
Change in tax rate	224,300	-
Other, net	(30,000)	(9,700)
Income tax expense (benefit)	$ 161,900	$ (74,200)

Deferred tax assets and liabilities consist of the following:

	2018	2017
Deferred tax assets:		
Amortization of intangible assets	$ 326,500	$ 390,000
Research and development credits	-	3,400
Various accruals	54,700	102,300
Other	48,200	55,000
	429,400	550,700
Deferred tax liability:		
Depreciation of property and amortization of goodwill	(36,800)	(45,600)
Net deferred tax assets	$ 392,600	$ 505,100

11. Income Taxes (Continued)

ASC No. 740 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements and prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. ASC No. 740 also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. As of June 30, 2018 and 2017, the Company did not have any unrecognized tax benefits related to various federal and state income tax matters.

The Company's policy is to recognize interest and penalties on any unrecognized tax benefits as a component of income tax expense. The Company does not have any accrued interest or penalties associated with any unrecognized tax benefits. The Company is subject to U.S. federal income tax, as well as various state jurisdictions. The Company is currently open to audit under the statute of limitations by the federal and state jurisdictions for the years ending June 30, 2015 and after. The Company does not anticipate any material amount of unrecognized tax benefits within the next 12 months.

12. Stock Options

Option activity is summarized as follows:

	Fiscal 2018		Fiscal 2017	
	Shares	Weighted-Average Exercise Price	Shares	Weighted-Average Exercise Price
Shares under option:				
Outstanding, beginning of year	34,500	$ 3.25	43,500	$ 3.33
Granted	57,500	3.08	6,000	2.91
Exercised	-	-	(5,000)	3.10
Forfeited	-	-	(10,000)	3.45
Outstanding, end of year	92,000	3.15	34,500	3.25
Options exercisable at year-end	28,834	$ 3.46	23,833	$ 3.52
Weighted average fair value per share of options granted during the fiscal year		$ 1.64		$ 1.76

12. Stock Options (Continued)

	As of June 30, 2018 Options Outstanding			As of June 30, 2018 Exercisable	
Range Exercise Prices	Number Outstanding	Weighted-Average Remaining Contractual Life (Years)	Weighted-Average Exercise Price	Number Outstanding	Weighted-Average Exercise Price
$ 3.50 - $ 4.05	20,000	5.13	$ 3.84	20,000	$ 3.84
$ 2.91 - $ 3.27	72,000	8.63	$ 3.07	8,834	$ 3.06
	92,000			28,834	

	As of June 30, 2017 Options Outstanding			As of June 30, 2017 Exercisable	
Range Exercise Prices	Number Outstanding	Weighted-Average Remaining Contractual Life (Years)	Weighted-Average Exercise Price	Number Outstanding	Weighted-Average Exercise Price
$ 3.50 - $4.05	20,000	6.13	$ 3.64	18,666	$ 3.64
$ 2.91 - $ 3.27	14,500	3.67	$ 3.02	5,167	$ 3.12
	34,500			23,833	

13. Loss Per Common Share

Loss per common share data was computed as follows:

	2018	2017
Net loss	$ (160,500)	$ (72,600)
Weighted average common shares outstanding	1,494,112	1,491,167
Basic and diluted loss per common share	$ (.11)	$ (.05)

Approximately 92,000 and 34,500 shares of the Company's common stock issuable upon the exercise of outstanding options were excluded from the calculation of diluted earnings per common share for the years ended June 30, 2018 and 2017, respectively, because the effect would be anti-dilutive.