MISONIX INC
Form 10-Q
February 04, 2015

FORM 10-Q

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

(Mark One)

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended December 31, 2014

OR

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

For the transition period from __________ to_________

Commission file number: 1-10986

MISONIX, INC.

(Exact name of registrant as specified in its charter)

New York	11-2148932
(State or other jurisdiction of	(I.R.S. Employer

incorporation or organization)	Identification No.)
1938 New Highway, Farmingdale, NY	11735
(Address of principal executive offices)	(Zip Code)

(631) 694-9555

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes x 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. (Check one):

Large accelerated filer ¨	Accelerated filer ¨	Non-accelerated filer ¨ (Do not check if a smaller reporting company)	Smaller reporting company x

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ¨ No x

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

Class of Common Stock	Outstanding at February 4, 2015

Common Stock, $.01 par value	7,636,351

MISONIX, INC.

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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements.

MISONIX, INC. and Subsidiaries

Consolidated Balance Sheets

	December 31, 2014 (unaudited)	June 30, 2014 (derived from audited financial statements)
Assets		
Current assets:		
Cash and cash equivalents	$ 8,295,624	$ 7,039,938
Accounts receivable, less allowance for doubtful accounts of $146,868 and $136,868, respectively	3,575,008	3,759,152
Inventories, net	4,251,953	4,217,350
Prepaid expenses and other current assets	169,217	367,830
Total current assets	16,291,802	15,384,270
Property, plant and equipment, net of accumulated amortization and depreciation of $5,142,375 and $4,842,009, respectively	1,707,644	1,517,852
Goodwill	1,701,094	1,701,094
Intangible and other assets	854,265	924,653
Total assets	$ 20,554,805	$ 19,527,869
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable	$ 1,049,821	$ 1,650,323
Accrued expenses and other current liabilities	1,212,502	1,457,250
Total current liabilities	2,262,323	3,107,573
Deferred lease liability	8,307	16,614
Deferred income	35,856	51,318
Total liabilities	2,306,486	3,175,505
Commitments and contingencies (Note 8)		
Stockholders' equity:		

Common stock, $.01 par value-shares authorized 20,000,000, 7,761,333 and 7,412,096 shares issued and 7,636,351 and 7,334,536 shares outstanding, respectively	77,613	74,121
Additional paid-in capital	29,312,958	28,169,622
Accumulated deficit	(10,195,992)	(11,480,386)
Treasury stock, at cost, 124,982 and 77,560 shares, respectively	(946,260)	(410,993)
Total stockholders' equity	18,248,319	16,352,364
Total liabilities and stockholders' equity	$ 20,554,805	$ 19,527,869

See Accompanying Notes to Consolidated Financial Statements.

MISONIX, INC. and Subsidiaries

Consolidated Statements of Operations

(Unaudited)

	For the six months ended December 31, 2014	2013
Net sales	$10,140,345	$7,197,643
Cost of goods sold	3,353,280	2,574,739
Gross profit	6,787,065	4,622,904
Operating expenses:		
Selling expenses	4,104,460	3,512,529
General and administrative expenses	2,780,862	2,342,241
Research and development expenses	761,892	907,907
Total operating expenses	7,647,214	6,762,677
Loss from operations	(860,149)	(2,139,773)
Other income (expense):		
Interest income	44	38
Royalty income and license fees	2,192,892	1,722,186
Other	(10,526)	(11,565)
Total other income	2,182,410	1,710,659
Income/(loss) from continuing operations before income taxes	1,322,261	(429,114)
Income tax expense	47,817	5,500
Net income/(loss) from continuing operations	1,274,444	(434,614)
Discontinued operations:		
Income from discontinued operations net of tax expense of $0 and $0, respectively	9,950	9,950
Net income from discontinued operations	9,950	9,950
Net income/(loss)	$1,284,394	$(424,664)
Net income/(loss) per share from continuing operations - Basic	$0.17	$(0.06)
Net income per share from discontinued operations - Basic	0.00	0.00
Net income/(loss) per share - Basic	$0.17	$(0.06)
Net income/(loss) per share from continuing operations - Diluted	$0.16	$(0.06)
Net income per share from discontinued operations - Diluted	0.00	0.00
Net income/(loss) per share - Diluted	$0.16	$(0.06)
Weighted average shares - Basic	7,464,194	7,189,136

Weighted average shares - Diluted	7,907,627	7,189,136

See Accompanying Notes to Consolidated Financial Statements.

MISONIX, INC. and Subsidiaries

Consolidated Statements of Operations

(Unaudited)

	For the three months ended December 31, 2014	2013
Net sales	$ 5,601,008	$ 4,122,059
Cost of goods sold	1,767,175	1,229,409
Gross profit	3,833,833	2,892,650
Operating expenses:		
Selling expenses	2,085,174	1,683,699
General and administrative expenses	1,534,784	1,120,926
Research and development expenses	324,301	435,019
Total operating expenses	3,944,259	3,239,644
Loss from operations	(110,426)	(346,994)
Other income (expense):		
Interest income	19	19
Royalty income and license fees	1,044,941	809,392
Other	(4,847)	(5,304)
Total other income	1,040,113	804,107
Income from continuing operations before income taxes	929,687	457,113
Income tax expense	33,465	2,750
Net income from continuing operations	896,222	454,363
Discontinued operations:		
Income from discontinued operations net of tax expense of $0 and $0, respectively	4,975	4,975
Net income from discontinued operations	4,975	4,975
Net income	$ 901,197	$ 459,338
Net income per share from continuing operations - Basic	$ 0.12	$ 0.06
Net income per share from discontinued operations - Basic	0.00	0.00
Net income per share - Basic	$ 0.12	$ 0.06
Net income per share from continuing operations - Diluted	$ 0.11	$ 0.06
Net income per share from discontinued operations - Diluted	0.00	0.00
Net income per share - Diluted	$ 0.11	$ 0.06
Weighted average shares - Basic	7,567,442	7,195,406

Weighted average shares - Diluted	8,170,821	7,712,903

See Accompanying Notes to Consolidated Financial Statements.

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MISONIX, INC. and Subsidiaries

Consolidated Statement of Stockholders' Equity

(Unaudited)

For the six months ended December 31, 2014

	Common Stock, $.01 Par Value		**Treasury Stock**				
	Number of shares	Amount	Number of shares	Amount	Additional paid-in capital	Accumulated deficit	Total stockholders' equity
Balance, June 30, 2014	7,412,096	$74,121	(77,560)	$(410,993)	$28,169,622	$(11,480,386)	$16,352,364
Net income/comprehensive income	-	-	-	-	-	1,284,394	1,284,394
Proceeds from exercise of stock options	349,237	3,492	(47,422)	(535,267)	659,751	-	127,976
Stock-based compensation	-	-	-	-	483,585	-	483,585
Balance, December 31, 2014	7,761,333	$77,613	(124,982)	$(946,260)	$29,312,958	$(10,195,992)	$18,248,319

See Accompanying Notes to Consolidated Financial Statements.

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MISONIX, INC. and Subsidiaries

Consolidated Statements of Cash Flows

(Unaudited)

	For the six months ended December 31, 2014	2013
Operating activities		
Net income/(loss) from continuing operations	$1,274,444	$(434,614)
Adjustments to reconcile net income/(loss) to net cash provided by/(used in) by continuing operating activities:		
Depreciation and amortization and other non-cash items	621,949	459,449
Bad debt expense	10,000	30,000
Stock-based compensation	483,585	325,250
Deferred income	(31,788)	(3,655)
Deferred lease liability	(8,307)	(3,599)
Changes in operating assets and liabilities:		
Accounts receivable	174,144	73,653
Inventories	(476,052)	40,631
Prepaid expenses and other assets	164,453	226,765
Accounts payable, accrued expenses and other non-cash items	(828,924)	(1,262,343)
Net cash provided by/(used in) continuing operating activities	1,383,504	(548,463)
Investing activities		
Acquisition of property, plant and equipment	(185,360)	(292,945)
Additional patents	(80,384)	(72,008)
Net cash used in investing activities	(265,744)	(364,953)
Financing activities		
Proceeds from exercise of stock options	127,976	130,555
Net cash provided by financing activities	127,976	130,555
Cash flows from discontinued operations		
Net cash provided by operating activities	9,950	9,950
Net cash provided by discontinued operations	9,950	9,950
Net increase/(decrease) in cash and cash equivalents	1,255,686	(772,911)
Cash and cash equivalents at beginning of period	7,039,938	5,806,437
Cash and cash equivalents at end of period	$8,295,624	$5,033,526
Supplemental disclosure of cash flow information:		
Cash paid for:		
Income taxes	$40,170	$11,450

See Accompanying Notes to Consolidated Financial Statements.

MISONIX, INC. and Subsidiaries

Notes to Consolidated Financial Statements

(Unaudited)

1. Basis of Presentation

The accompanying unaudited financial information should be read in conjunction with the audited consolidated financial statements and the notes thereto included in the Annual Report on Form 10-K for the year ended June 30, 2014 ("2014 Annual Report") of MISONIX, INC. ("Misonix" or the "Company"). A summary of the Company's significant accounting policies is identified in Note 1 of the notes to the consolidated financial statements included in the Company's 2014 Annual Report. There have been no changes in the Company's significant accounting policies subsequent to June 30, 2014.

The accompanying unaudited consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X pursuant to the requirements of the U.S. Securities and Exchange Commission. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation have been included. The results of operations for the interim periods are not necessarily indicative of the results of operations for the entire year.

The consolidated financial statements of the Company include the accounts of Misonix and its 100% owned subsidiaries, Fibra-Sonics (NY) Inc. and Hearing Innovations, Inc. All significant intercompany balances and transactions have been eliminated.

Organization and Business

Misonix is a surgical device company that designs, manufactures and markets innovative therapeutic ultrasonic products worldwide for spine surgery, skull-based surgery, neurosurgery, wound debridement, cosmetic surgery, laparoscopic surgery and other surgical applications.

The Company’s revenues are generated from various regions throughout the world. Sales by the Company outside the United States are made primarily through distributors. Sales made in the United States are made primarily through representative agents. The following is an analysis of net sales from continuing operations by geographic region:

	Three months ended December 31,			Six months ended December 31,	
	2014	2013		2014	2013
United States	$ 2,956,698	$ 1,827,543	United States	$ 5,102,079	$ 3,408,813
Australia	27,915	32,013	Australia	151,363	75,353
Europe	1,110,385	369,701	Europe	1,723,890	753,291
Asia	848,346	870,793	Asia	1,742,603	1,337,060
Canada and Mexico	103,496	347,640	Canada and Mexico	241,216	432,345
South America	193,966	434,983	South America	519,208	710,604
South Africa	94,029	72,118	South Africa	180,616	165,694
Middle East	266,173	167,268	Middle East	479,370	314,483
	$ 5,601,008	$ 4,122,059		$ 10,140,345	$ 7,197,643

Discontinued Operations

Laboratory and Forensic Safety Products Business

On October 19, 2011, Misonix sold its Laboratory Products business, which comprised substantially all of the Laboratory and Scientific Products segment, to Mystaire, Inc. (“Mystaire”) for $1.5 million in cash plus a potential additional payment of up to an aggregate $500,000 based upon 30% of net sales in excess of $2.0 million for each of the three years following the closing (the “earn-out”). The Laboratory and Forensic Safety Products business manufactured and marketed ductless fume, laminar airflow and polymerase chain reaction workstations both domestically and internationally. The earn-out will not be factored into the gain on sale until it is earned by Misonix; no earn out has been recorded by the Company. The earn-out period ended October 19, 2014.

MISONIX, INC. and Subsidiaries

Notes to Consolidated Financial Statements

(Unaudited)

High Intensity Focused Ultrasound Technology

In consideration for the May 2010 sale of its rights to the high intensity focused ultrasound technology to USHIFU LLC, now SonaCare, Misonix will receive up to approximately $5.8 million, paid out of an earn-out of 7% of gross revenues received from Sonicare's sales of the (i) prostate product in Europe and (ii) kidney and liver products around the world related to the business being sold up to the time the Company has received the first $3 million and thereafter 5% of the gross revenues up to $5.8 million. Commencing 90 days after each December 31st and beginning December 31, 2011 the payments will be the greater of (a) $250,000 or (b) 7% of gross revenues received up to the time the Company has received the first $3 million and thereafter 5% of gross revenues up to the $5.8 million. Cumulative payments through December 31, 2014 were $754,788.

Results of Discontinued Operations

	For the three months ended December 31,		For the six months ended December 31,	
	2014	2013	2014	2013
Revenues	$ 4,975	$ 4,975	$ 9,950	$ 9,950
Income from discontinued operations, before tax	$ 4,975	$ 4,975	$ 9,950	$ 9,950
Income tax expense	-	-	-	-
Net income from discontinued operations, net of tax	$ 4,975	$ 4,975	$ 9,950	$ 9,950

Accounts Receivable

Accounts receivable, principally trade, are generally due within 30 to 90 days and are stated at amounts due from customers, net of an allowance for doubtful accounts. The Company performs ongoing credit evaluations and adjusts credit limits based upon payment history and the customer's current credit worthiness, as determined by a review of their current credit information. The Company continuously monitors aging reports, collections and payments from customers and maintains a provision for estimated credit losses based upon historical experience and any specific customer collection issues that have been identified. While such credit losses have historically been within expectations and the provisions established, the Company cannot guarantee that the same credit loss rates will be experienced in the future. The Company writes off accounts receivable when they become uncollectible.

2. Income (Loss) Per Share of Common Stock

Basic income (loss) per common share ("basic EPS") is computed by dividing income (loss) by the weighted average number of common shares outstanding for the period. Diluted income (loss) per common share ("diluted EPS") is computed by dividing income (loss) by the weighted average number of common shares and dilutive common share equivalents outstanding (consisting of outstanding common stock options) for the period.

MISONIX, INC. and Subsidiaries

Notes to Consolidated Financial Statements

(Unaudited)

The number of weighted average common shares used in the calculation of basic EPS and diluted EPS were as follows:

	For the six months ended December 31,		For the three months ended December 31,	
	2014	2013	2014	2013
Basic shares	7,464,194	7,189,136	7,567,442	7,195,406
Dilutive effect of stock options	443,433	-	603,379	517,497
Diluted shares	7,907,627	7,189,136	8,170,821	7,712,903

Excluded from the calculations of diluted EPS are options to purchase 2,000 and 543,080 shares of common stock for the three and six months ended December 31, 2014 and the three months ended December 31, 2013, respectively.

Diluted EPS for the six months ended December 31, 2013 presented is the same as basic EPS as the inclusion of the effect of common share equivalents then outstanding would be anti-dilutive. For this reason, excluded from the calculation of diluted EPS are outstanding options to purchase 1,831,829 shares of common stock for the six months ended December 31, 2013.

3. <u>Comprehensive Income/(Loss)</u>

Total comprehensive income/(loss) was $1,284,394 and ($424,664) for the six months ended December 31, 2014 and 2013, respectively. Total comprehensive income was $901,197 and $459,338 for the three months ended December 31, 2014 and 2013, respectively. There are no components of comprehensive income/(loss) other than net income/(loss) for all periods presented.

4. <u>Stock-Based Compensation</u>

Stock options are granted with exercise prices not less than the fair market value of our common stock at the time of the grant, with an exercise term (as determined by the committee administering the applicable option plan (the "Committee")) not to exceed 10 years. The Committee determines the vesting period for the Company's stock options. Generally, such stock options have vesting periods of immediate to four years. Certain option awards provide for accelerated vesting upon meeting specific retirement, death or disability criteria and upon a change in control. During the six month periods ended December 31, 2014 and 2013, the Company granted options to purchase 279,000 and 324,000 shares of the Company's common stock, respectively.

Stock-based compensation expense for the six month periods ended December 31, 2014 and 2013 was approximately $484,000 and $325,000, respectively. Compensation expense is recognized in the general and administrative expenses line item of the Company's consolidated statements of operations on a straight-line basis over the vesting periods. As of December 31, 2014, there was approximately $2,849,000 of total unrecognized compensation cost related to non-vested stock-based compensation arrangements to be recognized over a weighted-average period of 3.1 years.

Shares may be acquired by various methods. They may be acquired by (a) cash or by certified check, (b) with previously acquired shares of common stock having an aggregate fair market value, on the date of exercise, equal to the aggregate exercise price of all options being exercised (provided that such shares were not acquired less than six (6) months prior to such exercise date), (c) by surrendering options to acquire shares of common stock in exchange for the number of shares of common stock equal to the product of the number of shares of common stock as to which the option is being exercised multiplied by a fraction, the numerator of which is the fair market value of the common stock less the exercise price of the options and the denominator of which is such fair market value. Cash in the amount of $127,976 was received from the exercise of stock options for the six months ended December 31, 2014. The Company received 47,422 shares of previously acquired common stock as payment for option exercises as of December 31, 2014. The acquired shares are held and accounted for as treasury stock. Total options, exercised by either cash or through surrender of previously owned shares, were 471,701. The total number of options forfeited for the six months ended December 31, 2014 was 4,250 options representing the unvested portion upon termination of employment. Options expiring at the end of the option term totaled 28,000 for the six months ended December 31, 2014.

MISONIX, INC. and Subsidiaries

Notes to Consolidated Financial Statements

(Unaudited)

The fair values of the options granted during the six months ended December 31, 2014 and 2013 were estimated on the date of the grant using the Black-Scholes option-pricing model on the basis of the following weighted average assumptions during the respective periods:

	For the six months ended December 31,	
	2014	2013
Risk-free interest rate	1.3 %	3.0 %
Expected option life in years	6.5	6.5
Expected stock price volatility	75.05 %	76.09 %
Expected dividend yield	0.0 %	0.0 %
Weighted-average fair value of options granted	$ 5.90	$ 3.95

The expected option term is based upon the number of years the Company estimates the option will be outstanding based on historical exercises and terminations. The expected volatility for the expected life of the options is determined using historical price changes of the Company's stock over a period equal to that of the expected life of the options. The risk free rate is based upon the U.S. Treasury yield in effect at the time of the grant. The expected dividend yield is 0% as the Company has historically not declared dividends and does not anticipate declaring any in the future.

Changes in outstanding stock options during the six months ended December 31, 2014 were as follows:

	Options			
	Number of Shares	Weighted Average Exercise Price ($)	Weighted Average Remaining Contractual Life (years)	Aggregate Intrinsic Value (a)
Outstanding as of June 30, 2014	1,663,329	3.88		
Granted	279,000	7.71		
Exercised	(471,701)	3.79		$ 1,204,388

Forfeited	(4,250)	3.78		
Expired	(28,000)	8.00		
Outstanding as of December 31, 2014	1,438,378	4.57	6.50	$11,220,393
Exercisable and vested at December 31, 2014	709,056	3.55	5.3	$6,256,483
Available for grant as of December 31, 2014	289,725			

(a) Intrinsic value for purposes of this table represents the amount by which the fair value of the underlying stock, based on the respective market prices at December 31, 2014 or if exercised, the exercise dates, exceeds the exercise prices of the respective options.

MISONIX, INC. and Subsidiaries

Notes to Consolidated Financial Statements

(Unaudited)

5. Income Taxes

For the six months ended December 31, 2014, the Company recorded an income tax expense from continuing operations of $47,817.

For the six months ended December 31, 2014 and 2013, the effective rate of 4% and (1%), respectively, on continuing operations varied from the U.S. federal statutory rate primarily due to permanent book tax differences, state taxes and a change in the valuation allowance.

The Company established a valuation against the deferred tax asset in prior years when management concluded that it is more likely than not that the deferred tax asset may not be fully realized. Management's deferred tax asset assessment on realizability is unchanged as of December 31, 2014, but the Company is currently utilizing the valuation allowance against tax expense when the Company records net income.

As of December 31, 2014 and June 30, 2014, the Company has no material unrecognized tax benefits or accrued interest and penalties.

6. Inventories

Inventories are summarized as follows:

	December 31, 2014	June 30, 2014
Raw material	$ 2,046,643	$ 1,820,046
Work-in-process	648,476	410,827
Finished goods	2,938,302	3,337,568

	5,633,421	5,568,441
Less valuation reserve	1,381,468	1,351,091
	$ 4,251,953	$4,217,350

7. Accrued Expenses and Other Current Liabilities

The following summarizes accrued expenses and other current liabilities:

	December 31, 2014	June 30, 2014
Accrued payroll and vacation	$ 446,761	$460,341
Accrued bonuses	150,000	250,000
Accrued commissions	216,000	340,462
Accrued professional and legal fees	98,960	85,832
Deferred income - current	39,714	102,453
Other	261,067	218,162
	$ 1,212,502	$1,457,250

MISONIX, INC. and Subsidiaries

Notes to Consolidated Financial Statements

(Unaudited)

8. Commitments and Contingencies

Employment Agreement

On July 1, 2014 the Company entered into a new Employment Agreement with Michael A. McManus, Jr., whereby he will continue to serve as the Company's President and Chief Executive Officer (the "Agreement"). The Agreement has an initial term expiring June 30, 2015 and renews for successive one-year periods thereafter unless terminated by either party not less than ninety (90) days prior to the end of the then-current term. The Agreement provides for an annual base salary of $299,000, and an annual bonus based on Mr. McManus' achievement of annual goals and objectives as determined by the Compensation Committee of the Company's Board of Directors.

Mr. McManus is entitled under the Agreement to participate in any plans and programs made available to the executive employees of the Company generally.

The Company can terminate the Agreement for cause (as defined in the Agreement). Mr. McManus can terminate the Agreement for Good Reason (as defined in the Agreement). If Mr. McManus terminates the Agreement for Good Reason, the Company must pay him an amount equal to two times his total compensation (annual base salary plus bonus) at the highest rate paid him at any time during the aggregate time he has been employed by the Company, payable in a lump sum within sixty (60) days of termination of employment.

Mr. McManus is entitled to severance pay and benefits if he terminates his employment with the Company following a Change in Control (as defined in the Agreement), to provide him with an incentive to remain with the Company and consummate a strategic corporate sale or transaction that maximizes shareholder value. Severance pay and benefits are triggered upon (i) his Involuntary Termination without Cause (as defined in the Agreement) for a reason other than death or Disability (as defined in the Agreement) or (ii) as a result of a Constructive Termination (as defined in the Agreement) which in either case occurs: (x) during the period not to exceed twenty-four (24) months after the effective date of a Change in Control, or (y) before the effective date of a Change in Control, but after the first date on which the Board of Directors and/or senior management of the Company has entered into formal negotiations with a potential acquirer that results in the consummation of a Change in Control.

In the event that pay and benefits are triggered, Mr. McManus (A) is entitled to receive severance pay in an amount equal to two (2) times the sum of (a) his annual base pay and (b) bonus at the highest rate paid him for any fiscal year during the aggregate period of his employment by the Company, payable in cash in a lump sum; the payment of premiums for medical, dental, vision, hospitalization and long term care coverage under Company plans for a period of twenty-four (24) months; (B) has the right, for a period of (i) ninety (90) days for stock options granted under any of the Company's Employee Stock Option Plans adopted prior to 2005 and (ii) two (2) years for stock options granted under the Company's 2005 Employee Equity Incentive Plan, 2009 Employee Equity Incentive Plan, 2012 Employee Equity Incentive Plan and any Plan adopted after the effective date of the Agreement following his Termination Date (as defined in the Agreement), to exercise the options to the extent such options are otherwise vested and exercisable as of the Termination Date under the terms of the applicable stock option agreement(s) and Plan(s); and (C) will vest in all unvested stock option grants with respect to options granted after July 1, 2012.

Mr. McManus has also agreed in the Agreement to an eighteen (18) month post-termination covenant not-to-compete, as well as other customary covenants concerning non-solicitation and non-disclosure of confidential information of the Company.

The Company and Mr. McManus had previously entered into two letter agreements (the "Letter Agreements") providing for the exercise of vested options by Mr. McManus (i) for a ninety (90) day period after his retirement with respect to stock options granted under certain of the Company's stock option plans and (ii) for two (2) years after Mr. McManus terminates his employment with the Company in the event of a Change-in-Control (as defined in the applicable stock option plans) and he is eligible for the severance benefits provided for by the Agreement. The Company and Mr. McManus have entered into a letter agreement which makes clear that the terms and conditions of the Letter Agreements continue to be in full force and effect and apply to the Agreement.

Contingencies

The Company and its subsidiaries are from time to time involved in ordinary and routine litigation. Management presently believes that the ultimate outcome of these proceedings, individually or in the aggregate, will not have a material adverse effect on the Company's financial position, cash flows or result of operations.

MISONIX, INC. and Subsidiaries

Notes to Consolidated Financial Statements

(Unaudited)

Nevertheless, litigation is subject to inherent uncertainties and an unfavorable ruling could occur. An unfavorable ruling could include money damages and in such event, could result in a material adverse impact on the Company's results of operations in the year in which the ruling occurs.

On July 19, 2011, Misonix entered into a Distribution Agreement (the "Distribution Agreement") with Puricore, Inc. ("Puricore"). Pursuant to the Distribution Agreement, the Company had been granted the right to distribute PuriCore's Vashe ® solution products in the United States, on a private label basis and known as the Misonix Soma product, as an antibacterial, antimicrobial irrigating solution for the treatment of human wound care in conjunction with therapeutic ultrasonic procedures (the "Field"). PuriCore had agreed, subject to modification, not to sell the products that were the subject of the Distribution Agreement (the "Licensed Products") to any other therapeutic ultrasound company for distribution in the Field in the United States ("Exclusivity"). The Company had agreed not to sell or distribute in the United States in the Field any irrigating solution that has anti-microbial properties other than the Licensed Products so long as the Company had Exclusivity.

During our fiscal fourth quarter 2013, the Company sent a notice to terminate the Distribution Agreement due to management's belief that the products subject to the Distribution Agreement were non-conforming. Puricore disputed the Company's ability to terminate the Distribution Agreement. On October 11, 2013, the Company and Puricore mutually terminated the Distribution Agreement and signed a Settlement Agreement resolving all issues without the payment of any monies by either party. A reversal of the previously accrued and unpaid contractual minimum gross profit requirement in the amount of $439,508 was made through cost of goods sold in the quarter ended December 31, 2013 as a result of the Settlement Agreement. There are no further commitments to Puricore.

9. Fair Value of Financial Instruments

We follow a three-level fair value hierarchy that prioritizes the inputs to measure fair value. This hierarchy requires entities to maximize the use of "observable inputs" and minimize the use of "unobservable inputs." The three levels of inputs used to measure fair value are as follows:

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets as of the measurement date.

Level 2: Significant other observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect assumptions that market participants would use in pricing an asset or liability.

The following is a summary of the carrying amounts and estimated fair values of our financial instruments at December 31, 2014 and June 30, 2014:

December 31, 2014	Carrying Amount	Fair Value
Cash and cash equivalents	$ 8,295,624	$8,295,624
Trade accounts receivable	3,575,008	3,575,008
Trade accounts payable	1,049,821	1,049,821

June 30, 2014	Carrying Amount	Fair Value
Cash and cash equivalents	$ 7,039,938	$7,039,938
Trade accounts receivable	3,759,152	3,759,152
Trade accounts payable	1,650,323	1,650,323

The following methods and assumptions were used to estimate the fair value of each class of financial instruments for which it is practicable to estimate that value:

Cash and cash equivalents

The carrying amount approximates fair value because of the short maturity of those instruments.

MISONIX, INC. and Subsidiaries

Notes to Consolidated Financial Statements

(Unaudited)

Trade Accounts Receivable

The carrying amount of trade receivables reflects net recovery value and approximates fair value because of their short outstanding terms.

Trade Accounts Payable

The carrying amount of trade payables approximates fair value because of their short outstanding terms.

Non-financial assets and liabilities

Certain non-financial assets and liabilities, principally goodwill, are measured at fair value on a non-recurring basis; that is the assets and liabilities are not measured at fair value on an ongoing basis but are subject to fair value adjustments in certain circumstances, such as when evidence of impairment exists. At December 31, 2014, no fair value adjustments or material fair value measurements were required for non-financial assets or liabilities.

MISONIX, INC. and Subsidiaries

Notes to Consolidated Financial Statements

(Unaudited)

10. Goodwill and Intangible Assets

Goodwill is not amortized. We review goodwill for impairment annually and whenever events or changes indicate that the carrying value of an asset may not be recoverable. These events or circumstances could include a significant change in the business climate, legal factors, operating performance indicators, competition, or sale or disposition of significant assets or product lines. Application of these impairment tests requires significant judgments, including estimation of cash flows, which is dependent on internal forecasts, estimation of the long-term rate of growth for our business, estimation of the useful life over which cash flows will occur and determination of our weighted-average cost of capital. We primarily use a discounted cash flow model in determining fair value, which consists of level three inputs. Changes in the projected cash flows and discount rate estimates and assumptions underlying the valuation of goodwill could materially affect the determination of fair value at acquisition or during subsequent periods when tested for impairment. The Company determined that there were no indicators that the recorded goodwill was impaired as of December 31, 2014 which required further testing.

The cost of acquiring or processing patents is capitalized. This amount is being amortized using the straight-line method over the estimated useful lives of the underlying assets, which is approximately 17 years. Net patents reported in intangible and other assets totaled $586,806 and $611,355 at December 31, 2014 and June 30, 2014, respectively. Accumulated amortization totaled $746,402 and $641,469 at December 31, 2014 and June 30, 2014, respectively. Amortization expense for the three month periods ended December 31, 2014 and 2013 was approximately $26,000 and $21,000, respectively. Amortization expense for the six month periods ended December 31, 2014 and 2013 was $105,000 and $41,000, respectively.

Net customer relationships reported in intangible and other assets totaled $120,000 and $200,000 at December 31, 2014 and June 30, 2014, respectively. Accumulated amortization amounted to $680,000 at December 31, 2014 and $600,000 at June 30, 2014. Amortization expense for the three months ended December 31, 2014 and 2013 was $40,000. Amortization expense for the six month period ended December 31, 2014 and 2013 was $80,000.

The following is a schedule of estimated future amortization expense as of December 31, 2014:

	Patents	Customer Relationships
2015	$44,494	$ 80,000
2016	82,608	40,000
2017	77,512	-
2018	74,932	-
2019	67,402	-
Thereafter	239,858	-
	$586,806	$ 120,000

11. Recent Accounting Pronouncements

In April 2014, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2014-08, “Presentation of Financial Statements (Topic 205)” and “Property, Plant and Equipment (Topic 360): Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity.” The amendments in the ASU change the criteria for reporting discontinued operations while enhancing related disclosures. The amendments in the ASU are effective in the first quarter of 2015. The adoption of ASU 2014-08 did not have a material impact on the consolidated financial statements.

In May 2014, the FASB issued ASU 2014-09, "Revenue from Contracts with Customers (Topic 606)." The new revenue recognition standard provides a five-step analysis to determine when and how revenue is recognized. The standard requires that a company recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. This ASU is effective for annual periods beginning after December 15, 2016 and will be applied retrospectively to each period presented or as a cumulative-effect adjustment as of the date of adoption. The Company is currently evaluating the impact of the pending adoption of ASU 2014-09 on its consolidated financial statements.

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MISONIX, INC. and Subsidiaries

Notes to Consolidated Financial Statements

(Unaudited)

12. Related Party Transactions

Stavros G. Vizirgianakis was appointed to the Board of Directors on May 7, 2013. During the fiscal year ended June 30, 2014, Mr. Vizirgianakis owned (i) a controlling interest in MD Solutions Australasia PTY Ltd. ("MD Solutions") and (ii) an interest in Surgical Innovations ("SI"). MD is an independent distributor for the Company outside of the United States. Applied BioSurgical, a company owned by Mr. Vizirgianakis' father, is an independent distributor for the Company outside of the United States. SI purchased certain of the Company's products from Applied BioSurgical during the fiscal year ended June 30, 2014. Mr. Vizirgianakis disposed of his interest in each of MD Solutions and SI during the fiscal year ended June 30, 2014.

Set forth below is a table showing the Company's net sales and accounts receivable for the indicated time periods below with Applied BioSurgical and MD Solutions:

For the six months ended December 31,

Applied BioSurgical	2014	2013
Sales	$180,616	$165,694
Accounts receivable	99,987	29,425

MD Solutions Australasia PTY Ltd.	2013
Sales	$75,353
Accounts receivable	14,913

For the three months ended December 31,

Applied BioSurgical	2014	2013

Sales	$94,029	$72,118
Accounts receivable	99,987	29,425

MD Solutions Australasia PTY Ltd.	2013
Sales	$32,013
Accounts receivable	14,913

13. Licensing Agreements for Medical Technology

In October 1996, the Company entered into a License Agreement (the "USS License") with United States Surgical (now, Covidien plc) for a twenty-year period, expiring October 2016, covering the further development and commercial exploitation of the Company's medical technology relating to laparoscopic products, which uses high frequency sound waves to coagulate and divide tissue for both open and laparoscopic surgery.

The USS License gives Covidien exclusive worldwide marketing and sales rights for this technology. Under the USS License, the Company has received $475,000 in licensing fees (which are being recorded as income over the term of the USS License), plus royalties based upon net sales of AutoSonix products. Total royalties from sales of this device were approximately $2,140,000 and $1,662,000 for the six months ended December 31, 2014 and 2013, respectively.

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MISONIX, INC. and Subsidiaries

Notes to Consolidated Financial Statements

(Unaudited)

14. Subsequent Events

On February 1, 2015, the Company entered into an agreement with Aesculap, Inc. (“Aesculap”) to buy back certain accounts that were protected under the termination agreement entered into by Misonix and Aesculap on December 31, 2012 (the “Termination Agreement”). The Termination Agreement allowed Aesculap to continue to sell and service key accounts which were defined as accounts maintaining a revenue level on average over a three year term which was due to expire December 31, 2015. The buy back amount total is $328,136 and one half is due February 1, 2015 and the balance on March 1, 2015. The total buy back amount includes $28,867 worth of units that will be for customer use and is expected to be fully utilized.

At the Annual Meeting of Shareholders held on February 3, 2015, the Company’s shareholders approved the 2014 Employee Equity Incentive Plan (the “2014 Plan”). An aggregate of 750,000 shares of common stock may be issued pursuant to the 2014 Plan.

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

This Management's Discussion and Analysis of Financial Condition and Results of Operations of Misonix and its subsidiaries, in which we refer to the Company as "Misonix", "we", "our" and "us", should be read in conjunction with the accompanying unaudited financial statements included in "Item 1. Financial Statements" of this Report and "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K, filed with the Securities and Exchange Commission (the "SEC") on September 15, 2014, for the fiscal year ended June 30, 2014 ("2014 Form 10-K"). Item 7 of the 2014 Form 10-K describes the application of our critical accounting policies, for which there have been no significant changes as of December 31, 2014.

Forward Looking Statements

This Report contains certain forward looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), which are intended to be covered by the safe harbors created thereby. Although the Company believes that the assumptions underlying the forward looking statements contained herein are reasonable, any of the assumptions could be inaccurate and, therefore, there can be no assurance that the forward looking statements contained in this Report will prove to be accurate. Factors that could cause actual results to differ from the results specifically discussed in the forward looking statements include, but are not limited to, the absence of anticipated contracts, higher than historical costs incurred in the performance of contracts or in conducting other activities, product mix in sales, future economic, competitive and market conditions, and the outcome of legal proceedings as well as management business decisions.

Six months ended December 31, 2014 and 2013

Net sales: Net sales increased 41% or $2,942,702 to $10,140,345 for the six months ended December 31, 2014 from $7,197,643 for the six months ended December 31, 2013. The increase in sales is due to higher BoneScalpel™ sales of $1,728,858, higher SonicOne® sales of $435,815 and higher SonaStar® sales of $896,070, partially offset by lower Lithotripsy and Lysonix revenue of $89,328 and lower other revenue of $28,713. There were 36 BoneScalpel units consigned in the United States during the six month period ended December 31, 2014 as compared to 24 BoneScalpel units for the same period in fiscal 2014.

Set forth below are tables showing the Company's net sales by (i) product category and (ii) geographic region for the six months ended December 31, 2014 and 2013:

	For the six months ended ended December 31,		
	2014	2013	Variance
BoneScalpel	$ 5,185,738	$ 3,456,880	$ 1,728,858
SonicOne	1,440,841	1,005,026	435,815
SonaStar	3,220,231	2,324,161	896,070
Other	293,535	411,576	(118,041)
	$ 10,140,345	$ 7,197,643	$ 2,942,702

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	Six months ended December 31,	
	2014	2013
United States	$ 5,102,079	$ 3,408,813
Australia	151,363	75,353
Europe	1,723,890	753,291
Asia	1,742,603	1,337,060
Canada and Mexico	241,216	432,345
South America	519,208	710,604
South Africa	180,616	165,694
Middle East	479,370	314,483
	$ 10,140,345	$ 7,197,643

Gross profit: Gross profit increased to 66.9% for the six months ended December 31, 2014 from 64.2% for the six months ended December 31, 2013, an increase of 2.7%. The increase is primarily related to higher sales volume for the period ended December 31, 2014 as compared to the period ended December 31, 2013 which resulted in lower gross margins due to not adequately covering fixed expenses.

Selling expenses: Selling expenses increased $591,931 to $4,104,460 for the six months ended December 31, 2014 from $3,512,529 for the six months ended December 31, 2013. The increase is related to higher commission expenses of $279,407, higher consulting expenses of $130,758, higher salary expenses of $120,945 due to increased headcount, higher training expenses of $41,379 and higher other expenses of $19,442.

General and administrative expenses: General and Administrative expenses increased $438,621 to $2,780,862 for the six months ended December 31, 2014 from $2,342,241 for the six months ended December 31, 2013. The increase is due to higher consulting expenses of $266,641, higher non-cash compensation from the issuance of stock options of $158,335 and higher other expenses of $13,645.

Research and development expenses: Research and development expenses decreased $146,015 to $761,892 for the six months ended December 31, 2014 from $907,907 for the six months ended December 31, 2013. The decrease is due to lower product development material expenses of $120,921, lower consulting expenses of $34,247, partially offset by higher other expenses of $9,153.

Other income (expense): Other income for the six months ended December 31, 2014 was $2,182,410 as compared to $1,710,659 for the six months ended December 31, 2013. The increase in the other income is primarily due to higher royalty income of $470,706 from Covidien plc ("Covidien").

<u>Income taxes</u>: For the six months ended December 31, 2014, the Company recorded an effective tax rate of 4% compared to (1%) for the six months ended December 31, 2013. The actual effective rate for continuing operations may vary materially based on several factors including the realization of earn-outs recorded in discontinued operations and the related intraperiod tax allocation, the ratio of permanent differences to pretax income (loss), and a change in the valuation allowances as well as other factors.

Three months ended December 31, 2014 and 2013

Net sales: Net sales increased 35.9% or $1,478,949 to $5,601,008 for the three months ended December 31, 2014 from $4,122,059 for the three months ended December 31, 2013. The increase in sales is due to higher BoneScalpel sales of $870,526, higher SonicOne sales of $304,091 and higher SonaStar sales of $508,257, partially offset by lower Lysonix and Lithotripsy sales of $163,161, lower service revenue of $32,774 and lower other revenue of $7,990. There were 18 BoneScalpel units consigned in the United States during the three month period ended December 31, 2014 compared to 12 BoneScalpel units consigned for the same period in fiscal 2013.

Set forth below are tables showing the Company's net sales by (i) product category and (ii) geographic region for the six months ended December 31, and 2013:

	Three months ended December 31,		
	2014	2013	Variance
BoneScalpel	$2,978,818	$2,108,292	$870,526
SonicOne	840,154	536,063	304,091
SonaStar	1,696,707	1,188,450	508,257
Other	85,329	289,254	(203,925)
	$5,601,008	$4,122,059	$1,478,949

	Three months ended December 31,	
	2014	2013
United States	$ 2,956,698	$ 1,827,543
Australia	27,915	32,013
Europe	1,110,385	369,701
Asia	848,346	870,793
Canada and Mexico	103,496	347,640
South America	193,966	434,983
South Africa	94,029	72,118
Middle East	266,173	167,268
	$ 5,601,008	$ 4,122,059

Gross profit: Gross profit decreased to 68.4% for the three months ended December 31, 2014 from 70.2% for the three months ended December 31, 2013. The decrease in gross margin is due to the reversal of accrued costs related to the SOMA product in the second quarter of fiscal 2014. The reversal of these costs increased the gross profit by 10.7 percentage points for the three months ended December 31, 2013.

<u>Selling expenses</u>: Selling expenses increased $401,475 to $2,085,174 for the three months ended December 31, 2014 from $1,683,699 for the three months ended December 31, 2013. The increase in expenses is due to higher salary expenses due to increased head count of $145,571, higher travel expenses of $60,243, higher depreciation expenses of $59,683, higher consulting expenses of $43,108, higher commission expenses of $37,588, higher advertising and training expenses of $40,176 and higher other expenses of $15,106.

<u>General and administrative expenses</u>: General and administrative expenses increased $413,858 to $1,534,784 for the three months ended December 31, 2014 from $1,120,926 for the three months ended December 31, 2013. The increase is due to higher consulting expenses of $223,412, higher non-cash compensation from the issuance of stock options of $88,283, higher accounting expenses of $45,553, higher salary and bonus expenses of $45,355 and higher other expenses of $11,255.

<u>Research and development expenses</u>: Research and development expenses decreased $110,718 to $324,301 for the three months ended December 31, 2014 from $435,019 for the three months ended December 31, 2013. The decrease is due to lower project development material expenses of $30,883, lower temporary help expenses of $29,250, lower consulting expenses of $26,749, lower telephone expenses of $16,212 and lower other expenses of $7,624.

<u>Other income (expense)</u>: Other income for the three months ended December 31, 2014 was $1,040,113 as compared to $804,107 for the three months ended December 31, 2013. The increase in the other income is primarily due to higher royalty income of $235,549 from Covidien.

<u>Income taxes</u>: For the three months ended December 31, 2014, the Company recorded an effective tax rate of 3.6%, compared to 0.6% for the three months ended December 31, 2013. The actual effective rate for continuing operations may vary materially based on several factors including the realization of earn-outs recorded in discontinued operations and the related intraperiod tax allocation, the ratio of permanent differences to pretax income (loss), and a change in the valuation allowances as well as other factors.

Discontinued Operations

See Note 1 of the Notes to Consolidated Financial Statements included in Part I, Item 1 of this Report for a description of the discontinued operations. The following summarizes the results of the discontinued operations:

	For the three months ended December 31,		For the six months ended December 31,	
	2014	2013	2014	2013
Revenues	$4,975	$4,975	$9,950	$9,950
Income from discontinued operations, before tax	$4,975	$4,975	$9,950	$9,950
Gain on sale of discontinued operations	-	-	-	-
Income tax expense	-	-	-	-
Net income from discontinued operations, net of tax	$4,975	$4,975	$9,950	$9,950

Liquidity and Capital Resources

We regularly review our cash funding requirements and attempt to meet those requirements through a combination of cash on hand, cash provided by operations and possible future public or private debt and/or equity offerings. At times, we evaluate possible acquisitions of, or investments in, businesses that are complementary to ours, which may require the use of cash. At December 31, 2014 we had $8,295,624 in cash and no long term debt; we have been generating cash flow from operations. We believe that our cash, other liquid assets and access to equity capital markets, taken together, provide adequate resources to fund ongoing operating expenditures. In the event that they do not, we may require additional funds in the future to support our working capital requirements or for other purposes and may seek to raise such additional funds through the sale of public or private equity and/or debt financings, and divestiture of current business lines as well as from other sources. No assurance can be given that additional financing will be available in the future or that if available, such financing will be obtainable on favorable terms when required.

Working capital at December 31, 2014 and June 30, 2014 was $14,029,000 and $12,277,000, respectively. For the six months ended December 31, 2014, cash provided by operations totaled $1,383,504, primarily related to higher net income. For the six months ended December 31, 2014, cash used in investing activities was $265,744 and is related to the acquisition of additional fixed assets and patent filings. For the six months ended December 31, 2014, cash provided by financing activities was $127,976 from the exercise of stock options. For the six months ended December 31, 2014, cash provided by discontinued operations was $9,950.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on the Company's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to the Company.

Other

In the opinion of management, inflation has not had a material effect on the operations of the Company.

New Accounting Pronouncements

See Note 11 to our consolidated financial statements included herein.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Market Risk:

The principal market risks (i.e., the risk of loss arising from adverse changes in market rates and prices) to which the Company is exposed are interest rates on cash and cash equivalents.

Interest Rate Risk:

The Company earns interest on cash balances and pays interest on debt incurred. In light of the Company’s existing cash, results of operations and projected borrowing requirements, the Company does not believe that a 10% change in interest rates would have a significant impact on its consolidated financial position.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

Our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) are designed to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC and that such information is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, to allow timely decision regarding required disclosures. The Company carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures as of December 31, 2014 and, based on their evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective.

Changes in Internal Control Over Financial Reporting

There has been no change in the Company's internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act) that occurred during the six months ended December 31, 2014 that has materially affected, or is reasonable likely to materially affect, the Company's internal control over financial reporting.

Part II - OTHER INFORMATION

Item 1A. Risk Factors.

Risks and uncertainties that, if they were to occur, could materially adversely affect our business or that could cause our actual results to differ materially from the results contemplated by the forward-looking statements contained in this Report and other public statements were set forth in the "Item 1A. Risk Factors" section of our 2014 Form 10-K. There have been no material changes from the risk factors disclosed in that Form 10-K.

Item 6. Exhibits.

Exhibit 31.1 Rule 13a-14(a)/15d-14(a) Certification

Exhibit 31.2 Rule 13a-14(a)/15d-14(a) Certification

Exhibit 32.1 Section 1350 Certification of Chief Executive Officer

Exhibit 32.2 Section 1350 Certification of Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: February 4, 2015

MISONIX, INC.
(Registrant)

By: /s/ Michael A. McManus, Jr.
Michael A. McManus, Jr.
President and Chief Executive Officer

By: /s/ Richard A. Zaremba
Richard A. Zaremba
Senior Vice President, Chief Financial Officer,
Treasurer and Secretary