FORM 10-Q

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

þ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended February 28, 2013.

OR

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

For the transition period from _________ to ________ .

Commission file number: 000-22893.

AEHR TEST SYSTEMS
(Exact name of Registrant as specified in its charter)

CALIFORNIA	94-2424084
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

400 KATO TERRACE	
FREMONT, CA	94539
(Address of principal executive offices)	(Zip Code)

(510) 623-9400
(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

FORMER NAME, FORMER ADDRESS AND FORMER FISCAL YEAR, IF CHANGED SINCE LAST REPORT.

N/A

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 as the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes þ No o

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 þ No o

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	o	Accelerated filer	o
Non-accelerated filer	o	Smaller reporting company	þ
(Do not check if a smaller reporting company)			

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

Yes o No þ

Number of shares of common stock, $0.01 par value, outstanding at March 31, 2013 was 10,520,987.

FORM 10-Q

FOR THE QUARTER ENDED FEBRUARY 28, 2013

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PART I. FINANCIAL INFORMATION

ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

AEHR TEST SYSTEMS
CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands, except per share data)
(unaudited)

	February 28, 2013		May 31, 2012 (1)	
ASSETS				
Current assets:				
Cash and cash equivalents	$	1,381	$	2,073
Accounts receivable, net of allowances for doubtful accounts of $24 and $39 at February 28, 2013 and May 31, 2012, respectively		1,570		2,588
Inventories		5,722		6,070
Prepaid expenses and other		205		197
Total current assets		8,878		10,928
Property and equipment, net		378		510
Other assets		159		175
Total assets	$	9,415	$	11,613
LIABILITIES AND SHAREHOLDERS' EQUITY				
Current liabilities:				
Line of credit	$	1,215	$	1,408
Accounts payable		1,517		1,507
Accrued expenses		1,554		1,385
Deferred revenue, short-term		238		555
Total current liabilities		4,524		4,855
Income tax payable		115		125
Deferred lease commitment		122		179
Deferred revenue, long-term		122		--
Total liabilities		4,883		5,159
Aehr Test Systems shareholders' equity:				
Common stock, $0.01 par value:				
Issued and outstanding: 9,363 shares and 9,135 shares at February 28, 2013 and May 31, 2012, respectively		94		91
Additional paid-in capital		49,251		48,622

Accumulated other comprehensive income		2,469		2,458
Accumulated deficit		(47,261)		(44,695)
Total Aehr Test Systems shareholders' equity		4,553		6,476
Noncontrolling interest		(21)		(22)
Total shareholders' equity		4,532		6,454
Total liabilities and shareholders' equity	$	9,415	$	11,613

(1) The condensed consolidated balance sheet at May 31, 2012 has been derived from the audited consolidated financial statements at that date.

The accompanying notes are an integral part of these condensed consolidated financial statements.

AEHR TEST SYSTEMS
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share data)
(unaudited)

	Three Months Ended		Nine Months Ended	
	February 28, 2013	February 29, 2012	February 28, 2013	February 29, 2012
Net sales	$3,340	$2,855	$13,226	$10,845
Cost of sales	2,575	1,747	7,742	6,807
Gross profit	765	1,108	5,484	4,038
Operating expenses:				
Selling, general and administrative	1,511	1,525	5,368	4,654
Research and development	685	933	2,577	3,054
Total operating expenses	2,196	2,458	7,945	7,708
Loss from operations	(1,431)	(1,350)	(2,461)	(3,670)
Interest expense	(18)	--	(43)	--
Gain on sale of long-term investment	--	--	--	990
Other (expense) income, net	(9)	7	(43)	53
Loss before income tax (expense) benefit	(1,458)	(1,343)	(2,547)	(2,627)
Income tax (expense) benefit	--	(18)	(18)	17
Net loss	(1,458)	(1,361)	(2,565)	(2,610)
Less: Net income attributable to the noncontrolling interest	--	--	--	1
Net loss attributable to Aehr Test Systems common shareholders	$(1,458)	$(1,361)	$(2,565)	$(2,611)
Net loss per share – basic	$(0.16)	$(0.15)	$(0.28)	$(0.29)
Net loss per share – diluted	$(0.16)	$(0.15)	$(0.28)	$(0.29)
Shares used in per share calculations:				
Basic	9,363	9,055	9,276	8,989
Diluted	9,363	9,055	9,276	8,989

The accompanying notes are an integral part of these condensed consolidated financial statements.

AEHR TEST SYSTEMS
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(in thousands)
(unaudited)

	Three Months Ended		Nine Months Ended	
	February 28, 2013	February 29, 2012	February 28, 2013	February 29, 2012
Net loss	$(1,458)	$(1,361)	$(2,565)	$(2,610)
Other comprehensive (loss) income, net of tax:				
Foreign currency translation gain (loss)	(13)	(24)	11	(74)
Total comprehensive loss	(1,471)	(1,385)	(2,554)	(2,684)
Less: Comprehensive income attributable to noncontrolling interest	--	--	--	1
Comprehensive loss, attributable to Aehr Test Systems	$(1,471)	$(1,385)	$(2,554)	$(2,685)

The accompanying notes are an integral part of these condensed consolidated financial statements.

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AEHR TEST SYSTEMS
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)
(unaudited)

	Nine Months Ended	
	February 28, 2013	February 29, 2012
Cash flows from operating activities:		
Net loss	$(2,565)	$(2,610)
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock-based compensation expense	427	519
Provision for doubtful accounts	(15)	(9)
Gain on sale of long-term investment	--	(990)
Depreciation and amortization	247	388
Changes in operating assets and liabilities:		
Accounts receivable	951	535
Inventories	375	(694)
Prepaid expenses and other	(11)	(90)
Accounts payable	379	106
Accrued expenses and deferred revenue	(49)	(274)
Income tax payable	15	(44)
Deferred lease commitment	(57)	(43)
Net cash used in operating activities	(303)	(3,206)
Cash flows from investing activities:		
Proceeds from sale of investments	--	1,375
Purchase of property and equipment	(126)	(20)
Net cash (used in) provided by investing activities	(126)	1,355
Cash flows from financing activities:		
Line of credit (repayments) borrowings, net	(193)	716
Proceeds from issuance of common stock and exercise of stock options	180	114
Net cash (used in) provided by financing activities	(13)	830
Effect of exchange rates on cash	(250)	(24)
Net decrease in cash and cash equivalents	(692)	(1,045)
Cash and cash equivalents, beginning of period	2,073	4,020
Cash and cash equivalents, end of period	$1,381	$2,975
Supplemental disclosure of non-cash flow information:		
Net change in capitalized share-based compensation	$25	--

The accompanying notes are an integral part of these condensed consolidated financial statements.

AEHR TEST SYSTEMS
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

1.BASIS OF PRESENTATION

The accompanying condensed consolidated financial information has been prepared by Aehr Test Systems, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission, or SEC, and therefore does not include all information and footnotes necessary for a fair presentation of financial position, results of operations and cash flows in accordance with accounting principles generally accepted in the United States of America.

In the opinion of management, the unaudited condensed consolidated financial statements for the interim periods presented reflect all adjustments, consisting of only normal recurring adjustments, necessary for a fair presentation of the condensed consolidated financial position and results of operations as of and for such periods indicated. These condensed consolidated financial statements and notes thereto should be read in conjunction with the consolidated financial statements and notes thereto included in Aehr Test Systems' Annual Report on Form 10-K for the fiscal year ended May 31, 2012. Results for the interim periods presented herein are not necessarily indicative of results which may be reported for any other interim period or for the entire fiscal year.

PRINCIPLES OF CONSOLIDATION. The condensed consolidated financial statements include the accounts of Aehr Test Systems and its subsidiaries (collectively, the "Company," "we," "us," and "our"). All significant intercompany balances have been eliminated in consolidation. For the majority owned subsidiary, we reflected the noncontrolling interest of the portion we do not own on our Consolidated Balance Sheets in Shareholders’ Equity and in the Consolidated Statements of Operations.

RECLASSIFICATION. Certain reclassifications have been made to the consolidated financial statements to conform to the current period presentation. These reclassifications did not result in any change in previously reported net income, total assets or shareholders’ equity.

ACCOUNTING ESTIMATES. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. Actual results could differ materially from those estimates.

SIGNIFICANT ACCOUNTING POLICIES. The Company’s significant accounting policies are disclosed in the Company’s Annual Report on Form 10-K for the year ended May 31, 2012. During the first quarter of fiscal 2013, the Company entered into an agreement with a customer to develop a next generation system. The project identifies multiple milestones with values assigned to each. The consideration earned upon achieving the milestone is required to meet the following conditions prior to recognition: (i) the value is commensurate with the vendor’s performance to meet the milestone, (ii) it relates solely to past performance, (iii) and it is reasonable relative to all of the deliverables and payment terms within the arrangement.

During the third quarter of fiscal 2013, the Company revised its revenue recognition policy. Under the updated policy and consistent with our contractual obligations, we will not defer amounts related to acceptance activities which are deemed perfunctory or inconsequential. There was no material impact from adopting this policy.

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Other than recognition of revenue under the milestone method related to the development contract and the revision to the revenue recognition policy affecting acceptance activities as described above, the Company has not otherwise materially changed its significant accounting policies.

2. STOCK-BASED COMPENSATION

Stock-based compensation expense consists of expenses for stock options and employee stock purchase plan, or ESPP, shares. Stock-based compensation cost is measured at each grant date, based on the fair value of the award using the Black-Scholes option valuation model, and is recognized as expense over the employee's requisite service period. This model was developed for use in estimating the value of publicly traded options that have no vesting restrictions and are fully transferable. The Company's employee stock options have characteristics significantly different from those of publicly traded options. All of the Company's stock based compensation is accounted for as an equity instrument. See Notes 9 and 10 in the Company's Annual Report on Form 10-K for fiscal 2012 filed on August 28, 2012 for further information regarding the stock option plan and the ESPP.

The following table summarizes compensation costs related to the Company's stock-based compensation for the three and nine months ended February 28, 2013 and February 29, 2012, respectively (in thousands):

	Three Months Ended		Nine Months Ended	
	February 28, 2013	February 29, 2012	February 28, 2013	February 29, 2012
Stock-based compensation in the form of employee stock options and ESPP shares, included in:				
Cost of sales	$9	$25	$26	$71
Selling, general and administrative	159	111	315	299
Research and development	33	46	86	149
Total stock-based compensation	$201	$182	$427	$519

As of February 28, 2013, stock-based compensation costs of $25,000 were capitalized as part of inventory. There was no stock-based compensation costs capitalized as part of inventory at February 29, 2012.

During the three months ended February 28, 2013 and February 29, 2012, the Company recorded stock-based compensation related to stock options of $189,000 and $147,000, respectively. During the nine months ended February 28, 2013 and February 29, 2012, the Company recorded stock-based compensation related to stock options of $381,000 and $436,000, respectively.

As of February 28, 2013, the total unrecognized stock-based compensation cost related to unvested stock-based awards under the Company's 1996 Stock Option Plan and 2006 Equity Incentive Plan was approximately $900,000, which is net of estimated forfeitures of $3,000. This cost will be amortized over the remaining service period of the underlying options. The weighted average service period is approximately 2.9 years.

During the three months ended February 28, 2013 and February 29, 2012, the Company recorded stock-based compensation related to the ESPP of $12,000 and $35,000, respectively. During the nine months ended February 28, 2013 and February 29, 2012, the Company recorded stock-based compensation related to the ESPP of $46,000 and $83,000, respectively.

As of February 28, 2013, the total compensation cost related to options to purchase the Company's common stock under the ESPP but not yet recognized was approximately $16,000. This cost will be amortized on a straight-line basis over a weighted average service period of approximately 0.6 years.

Valuation Assumptions

Valuation and Amortization Method. The Company estimates the fair value of stock options granted using the Black-Scholes option valuation model and a single option award approach. The fair value under the single option approach is amortized on a straight-line basis over the requisite service periods of the awards, which is generally the vesting period.

Expected Term. The Company's expected term represents the period that the Company's stock-based awards are expected to be outstanding and was determined based on historical experience, giving consideration to the contractual terms of the stock-based awards, vesting schedules and expectations of future employee behavior as evidenced by changes to the terms of its stock-based awards.

Expected Volatility. Volatility is a measure of the amounts by which a financial variable such as stock price has fluctuated (historical volatility) or is expected to fluctuate (expected volatility) during a period. The Company uses the historical volatility for the past five years, which matches the expected term of most of the option grants, to estimate expected volatility. Volatility for each of the ESPP's four time periods of six months, twelve months, eighteen months, and twenty-four months is calculated separately and included in the overall stock-based compensation cost recorded.

Dividends. The Company has never paid any cash dividends on its common stock and does not anticipate paying any cash dividends in the foreseeable future. Consequently, the Company uses an expected dividend yield of zero in the Black-Scholes option valuation model.

Risk-Free Interest Rate. The Company bases the risk-free interest rate used in the Black-Scholes option valuation model on the implied yield in effect at the time of option grant on U.S. Treasury zero-coupon issues with a remaining term equivalent to the expected term of the stock awards including the ESPP.

Estimated Forfeitures. When estimating forfeitures, the Company considers voluntary termination behavior as well as analysis of actual option forfeitures.

Fair Value. The fair value of the Company's stock options granted to employees for the three and nine months ended February 28, 2013 and February 29, 2012 were estimated using the following weighted average assumptions in the Black-Scholes option valuation model.

	Three Months Ended		Nine Months Ended	
	February 28, 2013	February 29, 2012	February 28, 2013	February 29, 2012
Option Plan Shares				
Expected Term (in years)	5	5	5	5
Volatility	0.94	0.85	0.91	0.83
Expected Dividend	$0.00	$0.00	$0.00	$0.00
Risk-free Interest Rates	0.76 %	0.84 %	0.72 %	1.14 %
Estimated Forfeiture Rate	0.25 %	0.25 %	0.25 %	0.25 %
Weighted Average Grant Date Fair Value	$0.62	$0.43	$0.78	$0.59

The fair values of the ESPP purchase rights granted for the nine months ended February 29, 2012 were estimated using the following weighted-average assumptions:

	Nine Months Ended February 29, 2012
Employee Stock Purchase Plan Purchase Rights	
Expected Term (in years)	0.5-2.0
Volatility	0.79-0.98
Expected Dividend	$ 0.00
Risk-free Interest Rates	0.1%-1.1%
Estimated Forfeiture Rate	0%
Weighted Average Grant Date Fair Value	$ 0.40

There were no ESPP purchase rights granted during the three and nine months ended February 28, 2013 and the three months ended February 29, 2012. Total ESPP shares issued during the nine months ended February 28, 2013 and February 29, 2012 were 79,392 shares and 82,704 shares, respectively. As of February 28, 2013 there were 552,000 ESPP shares available for issuance.

The following table summarizes the stock option transactions during the three and nine months ended February 28, 2013 (in thousands, except per share data):

		Outstanding Options		
	Available Shares	Number of Shares	Weighted Average Exercise Price	Aggregate Intrinsic Value
Balances, May 31, 2012	839	2,957	$2.40	$587
Options granted	(439)	439	$1.28	
Options terminated	402	(402)	$4.48	
Plan shares expired	(180)	--		
Options exercised	--	(101)	$0.67	
Balances, August 31, 2012	622	2,893	$2.00	$340
Additional shares reserved	1,185	--		
Options granted	(180)	180	$0.81	
Options terminated	91	(91)	$3.92	
Balances, November 30, 2012	1,718	2,982	$1.87	$167
Options granted	(50)	50	$0.97	
Options terminated	65	(65)	$4.33	
Plan shares expired	(4)	--		
Balances, February 28, 2013	1,729	2,967	$1.80	$166

Options fully vested and expected to vest at February 28, 2013	2,908	$1.80	$162
Options exercisable at February 28, 2013	1,750	$2.26	$66

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The options outstanding and exercisable at February 28, 2013 were in the following exercise price ranges (in thousands, except per share data):

	Options Outstanding at February 28, 2013			Options Excercisable at February 28, 2013			
Range of Exercise Prices	Number Outstanding Shares	Weighted Average Remaining Contractual Life (Years)	Weighted Average Exercise Price	Number Exercisable Shares	Weighted Average Remaining Contractual Life (Years)	Weighted Average Exercise Price	Aggregate Intrinsic Value
$0.59-$0.97	1,167	4.45	$ 0.76	750	3.51	$ 0.81	
$1.10-$2.52	1,587	4.06	$ 1.56	787	2.90	$ 1.76	
$6.00-$9.30	108	0.37	$ 8.53	108	0.37	$ 8.53	
$9.94-$9.94	105	0.32	$ 9.94	105	0.32	$ 9.94	
$0.59-$9.94	2,967	3.95	$ 1.80	1,750	2.85	$ 2.26	$ 66

The total intrinsic value of options exercised during nine months ended February 28, 2013 was $42,000. There were no options exercised during the three months ended February 28, 2013. There were no options exercised during the three and nine months ended February 29, 2012. The weighted average remaining contractual life of the options exercisable and expected to be exercisable at February 28, 2013 was 3.95 years.

3. EARNINGS PER SHARE

Earnings per share is computed based on the weighted average number of common and common equivalent shares (common stock options and ESPP shares) outstanding, when dilutive, during each period using the treasury stock method.

	Three Months Ended		Nine Months Ended	
	February 28, 2013	February 29, 2012	February 28, 2013	February 29, 2012
	(in thousands, except per share amounts)			
Numerator: Net loss	$(1,458)	$(1,361)	$(2,565)	$(2,611)
Denominator for basic net loss per share:				
Weighted-average shares outstanding	9,363	9,055	9,276	8,989
Shares used in basic net loss per share calculation	9,363	9,055	9,276	8,989
Effect of dilutive securities	--	--	--	--
Denominator for diluted net loss per share	9,363	9,055	9,276	8,989
Basic net loss per share	$(0.16)	$(0.15)	$(0.28)	$(0.29)

Diluted net loss per share	$(0.16)	$(0.15)	$(0.28)	$(0.29)

For the purpose of computing diluted earnings per share, weighted average potential common shares do not include stock options with an exercise price greater than the average fair value of the Company's common stock for the period, as the effect would be anti-dilutive. Potential common shares have not been included in the calculation of diluted net loss per share as the effect would be anti-dilutive. As such, the numerator and the denominator used in computing both basic and diluted net loss per share are the same. Stock options to purchase 2,967,000 shares of common stock and ESPP rights to purchase 178,000 ESPP shares were outstanding on February 28, 2013, but were not included in the computation of diluted net loss per share, because the inclusion of such shares would be anti-dilutive. Stock options to purchase 2,916,000 shares of common stock and ESPP rights to purchase 315,000 ESPP shares were outstanding on February 29, 2012, but were not included in the computation of diluted net loss per share, because the inclusion of such shares would be anti-dilutive.

4. FAIR VALUE OF FINANCIAL INSTRUMENTS

The Company's financial instruments are measured at fair value consistent with authoritative guidance. This authoritative guidance defines fair value, establishes a framework for using fair value to measure assets and liabilities, and disclosures required related to fair value measurements.

The guidance establishes a fair value hierarchy based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable. Observable inputs reflect assumptions market participants would use in pricing an asset or liability based on market data obtained from independent sources while unobservable inputs reflect a reporting entity's pricing based upon their own market assumptions. The fair value hierarchy consists of the following three levels:

Level 1 - instrument valuations are obtained from real-time quotes for transactions in active exchange markets involving identical assets.

Level 2 - instrument valuations are obtained from readily-available pricing sources for comparable instruments.

Level 3 - instrument valuations are obtained without observable market values and require a high level of judgment to determine the fair value.

The following table summarizes the Company's financial assets and liabilities measured at fair value on a recurring basis as of February 28, 2013 (in thousands):

	Balance as of February 28, 2013	Level 1	Level 2	Level 3
Money market funds	$ 102	$ 102	$ --	$ --
Assets	$ 102	$ 102	$ --	$ --
Liabilities	$ --	$ --	$ --	$ --

The following table summarizes the Company's financial assets and liabilities measured at fair value on a recurring basis as of May 31, 2012 (in thousands):

	Balance as of May 31, 2012	Level 1	Level 2	Level 3
Money market funds	$ 2	$ 2	$ --	$ --
Assets	$ 2	$ 2	$ --	$ --
Liabilities	$ --	$ --	$ --	$ --

As of February 28, 2013 and May 31, 2012, the Company did not have any assets or liabilities with significant other observable inputs (Level 2), and significant unobservable market values that would require a high level of judgment to determine fair value (Level 3 assets).

The Company has at times invested in debt and equity of private companies, and may do so again in the future, as part of its business strategy. These investments are carried at cost and are included in “Other Assets” in the consolidated balance sheets. If the Company determines that an other-than-temporary decline exists in the fair value of an investment, the Company writes down the investment to its fair value and records the related write-down as an investment loss in “Other (expense) income, net” in its consolidated statements of operations. During the first quarter of fiscal 2012, the Company sold its long-term investment in ESA Electronics PTE Ltd for proceeds of approximately $1.4 million, resulting in a gain of $990,000.

5. ACCOUNTS RECEIVABLE, NET

Accounts receivable represents customer trade receivables and is presented net of allowances for doubtful accounts of $24,000 at February 28, 2013 and $39,000 at May 31, 2012. Accounts receivable are derived from the sale of products throughout the world to semiconductor manufacturers, semiconductor contract assemblers, electronics manufacturers and burn-in and test service companies. The Company's allowance for doubtful accounts is based upon historical experience and review of trade receivables by aging category to identify specific customers with known disputes or collection issues. Uncollectible receivables are recorded as bad debt expense when all efforts to collect have been exhausted and recoveries are recognized when they are received.

6. INVENTORIES

Inventories are comprised of the following (in thousands):

	February 28, 2013	May 31, 2012
Raw materials and sub-assemblies	$ 2,843	$ 3,218
Work in process	2,879	2,657
Finished goods	--	195
	$ 5,722	$ 6,070

7. SEGMENT INFORMATION

The Company operates in one reportable segment: the design, manufacture and marketing of advanced test and burn-in products to the semiconductor manufacturing industry.

The following presents information about the Company's operations in different geographic areas. Net sales are based upon ship-to location.

(in thousands)	United States	Asia	Europe	Total
Three months ended February 28, 2013:				
Net sales	$2,100	$1,188	$52	$3,340
Property and equipment, net	321	57	--	378
Nine months ended February 28, 2013:				
Net sales	$6,095	$6,546	$585	$13,226
Property and equipment, net	321	57	--	378
Three months ended February 29, 2012:				
Net sales	$2,184	$151	$520	$2,855
Property and equipment, net	517	66	4	587
Nine months ended February 29, 2012:				
Net sales	$7,076	$2,338	$1,431	$10,845
Property and equipment, net	517	66	4	587

The Company's foreign operations are primarily those of its Japanese and German subsidiaries. Substantially all of the sales of the subsidiaries are made to unaffiliated Japanese or European customers. Net sales from outside the United States include those of Aehr Test Systems Japan K.K. and Aehr Test Systems GmbH.

Sales to the Company's five largest customers accounted for approximately 98% and 80% of its net sales in the three and nine months ended February 28, 2013, respectively. Three customers accounted for approximately 40%, 37%, and 16% of the Company's net sales in the three months ended February 28, 2013. Three customers accounted for approximately 30%, 27% and 11% of the Company's net sales in the nine months ended February 28, 2013. Sales to the Company's five largest customers accounted for approximately 98% and 86% of its net sales in the three and nine months ended February 29, 2012, respectively. Three customers accounted for approximately 59%, 17% and 17% of the Company's net sales in the three months ended February 29, 2012. Three customers accounted for approximately 38%, 25% and 10% of the Company's net sales in the nine months ended February 29, 2012. No other customers represented more than 10% of the Company's net sales for either fiscal 2013 or fiscal 2012.

8.PRODUCT WARRANTIES

The Company provides for the estimated cost of product warranties at the time the products are shipped. While the Company engages in extensive product quality programs and processes, including actively monitoring and evaluating the quality of its component suppliers, the Company's warranty obligation is affected by product failure rates, material usage and service delivery costs incurred in correcting a product failure. Should actual product failure rates, material usage or service delivery costs differ from the Company's estimates, revisions to the estimated warranty liability would be required.

The standard warranty period is ninety days for parts and service and one year for systems.

Following is a summary of changes in the Company's liability for product warranties during the three and nine months ended February 28, 2013 and February 29, 2012 (in thousands):

	Three Months Ended		Nine Months Ended	
	February 28, 2013	February 29, 2012	February 28, 2013	February 29, 2012
Balance at the beginning of the period	$ 174	$ 129	$ 91	$ 103
Accruals for warranties issued during the period	162	35	412	176
Settlement made during the period (in cash or in kind)	(139)	(52)	(306)	(167)
Balance at the end of the period	$ 197	$ 112	$ 197	$ 112

The accrued warranty balance is included in accrued expenses on the accompanying condensed consolidated balance sheets.

9.INCOME TAXES

Income taxes have been provided using the liability method whereby deferred tax assets and liabilities are determined based on differences between financial reporting and tax bases of assets and liabilities and net operating loss and tax credit carryforwards measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse or the carryforwards are utilized. Valuation allowances are established when it is determined that it is more likely than not that such assets will not be realized.

During fiscal 2009, a full valuation allowance was established against all deferred tax assets as management determined that it is more likely than not that certain deferred tax assets will not be realized.

The Company accounts for uncertain tax positions consistent with authoritative guidance. The guidance prescribes a “more likely than not” 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. The Company does not expect any material change in its unrecognized tax benefits over the next twelve months. The Company recognizes interest and penalties related to unrecognized tax benefits as a component of income taxes.

Although the Company files U.S. federal, various state, and foreign tax returns, the Company’s only major tax jurisdictions are the United States, California, Germany and Japan. Tax years 1996 - 2011 remain subject to examination by the appropriate governmental agencies due to tax loss carryovers from those years.

10.LINE OF CREDIT

On August 25, 2011, the Company entered into a working capital credit facility agreement allowing the Company to borrow up to $1.5 million based upon qualified accounts receivable, and export-related inventory. On May 29, 2012 the credit agreement was amended to increase the borrowing limit to $2.0 million. On September 11, 2012 the Company entered into the Second Amendment to Loan and Security Agreement to increase the borrowing limit under the credit facility from $2.0 million to $2.5 million. Each account receivable financed by the lender will bear an annual interest rate or finance charge equal to the greater of the lender's prime rate less 0.5%, or 3.50%, when the Company meets certain borrowing base requirements. If the Company does not meet the borrowing base requirements, each account receivable financed by the lender will bear an annual interest rate or finance charge equal to the greater of the lender's prime rate plus 0.75%, or 4.75%. The applicable interest is calculated based on the full amount of the account receivable and export-related inventory provided as collateral for the actual amounts borrowed. Depending on the composition of the collateral items, whether or not the Company meets certain borrowing base requirements and the relative cash position of the Company, the equivalent annual interest rate applied to the actual loan balances may vary from 3.89% to 8.94%, assuming that the bank’s prime rate is 4.00% or less. At February 28, 2013 the weighted average interest rate on the outstanding loan balance was 4.07%. The average loan balance for the three and nine months of fiscal 2013 was $1,786,000 and $1,291,000, respectively. The line of credit is collateralized by all the Company’s assets except for intellectual property, and has a maturity date of August 23, 2013. At February 28, 2013 the Company had drawn $1,215,000 against the credit facility. The balance available to borrow under the line at February 28, 2013 was $0. The Company was in compliance with all covenants at February 28, 2013.

11. RECENT ACCOUNTING PRONOUNCEMENTS

In June 2011, authoritative guidance was issued on the presentation of comprehensive income to require an entity to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. This authoritative guidance eliminates the option to present the components of other comprehensive income as part of the statement of shareholders’ equity. This guidance is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. The Company adopted this guidance the first quarter of fiscal 2013. Other than requiring additional disclosure, the adoption of this new guidance did not have a material impact on the Company’s consolidated financial statements.

12.SUBSEQUENT EVENTS

On March 15, 2013, the Company agreed to issue 1,158,000 shares of its common stock pursuant to a Common Stock Purchase Agreement by and among the Company and certain investors, including certain directors and officers of the Company. The purchase price per share of the common stock sold in the private placement was $1.00, resulting in gross proceeds to the Company of $1,158,000, before offering expenses. The closing of the private placement took place on March 15, 2013, and no placement agent was used in connection with the transaction.

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

The following discussion of the financial condition and results of operations of the Company should be read in conjunction with the unaudited condensed consolidated financial statements and the related notes that appear elsewhere in this report and with our Annual Report on Form 10-K for the fiscal year ended May 31, 2012 and the condensed consolidated financial statements and notes thereto.

In addition to historical information, this report contains 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. All statements in this report, including those made by the management of Aehr Test Systems, other than statements of historical fact, are forward-looking statements. These statements typically may be identified by the use of forward-looking words or phrases such as "believe," "expect," "intend," "anticipate," "should," "planned," "estimated," and "potential," among others and include, but are not limited to, statements concerning our expectations regarding our operations, business, strategies, prospects, revenues, expenses, costs and resources. These forward-looking statements are subject to certain risks and uncertainties that could cause our actual results to differ materially from those anticipated results or other expectations reflected in the forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed in this report and other factors beyond our control, and in particular, the risks discussed in “Part II, Item 1A. Risk Factors” and those discussed in other documents we file with the SEC. All forward-looking statements included in this document are based on our current expectations, and we undertake no obligation to revise or publicly release the results of any revision to these forward-looking statements. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements.

OVERVIEW

The Company was founded in 1977 to develop and manufacture burn-in and test equipment for the semiconductor industry. Since its inception, the Company has sold more than 2,500 systems to semiconductor manufacturers, semiconductor contract assemblers and burn-in and test service companies worldwide. The Company's principal products currently are the Advanced Burn-in and Test System, or ABTS, the FOX full wafer contact parallel test and burn-in system, the MAX burn-in system, WaferPak contactors, the DiePak carrier and test fixtures.

The Company's net sales consist primarily of sales of systems, test fixtures, die carriers, upgrades and spare parts and revenues from service contracts and engineering development charges. The Company's selling arrangements may include contractual customer acceptance provisions, which are mostly deemed perfunctory or inconsequential, and installation of the product occurs after shipment and transfer of title.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The Company's discussion and analysis of its financial condition and results of operations are based upon the Company's condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these condensed consolidated financial statements requires the Company to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an ongoing basis, the Company evaluates its estimates, including those related to customer programs and incentives, product returns, bad debts, inventories, investments, intangible assets, income taxes, financing operations, warranty obligations, long-term service contracts, and contingencies and litigation. The Company bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. For a discussion of the critical accounting policies, see "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Critical Accounting Policies and Estimates" in the Company's Annual Report on Form 10-K for the fiscal year ended May 31, 2012.

During the first quarter of fiscal 2013, the Company entered into an agreement with a customer to develop a next generation system. The project identifies multiple milestones with values assigned to each. The consideration earned upon achieving the milestone is required to meet the following conditions prior to recognition: (i) the value is commensurate with the vendor's performance to meet the milestone, (ii) it relates solely to past performance, (iii) and it is reasonable relative to all of the deliverables and payment terms within the arrangement.

During the third quarter of fiscal 2013, the Company revised its revenue recognition policy. Under the updated policy and consistent with our contractual obligations, we will not defer amounts related to acceptance activities which are deemed perfunctory or inconsequential. There was no material impact from adopting this policy.

Other than recognition of revenue under the milestone method related to the development contract and the revision to the revenue recognition policy affecting acceptance activities as described above, we believe there have been no material changes to our critical accounting policies and estimates during the nine months ended February 28, 2013 compared to those discussed in our Annual Report on Form 10-K for the fiscal year ended May 31, 2012.

RESULTS OF OPERATIONS

The following table sets forth items in the Company's unaudited condensed consolidated statements of operations as a percentage of net sales for the periods indicated.

	Three Months Ended		Nine Months Ended	
	February 28, 2013	February 29, 2012	February 28, 2013	February 29, 2012
Net sales	100.0 %	100.0 %	100.0 %	100.0 %
Cost of sales	77.1	61.2	58.5	62.8
Gross profit	22.9	38.8	41.5	37.2
Operating expenses:				
Selling, general and administrative	45.2	53.4	40.6	42.9
Research and development	20.5	32.7	19.5	28.2
Total operating expenses	65.7	86.1	60.1	71.1
Loss from operations	(42.8)	(47.3)	(18.6)	(33.9)
Interest expense	(0.6)	--	(0.4)	--
Gain on sale of long-term investment	--	--	--	9.1
Other (expense) income, net	(0.3)	0.2	(0.3)	0.5
Loss before income tax (expense) benefit	(43.7)	(47.1)	(19.3)	(24.3)
Income tax (expense) benefit	--	(0.6)	(0.1)	0.2
Net loss	(43.7)%	(47.7)%	(19.4)%	(24.1)%

THREE MONTHS ENDED FEBRUARY 28, 2013 COMPARED TO THREE MONTHS ENDED FEBRUARY 29, 2012

NET SALES. Net sales increased to $3.3 million for the three months ended February 28, 2013 from $2.9 million for the three months ended February 29, 2012, an increase of 17.0%. The increase in net sales for the three months ended February 28, 2013 was primarily due to an increase in net sales of the Company's wafer-level products, partially offset by a decrease of Company's Test During Burn-in (TDBI) products. Net sales of the Company's wafer-level products for the three months ended February 28, 2013 were $1.6 million, and increased approximately $0.6 million from the three months ended February 29, 2012. Net sales of the TDBI products for the three months ended February 28, 2013 were $1.6 million, and decreased approximately $0.2 million from the three months ended February 29, 2012.

GROSS PROFIT. Gross profit consists of net sales less cost of sales. Cost of sales consists primarily of the cost of materials, assembly and test costs, and overhead from operations. Gross profit decreased to $0.8 million for the three months ended February 28, 2013 from $1.1 million for the three months ended February 29, 2012, a decrease of 31%. Gross profit margin decreased to 22.9% for the three months ended February 28, 2013 from 38.8% for the three months ended February 29, 2012. The decrease in gross profit margin of 15.9% was primarily due to increased direct material costs as a percentage of sales resulting in a 6.2% gross profit margin reduction, increased provision for inventory reserves resulting in a 5.4% gross profit margin reduction, and an increased warranty provision resulting in a 3.4% gross profit margin reduction.

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SELLING, GENERAL AND ADMINISTRATIVE. Selling, general and administrative, or SG&A, expenses consist primarily of salaries and related costs of employees, commission expenses to independent sales representatives, product promotion and other professional services. SG&A expenses remained unchanged at $1.5 million for the three months ended February 28, 2013 compared with the three months ended February 29, 2012.

RESEARCH AND DEVELOPMENT. Research and development, or R&D, expenses consist primarily of salaries and related costs of employees engaged in ongoing research, design and development activities, costs of engineering materials and supplies, and professional consulting expenses. R&D expenses decreased to $0.7 million for the three months ended February 28, 2013 from $0.9 million for the three months ended February 29, 2012, a decrease of 26.6%. This decrease was primarily attributable to a reduction in employment related expenses of $112,000 and project expenses of $37,000.

INTEREST EXPENSE. Interest expense increased to $18,000 for the three months ended February 28, 2013 from nil for the three months ended February 29, 2012 primarily as a result of higher average borrowings on the line of credit.

OTHER (EXPENSE) INCOME, NET. Other expense, net was $9,000 for the three months ended February 28, 2013, compared with other income, net of $7,000 for the three months ended February 29, 2012. The change between other expense and other income was due primarily to gains and losses realized in connection with foreign exchange rate fluctuations during the referenced periods.

INCOME TAX (EXPENSE) BENEFIT. Income tax expense was nil for the three months ended February 28, 2013, compared with an income tax expense of $18,000 for the three months ended February 29, 2012.

NINE MONTHS ENDED FEBRUARY 28, 2013 COMPARED TO NINE MONTHS ENDED FEBRUARY 29, 2012

NET SALES. Net sales increased to $13.2 million for the nine months ended February 28, 2013 from $10.8 million for the nine months ended February 29, 2012, an increase of 22.0%. The increase in net sales for the nine months ended February 28, 2013 resulted primarily from an increase in net sales of the Company’s TDBI products, partially offset by a decrease of the Company’s wafer-level products. Net sales of the TDBI products for the nine months ended February 28, 2013 were $8.8 million, and increased approximately $3.7 million from the nine months ended February 29, 2012. Net sales of the Company’s wafer-level products for the nine months ended February 28, 2013 were $4.2 million, and decreased approximately $1.1 million from the nine months ended February 29, 2012.

GROSS PROFIT. Gross profit increased to $5.5 million for the nine months ended February 28, 2013 from $4.0 million for the nine months ended February 29, 2012, an increase of 35.8%. Gross profit margin increased to 41.5% for the nine months ended February 28, 2013 from 37.2% for the nine months ended February 29, 2012. The increase in gross profit margin was primarily the result of manufacturing efficiencies due to an increase in net sales.

SELLING, GENERAL AND ADMINISTRATIVE. SG&A expenses increased to $5.4 million for the nine months ended February 28, 2013 from $4.7 million for the nine months ended February 29, 2012, an increase of 15.3%. The increase in SG&A expenses was primarily due to an increase of $0.4 million in pre-sales support expenses and $0.2 million in sales commissions to outside sales representatives.

RESEARCH AND DEVELOPMENT. R&D expenses decreased to $2.6 million for the nine months ended February 28, 2013 from $3.1 million for the nine months ended February 29, 2012, a decrease of 15.6%. This decrease was primarily attributable to a reduction in employment related expenses of $0.2 million and project expenses of $0.1 million.

INTEREST EXPENSE. Interest expense increased to $43,000 for the nine months ended February 28, 2013 from nil for the nine months ended February 29, 2012 as a result of higher average borrowings on the line of credit.

GAIN ON SALE OF LONG-TERM INVESTMENT. During the first quarter of fiscal 2012, the Company sold its long-term investment in ESA Electronics PTE Ltd, resulting in a gain of $990,000.

OTHER (EXPENSE) INCOME, NET. Other expense, net was $43,000 for the nine months ended February 28, 2013, compared with other income, net of $53,000 for the nine months ended February 29, 2012. The change between other expense and other income was due primarily to gains and losses realized in connection with foreign exchange rate fluctuations during the referenced periods.

INCOME TAX (EXPENSE) BENEFIT. Income tax expense was $18,000 for the nine months ended February 28, 2013, compared with income tax benefit of $17,000 for the nine months ended February 29, 2012. An income tax benefit was recognized in the nine months ended February 29, 2012 resulting from an adjustment of a tax liability previously reported.

LIQUIDITY AND CAPITAL RESOURCES

Net cash used in operating activities was $0.3 million for the nine months ended February 28, 2013 and $3.2 million for the nine months ended February 29, 2012. For the nine months ended February 28, 2013, net cash used in operating activities was primarily the result of the net loss of $2.6 million as adjusted to exclude the effect of non-cash charges including stock-based compensation expense of $0.4 million and depreciation and amortization of $0.2 million, as well as decreases in accounts receivable of $1.0 million and inventories of $0.4 million. The decrease in accounts receivable was primarily due to improvements in customer payment terms. The decrease in inventories was primarily due to the increase in inventory reserves related to older products as new products move into volume production. For the nine months ended February 29, 2012, net cash used in operating activities was primarily driven by a net loss of $2.6 million as adjusted to exclude the effect of non-cash charges including stock-based compensation expense of $0.5 million, depreciation and amortization of $0.4 million, and a $990,000 gain on the sale of the Company’s long-term investment. Net cash used in operating activities also included an increase in inventories of $0.7 million, partially offset by a decrease in accounts receivable of $0.5 million. The increase in inventories was to support future shipments for customer orders. The decrease in accounts receivable was primarily due to improvements in customer payment terms.

Net cash used in investing activities was $126,000 for the nine months ended February 28, 2013 compared to $1.4 million of net cash provided for the nine months ended February 29, 2012. The cash provided by investing activities for the nine months ended February 29, 2012 was due primarily to the $1.4 million in proceeds received from the sale of the Company’s long-term investment in ESA Electronics PTE Ltd.

Financing activities used cash of $13,000 for the nine months ended February 28, 2013 compared to cash provided of $830,000 for the nine months ended February 29, 2012. Net cash used by financing activities during the nine months ended February 28, 2013 was primarily due to net repayments under the line of credit of $193,000, offset by $180,000 in proceeds from issuance of common stock for the ESPP, the Employee Stock Ownership Plan and from the exercise of stock options. Net cash provided by financing activities during the nine months ended February 29, 2012 was due primarily to net borrowings under the line of credit of $716,000 and $114,000 due to proceeds from issuance of common stock for the ESPP, the Employee Stock Ownership Plan and from the exercise of stock options.

The effect of exchange rates on cash used was $250,000 and $24,000 for the nine months ended February 28, 2013 and February 29, 2012, respectively, due to the fluctuation in the value of the dollar compared to foreign currencies.

As of February 28, 2013, the Company had working capital of $4.4 million. Working capital consists of cash and cash equivalents, accounts receivable, inventory and other current assets, less current liabilities.

The Company leases its manufacturing and office space under operating leases. The Company entered into a non-cancelable operating lease agreement for its United States manufacturing and office facilities, which commenced in April 2008 and expires in June 2015. Under the lease agreement, the Company is responsible for payments of utilities, taxes and insurance.

From time to time, the Company evaluates potential acquisitions of businesses, products or technologies that complement the Company's business. If consummated, any such transactions may use a portion of the Company's working capital or require the issuance of equity. The Company has no present understandings, commitments or agreements with respect to any material acquisitions.

The Company anticipates that the existing cash balance together with cash flows from operations, funds from the private placement completed in March 2013 (refer to Note 12, "SUBSEQUENT EVENTS"), as well as funds available through the working capital credit facility will be adequate to meet its working capital and capital equipment requirements through calendar 2013. Refer to Note 10, "LINE OF CREDIT", for further discussion of the credit facility agreement. After calendar 2013, depending on its rate of growth and profitability, the Company may require additional equity or debt financing to meet its working capital requirements or capital equipment needs. There can be no assurance that additional financing will be available when required, or if available, that such financing can be obtained on terms satisfactory to the Company.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not entered into any off-balance sheet financing arrangements and has not established any variable interest entities.

OVERVIEW OF CONTRACTUAL OBLIGATIONS

On August 25, 2011, the Company entered into a working capital credit facility agreement allowing the Company to borrow up to $1.5 million based upon qualified U.S. based and foreign customer receivables, and export-related inventory. On May 29, 2012, the credit agreement was amended to increase the borrowing limit to $2.0 million. On September 11, 2012, the credit agreement was amended to increase the borrowing limit to $2.5 million. The maturity date of the loan is August 23, 2013. Refer to Note 10, "LINE OF CREDIT", for further discussion of the agreement.

There have been no additional material changes in the composition, magnitude or other key characteristics of the Company's contractual obligations or other commitments as disclosed in the Company's Annual Report on Form 10-K for the year ended May 31, 2012.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISKS

The Company had no holdings of derivative financial or commodity instruments at February 28, 2013 or May 31, 2012.

The Company is exposed to financial market risks, including changes in interest rates and foreign currency exchange rates. The Company only invests its short-term excess cash in government-backed securities with maturities of 18 months or less. The Company maintained a cost basis equity investment in a privately held company, ESA Electronics PTE Ltd through May 2011. This investment was sold in the first quarter of fiscal 2012. The Company does not use any financial instruments for speculative or trading purposes. Fluctuations in interest rates would not have a material effect on the Company's financial position, results of operations or cash flows.

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A majority of the Company's revenue and capital spending is transacted in U.S. Dollars. The Company, however, enters into transactions in other currencies, primarily Japanese Yen. Substantially all sales to Japanese customers are denominated in Yen. Since the price is determined at the time a purchase order is accepted, the Company is exposed to the risks of fluctuations in the Yen-U.S. Dollar exchange rate during the lengthy period from purchase order to ultimate payment. This exchange rate risk is partially offset to the extent that the Company's Japanese subsidiary incurs expenses payable in Yen. To date, the Company has not invested in instruments designed to hedge currency risks. In addition, the Company's Japanese subsidiary typically carries debt or other obligations due to the Company that may be denominated in either Yen or U.S. Dollars. Since the Japanese subsidiary's financial statements are based in Yen and the Company's condensed consolidated financial statements are based in U.S. Dollars, the Japanese subsidiary and the Company recognize foreign exchange gains or losses in any period in which the value of the Yen rises or falls in relation to the U.S. Dollar. A 10% decrease in the value of the Yen as compared with the U.S. Dollar would not be expected to result in a significant change to the Company's net income or loss. There have been no material changes in our risk exposure since the end of the last fiscal year, nor are any material changes to our risk exposure anticipated.

ITEM 4. CONTROLS AND PROCEDURES

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES. Our management evaluated, with the participation of our Chief Executive Officer and our Chief Financial Officer, the effectiveness of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on this evaluation, our Chief Executive Officer and our Chief Financial Officer have concluded that our disclosure controls and procedures are effective to ensure that information we are required to disclose in reports that we file or submit under the Securities and Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC rules and forms, and that such information is accumulated and communicated to management as appropriate to allow for timely decisions regarding required disclosure.

CHANGES IN INTERNAL CONTROLS OVER FINANCIAL REPORTING. There was no change in our internal control over financial reporting that occurred during the period covered by this Quarterly Report on Form 10-Q that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

None.

ITEM 1A. RISK FACTORS

You should carefully consider the risks described below. These risks are not the only risks that we may face. Additional risks and uncertainties that we are unaware of, or that we currently deem immaterial, also may become important factors that affect us. If any of the following risks occur, our business, financial condition or results of operations could be materially and adversely affected which could cause our actual operating results to differ materially from those indicated or suggested by forward-looking statements made in this Quarterly Report on Form 10-Q and in other documents we filed with the U.S. Securities and Exchange Commission, including without limitation our most recently filed Annual Report on Form 10-K or presented elsewhere by management from time to time.

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Periodic economic and semiconductor industry downturns could negatively affect our business, results of operations and financial condition.

Periodic global economic and semiconductor industry downturns have negatively affected and could continue to negatively affect our business, results of operations, and financial condition. Financial turmoil in the banking system and financial markets has resulted, and may result in the future, in a tightening of the credit markets, disruption in the financial markets and global economy downturn. These events may contribute to significant slowdowns in the industry in which we operate. Difficulties in obtaining capital and deteriorating market conditions can pose the risk that some of our customers may not be able to obtain necessary financing on reasonable terms, which could result in lower sales for the Company. Customers with liquidity issues may lead to additional bad debt expense for the Company. For example, Spansion declared bankruptcy in Japan and the U.S. during fiscal 2009; as a result the Company subsequently recorded a $13.7 million provision for bad debts. A recurrence of these conditions may also similarly affect our key suppliers, which could impact their ability to deliver parts and result in delays in deliveries of our products.

Turmoil in the international financial markets has resulted, and may result in the future, in dramatic currency devaluations, stock market declines, restriction of available credit and general financial weakness. In addition, flash, DRAM and other memory device prices have historically declined, and will likely do so again in the future. These developments may affect us in several ways. We believe that many international semiconductor manufacturers limited their capital spending in calendar 2009 and again in calendar 2011, and that the uncertainty of the semiconductor market may cause some manufacturers in the future to further delay capital spending plans. Economic conditions may also affect the ability of our customers to meet their payment obligations, resulting in cancellations or deferrals of existing orders and limiting additional orders. In addition, some governments have subsidized portions of fabrication facility construction, and financial turmoil may reduce these governments' willingness to continue such subsidies. Such developments could have a material adverse affect on our business, financial condition and results of operations.

The recent economic conditions and uncertainty about future economic conditions make it challenging for us to forecast our operating results, make business decisions, and identify the risks that may affect our business, financial condition and results of operations. If such conditions recur, and we are not able to timely and appropriately adapt to changes resulting from the difficult macroeconomic environment, our business, financial condition or results of operations may be materially and adversely affected.

If we are not able to reduce our operating expenses sufficiently during periods of weak revenue, or if we utilize significant amounts of cash to support operating losses, we may erode our cash resources and may not have sufficient cash to operate our business.

In the face of the recent sustained downturn in our business and decline in our net sales, we implemented a variety of cost controls and restructured our operations with the goal of reducing our operating costs to position ourselves to more effectively meet the needs of the then weak market for test and burn-in equipment. While we took significant steps in fiscal 2009 to minimize our expense levels and to increase the likelihood that we would have sufficient cash to support operations during the downturn, from fiscal 2009 through fiscal 2012 we experienced operating losses. Due primarily to these operating losses, we experienced cash outflows and, at February 28, 2013, had $1.4 million in cash and cash equivalents. Should our business downturn be prolonged, and if we are unable to reduce our operating expenses sufficiently, we may require additional debt or equity financing to meet working capital or capital expenditure needs. While we believe our existing cash balance, together with cash flows from operations, as well as funds available through our working capital credit facility, will be adequate to meet our working capital and capital equipment requirements through calendar 2013, we cannot determine with certainty that, if needed, we will be able to raise additional funding through either equity or debt financing under these circumstances or on what terms such financing would be available.

The Company may not meet the listing requirements of the NASDAQ markets which could cause our stock to be delisted.

Pursuant to the requirements of NASDAQ, if a company's stock price is below $1 per share for 30 consecutive trading days , NASDAQ will notify the company that it is no longer in compliance with the NASDAQ Bid Price Rule listing qualification. If a company is not in compliance with the Bid Price Rule, the company will have 180 calendar days to regain compliance. The company may regain compliance with the Bid Price Rule if the bid price of the Common Stock closes at $1.00 per share or more for a minimum of 10 consecutive business days at any time during the 180 day cure period. On December 26, 2012, the Company received notice from NASDAQ that it was no longer in compliance with the Bid Price Rule. The Company subsequently regained compliance on April 3, 2013. On November 2, 2011, the Company received notice from NASDAQ that it was no longer in compliance with the Bid Price Rule. The Company regained compliance on April 16, 2012. There can be no assurance that the Company will remain compliant with the Bid Price Rule.

On January 18, 2011 the Company received notice from NASDAQ that it was no longer in compliance with NASDAQ's Listing Rule 5450(b)(1)(A), which specifies that an issuer must maintain stockholders' equity of at least $10 million. On March 21, 2011 the Company submitted an application to NASDAQ to transfer the listing of its company stock from the NASDAQ Global Market to the NASDAQ Capital Market. On March 24, 2011 the Company received a letter from NASDAQ informing it that the NASDAQ Listing Qualifications Staff had granted the Company's request to transfer the listing of its common stock to the NASDAQ Capital Market, effective at the opening of business on March 28, 2011. The Bid Price Rule is also a listing requirement of the NASDAQ Capital Market.

There can be no assurance that the Company will remain in compliance with the Bid Price Rule, and that it will maintain compliance with the other listing requirements of the NASDAQ Capital Market, or that it will not be delisted.

We generate a large portion of our sales from a small number of customers. If we were to lose one or more of our large customers, operating results could suffer dramatically.

The semiconductor manufacturing industry is highly concentrated, with a relatively small number of large semiconductor manufacturers and contract assemblers accounting for a substantial portion of the purchases of semiconductor equipment. Sales to the Company's five largest customers accounted for approximately 83% and 85% of its net sales in fiscal 2012 and 2011, respectively. During fiscal 2012, Spansion and Texas Instruments accounted for approximately 40% and 22%, respectively, of the Company's net sales. During fiscal 2011, Spansion and Texas Instruments accounted for approximately 61% and 11%, respectively, of the Company's net sales. No other customers represented more than 10% of the Company's net sales for either fiscal 2012 or fiscal 2011.

We expect that sales of our products to a limited number of customers will continue to account for a high percentage of net sales for the foreseeable future. In addition, sales to particular customers may fluctuate significantly from quarter to quarter. The loss of, or reduction or delay in an order, or orders from a significant customer, or a delay in collecting or failure to collect accounts receivable from a significant customer could adversely affect our business, financial condition and operating results. For example, during fiscal 2009 Spansion, our largest customer at the time, declared bankruptcy in Japan and in the U.S. and subsequently placed lower levels of orders with the Company, which caused our net sales to drop dramatically and impacted the Company's ability to collect on accounts receivable.

A substantial portion of our net sales is generated by relatively small volume, high value transactions.

We derive a substantial portion of our net sales from the sale of a relatively small number of systems which typically range in purchase price from approximately $200,000 to over $1 million per system. As a result, the loss or deferral of a limited number of system sales could have a material adverse effect on our net sales and operating results in a particular period. All customer purchase orders are subject to cancellation or rescheduling by the customer with limited penalties, and, therefore, backlog at any particular date is not necessarily indicative of actual sales for any succeeding period. From time to time, cancellations and rescheduling of customer orders have occurred, and delays by our suppliers in providing components or subassemblies to us have caused delays in our shipments of our own products. There can be no assurance that we will not be materially adversely affected by future cancellations or rescheduling. Certain contracts contain provisions that require customer acceptance prior to recognition of revenue. The delay in customer acceptance could have a material adverse effect on our operating results. A substantial portion of net sales typically are realized near the end of each quarter. A delay or reduction in shipments near the end of a particular quarter, due, for example, to unanticipated shipment rescheduling, cancellations or deferrals by customers, customer credit issues, unexpected manufacturing difficulties experienced by us or delays in deliveries by suppliers, could cause net sales in a particular quarter to fall significantly below our expectations.

The Company’s business operations could be negatively impacted by earthquakes or other natural disasters.

The March 2011 Japanese earthquake and resulting tsunami seriously affected many companies in Japan, including some of our customers. Besides the direct impact to their employees and facilities, the customers were affected by, among other things, the rolling electrical blackouts and industry wide shutdowns as well as the impact of the nuclear power plant disaster. Some of our customers delayed capital equipment purchases as a result of the disaster. The disaster also negatively impacted the Japanese economy as a whole, which could further impact the Company's future business prospects in Japan.

Natural disasters may impact our ability to manufacture products in the event our facility is damaged, or if operations are disrupted at a major supplier. The demand for our products may be negatively affected if a natural disaster impacts one or more of our significant customers. These events may seriously damage our ability to conduct business.

We rely on increasing market acceptance for our FOX system, and we may not be successful in attracting new customers or maintaining our existing customers.

A principal element of our business strategy is to capture an increasing share of the test equipment market through sales of our FOX wafer-level test and burn-in system. The FOX system is designed to simultaneously burn-in and functionally test all of the die on a wafer. The market for the FOX systems is in the early stages of development. Market acceptance of the FOX system is subject to a number of risks. Before a customer will incorporate the FOX system into a production line, lengthy qualification and correlation tests must be performed. We anticipate that potential customers may be reluctant to change their procedures in order to transfer burn-in and test functions to the FOX system. Initial purchases are expected to be limited to systems used for these qualifications and for engineering studies. Market acceptance of the FOX system also may be affected by a reluctance of IC manufacturers to rely on relatively small suppliers such as Aehr Test Systems. As is common with new complex products incorporating leading-edge technologies, we may encounter reliability, design and manufacturing issues as we begin volume production and initial installations of FOX systems at customer sites. The failure of the FOX system to achieve increased market acceptance would have a material adverse effect on our future operating results, long-term prospects and our stock price.

We rely on increasing market acceptance for our ABTS system and our ability to complete certain enhancements.

Market acceptance of the ABTS family, first introduced in fiscal 2008, is subject to a number of risks. We have substantially completed the engineering development of a next generation ABTS system in order to grow market share in the higher power logic burn-in market. It is important that we achieve customer acceptance, satisfaction and increased market acceptance of this new ABTS product. To date, the Company has received orders for the ABTS system from more than 12 customers worldwide. The failure of the ABTS family to achieve increased market acceptance would have a material adverse effect on our future operating results and stock price.

We depend upon some continued market need for our MAX system; a limited market for the product may result in our having excess inventory.

We have historically derived a substantial portion of our net sales from the sale of monitored burn-in systems. We believe that the market for burn-in systems is mature and is not expected to experience growth in the future. In general, process control improvements in the semiconductor industry have tended to reduce burn-in times. In addition, as a given IC product generation matures and yields increase, the required burn-in time may be reduced or eliminated. IC manufacturers, which historically have been our primary customer base, increasingly outsource test and burn-in to independent test labs, which may build their own systems. Our ABTS system may cannibalize the business that would previously have been addressed by the MAX system. We have some level of inventory which supports MAX products. Our success depends upon some continued need for our MAX burn-in products within these markets. There can be no assurance that the market for burn-in systems will not decline, or that sales of our MAX burn-in products will not decline, which would have an adverse effect on our operating results.

We sell our products and services worldwide, and our business is subject to risks inherent in conducting business activities in geographic regions outside of the United States.

Approximately 38% and 39% of our net sales for fiscal 2012 and 2011, respectively, were attributable to sales to customers for delivery outside of the United States. We operate sales, service and limited manufacturing organizations in Japan and Germany and a sales and support organization in Taiwan. We expect that sales of products for delivery outside of the United States will continue to represent a substantial portion of our future net sales. Our future performance will depend, in significant part, upon our ability to continue to compete in foreign markets which in turn will depend, in part, upon a continuation of current trade relations between the United States and foreign countries in which semiconductor manufacturers or assemblers have operations. A change toward more protectionist trade legislation in either the United States or such foreign countries, such as a change in the current tariff structures, export compliance or other trade policies, could adversely affect our ability to sell our products in foreign markets. In addition, we are subject to other risks associated with doing business internationally, including longer receivable collection periods and greater difficulty in accounts receivable collection, the burden of complying with a variety of foreign laws, difficulty in staffing and managing global operations, risks of civil disturbance or other events which may limit or disrupt markets, international exchange restrictions, changing political conditions and monetary policies of foreign governments.

Approximately 95%, 1% and 4% of our net sales for fiscal 2012 were denominated in U.S. Dollars, Japanese Yen and Euros, respectively. Although the percentages of net sales denominated in Japanese Yen and Euros were small in fiscal 2012, they have been larger in the past and could become significant again in the future. A large percentage of net sales to European customers are denominated in U.S. Dollars, but sales to many Japanese customers are denominated in Yen. Because a substantial portion of our net sales is from sales of products for delivery outside the United States, an increase in the value of the U.S. Dollar relative to foreign currencies would increase the cost of our products compared to products sold by local companies in such markets. In addition, since the price is determined at the time a purchase order is accepted, we are exposed to the risks of fluctuations in the U.S. Dollar exchange rate during the lengthy period from the date a purchase order is received until payment is made. This exchange rate risk is partially offset to the extent our foreign operations incur expenses in the local currency. To date, we have not invested in instruments designed to hedge currency risks. Our operating results could be adversely affected by fluctuations in the value of the U.S. Dollar relative to other currencies.

Our industry is subject to rapid technological change and our ability to remain competitive depends on our ability to introduce new products in a timely manner.

The semiconductor equipment industry is subject to rapid technological change and new product introductions and enhancements. Our ability to remain competitive will depend in part upon our ability to develop new products and to introduce these products at competitive prices and on a timely and cost-effective basis. Our success in developing new and enhanced products depends upon a variety of factors, including product selection, timely and efficient completion of product design, timely and efficient implementation of manufacturing and assembly processes, product performance in the field and effective sales and marketing. Because new product development commitments must be made well in advance of sales, new product decisions must anticipate both future demand and the technology that will be available to supply that demand. Furthermore, introductions of new and complex products typically involve a period in which design, engineering and reliability issues are identified and addressed by our suppliers and by us. There can be no assurance that we will be successful in selecting, developing, manufacturing and marketing new products that satisfy market demand. Any such failure would materially and adversely affect our business, financial condition and results of operations.

Because of the complexity of our products, significant delays can occur between a product's introduction and the commencement of the volume production of such product. We have experienced, from time to time, significant delays in the introduction of, and technical and manufacturing difficulties with, certain of our products and may experience delays and technical and manufacturing difficulties in future introductions or volume production of our new products. Our inability to complete new product development, or to manufacture and ship products in time to meet customer requirements would materially adversely affect our business, financial condition and results of operations.

We may experience increased costs associated with new product introductions.

As is common with new complex products incorporating leading-edge technologies, we have encountered reliability, design and manufacturing issues as we began volume production and initial installations of certain products at customer sites. Certain of these issues in the past have been related to components and subsystems supplied to us by third parties who have in some cases limited the ability of us to address such issues promptly. This process in the past required and in the future is likely to require us to incur un-reimbursed engineering expenses and to experience larger than anticipated warranty claims which could result in product returns. In the early stages of product development there can be no assurance that we will discover any reliability, design and manufacturing issues or, that if such issues arise, that they can be resolved to the customers' satisfaction or that the resolution of such problems will not cause us to incur significant development costs or warranty expenses or to lose significant sales opportunities.

Our dependence on subcontractors and sole source suppliers may prevent us from delivering our products on a timely basis and expose us to intellectual property infringement.

We rely on subcontractors to manufacture many of the components or subassemblies used in our products. Our FOX and ABTS systems, WaferPak contactors and DiePak carriers contain several components, including environmental chambers, power supplies, high-density interconnects, wafer contactors, signal distribution substrates and certain ICs that are currently supplied by only one or a limited number of suppliers. Our reliance on subcontractors and single source suppliers involves a number of significant risks, including the loss of control over the manufacturing process, the potential absence of adequate capacity and reduced control over delivery schedules, manufacturing yields, quality and costs. In the event that any significant subcontractor or single source supplier becomes unable or unwilling to continue to manufacture subassemblies, components or parts in required volumes, we will have to identify and qualify acceptable replacements. The process of qualifying subcontractors and suppliers could be lengthy, and no assurance can be given that any additional sources would be available to us on a timely basis. Any delay, interruption or termination of a supplier relationship could adversely affect our ability to deliver products, which would harm our operating results.

Our suppliers manufacture components, tooling, and provide engineering services which allows access to intellectual property of the Company. While the Company maintains patents to protect from intellectual property infringement, there can be no assurance that technological information gained in the manufacture of our products will not be used to develop a new product, improve processes or techniques which compete against our products. Litigation may be necessary to enforce or determine the validity and scope of our proprietary rights, and there can be no assurance that our intellectual property rights, if challenged, will be upheld as valid.

Future changes in semiconductor technologies may make our products obsolete.

Future improvements in semiconductor design and manufacturing technology may reduce or eliminate the need for our products. For example, improvements in built-in self-test, or BIST, technology and improvements in conventional test systems, such as reduced cost or increased throughput, may significantly reduce or eliminate the market for one or more of our products. If we are not able to improve our products or develop new products or technologies quickly enough to maintain a competitive position in our markets, our business may decline.

Semiconductor business cycles are unreliable and there is always the risk of cancellations and rescheduling which could have a material adverse affect on our operating results.

Our operating results depend primarily upon the capital expenditures of semiconductor manufacturers, semiconductor contract assemblers and burn-in and test service companies worldwide, which in turn depend on the current and anticipated market demand for ICs. The semiconductor equipment manufacturing industry has historically been subject to a relatively high rate of purchase order cancellation by customers as compared to other high technology industry sectors. Manufacturing companies that are the customers of semiconductor equipment companies frequently revise, postpone and cancel capital facility expansion plans. In such cases, semiconductor equipment companies may experience a significant rate of cancellations or rescheduling of purchase orders. A significant increase in purchase order cancellations was recognized in the third quarter of fiscal 2009 as a result of the Spansion bankruptcy filing. There can be no assurance that we will not be materially adversely affected by future cancellations or rescheduling of purchase orders.

Our stock price may fluctuate.

The price of our common stock has fluctuated in the past and may fluctuate significantly in the future. We believe that factors such as announcements of developments related to our business, fluctuations in our operating results, failure to meet securities analysts' expectations, general conditions in the semiconductor and semiconductor equipment industries and the worldwide economy, announcement of technological innovations, new systems or product enhancements by us or our competitors, fluctuations in the level of cooperative development funding, acquisitions, changes in governmental regulations, developments in patents or other intellectual property rights and changes in our relationships with customers and suppliers could cause the price of our common stock to fluctuate substantially. In addition, in recent years the stock market in general, and the market for small capitalization and high technology stocks in particular, have experienced extreme price fluctuations which have often been unrelated to the operating performance of the affected companies. Such fluctuations could adversely affect the market price of our common stock.

We depend on our key personnel and our success depends on our ability to attract and retain talented employees.

Our success depends to a significant extent upon the continued service of Rhea Posedel, our Chairman and Gayn Erickson, our President and Chief Executive Officer, as well as other executive officers and key employees. We do not maintain key person life insurance for our benefit on any of our personnel, and none of our employees are subject to a non-competition agreement with the Company. The loss of the services of any of our executive officers or a group of key employees could have a material adverse effect on our business, financial condition and operating results. Our future success will depend in significant part upon our ability to attract and retain highly skilled technical, management, sales and marketing personnel. There is a limited number of personnel with the requisite skills to serve in these positions, and it has become increasingly difficult for us to hire such personnel. Competition for such personnel in the semiconductor equipment industry is intense, and there can be no assurance that we will be successful in attracting or retaining such personnel. Changes in management could disrupt our operations and adversely affect our operating results.

We may be subject to litigation relating to intellectual property infringement which would be time-consuming, expensive and a distraction from our business.

If we do not adequately protect our intellectual property, competitors may be able to use our proprietary information to erode our competitive advantage, and our business and operating results could be harmed. Litigation may be necessary to enforce or determine the validity and scope of our proprietary rights, and there can be no assurance that our intellectual property rights, if challenged, will be upheld as valid. Such litigation could result in substantial costs and diversion of resources and could have a material adverse effect on our operating results, regardless of the outcome of the litigation. In addition, there can be no assurance that any of the patents issued to us will not be challenged, invalidated or circumvented or that the rights granted thereunder will provide competitive advantages to us.

There are no pending claims against us regarding infringement of any patents or other intellectual property rights of others. However, in the future we may receive communications from third parties asserting intellectual property claims against us. Such claims could include assertions that our products infringe, or may infringe, the proprietary rights of third parties, requests for indemnification against such infringement or suggestions that we may be interested in acquiring a license from such third parties. There can be no assurance that any such claim will not result in litigation, which could involve significant expense to us, and, if we are required or deem it appropriate to obtain a license relating to one or more products or technologies, there can be no assurance that we would be able to do so on commercially reasonable terms, or at all.

While we believe we have complied with all applicable environmental laws, our failure to do so could adversely affect our business as a result of having to pay substantial amounts in damages or fees.

Federal, state and local regulations impose various controls on the use, storage, discharge, handling, emission, generation, manufacture and disposal of toxic and other hazardous substances used in our operations. We believe that our activities conform in all material respects to current environmental and land use regulations applicable to our operations and our current facilities, and that we have obtained environmental permits necessary to conduct our business. Nevertheless, the failure to comply with current or future regulations could result in substantial fines being imposed on us, suspension of production, alteration of our manufacturing processes or cessation of operations. Such regulations could require us to acquire expensive remediation equipment or to incur substantial expenses to comply with environmental regulations. Any failure by us to control the use, disposal or storage of or adequately restrict the discharge of, hazardous or toxic substances could subject us to significant liabilities.

While we believe we currently have adequate internal control over financial reporting, we are required to assess our internal control over financial reporting on an annual basis and any future adverse results from such assessment could result in a loss of investor confidence in our financial reports and have an adverse effect on our stock.

Pursuant to Section 404 of the Sarbanes-Oxley Act of 2002, we must include in our Annual Report on Form 10-K a report of management on the effectiveness of our internal control over financial reporting. If we fail to maintain effective internal control over financial reporting, or management does not timely assess the adequacy of such internal control, we could be subject to regulatory sanctions and the investing public's perception of the Company may decline.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not Applicable

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

The Exhibits listed on the accompanying "Index to Exhibits" are filed as part of, or incorporated by reference into, this report.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Aehr Test Systems
(Registrant)

Date: April 12, 2013	By:	/s/ GAYN ERICKSON Gayn Erickson President and Chief Executive Officer
Date: April 12, 2013	By:	/s/ GARY L. LARSON Gary L. Larson Vice President of Finance and Chief Financial Officer

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AEHR TEST SYSTEMS

INDEX TO EXHIBITS

Exhibit No.	Description
3.1(1)	Restated Articles of Incorporation of the Company.
3.2(2)	Amended and Restated Bylaws of the Company.
10.31(3)	Offer Letter dated March 5, 2013, between the Company and Rhea J.Posedel
10.32(4)	Amended and Restated Change of Control Severance Agreement dated March 5, 2013, between the Company and Rhea J. Posedel.
10.33(5)	Common Stock Purchase Agreement by and among the Company and the Investors (defined therein), dated as of March 15, 2013.
31.1	Certification of Chief Executive Officer pursuant to Rules 13a-14(a) and 15d-14(a) promulgated under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to Rules 13a-14(a) and 15d-14(a) promulgated under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002.
32	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*
101.INS	XBRL Instance Document**
101.SCH	XBRL Taxonomy Extension Schema Document**
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document**
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document**
101.LAB	XBRL Taxonomy Extension Label Linkbase Document**
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document**

(1) Incorporated by reference to the same-numbered exhibit previously filed with the Company's Registration Statement on Form S-1 filed June 11, 1997 (File No. 333-28987).

(2) Incorporated by reference to Exhibit No. 3.1 previously filed with the Company’s Current Report on Form 8-K filed January 9, 2012 (File No. 000-22893).

(3) Incorporated by reference to Exhibit No. 10.1 previously filed with the Company’s Current Report on Form 8-K filed March 8, 2013 (File No. 000-22893).

(4) Incorporated by reference to Exhibit No. 10.2 previously filed with the Company’s Current Report on Form 8-K filed March 8, 2013 (File No. 000-22893).

(5) Incorporated by reference to Exhibit No. 10.1 previously filed with the Company’s Current Report on Form 8-K filed March 20, 2013 (File No. 000-22893).

*This exhibit shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference in any filings under the Securities Act of 1933 or the Securities Exchange Act of 1934, whether made before or after the date hereof and irrespective of any general incorporation language in any filings.

**In accordance with Rule 406T of Regulation S-T, XBRL (Extensible Business Reporting Language) information deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, and otherwise is not subject to liability under these sections.