

TAYLOR DEVICES INC

Form 10-Q/A

January 12, 2017

0000096536 true --05-31 No No Yes Q2 2017 Changed context dates of Statements of Operations from 8-1 beginning to 9-1 beginning. 0000096536 2016-06-01 2016-11-30 0000096536 2017-01-07 0000096536 2016-11-30 0000096536 2016-05-31 0000096536 2016-09-01 2016-11-30 0000096536 2015-09-01 2015-11-30 0000096536 2015-06-01 2015-11-30 0000096536 2015-05-31 0000096536 2015-11-30 0000096536 2016-08-01 2016-11-30 0000096536 2015-08-01 2015-11-30 iso4217:USD xbrli:shares iso4217:USD xbrli:shares xbrli:pure

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-Q/A**

(Mark One)

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

For the quarterly period ended November 30, 2016

**OR**

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 0-3498

**Taylor Devices Inc.**

(Exact name of registrant as specified in its charter)

NEW YORK

16-0797789

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

90 Taylor Drive, North Tonawanda, New York

14120-0748

(Address of principal executive offices)

(Zip Code)

716-694-0800

(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes      No

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

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

Large  
accelerated      Accelerated Filer  
filer

Non-accelerated  
filer (Do not  
check if a  
smaller      Smaller Reporting Company  
reporting  
company)

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

Yes      No

As of January 7, 2017, there were outstanding 3,431,312 shares of the registrant's common stock, par value \$.025 per share.



TAYLOR DEVICES, INC.

**Index to Form 10-Q**

| PART I FINANCIAL INFORMATION   | PAGE<br>NO. |
|--|-------------|
| <u>Item 1. Financial Statements</u>  |             |
| <u>Condensed Consolidated Balance Sheets as of November 30, 2016 and May 31, 2016</u>                            | <u>3</u>    |
| <u>Condensed Consolidated Statements of Income for the three and six months ended November 30, 2016 and 2015</u> | <u>4</u>    |
| <u>Condensed Consolidated Statements of Cash Flows for the six months ended November 30, 2016 and 2015</u>       | <u>5</u>    |
| <u>Notes to Condensed Consolidated Financial Statements</u>  | <u>6</u>    |
| <u>Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>             | <u>8</u>    |
| <u>Item 3. Quantitative and Qualitative Disclosures About Market Risk</u>  | <u>15</u>   |
| <u>Item 4. Controls and Procedures</u>   | <u>15</u>   |
| <br>PART II OTHER INFORMATION  |             |
| <u>Item 1. Legal Proceedings</u>   | <u>16</u>   |
| <u>Item 1A. Risk Factors</u>   | <u>16</u>   |
| <u>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</u>                                       | <u>16</u>   |
| <u>Item 3. Defaults Upon Senior Securities</u>   | <u>17</u>   |
| <u>Item 4. Mine Safety Disclosures</u>   | <u>17</u>   |
| <u>Item 5. Other Information</u>   | <u>17</u>   |

Item 6. Exhibits

17

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

18

SIGNATURES

19

2

## TAYLOR DEVICES, INC. AND SUBSIDIARY

| Condensed Consolidated Balance Sheets              | (Unaudited)             |                 |
|--|-------------------------|-----------------|
|  | November<br>30,<br>2016 | May 31,<br>2016 |
| Assets   |                         |                 |
| Current assets:                                    |                         |                 |
| Cash and cash equivalents                          | \$4,015,826             | \$6,086,080     |
| Short-term investments                             | 1,014,246               | 1,000,000       |
| Accounts receivable, net                           | 3,783,449               | 3,992,214       |
| Inventory  | 10,576,467              | 9,604,956       |
| Costs and estimated earnings in excess of billings | 6,424,624               | 5,500,771       |
| Other current assets                               | 1,273,040               | 1,437,381       |
| Total current assets                               | 27,087,652              | 27,621,402      |
| Maintenance and other inventory, net               | 609,545                 | 697,043         |
| Property and equipment, net                        | 9,777,753               | 8,994,504       |
| Other assets                                       | 178,128                 | 175,350         |
| Total Assets                                       | \$37,653,078            | \$37,488,299    |
| Liabilities and Stockholders' Equity               |                         |                 |
| Current liabilities:                               |                         |                 |
| Accounts payable                                   | \$2,041,703             | \$1,767,017     |
| Accrued commissions                                | 898,572                 | 683,600         |
| Billings in excess of costs and estimated earnings | 838,417                 | 1,463,621       |
| Other current liabilities                          | 1,656,329               | 2,733,847       |
| Total current liabilities                          | 5,435,021               | 6,648,085       |
| Long-term liabilities                              | 682,985                 | 682,985         |
| Stockholders' Equity:                              |                         |                 |
| Common stock and additional paid-in capital        | 9,003,309               | 8,628,280       |
| Retained earnings                                  | 25,333,247              | 24,185,133      |
|  | 34,336,556              | 32,813,413      |
| Treasury stock - at cost                           | (2,801,484 )            | (2,656,184 )    |
| Total stockholders' equity                         | 31,535,072              | 30,157,229      |
| Total liabilities and shareholders' equity         | \$37,653,078            | \$37,488,299    |

See notes to condensed consolidated financial statements.

## TAYLOR DEVICES, INC. AND SUBSIDIARY

| Condensed Consolidated Statements of Income  | (Unaudited)<br>For the three months<br>ended November 30, |             | (Unaudited)<br>For the six months ended<br>November 30, |              |
|--|---|-------------|---|--------------|
|  | 2016  | 2015        | 2016  | 2015         |
| Sales, net                                   | \$7,807,465   | \$8,819,548 | \$13,563,178  | \$18,292,962 |
| Cost of goods sold                           | 5,061,495   | 5,824,754   | 9,369,084   | 11,922,880   |
| Gross profit                                 | 2,745,970   | 2,994,794   | 4,194,094   | 6,370,082    |
| Selling, general and administrative expenses | 1,373,726   | 1,576,225   | 2,555,700   | 3,403,214    |
| Operating income                             | 1,372,244   | 1,418,569   | 1,638,394   | 2,966,868    |
| Other income, net                            | 26,036  | 6,089       | 35,720  | 9,439        |
| Income before provision for income taxes     | 1,398,280   | 1,424,658   | 1,674,114   | 2,976,307    |
| Provision for income taxes                   | 460,000   | 500,000     | 526,000   | 1,042,000    |
| Net income                                   | \$938,280   | \$924,658   | \$1,148,114   | \$1,934,307  |
| Basic and diluted earnings per common share  | \$0.27  | \$0.27      | \$0.34  | \$0.57       |

*See notes to condensed consolidated financial statements.*

## TAYLOR DEVICES, INC. AND SUBSIDIARY

## Condensed Consolidated Statements of Cash Flows

|  | (Unaudited)  |             |
|--|--------------|-------------|
|  | November 30, |             |
| For the six months ended   | 2016         | 2015        |
| Operating activities:  |              |             |
| Net income   | \$1,148,114  | \$1,934,307 |
| Adjustments to reconcile net income to net cash flows from operating activities: |              |             |
| Depreciation   | 453,823      | 395,821     |
| Stock options issued for services  | 78,789       | 60,719      |
| Changes in other assets and liabilities:   |              |             |
| Accounts receivable  | 208,765      | (1,883,211) |
| Inventory  | (884,013)    | (936,101)   |
| Costs and estimated earnings in excess of billings                               | (923,853)    | 201,945     |
| Other current assets   | 164,341      | 98,549      |
| Accounts payable   | 274,686      | (726,125)   |
| Accrued commissions  | 214,972      | (157,248)   |
| Billings in excess of costs and estimated earnings                               | (625,204)    | 898,014     |
| Other current liabilities  | (1,077,518)  | 307,625     |
| Net operating activities   | (967,098)    | 194,295     |
| Investing activities:  |              |             |
| Acquisition of property and equipment  | (1,237,072)  | (855,129)   |
| Other investing activities   | (17,024)     | (2,847)     |
| Net investing activities   | (1,254,096)  | (857,976)   |
| Financing activities:  |              |             |
| Proceeds from issuance of common stock, net                                      | 150,940      | 266,021     |
| Net change in cash and cash equivalents  | (2,070,254)  | (397,660)   |
| Cash and cash equivalents - beginning  | 6,086,080    | 4,895,898   |
| Cash and cash equivalents - ending   | \$4,015,826  | \$4,498,238 |

See notes to condensed consolidated financial statements.



TAYLOR DEVICES, INC.

### Notes to Condensed Consolidated Financial Statements

1. The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10-Q. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of the Company, the accompanying unaudited condensed consolidated financial statements contain all adjustments (consisting of only normal recurring accruals) necessary to present fairly the financial position as of November 30, 2016 and May 31 2016, the results of operations for the three and six months ended November 30, 2016 and 2015, and cash flows for the six months ended November 30, 2016 and 2015. These financial statements should be read in conjunction with the audited financial statements and notes thereto contained in the Company's Annual Report to Shareholders for the year ended May 31, 2016.
2. The Company has evaluated events and transactions for potential recognition or disclosure in the financial statements through the date the financial statements were issued.
3. There is no provision nor shall there be any provisions for profit sharing, dividends, or any other benefits of any nature at any time for this fiscal year.
4. For the six month periods ended November 30, 2016 and 2015, the net income was divided by 3,418,508 and 3,374,214 respectively, which is net of the Treasury shares, to calculate the net income per share. For the three month periods ended November 30, 2016 and 2015, the net income was divided by 3,415,683 and 3,370,018 respectively, which is net of the Treasury shares, to calculate the net income per share.
5. The results of operations for the three and six month periods ended November 30, 2016 are not necessarily indicative of the results to be expected for the full year.
6. In May 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2014-09, Revenue from Contracts with Customers. ASU 2014-09 is a comprehensive new revenue recognition model that requires a company to recognize revenue to depict the transfer of goods or services to a customer at an amount that reflects the consideration it expects to receive in exchange for those goods or services. ASU 2014-09 also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from

customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract. ASU 2014-09, as amended, is effective for annual reporting periods, and interim periods within that period, beginning after December 15, 2017 (fiscal year 2019 for the Company). Companies may use either a full retrospective or a modified retrospective approach to adopt ASU 2014-09. The Company has not yet determined the potential effects of the adoption of ASU 2014-09 on its Consolidated Financial Statements. Except as identified in Note 7, below, other recently issued Accounting Standards Codification (ASC) guidance has either been implemented or are not significant to the Company.

7. In November 2015, the FASB issued ASU No. 2015-17, Balance Sheet Classification of Deferred Taxes. ASU 2015-17 simplifies the presentation of deferred taxes by requiring deferred tax assets and liabilities be classified as noncurrent on the balance sheet. ASU 2015-17 is effective for public companies for annual reporting periods beginning after December 15, 2016 and interim periods within those fiscal years. The guidance may be adopted prospectively or retrospectively, and early adoption is permitted. Adoption of this guidance would affect the balance sheets as of November 30, 2016 and May 31, 2016 as follows:

Decrease in current assets \$ 965,100

Increase in noncurrent assets \$ 282,115

Decrease in noncurrent liabilities \$ 682,985

8. Inventory:

|                                 | November<br>30, 2016 | May 31,<br>2016 |
|---------------------------------|----------------------|-----------------|
| Inventory, net                  |                      |                 |
| Raw materials                   | \$522,315            | \$511,530       |
| Work-in-process                 | 9,434,672            | 8,639,068       |
| Finished goods                  | 719,480              | 554,358         |
| Gross Inventory                 | 10,676,467           | 9,704,956       |
| Less allowance for obsolescence | 100,000              | 100,000         |
| Net Inventory                   | \$10,576,467         | \$9,604,956     |

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

The Private Securities Litigation Reform Act of 1995 provides a "safe harbor" for forward-looking statements. Information in this Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations," and elsewhere in this 10-Q and its Exhibits that does not consist of historical facts, are "forward-looking statements." Statements accompanied or qualified by, or containing, words such as "may," "will," "should," "believes," "expects," "intends," "plans," "projects," "estimates," "predicts," "potential," "outlook," "forecast," "anticipates," "presume," and "assume" constitute forward-looking statements and, as such, are not a guarantee of future performance. The statements involve factors, risks and uncertainties, the impact or occurrence of which can cause actual results to differ materially from the expected results described in such statements. Risks and uncertainties can include, among others, reductions in capital budgets by our customers and potential customers; changing product demand and industry capacity; increased competition and pricing pressures; advances in technology that can reduce the demand for the Company's products; the kind, frequency and intensity of natural disasters that affect demand for the Company's products; and other factors, many or all of which are beyond the Company's control. Consequently, investors should not place undue reliance on forward-looking statements as predictive of future results. The Company disclaims any obligation to release publicly any updates or revisions to the forward-looking statements herein to reflect any change in the Company's expectations with regard thereto, or any changes in events, conditions or circumstances on which any such statement is based.

**Results of Operations**

A summary of the period to period changes in the principal items included in the condensed consolidated statements of income is shown below:

Summary comparison of the six months ended November 30, 2016 and 2015

|  | Increase<br>/(Decrease) |
|--|-------------------------|
| Sales, net                                   | \$(4,730,000)           |
| Cost of goods sold                           | \$(2,554,000)           |
| Selling, general and administrative expenses | \$(848,000 )            |
| Income before provision for income taxes     | \$(1,302,000)           |
| Provision for income taxes                   | \$(516,000 )            |
| Net income                                   | \$(786,000 )            |

Sales under certain fixed-price contracts, requiring substantial performance over several periods prior to commencement of deliveries, are accounted for under the percentage-of-completion method of accounting whereby revenues are recognized based on estimates of completion prepared on a ratio of cost to total estimated cost basis. Costs include all material and direct and indirect charges related to specific contracts.

Adjustments to cost estimates are made periodically and any losses expected to be incurred on contracts in progress are charged to operations in the period such losses are determined. However, any profits expected on contracts in progress are recognized over the life of the contract.

For financial statement presentation purposes, the Company nets progress billings against the total costs incurred on uncompleted contracts. The asset, "costs and estimated earnings in excess of billings," represents revenues recognized in excess of amounts billed. The liability, "billings in excess of costs and estimated earnings," represents billings in excess of revenues recognized.

**For the six months ended November 30, 2016** (All figures discussed are for the six months ended November 30, 2016 as compared to the six months ended November 30, 2015.)

|                                     | Six months ended November 30 |               | Change        |         |
|-------------------------------------|------------------------------|---------------|---------------|---------|
|                                     | 2016                         | 2015          | Amount        | Percent |
| Net Revenue                         | \$ 13,563,000                | \$ 18,293,000 | \$(4,730,000) | -26 %   |
| Cost of sales                       | 9,369,000                    | 11,923,000    | (2,554,000)   | -21 %   |
| Gross profit                        | \$4,194,000                  | \$6,370,000   | \$(2,176,000) | -34 %   |
| ... as a percentage of net revenues | 31                           | % 35          |               | %       |

The Company's consolidated results of operations showed a 26% decrease in net revenues and a decrease in net income of 41%. Revenues recorded in the current period for long-term construction projects ("Project(s)") were 32% less than the level recorded in the prior year. We had 42 Projects in process during the current period compared with 49 during the same period last year. Revenues recorded in the current period for other-than long-term construction projects (non-projects) were 11% less than the level recorded in the prior year. Total sales within the U.S. decreased 20% from the same period last year. Total sales to Asia decreased 50% from the same period of the prior year. Sales decreases were recorded over the same period last year to customers involved in construction of buildings and bridges (25%), aerospace / defense (27%), as well as industrial customers (32%). Please refer to the charts, below, which show the breakdown of sales. The gross profit as a percentage of net revenue of 31% in the current period is four percentage points less than during the same period of the prior year. This difference is primarily due to a combination of a.) certain larger construction Projects in the prior year period for which the Company was able to negotiate higher than typical selling prices; b.) several smaller, aerospace / defense Projects in the prior year period that have margins higher than the Company's average; c.) several export projects in the current period that were very competitively bid due to the unfavorable foreign exchange rates; and d.) lower total volume of product sales in the current period to cover non-variable manufacturing costs.

Sales of the Company's products are made to three general groups of customers: industrial, construction and aerospace / defense. A breakdown of sales to the three general groups of customers is as follows:

|                     | Six months ended November 30 |      |
|---------------------|------------------------------|------|
|                     | 2016                         | 2015 |
| Industrial          | 5 %                          | 6 %  |
| Construction        | 61 %                         | 60 % |
| Aerospace / Defense | 34 %                         | 34 % |

At November 30, 2015, the Company had 131 open sales orders in our backlog with a total sales value of \$23.6 million. At November 30, 2016, the Company has 26% fewer open sales orders in our backlog (97 orders), and the

total sales value is \$20.6 million or 13% less than the prior year value.

The Company's backlog, revenues, commission expense, gross margins, gross profits, and net income fluctuate from period to period. The changes in the current period, compared to the prior period, are not necessarily representative of future results.

Net revenue by geographic region, as a percentage of total net revenue for the six month periods ended November 30, 2016 and November 30, 2015 is as follows:

|       | Six months<br>ended<br>November<br>30 |      |
|-------|---------------------------------------|------|
|       | 2016                                  | 2015 |
| USA   | 76%                                   | 70%  |
| Asia  | 17%                                   | 26%  |
| Other | 7%                                    | 4%   |

## Selling, General and Administrative Expenses

|                                     | Six months ended<br>November 30 |             | Change      |         |
|-------------------------------------|---------------------------------|-------------|-------------|---------|
|                                     | 2016                            | 2015        | Amount      | Percent |
| Outside Commissions                 | \$765,000                       | \$1,096,000 | \$(331,000) | -30 %   |
| Other SG&A                          | 1,791,000                       | 2,307,000   | (516,000)   | -22 %   |
| Total SG&A                          | \$2,556,000                     | \$3,403,000 | \$(847,000) | -25 %   |
| ... as a percentage of net revenues | 19 %                            | 19 %        |             |         |

Selling, general and administrative expenses decreased by 25% from the prior year. Outside commission expense decreased by 30% from last year's level. This fluctuation was primarily due to the significant decrease in commissionable sales in the current year. Other selling, general and administrative expenses decreased 22% from last year to this. This decrease is primarily due to a decrease in freight charges incurred in order to meet contractual obligations to deliver products on schedule along with a decrease in estimated incentive compensation expense in the current period related to the lower level of sales and operating results.

The above factors resulted in operating income of \$1,638,000 for the six months ended November 30, 2016, 45% less than the \$2,967,000 in the same period of the prior year.

## Summary comparison of the three months ended November 30, 2016 and 2015

|  | Increase<br>/(Decrease) |
|--|-------------------------|
| Sales, net                                   | \$(1,012,000)           |
| Cost of goods sold                           | \$(763,000 )            |
| Selling, general and administrative expenses | \$(202,000 )            |
| Income before provision for income taxes     | \$(26,000 )             |
| Provision for income taxes                   | \$(40,000 )             |
| Net income                                   | \$14,000                |

**For the three months ended November 30, 2016** (All figures discussed are for the three months ended November 30, 2016 as compared to the three months ended November 30, 2015.)

|               | Three months ended<br>November 30 |             | Change        |         |
|---------------|-----------------------------------|-------------|---------------|---------|
|               | 2016                              | 2015        | Amount        | Percent |
| Net Revenue   | \$7,807,000                       | \$8,819,000 | \$(1,012,000) | -11 %   |
| Cost of sales | 5,061,000                         | 5,824,000   | (763,000 )    | -13 %   |
| Gross profit  | \$2,746,000                       | \$2,995,000 | \$(249,000 )  | -8 %    |



... as a percentage of net revenues 35 % 34 %

The Company's consolidated results of operations showed an 11% decrease in net revenues and an increase in net income of 1%. Revenues recorded in the current period for long-term construction projects ("Project(s)") were 1% less than the level recorded in the prior year. We had 29 Projects in process during the current period compared with 42 during the same period last year. Revenues recorded in the current period for other-than long-term construction projects (non-projects) were 31% less than the level recorded in the prior year. Total sales within the U.S. decreased 4% from the same period last year. Total sales to Asia decreased 43% from the same period of the prior year. Sales decreases recorded over the same period last year to customers involved in sales to customers involved in aerospace / defense (30%), as well as industrial customers (42%) were slightly offset by an increase in sales to customers involved in construction of buildings and bridges (4%). Please refer to the charts, below, which show the breakdown of sales. The gross profit as a percentage of net revenue of 35% in the current period is slightly more than during the same period of the prior year.

Sales of the Company's products are made to three general groups of customers: industrial, construction and aerospace / defense. A breakdown of sales to the three general groups of customers is as follows:

|                     | Three<br>months<br>ended<br>November<br>30 |      |
|---------------------|--|------|
|                     | 2016                                       | 2015 |
| Industrial          | 4 %  | 6 %  |
| Construction        | 66 %                                       | 56 % |
| Aerospace / Defense | 30 %                                       | 38 % |

Net revenue by geographic region, as a percentage of total net revenue for the three month periods ended November 30, 2016 and November 30, 2015 is as follows:

|       | Three<br>months<br>ended<br>November<br>30 |      |
|-------|--|------|
|       | 2016                                       | 2015 |
| USA   | 80 %                                       | 74 % |
| Asia  | 12 %                                       | 19 % |
| Other | 8 %  | 7 %  |

#### Selling, General and Administrative Expenses

|                                    | Three months ended<br>November 30 |             | Change      |         |
|------------------------------------|-----------------------------------|-------------|-------------|---------|
|                                    | 2016                              | 2015        | Amount      | Percent |
| Outside Commissions                | \$472,000                         | \$489,000   | \$(17,000 ) | -3 %    |
| Other SG&A                         | 902,000                           | 1,087,000   | (185,000)   | -17 %   |
| Total SG&A                         | \$1,374,000                       | \$1,576,000 | \$(202,000) | -13 %   |
| ... as a percentage of net revenue | 18 %                              | 18 %        |             |         |

Selling, general and administrative expenses decreased by 13% from the prior year. Outside commission expense decreased by 3% from last year's level. Other selling, general and administrative expenses decreased 17% from last year to this. This decrease is primarily due to a decrease in freight charges incurred in order to meet contractual obligations to deliver products on schedule along with a decrease in estimated incentive compensation expense in the current period related to the lower level of sales and operating results.

The above factors resulted in operating income of \$1,372,000 for the three months ended November 30, 2016, 3% less than the \$1,419,000 in the same period of the prior year.

### **Stock Options**

The Company has a stock option plan which provides for the granting of nonqualified or incentive stock options to officers, key employees and non-employee directors. Options granted under the plan are exercisable over a ten year term. Options not exercised at the end of the term expire.

The Company expenses stock options using the fair value recognition provisions of the FASB ASC. The Company recognized \$79,000 and \$61,000 of compensation cost for the six month periods ended November 30, 2016 and November 30, 2015.

The fair value of each stock option grant has been determined using the Black-Scholes model. The model considers assumptions related to exercise price, expected volatility, risk-free interest rate, and the weighted average expected term of the stock option grants. Expected volatility assumptions used in the model were based on volatility of the Company's stock price for the thirty month period ending on the date of grant. The risk-free interest rate is derived from the U.S. treasury yield. The Company used a weighted average expected term.

The following assumptions were used in the Black-Scholes model to estimate the fair market value of the Company's stock option grants:

|                                  | November 2016 | November 2015 |
|----------------------------------|---------------|---------------|
| Risk-free interest rate:         | 1.625%        | 1.500%        |
| Expected life of the options:    | 3.4 years     | 3.3 years     |
| Expected share price volatility: | 26%           | 31%           |
| Expected dividends:              | zero          | zero          |

These assumptions resulted in estimated fair market value per stock option \$4.04 \$3.11

The ultimate value of the options will depend on the future price of the Company's common stock, which cannot be forecast with reasonable accuracy.

A summary of changes in the stock options outstanding during the six month period ended November 30, 2016 is presented below:

|   | Number of Options | Weighted-Average Exercise Price |
|---|-------------------|---------------------------------|
| Options outstanding and exercisable at May 31, 2016:      | 243,500           | \$9.530                         |
| Options granted:  | 19,500            | \$19.255                        |
| Options exercised:  | 29,500            | \$9.622                         |
| Options outstanding and exercisable at November 30, 2016: | 233,500           | \$10.330                        |
| Closing value per share on NASDAQ at November 30, 2016:   |                   | \$14.800                        |

### Capital Resources, Line of Credit and Long-Term Debt

The Company's primary liquidity is dependent upon the working capital needs. These are mainly inventory, accounts receivable, costs and estimated earnings in excess of billings, accounts payable, accrued commissions, and billings in excess of costs and estimated earnings. The Company's primary source of liquidity has been operations.

Capital expenditures for the six months ended November 30, 2016 were \$1,237,000 compared to \$855,000 in the same period of the prior year. As of November 30, 2016, the Company has commitments for capital expenditures totaling \$300,000 during the next twelve months. These costs are primarily related to a building expansion to allow

the Company to assemble and test larger units used to provide seismic protection in buildings and bridges.

The Company believes it is carrying adequate insurance coverage on its facilities and their contents.

The Company has available a \$6,000,000 bank demand line of credit, with interest payable at the Company's option of 30, 60, 90 or 180 day LIBOR rate plus 2.5%, or the bank's prime rate less .25%. There is no balance outstanding as of November 30, 2016 or as of May 31, 2016. The line is secured by accounts receivable, equipment, inventory, and general intangibles, and a negative pledge of the Company's real property. This line of credit is subject to the usual terms and conditions applied by the bank, is subject to renewal annually, and is not subject to an express requirement on the bank's part to lend. The outstanding balance on the line of credit fluctuates as the Company's various long-term projects progress.

The Company is in compliance with restrictive covenants under the line of credit. In these covenants, the Company agrees to maintain the following minimum levels of the stated item:

| Covenant                            | Minimum per Covenant | Current Actual | When Measured   |
|-------------------------------------|----------------------|----------------|-----------------|
| Minimum level of working capital    | \$3,000,000          | \$21,653,000   | Quarterly       |
| Minimum debt service coverage ratio | 1.5:1                | n/a            | Fiscal Year-end |

All of the \$6,000,000 unused portion of our line of credit is available without violating any of our debt covenants.

### Inventory and Maintenance Inventory

|                                 | November 30, 2016 |      | May 31, 2016  |      | Increase / (Decrease) |      |
|---------------------------------|-------------------|------|---------------|------|-----------------------|------|
| Raw materials                   | \$522,000         |      | \$512,000     |      | \$10,000              | 2%   |
| Work-in-process                 | 9,435,000         |      | 8,639,000     |      | 796,000               | 9%   |
| Finished goods                  | 619,000           |      | 454,000       |      | 165,000               | 36%  |
| Inventory                       | 10,576,000        | 95%  | 9,605,000     | 93%  | 971,000               | 10%  |
| Maintenance and other inventory | 610,000           | 5%   | 697,000       | 7%   | (87,000)              | -12% |
| Total                           | \$11,186,000      | 100% | \$ 10,302,000 | 100% | \$884,000             | 9%   |
| Inventory turnover              | 1.7               |      | 2.3           |      |                       |      |

NOTE: Inventory turnover is annualized for the six month period ended November 30, 2016.

Inventory, at \$10,576,000 as of November 30, 2016, is \$971,000, or 10%, more than the prior year-end level of \$9,605,000. This increase is primarily due to advanced stages of work being completed on customer orders and pending customer orders. Approximately 89% of the current inventory is work in process, 6% is finished goods, and 5% is raw materials.

Maintenance and other inventory represent stock that is estimated to have a product life cycle in excess of twelve months. This stock represents certain items the Company is required to maintain for service of products sold and items that are generally subject to spontaneous ordering. This inventory is particularly sensitive to technological obsolescence in the near term due to its use in industries characterized by the continuous introduction of new product lines, rapid technological advances and product obsolescence. Management of the Company has recorded an allowance for potential inventory obsolescence. The provision for potential inventory obsolescence was \$90,000 for

each of the six month periods ended November 30, 2016 and November 30, 2015. The Company continues to rework slow-moving inventory, where applicable, to convert it to product to be used on customer orders.

**Accounts Receivable, Costs and Estimated Earnings in Excess of Billings (CIEB"), and Billings in Excess of Costs and Estimated Earnings ("BIEC")**

|   | November 30,<br>2016 | May 31, 2016 | Increase<br>/(Decrease) |      |
|---|----------------------|--------------|-------------------------|------|
| Accounts receivable   | \$3,783,000          | \$3,992,000  | \$(209,000)             | -5%  |
| CIEB  | 6,425,000            | 5,501,000    | 924,000                 | 17%  |
| Less: BIEC  | 838,000              | 1,464,000    | (626,000)               | -43% |
| Net   | \$9,370,000          | \$8,029,000  | \$1,341,000             | 17%  |
| Number of an average day's sales outstanding in accounts receivable | 44                   | 40           |                         |      |

The Company combines the totals of accounts receivable, the current asset, CIEB, and the current liability, BIEC, to determine how much cash the Company will eventually realize from revenue recorded to date. As the accounts receivable figure rises in relation to the other two figures, the Company can anticipate increased cash receipts within the ensuing 30-60 days.

Accounts receivable of \$3,783,000 as of November 30, 2016 includes approximately \$765,000 of amounts retained by customers on Projects. It also includes \$60,000 of an allowance for doubtful accounts (“Allowance”). The accounts receivable balance as of May 31, 2016 of \$3,992,000 included an Allowance of \$20,000. It is expected that amounts retained by customers under contracts will be released in the normal course of the business in accordance with the related contracts. The Company expects to collect the net accounts receivable balance, including the retainage, during the next twelve months. The number of an average day's sales outstanding in accounts receivable (“DSO”) increased slightly from 40 days at May 31, 2016 to 44 at November 30, 2016.

As noted above, CIEB represents revenues recognized in excess of amounts billed. Whenever possible, the Company negotiates a provision in sales contracts to allow the Company to bill, and collect from the customer, payments in advance of shipments. Unfortunately, such provisions are often not possible. The \$6,425,000 balance in this account at November 30, 2016 is 17% more than the prior year-end balance. This increase is the result of normal flow of the projects through production with billings to the customers as permitted in the related contracts. The Company expects to bill the entire amount during the next twelve months. 31% of the CIEB balance as of the end of the last fiscal quarter, August 31, 2016, was billed to those customers in the current fiscal quarter ended November 30, 2016. The remainder will be billed as the Projects progress, in accordance with the terms specified in the various contracts.

The balances in this account are comprised of the following components:

|                                | November 30, 2016 | May 31, 2016 |
|--------------------------------|-------------------|--------------|
| Costs                          | \$8,086,000       | \$8,080,000  |
| Estimated Earnings             | 3,700,000         | 3,191,000    |
| Less: Billings to customers    | 5,361,000         | 5,770,000    |
| CIEB                           | \$6,425,000       | \$5,501,000  |
| Number of Projects in progress | 21                | 19           |

As noted above, BIEC represents billings to customers in excess of revenues recognized. The \$838,000 balance in this account at November 30, 2016 is down 43% from the \$1,464,000 balance at the end of the prior year. This decrease is the result of normal flow of the projects through production with billings to the customers as permitted in the related contracts.

The balance in this account fluctuates in the same manner and for the same reasons as the account “costs and estimated earnings in excess of billings”, discussed above. Final delivery of product under these contracts is expected to occur during the next twelve months.

The balances in this account are comprised of the following components:



|                                | November 30, 2016 | May 31, 2016 |
|--------------------------------|-------------------|--------------|
| Billings to customers          | \$6,115,000       | \$5,886,000  |
| Less: Costs                    | 3,754,000         | 3,362,000    |
| Less: Estimated Earnings       | 1,523,000         | 1,060,000    |
| BIEC                           | \$838,000         | \$1,464,000  |
| Number of Projects in progress | 3                 | 6            |

Summary of factors affecting the balances in CIEB and BIEC:

|   | November 30, 2016 | May 31, 2016 |
|---|-------------------|--------------|
| Number of Projects in progress                    | 24                | 25           |
| Aggregate percent complete                        | 58%               | 59%          |
| Average total sales value of Projects in progress | \$1,248,000       | \$1,062,000  |
| Percentage of total value invoiced to customer    | 38%               | 43%          |

The Company's backlog of sales orders at November 30, 2016 is \$20.6 million, down slightly from the \$21.5 million at the end of the prior year. \$12.9 million of the current backlog is on Projects already in progress.

### **Other Balance Sheet Items**

Accounts payable, at \$2,042,000 as of November 30, 2016, is 16% more than the prior year-end. Commission expense on applicable sales orders is recognized at the time revenue is recognized. The commission is paid following receipt of payment from the customers. Accrued commissions as of November 30, 2016 are \$899,000, up 31% from the \$684,000 accrued at the prior year-end. Other current liabilities decreased 39% from the prior year-end, to \$1,656,000. This decrease is primarily due to a decrease in accrued incentive compensation. The Company expects the current accrued amounts to be paid during the next twelve months.

Management believes the Company's cash flows from operations and borrowing capacity under the bank line of credit are sufficient to fund ongoing operations and capital improvements for the next twelve months.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

Smaller reporting companies are not required to provide the information called for by this item.

### **Item 4. Controls and Procedures**

(a) *Evaluation of disclosure controls and procedures.*

The Company's principal executive officer and principal financial officer have evaluated the Company's disclosure controls and procedures as of November 30, 2016 and have concluded that as of the evaluation date, the disclosure controls and procedures were effective to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Commission's rules and forms and that information required to be disclosed in the reports we file or submit under the Exchange Act is accumulated and communicated to our management, including our chief executive officer and chief financial officer to allow timely decisions regarding required disclosure.

(b) *Changes in internal control over financial reporting.*

There have been no changes in the Company's internal controls over financial reporting that occurred during the fiscal quarter ended November 30, 2016 that have materially affected, or are reasonably likely to materially affect, the Company's control over financial reporting.

**Part II - Other Information**

ITEM Legal

1 Proceedings

There are no other legal proceedings except for routine litigation incidental to the business.

ITEM Risk

1A Factors

Smaller reporting companies are not required to provide the information called for by this item.

ITEM 2 Unregistered Sales of Equity Securities and Use of Proceeds

(a) The Company sold no equity securities during the fiscal quarter ended November 30, 2016 that were not registered under the Securities Act.

(b) Use of proceeds following effectiveness of initial registration statement:  
Not Applicable

(c) Repurchases of Equity Securities – Quarter Ended November 30, 2016

| <i>(a) Total<br/>Number<br/>Period<br/>of Shares<br/>Purchased</i> | <i>(b) Average<br/>Price Paid Per<br/>Share</i> | <i>(c) Total Number of Shares<br/>Purchased as Part of Publicly<br/>Announced Plans or Programs</i> | <i>(d) Maximum Number (or Approximate<br/>Dollar Value) of Shares that May Yet Be<br/>Purchased Under the Plans or Programs</i> |
|--|---|---|---|
|--|---|---|---|

September  
1,  
2016

-

September  
30,  
2016

-

-

-

October 1,  
2016

-

October  
31,  
2016

-

-

-

November  
1,  
2016

-

-

-

-

-

November  
30,  
2016

Total - - -

Under the terms of the Company's credit arrangements with its primary lender, the Company is required to maintain net working capital of at least \$3,000,000, as such term is defined in the credit documents. On November 30, 2016, under such definition, the Company's net working capital was (d) significantly in excess of such limit. Additional information regarding the Company's line of credit and restrictive covenants appears under the caption "Capital Resources, Line of Credit and Long-Term Debt" in the Management's Discussion and Analysis of Financial Condition and Results of Operations.

ITEM Defaults Upon Senior  
3 Securities

None

ITEM Mine Safety  
4 Disclosures

Not  
applicable

ITEM Other  
5 Information

(a) Information  
required to  
be disclosed  
in a Report  
on Form  
8-K, but not  
reported

None

(b) Material  
changes to  
the  
procedures  
by which  
Security  
Holders may  
recommend  
nominees to  
the  
Registrant's  
Board of  
Directors

None

ITEM Exhibits  
6

20 News from  
Taylor  
Devices, Inc.  
Shareholder  
Letter,

Winter  
2016-2017  
Rule  
13a-14(a)  
31(i) Certification  
of Chief  
Executive  
Officer.  
Rule  
13a-14(a)  
31(ii) Certification  
of Chief  
Financial  
Officer.  
Section 1350  
32(i) Certification  
of Chief  
Executive  
Officer.  
Section 1350  
32(ii) Certification  
of Chief  
Financial  
Officer.  
XBRL  
Taxonomy  
101.SCH Extension  
Schema  
Document  
XBRL  
Taxonomy  
101.CAL Extension  
Calculation  
Linkbase  
Document  
XBRL  
Taxonomy  
101.LAB Extension  
Label  
Linkbase  
Document  
XBRL  
Taxonomy  
101.PRE Extension  
Presentation  
Linkbase  
Document





**Report of Independent Registered Public Accounting Firm**

The Board of Directors and Stockholders

Taylor Devices, Inc.

We have reviewed the accompanying condensed consolidated balance sheet of Taylor Devices, Inc. and Subsidiary as of November 30, 2016, and the related condensed consolidated statements of income for the three and six months ended November 30, 2016 and 2015 and cash flows for the six months ended November 30, 2016 and 2015. These interim financial statements are the responsibility of the Company's management.

We conducted our reviews in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our reviews, we are not aware of any material modifications that should be made to the accompanying interim condensed consolidated financial statements referred to above for them to be in conformity with accounting principles generally accepted in the United States of America.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet as of May 31, 2016, and the related consolidated statements of income, changes in stockholders' equity, and cash flows for the year then ended (not presented herein); and in our report dated August 12, 2016, we expressed an unqualified opinion on those financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of May 31, 2016 is fairly stated, in all material respects, in relation to the balance sheet from which it has been derived.

Lumsden & McCormick, LLP

Buffalo, New York

January 12, 2017

TAYLOR DEVICES, INC.

**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.

TAYLOR DEVICES, INC.  
(Registrant)

Date: January 12, 2017 /s/Douglas P. Taylor

Douglas P. Taylor

President

Chairman of the Board of Directors

(Principal Executive Officer)

Date: January 12, 2017 /s/Mark V. McDonough

Mark V. McDonough

Chief Financial Officer