

Flagstone Reinsurance Holdings, S.A.  
Form SC 13D/A  
June 14, 2011

---

---

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

SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 05 )\*

Flagstone Reinsurance Holdings, S.A.

---

(Name of Issuer)

Common Shares, par value \$0.01 per share

---

(Title of Class of Securities)

L3466T104

---

(CUSIP Number)

Marissa Costales, Silver Creek Capital Management LLC 1301 Fifth Avenue, 40th Floor Seattle, Washington  
98101 Phone : 206-774-6000

---

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

June 10, 2011

---

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

---

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1 SILVER CREEK CAPITAL MANAGEMENT LLC  
98-0481623

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(e) or 2(f)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Washington, U.S.A.

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

3,255,728 Common Shares

NUMBER OF SHARES  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON WITH

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

3,255,728 Common Shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,255,728 Common Shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.6%

14 TYPE OF REPORTING PERSON

IA

This Schedule 13D is being filed pursuant to Rule 13d-2(a) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), on behalf of Silver Creek Capital Management LLC, a Washington limited liability company (the "Reporting Person"). The Reporting Person is the investment manager of certain private investment funds that own Common Shares of Flagstone Reinsurance Holdings, S.A., a holding company incorporated as a societe anoyne under the laws of Luxembourg (the "Company" and such funds, the "Private Funds"). This Schedule 13D relates to the

Edgar Filing: Flagstone Reinsurance Holdings, S.A. - Form SC 13D/A

Common Shares, par value \$0.01 per share, of the Company. Unless the context otherwise requires, references herein to the "Common Shares" are to such Common Shares of the Company. The Private Funds directly own the Common Shares to which this Schedule 13D relates, and the Reporting Person may be deemed to have beneficial ownership over such Common Shares by virtue of the authority granted to it to vote and to dispose of the securities held by the Private Funds including the Common Shares.

Item 1. Security and Issuer

This statement on Schedule 13D relates to the Common Shares of the Company and is being filed pursuant to Rules 13d-2(a) and under the Exchange Act. The address of the principal executive offices of the Company is 37 Val St Andre, L-1128 Luxembourg, Grand Duchy of Luxembourg.

Item 2. Identity and Background

- (a) This statement is filed by the Reporting Person. The Reporting Person is organized as a limited liability company under the laws of the State of Washington.
- (b) The address of the principal business and principal office of the Reporting Person is 1301 Fifth Avenue, 40th Floor, Seattle, Washington, 98101.
- (c) The principal business of the Reporting Person is to serve as investment manager or adviser to the Private Funds and other affiliated private investment funds, and to control the investing and trading in securities of such entities.
- (d) The Reporting Person has not, nor, to the best of its knowledge, has any of its directors, executive officers, general partners or members has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) The Reporting Person has not, nor, to the best of its knowledge, any of its directors, executive officers, general partners or members has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.
- (f) The Reporting Person is a Washington limited liability company.

Item 3. Source and Amount of Funds or Other Consideration

Certain Private Funds sold 3,029,281 shares of Common Shares of the Company on June 10, 2011 (the "Transaction").

Item 4. Purpose of Transaction

The purpose of the Transaction was to provide liquidity for the participating Private Funds.

The Reporting Person may cause the Private Funds to make acquisitions of Common Shares from time to time or to further dispose of any or all of the Common Shares held by the Private Funds. The Private Funds may from time to time receive further Common Shares in connection with their respective investments in unaffiliated or affiliated private investment funds.

The Reporting Person is engaged in the investment business. In pursuing this business, the Reporting Person may analyze the operations, capital structure and markets of companies, including the Company, on a continuous basis through analysis of documentation and discussions with knowledgeable industry and market observers and with representatives of such companies.

Except as set forth above, the Reporting Person does not have any present plans or proposals that relate to or would result in any of the actions required to be described in Item 4 of Schedule 13D. The Reporting Person may, at any time, review or reconsider its position with respect to the Company and formulate plans or proposals with respect to any of such matters.

- (a)
- (b)
- (c)
- (d)
- (e)
- (f)
- (g)
- (h)
- (i)
- (j)

Item 5. Interest in Securities of the Issuer

- (a) As of the date of this Schedule 13D, the Reporting Person beneficially owns 3,255,728 Common Shares (the "Shares"). The Reporting Person has dispositive power over such holdings. The Shares represent 4.6% of the 70,380,852 Common Shares outstanding as of March 31, 2011, as reported in the Company's Form 10-Q for the quarterly period ending March 31, 2011. The percentages used herein and in the rest of this statement are calculated based upon this number of outstanding shares.

None of the Private Funds own a number of Common Shares representing more than 5% of the total outstanding Common Shares.

- (b) The Reporting person has dispositive power over the 3,255,728 Common Shares held directly by the Private Funds.
- (c) Except as set forth below, during the last 60 days there were no transactions in the Common Stock effected by the Reporting Person, nor, to the best of its knowledge, any of their directors, executive officers, general partners or members.

Transaction Date	Shares or Unites Purchased (Sold)	Price Per Share or Unit
6/10/2011	(3,029,281)	\$8.2491

- (d) Other than the Private Funds which directly hold the Shares, and except as set forth in this Item 5, no person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the

sale of, the Shares.

(e) June 10, 2011

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

There are no contracts, arrangements, understandings or relationships among the persons named in Item 2 or between such persons and any other person with respect to any securities of the Company.

Item 7. Material to Be Filed as Exhibits

None

---





Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Silver Creek Capital Management LLC

June 14, 2011

By: /s/ Eric E. Dillon  
Manager

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement: provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Footnotes:

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

---

mily: Times New Roman, Times, Serif">		Commitments and Contingencies	Shareholders'
Equity	Preferred stock, \$1.00 par value; 1,000,000 shares authorized; no shares issued and		
outstanding - -	Common stock, Class A, \$0.01 par value; 100,000 shares authorized; no shares issued and		
outstanding - -	Common stock, Class B, \$0.01 par value; 100,000,000 shares authorized; 38,282,028 and		
38,259,303	shares issued and outstanding, respectively	382,820	382,593
capital	19,528,219	19,412,787	Accumulated deficit (12,096,323) (12,353,589)
Equity	7,814,716	7,441,791	Total Liabilities and Shareholders' Equity \$46,332,512 \$11,636,583

*See notes to the condensed consolidated financial statements.*

**The Singing Machine Company, Inc. and Subsidiaries****CONDENSED CONSOLIDATED STATEMENTS OF INCOME****(Unaudited)**

	For Three Months Ended		For Six Months Ended	
	September	September	September	September
	30, 2017	30, 2016	30, 2017	30, 2016
Net Sales	\$32,802,163	\$28,129,051	\$36,741,896	\$32,988,443
Cost of Goods Sold	25,064,608	21,626,419	27,925,192	25,342,128
Gross Profit	7,737,555	6,502,632	8,816,704	7,646,315
Operating Expenses				
Selling expenses	2,381,456	2,227,223	2,845,203	2,652,101
General and administrative expenses	4,007,513	1,467,131	5,366,744	2,713,982
Depreciation	43,389	43,795	86,602	87,590
Total Operating Expenses	6,432,358	3,738,149	8,298,549	5,453,673
Income from Operations	1,305,197	2,764,483	518,155	2,192,642
Other Expenses				
Interest expense	(95,298 )	(67,038 )	(95,581 )	(83,065 )
Financing costs	(3,333 )	(18,520 )	(24,939 )	(37,039 )
Total Other Expenses	(98,631 )	(85,558 )	(120,520 )	(120,104 )
Income Before Income Tax Provision	1,206,566	2,678,925	397,635	2,072,538
Income Tax Provision	(422,290 )	(868,449 )	(140,369 )	(699,135 )
Net Income	\$784,276	\$1,810,476	\$257,266	\$1,373,403
Income per Common Share				
Basic	\$0.02	\$0.05	\$0.01	\$0.04
Diluted	\$0.02	\$0.05	\$0.01	\$0.04
Weighted Average Common and Common Equivalent Shares:				
Basic	38,274,371	38,205,186	38,266,878	38,193,247
Diluted	39,160,863	38,980,571	39,153,371	38,968,632

*See notes to the condensed consolidated financial statements.*

**The Singing Machine Company, Inc. and Subsidiaries****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS****(Unaudited)**

	For Six Months Ended	
	September 30, 2017	September 30, 2016
Cash flows from operating activities:		
Net Income	\$257,266	\$1,373,403
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation	86,602	87,590
Amortization of deferred financing costs	24,939	37,039
Change in inventory reserve	(375,000 )	90,000
Change in allowance for bad debts	2,329,907	232,510
Stock based compensation	115,659	37,014
Change in net deferred tax asset	139,165	669,861
Changes in operating assets and liabilities:		
(Increase) decrease in:		
Accounts receivable	(29,285,881)	(16,991,782)
Due from PNC Bank	242,859	184,392
Accounts receivable - related parties	(1,170,088 )	(610,604 )
Inventories	(8,403,620 )	(5,025,669 )
Prepaid expenses and other current assets	(12,280 )	38,241
Other non-current assets	-	(129 )
Increase (decrease) in:		
Accounts payable	20,816,821	9,421,489
Due to related parties	157,579	(297,336 )
Accrued expenses	1,329,221	1,316,102
Obligations to customers for returns and allowances	(1,543 )	(101,199 )
Warranty provisions	706,468	567,372
Net cash used in operating activities	(13,041,925)	(8,971,706 )
Cash flows from investing activities:		
Purchase of property and equipment	(249,584 )	(76,428 )
Net cash used in investing activities	(249,584 )	(76,428 )
Cash flows from financing activities:		
Net proceeds from revolving line of credit	11,548,522	8,103,991
Proceeds from bank term note	1,000,000	-
Payment of bank term note	(125,000 )	-
Proceeds from exercise of stock options	-	6,400
Payment of deferred financing costs	(40,000 )	-
Payment on note payable related party - Ram Light Management, Ltd.	-	(229,163 )
Payment on subordinated debt - related party	(1,109,064 )	-

Edgar Filing: Flagstone Reinsurance Holdings, S.A. - Form SC 13D/A

Payments on capital lease	-	(1,078 )
Net cash provided by financing activities	11,274,458	7,880,150
Net change in cash	(2,017,052 )	(1,167,984 )
Cash at beginning of period	2,305,439	2,116,490
Cash at end of period	\$288,387	\$948,506
Supplemental disclosures of cash flow information:		
Cash paid for interest	\$76,868	\$53,107
Cash paid for income taxes	\$30,000	\$-

*See notes to the condensed consolidated financial statements.*

**THE SINGING MACHINE COMPANY, INC AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)**

**September 30, 2017**

**NOTE 1 – BASIS OF PRESENTATION**

**OVERVIEW**

The Singing Machine Company, Inc., a Delaware corporation (the “Company”, “SMC”, “The Singing Machine”) and its three wholly-owned subsidiaries SMC (Comercial Offshore De Macau) Limitada (“Macau Subsidiary”), SMC Logistics, Inc. (“SMC-L”) and SMC-Music, Inc. (“SMC-M”) are primarily engaged in the development, marketing, and sale of consumer karaoke audio systems, accessories, musical instruments and musical recordings. The products are sold by SMC to retailers and distributors for resale to consumers.

**NOTE 2-SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**PRINCIPLES OF CONSOLIDATION AND BASIS OF PRESENTATION**

The condensed consolidated financial statements include the accounts of the Company and all of its wholly-owned subsidiaries. All inter-company accounts and transactions have been eliminated in the condensed consolidated financial statements. The accompanying unaudited financial statements for the three and six months ended September 30, 2017 and 2016 have been prepared in accordance with generally accepted accounting principles applicable to interim financial information and the requirements of Form 10-Q and Article 10 of Regulation S-X of the SEC. Accordingly, they do not include all of the information and disclosures required by accounting principles generally accepted in the United States for complete consolidated financial statements. In the opinion of management, such condensed consolidated financial statements include all adjustments (consisting of normal recurring accruals) necessary for the fair presentation of the condensed consolidated financial position and the condensed consolidated results of operations. The condensed consolidated results of operations for the periods presented are not necessarily indicative of the results to be expected for the full year. The condensed consolidated balance sheet information as of March 31, 2017 was derived from the audited consolidated financial statements included in the Company’s Annual Report on Form 10-K for the year ended March 31, 2017. The interim condensed consolidated financial statements should be read in conjunction with that report.

## **USE OF ESTIMATES**

The Singing Machine makes estimates and assumptions in the ordinary course of business relating to sales returns and allowances, warranty reserves, inventory reserves and reserves for promotional incentives that affect the reported amounts of assets and liabilities and of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Future events and their effects cannot be determined with absolute certainty; therefore, the determination of estimates requires the exercise of judgment. Historically, past changes to these estimates have not had a material impact on the Company's financial condition. However, circumstances could change which may alter future expectations.

## **COLLECTIBILITY OF ACCOUNTS RECEIVABLE**

The Singing Machine's allowance for doubtful accounts is based on management's estimates of the creditworthiness of its customers, current economic conditions and historical information, and, in the opinion of management, is believed to be in an amount sufficient to respond to normal business conditions. Management sets reserves for customers in bankruptcy and other reserves based upon historical collection experience. The Company is subject to chargebacks from customers for cooperative marketing programs, defective returns, return freight and handling charges that are deducted from open invoices and reduce collectability of open invoices. Due to Toys R Us filing for bankruptcy in September 2017, management has estimated that approximately \$2,000,000 of unsecured accounts receivable may be uncollectible and as a result the Company has increased its reserve for doubtful accounts accordingly. As of September 30, 2017 and March 31, 2017 the allowance for doubtful accounts was approximately \$2,462,000 and \$127,000, respectively. Should business conditions deteriorate or any major customer default on its obligations to the Company, this allowance may need to be significantly increased, which would have a negative impact on operations.

## **FOREIGN CURRENCY TRANSLATION**

The functional currency of the Macau Subsidiary is the Hong Kong dollar. The financial statements of the subsidiary are translated to U.S. dollars using period-end rates of exchange for assets and liabilities, and average rates of exchange for the period for revenues, costs, and expenses. Net gains and losses resulting from foreign exchange transactions and translations were not material during the periods presented.

## **Concentration of Credit Risk**

At times, the Company maintains cash in United States bank accounts that are in excess of the Federal Deposit Insurance Corporation insured amounts. The Company maintains cash balances in foreign financial institutions. The

amounts at foreign financial institutions at September 30, 2017 and March 31, 2017 are approximately \$238,000 and \$151,000, respectively.

Financial instruments, which potentially subject the Company to concentrations of credit risk, consist of accounts receivable.



**THE SINGING MACHINE COMPANY, INC AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)**

**September 30, 2017**

**INVENTORY**

Inventories are comprised primarily of electronic karaoke equipment, microphones and accessories, and are stated at the lower of cost or market, as determined using the first in, first out method. The Singing Machine reduces inventory on hand to its net realizable value on an item-by-item basis when it is apparent that the expected realizable value of an inventory item falls below its original cost. A charge to cost of sales results when the estimated net realizable value of specific inventory items declines below cost. Management regularly reviews the Company's investment in inventories for such declines in value. As of September 30, 2017 and March 31, 2017, the Company had inventory reserves of \$325,000 and \$700,000, respectively, for estimated excess and obsolete inventory.

**LONG-LIVED ASSETS**

The Company reviews long-lived assets for impairment whenever circumstances and situations change such that there is an indication that the carrying amounts may not be recoverable. If the undiscounted future cash flows attributable to the related assets are less than the carrying amount, the carrying amounts are reduced to fair value and an impairment loss is recognized in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 360-10-05, "Accounting for the Impairment or Disposal of Long-Lived Assets."

**PROPERTY AND EQUIPMENT**

Property and equipment are stated at cost, less accumulated depreciation. Expenditures for repairs and maintenance are charged to expense as incurred. Depreciation is provided for in amounts sufficient to relate the cost of depreciable assets to their estimated useful lives using accelerated and straight-line methods.

**FAIR VALUE OF FINANCIAL INSTRUMENTS**

We follow FASB ASC 825, Financial Instruments, which requires disclosures of information about the fair value of certain financial instruments for which it is practicable to estimate that value. For purposes of this disclosure, the fair value of a financial instrument is the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced sale or liquidation.

The carrying amounts of the Company's short-term financial instruments, including accounts receivable, accounts payable, accrued expenses, obligations to clients for returns and allowances, and due to/from related parties approximates fair value due to the relatively short period to maturity for these instruments. The carrying amounts on the bank term note payable and the subordinated debt to Starlight Marketing Development, Ltd. (related party) approximate fair value due to the relatively short period to maturity and related interest accrued at a rate similar to market rates. The carrying amounts on the revolving line of credit approximates fair value due the relatively short period to maturity and related interest accrued at market rates.

## **REVENUE RECOGNITION**

Revenue from the sale of equipment, accessories, musical recordings and subscriptions and third-party logistics services are recognized upon the later of: (a) the time of shipment or (b) when title passes to the customers and all significant contractual obligations and services have been satisfied and collection of the resulting receivable is reasonably assured. Net sales are comprised of gross sales net of actual and estimated future returns, discounts and volume rebates.

## **SHIPPING AND HANDLING COSTS**

Shipping and handling costs are classified as a component of selling expenses and those billed to customers are recorded as a reduction of expense in the condensed consolidated statements of income.

## **STOCK BASED COMPENSATION**

The Company follows the provisions of the FASB ASC 718-20, "Compensation – Stock Compensation Awards Classified as Equity". ASC 718-20 requires all share-based payments to employees including grants of employee stock options, be measured at fair value and expensed in the condensed consolidated statements of income over the service period (generally the vesting period). The Company uses the Black-Scholes option valuation model to value stock options. Employee stock option compensation expense for the three and six months ended September 30, 2017 and 2016 includes the estimated fair value of options granted, amortized on a straight-line basis over the requisite service period for the entire portion of the award. For the three months ended September 30, 2017 and 2016, the stock option expense was \$47,922 and \$17,685, respectively. For the six months ended September 30, 2017 and 2016, the stock option expense was \$103,159 and \$27,014, respectively.

## ADVERTISING

Costs incurred for producing and publishing advertising of the Company are charged to operations the first time the advertising takes place. The Company has entered into cooperative advertising agreements with its major customers that specifically indicated that the customer has to spend the cooperative advertising fund upon the occurrence of mutually agreed events. The percentage of the cooperative advertising allowance ranges from 2% to 10% of the purchase. The customers have to advertise the Company's products in the customer's catalog, local newspaper and other advertising media. The customer must submit the proof of the performance (such as a copy of the advertising showing the Company's products) to the Company to request for the allowance. The customer does not have the ability to spend the allowance at their discretion. The Company believes that the identifiable benefit from the cooperative advertising program and the fair value of the advertising benefit is equal or greater than the cooperative advertising expense. Advertising expense for the three months ended September 30, 2017 and 2016 was \$1,388,215 and \$1,561,790, respectively. Advertising expense for the six months ended September 30, 2017 and 2016 was \$1,623,515 and \$1,766,840, respectively. As of September 30, 2017 and March 31, 2017 there was an accrual for cooperative advertising allowances of \$1,174,983 and \$167,378, respectively. These amounts were a component of accrued expenses in the condensed consolidated balance sheets.

**THE SINGING MACHINE COMPANY, INC AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)**

**September 30, 2017**

**RESEARCH AND DEVELOPMENT COSTS**

Research and development costs are charged to results of operations as incurred. These expenses are shown as a component of selling, general and administrative expenses in the condensed consolidated statements of income. For the three months ended September 30, 2017 and 2016, these amounts totaled \$39,182 and \$23,757, respectively. For the six months ended September 30, 2017 and 2016, these amounts totaled \$97,790 and \$69,393, respectively.

**INCOME TAXES**

The Company follows the provisions of FASB ASC 740 "Accounting for Income Taxes." Under the asset and liability method of ASC 740, deferred tax assets and liabilities are recognized for the future tax consequences attributed to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax base. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Under ASC 740, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. If it is more likely than not that some portion of a deferred tax asset will not be realized, a valuation allowance is recognized.

The Company analyzes its deferred tax assets and liabilities at the end of each interim period and, based on management's best estimate of its full year effective tax rate, recognizes cumulative adjustments to its deferred tax assets and liabilities. The Company's effective tax rate for the fiscal year ending March 31, 2018 is estimated to be approximately 35%. The effective tax rate for the full year ended March 31, 2017 was approximately 33%.

As of September 30, 2017 and March 31, 2017, The Singing Machine had gross deferred tax assets of approximately \$1.3 million and \$1.5 million respectively.

The Company recognizes a liability for uncertain tax positions. An uncertain tax position is defined as a position in a previously filed tax return or a position expected to be taken in a future tax return that is not based on clear and unambiguous tax law and which is reflected in measuring current or deferred income tax assets and liabilities for interim or annual periods. The Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The Company measures the tax benefits recognized based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate resolution. As of September 30, 2017, there were no uncertain tax positions that resulted in any adjustment to the Company's provision for income taxes. The Company recognizes interest and penalties related to unrecognized tax benefits in its provision for income taxes. The Company currently has no liabilities recorded for accrued interest or penalties related to uncertain tax provisions.

As of September 30, 2017, the Company is subject to U.S. Federal income tax examinations for the tax years ended March 31, 2015 and subsequent years.

## **COMPUTATION OF EARNINGS PER SHARE**

Income per common share is computed by dividing net income by the weighted average of common shares outstanding during the period. As of September 30, 2017 and 2016 total potential dilutive shares from common stock options amounted to approximately 2,450,000 and 2,072,000 shares, respectively. These shares were included in the computation of diluted earnings per share for the three and six months ended September 30, 2017 and 2016.

## **RECENT ACCOUNTING PRONOUNCEMENTS**

In May 2014, the FASB issued ASU 2014-09 which outlines a single comprehensive model for companies to use when accounting for revenue arising from contracts with customers. The core principle of the revenue recognition model is that an entity recognizes revenue to depict the transfer of goods and services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. To achieve this core principle a company must apply the following steps in determining revenue recognition:

Identify the contract(s) with a customer

Identify the performance obligations in the contract.

Determine the transaction price.

Allocate the transaction price to the performance obligations in the contract.

Recognize revenue when (or as) the entity satisfies a performance obligation.



**THE SINGING MACHINE COMPANY, INC AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)**

**September 30, 2017**

The amendments in this ASU are now effective for the Company for annual reporting periods beginning April 1, 2018 including interim periods within that reporting period. Management plans to adopt ASU 2014-09 using the full retrospective method of implementation. Management has assessed the effect of implementing ASU 2014-09 to determine the effect on the Company's financial statements. After examining the Company's performance obligations in its contracts, most of the Company's customers (other than distributors) have "customer acceptance rights" in that customers are allowed to return defective goods within a specified period after shipment (between 6 and 9 months) after goods have been shipped. Currently, the Company recognizes a liability for the estimated net amount of sales less related cost of goods sold of expected returned goods at the time of sale. The liability for defective goods is included in warranty provisions on the consolidated balance sheets. The implementation of ASU 2014-09 will require that the cost of the estimated returned goods be reflected in inventory and the amount of estimated sales to be credited to the customer be recognized in liabilities on the consolidated balance sheets.

In February 2016, the FASB issued ASU 2016-02, *Leases*. The ASU requires lessees to recognize a right-of-use asset and a lease liability on its Balance Sheet regardless of whether a lease is identified as financial lease or an operating lease. If the lease is identified as a financial lease, then the lessee must recognize interest on the lease liability separately from amortization of the right-of-use asset in the statement of income and classify repayments of the principal portion of the lease liability within financing activities and payments of interest on the lease liability and variable lease payments within operating activities in the statement of cash flows. If the lease is identified as an operating lease then the lessee must recognize a single lease cost in the statement of income, calculated so that the cost of the lease is allocated over the lease term on a generally straight-line basis and classify all cash payments within operating activities in the statement of cash flows. Both quantitative and qualitative disclosures are required by lessees and lessors to meet the objective of enabling users of financial statements to assess the amount, timing, and uncertainty of cash flows arising from leases. ASU 2016-02 is effective for fiscal years beginning April 1, 2019; including interim periods within those fiscal years, with early adoption permitted. Management has assessed the effect of implementing ASU 2016-02 to determine the effect on the Company's financial statements. The Company has several operating leases of which two are long-term real estate agreements that are subject to the requirements of ASU 2016-02 which will have a significant impact on the Company's consolidated financial statements and will require recognition of a right-to-use asset and a liability for payments.

**NOTE 3 – DUE FROM PNC BANK**

In connection with the Company's revolving credit facility with PNC Bank, cash collected by PNC Bank on trade accounts receivable may exceed amounts borrowed on the revolving credit facility from time to time (See Note 7 –

BANK FINANCING). As of September 30, 2017 and March 31, 2017, PNC Bank owed the Company \$0 and \$242,859, respectively, which represented cash received by PNC Bank on accounts receivable in excess of amounts borrowed against the revolving credit facility.

**NOTE 4- INVENTORIES, NET**

Inventories are comprised of the following components:

	September 30, 2017	March 31, 2017
Finished Goods	\$13,082,633	\$6,126,346
Inventory in Transit	1,447,333	-
Inventory Reserve	(325,000 )	(700,000 )
Inventories, net	\$14,204,966	\$5,426,346

**NOTE 5 - PROPERTY AND EQUIPMENT**

A summary of property and equipment is as follows:

	USEFUL LIFE	September 30, 2017 (unaudited)	March 31, 2017
Computer and office equipment	5 years	\$286,928	\$285,650
Furniture and fixtures	7 years	95,027	4,312
Warehouse equipment	7 years	238,471	238,471
Molds and tooling	3-5 years	2,784,404	2,626,813
		3,404,830	3,155,246
Accumulated depreciation		2,829,043	2,742,441
Property and equipment, net		\$575,787	\$412,805

Depreciation expense for the three months ended September 30, 2017 and September 30, 2016 was \$43,389 and \$43,795, respectively.

Depreciation expense for the six months ended September 30, 2017 and September 30, 2016 was \$86,602 and \$87,590, respectively.





**THE SINGING MACHINE COMPANY, INC AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)**

**September 30, 2017**

**NOTE 6 - OBLIGATIONS TO CUSTOMERS FOR RETURNS AND ALLOWANCES**

Due to the seasonality of the business and length of time customers are given to return defective product, it is not uncommon for customers to accumulate credits from the Company's sales and allowance programs that are in excess of unpaid invoices in accounts receivable. All credit balances in customers' accounts receivable are reclassified to "obligations to customers for returns and allowances" in current liabilities on the condensed consolidated balance sheets. Client requests for payment of a credit balance are reclassified from obligations to customers for returns and allowances to accounts payable on the condensed consolidated balance sheets. When new invoices are processed prior to settlement of the credit balance and the client accepts settlement of open credits with new invoices, then the excess of new invoices over credits are netted in accounts receivable. As of September 30, 2017 and March 31, 2017 obligations to customers for returns and allowances reclassified from accounts receivable were \$36,917 and \$38,460, respectively.

**NOTE 7 – BANK FINANCING**

**Revolving Credit Facility**

On June 22, 2017, the Company renewed the existing revolving credit facility (the "Revolving Credit Facility") with PNC Bank, National Association ("PNC") for an additional three years expiring on July 15, 2020. The outstanding loan balance cannot exceed \$15,000,000 during peak selling season between August 1 and December 31 (with the ability of the Company to request an additional \$5,000,000 of availability during peak selling season if required) and is reduced to a maximum of \$7,500,000 between January 1 and July 31. At September 30, 2017 and March 31, 2017, the outstanding balance of the Revolving Credit Facility was \$11,548,522 and \$0, respectively. Usage under the Revolving Credit Facility shall not exceed the sum of the following (the "Borrowing Base"):

Up to 85% of the company's eligible domestic and Canadian accounts receivable and up to 90% of eligible foreign credit insured accounts aged less than 60 days past due (not to exceed 90 days from invoice date, cross aged on the basis of 50% or more past due with certain specific accounts qualifying for up to 120 days from invoice date not to exceed 30 days from the due date; plus

Up to the lesser of (a) 60% of the cost of eligible inventory or (b) 85% of net orderly liquidation value percentage of eligible inventory (annual inventory appraisals required); minus

Applicable reserves including a dilution reserve equal to 100% of the Company's advertising and return accrual reserves. Dilution reserve not to exceed availability generated from eligible accounts receivable.

The Revolving Credit Facility includes the following sub-limits:

Letters of Credit to be issued limited to \$3,000,000.

Inventory availability limited to \$5,000,000.

\$500,000 eligible in-transit inventory sublimit within the \$5,000,000 total inventory.

Mandatory pay-down to \$1,000,000 (excluding letters of credit) for any 30 consecutive days between February 1 and April 30.

The Revolving Credit Facility must comply with the following quarterly financial covenants to avoid default:

Fixed charge coverage ratio test of 1.1:1 times measured on a rolling four quarter basis, defined as EBITDA less non-financed capital expenditures, cash dividends and distributions paid and cash taxes paid divided by the sum of interest and principal on all indebtedness.

Capital expenditures limited to \$300,000 per year.

As of September 30, 2017, the Company was in compliance with all financial covenants.

Interest on the Revolving Line of Credit is accrued at .75% per annum over PNC's announced prime rate with an option for the Company to elect the 1, 2 or 3 month fully absorbed PNC LIBOR Rate plus 2.75% per annum with a default rate of 2% over the applicable rate. There is an unused facility fee equal to .375% per annum on the unused portion of the Revolving Credit Facility which will be calculated on the basis of a 360 day year for the actual number of days elapsed and will be payable quarterly in arrears. During the three months ended September 30, 2017 and 2016 the Company incurred interest expense of \$73,760 and \$52,076, respectively, on amounts borrowed against the Revolving Credit Facility. During the six month periods ended September 30, 2017 and 2016, the Company incurred interest expense of \$74,046 and \$52,076 respectively on amounts borrowed against the Revolving Credit Facility. During the three month periods ended September 30, 2017 and 2016, the Company incurred an unused facility fee of \$7,115 and \$8,233, respectively on the unused portion of the Revolving Credit Facility. During the six month periods ended September 30, 2017 and 2016, the Company incurred an unused facility fee of \$14,078 and \$15,264 respectively on the unused portion of the Revolving Credit Facility.



## **THE SINGING MACHINE COMPANY, INC AND SUBSIDIARIES**

### **NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)**

**September 30, 2017**

The Revolving Line of Credit is secured by first priority security interests in all of the named borrowers' tangible and intangible assets as well as first priority security interests of 100% of member or ownership interests of any of its domestic existing or newly formed subsidiaries and first priority lien on up to 65% of the borrowers' domestic subsidiary's existing or subsequently formed or acquired foreign subsidiaries. The Revolving Credit Facility is also secured by a related-party debt subordination agreement with Starlight Marketing Development, Ltd. in the amount of \$924,431. Costs associated with renewal of the Revolving Credit Facility of approximately \$40,000 were deferred and are being amortized over the term of the agreement. During the three months ended September 30, 2017 and 2016 the Company incurred amortization expense of \$3,333 and \$18,250, respectively, associated with the amortization of deferred financing costs from the original Revolving Credit Facility. During the six month periods ended September 30, 2017 and 2016, the Company incurred amortization expense of \$24,939 and \$37,039, respectively.

#### **Term Note Payable**

In connection with the amendments above and in addition to the maximum availability limits on the Revolving Line of Credit, the agreement also includes a two-year term note ("Term Note") in the amount of \$1,000,000 the proceeds of which were used to pay down a portion of the subordinated related party debt of approximately \$1,924,000 in June 2017. The Term Note bears interest at 1.75% per annum over PNC's announced prime rate or 1, 2, or 3 month PNC LIBOR Rate plus 3.75%. The Term Note is payable in quarterly installments of \$125,000 plus accrued interest with the first installment paid on August 1, 2017. During the three and six month periods ended September 30, 2017 and 2016 the Company incurred interest expense of \$7,610 and \$0 respectively on the Term Note.

The subordination agreement has been amended reducing the amount of related party subordinated debt to the remaining amount due of approximately \$924,000. Provision has also been made to allow repayment of the remaining \$924,000 in quarterly installments of \$123,000 including interest accrued at 6% per annum commencing September 30, 2017. Payments of \$123,000 are only permitted upon receipt of the Company's quarterly compliance certificate; the Company having met the mandatory pay-down of the Revolving Credit Facility to \$1,000,000 and average excess availability for the prior 30 days (after subtraction of third party trade payables 30 days or more past due) of no less than \$1,000,000 after giving effect to the payment. As part of the Conditions to Installment Payment of the subordinated debt, payments not made under this note that cannot be made as a result of the foregoing prohibition shall not be deemed an Event of Default and can be made as soon as the Company is able to demonstrate that it meets the liquidity requirements defined above. During the three and six month periods ended September 30, 2017 and 2016 the Company incurred interest expense of \$13,959 and \$0 respectively on the related party subordinated debt.

## NOTE 8 - COMMITMENTS AND CONTINGENCIES

**LEGAL MATTERS**

Management is currently not aware of any legal proceedings.

**OPERATING LEASES**

The Company has operating lease agreements for office and warehouse facilities in Fort Lauderdale, Florida; Ontario, California; and Macau expiring at varying dates. On August 31, 2016 we signed a lease extension for our office facilities in Fort Lauderdale, Florida that included the current occupied space as well as additional office space adjacent to our current space. The lease extension commenced on October 1, 2017 with the completion of tenant improvements and will terminate on March 31, 2024. Rent expense for the three months ended June 30, 2017 and 2016 was \$161,310 and \$155,906, respectively. Rent expense for the six months ended September 30, 2017 and 2016 was \$322,619 and \$320,437, respectively. In addition, the Company maintains various warehouse equipment and office equipment operating leases. Future minimum lease payments under property and equipment leases with terms exceeding one year as of September 30, 2017 are as follows:

	Operating Leases
For period ending September 30,	
2018	\$519,748
2019	509,295
2020	524,272
2021	480,582
2022 and beyond	156,328
	\$2,190,225

**THE SINGING MACHINE COMPANY, INC AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)****September 30, 2017****NOTE 9 - STOCK OPTIONS**

A summary of stock option activity for the six months ended September 30, 2017 is summarized below:

	September 30, 2017	
	Number of Options	Weighted Average Exercise Price
Stock Options:		
Balance at beginning of period	1,970,000	\$ 0.19
Granted	480,000	0.49
Exercised	-	-
Forfeited	-	-
Balance at end of period	2,450,000	\$ 0.23
Options exercisable at end of period	1,970,000	\$ 0.17

The following table summarizes information about employee stock options outstanding at September 30, 2017:

Range of Exercise Price	Number Outstanding at September 30, 2017	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price	Number Exercisable at September 30, 2017	Weighted Average Exercise Price
\$.03 - \$.33	1,850,000	5.1	0.15	1,850,000	0.15
\$.45 - \$.93	600,000	5.9	0.48	120,000	0.45
*	2,450,000			1,970,000	

**NOTE 10 - GEOGRAPHICAL INFORMATION**

Sales to customers outside of the United States for the three and six months ended September 30, 2017 and 2016 were made by the Macau Subsidiary. Sales by geographic region for the periods presented are as follows:

	FOR THE THREE MONTHS ENDED September 30, 2017		FOR THE SIX MONTHS ENDED September 30, 2017	
	2016		2016	
North America	\$30,061,409	\$25,937,100	\$33,629,531	\$30,478,245
Europe	2,644,141	2,171,380	3,015,752	2,489,627
South Africa	96,613	20,571	96,613	20,571
	\$32,802,163	\$28,129,051	\$36,741,896	\$32,988,443

The geographic area of sales is based primarily on the location where the product is delivered.

#### **NOTE 11 – RELATED PARTY TRANSACTIONS**

##### **DUE TO/FROM RELATED PARTIES**

On September 30, 2017 and March 31, 2017, in the aggregate the Company had \$1,170,088 and \$0, respectively, due from related parties for goods and services sold to these companies.

On September 30, 2017 and March 31, 2017, the Company had amounts due to other related party companies in the amounts of \$157,579 and \$0 for goods, repair services, engineering fees, storage and administrative services provided to the Company by these related parties.



## **THE SINGING MACHINE COMPANY, INC AND SUBSIDIARIES**

### **NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)**

**September 30, 2017**

#### **SUBORDINATED DEBT**

In connection with the Revolving Credit Facility the Company was required to subordinate related party debt to Starlight Marketing Development, Ltd. (“subordinated debt”) in the amount of \$1,924,431. The Revolving Credit Facility renewal agreement includes a Term Note in the amount of \$1,000,000, the proceeds of which were used to pay down a portion of the subordinated debt. The remaining subordinated debt of \$924,431 bears interest at 6% and is scheduled to be paid in quarterly installments of \$123,000 which include interest and commenced September 30, 2017. With the current renewal agreement expiring on July 15, 2020 the subordinated debt has been classified as a current portion of \$452,948 and a long-term portion of \$362,419 as of September 30, 2017 on the condensed consolidated balance sheets. Since the original agreement expired on July 14, 2017 the subordinated related party debt was classified as a current liability as of March 31, 2017 on the condensed consolidated balance sheets. During the three and nine months ended September 30, 2017 and 2016 the Company incurred interest expense of \$13,959 and \$0, respectively, related to the subordinated debt.

#### **TRADE**

During the three months ended September 30, 2017 and September 30, 2016 the Company sold approximately \$1,151,000 and \$1,001,000, respectively to Winglight Pacific, Ltd. (“Winglight”), a related party, at a discounted price, similar to prices granted to major direct import customers shipped internationally with freight prepaid. The average gross profit margin on sales to Winglight for the three months ended September 30, 2017 and September 30, 2016 was 21.9% and 22.9%, respectively. During the six months ended September 30, 2017 and September 30, 2016 the Company sold approximately \$1,462,000 and \$1,194,000, respectively to Winglight at a discounted price, similar to prices granted to major direct import customers shipped internationally with freight prepaid. The average gross profit margin on sales to Winglight for the six months ended September 30, 2017 and September 30, 2016 was 21.8% and 21.7%, respectively. The product was shipped to Cosmo Communications of Canada (“Cosmo”), another related company and the Company’s primary distributor of its products to Canada. These amounts were included as a component of net sales in the accompanying condensed consolidated statements of income.

During the three months ended September 30, 2017 and September 30, 2016 the Company sold approximately \$53,000 and \$195,000, respectively of product to Cosmo from its California warehouse facility. During the six months ended September 30, 2017 and September 30, 2016 the Company sold approximately \$323,000 and \$318,000,

respectively of product to Cosmo from its California warehouse facility. These amounts were included as a component of net sales in the accompanying condensed consolidated statements of income.

The Company purchased services from Starlight R&D, Ltd, (“SLRD”) a related party. The purchases from SLRD for the three months ended September 30, 2017 and 2016 were approximately \$0 and \$10,000, respectively. The purchases from SLRD for the six months ended September 30, 2017 and 2016 were approximately \$10,000 and \$23,000, respectively. These amounts were included as a component of general and administrative expenses in the accompanying condensed consolidated statements of income.

The Company purchased products from Starlight Electronics Co. Ltd (“SLE”). The purchases from SLE for the three month periods ended September 30, 2017 and 2016 were approximately \$96,000 and \$287,000, respectively. The purchases from SLE for the six month periods ended September 30, 2017 and 2016 were approximately \$129,000 and \$998,000, respectively. These amounts were included as a component of cost of goods sold in the accompanying condensed consolidated statements of income.

The Company purchased services from Starlight Consumer Electronics USA, Inc., (“SCE”) a related party. The purchases from SCE for the three month periods ended September 30, 2017 and 2016 were approximately \$0 and \$46,000, respectively. The purchases from SCE for the six month periods ended September 30, 2017 and 2016 were approximately \$79,000 and \$98,000, respectively. These amounts were included as a component of general and administrative expenses in the accompanying condensed consolidated statements of income.

The Company purchased services from Merrygain Holding Co. Ltd, (“Merrygain”) a related party. The purchases from Merrygain for the three month periods ended September 30, 2017 and 2016 were approximately \$38,000 and \$38,000, respectively. The purchases from Merrygain for the nine month periods ended September 30, 2017 and 2016 were approximately \$76,000 and \$76,000, respectively. These amounts were included as a component of general and administrative expenses in the accompanying condensed consolidated statements of income.

The Company has annually renewable service and logistics agreements with affiliates of China Sinostar Group Co. Ltd. (“Sinostar”) The affiliates pay the Company for services based on actual warehouse space occupied. For the three month periods ended September 30, 2017 and 2016, the Company received approximately \$13,000 and \$23,000 respectively, in service fees from affiliates. For the six month periods ended September 30, 2017 and 2016, the Company received approximately \$18,000 and \$41,000, respectively, in service fees from affiliates. These amounts were included as a component of general and administrative expenses in the accompanying condensed consolidated statements of income.

**THE SINGING MACHINE COMPANY, INC AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)**

**September 30, 2017**

**NOTE 12 – WARRANTY PROVISIONS**

A return program for defective goods is negotiated with each of our wholesale customers on a year-to-year basis. Customers are either allowed to return defective goods within a specified period of time after shipment (between 6 and 9 months) or granted a “defective allowance” consisting of a fixed percentage (between 1% and 5%) off of the invoice price in lieu of returning defective products. The Company records liabilities for its return goods programs and defective goods allowance program at the time of sale for the estimated costs that may be incurred. The liability for defective goods is included in warranty provisions on the condensed consolidated balance sheets.

Changes in the Company’s warranty provision are presented in the following table:

	Six Months Ended	
	September 30, 2017	September 30, 2016
Estimated warranty provision at beginning of period	\$223,700	\$292,500
Costs accrued for future estimated returns	1,101,597	874,402
Returns received	(395,129 )	(307,030)
Estimated warranty provision at end of period	\$930,168	\$859,872

**NOTE 13- COMMON STOCK ISSUANCES**

On August 1, 2017, the Company issued 22,725 shares of its common stock to our Board of Directors at \$0.55 per share, pursuant to our annual director compensation plan for the fiscal year ending March 31, 2017. The Company recorded director compensation of \$12,500 during the three and six months ended September 30, 2017.

**NOTE 14 - EMPLOYEE BENEFIT PLANS**

The Company has a 401(k) plan for its employees to which the Company makes contributions at rates dependent on the level of each employee's contributions. Contributions made by the Company are limited to the maximum allowable for federal income tax purposes. The amounts charged to operations for contributions to this plan and administrative costs during the three month periods ended September 30, 2017 and 2016 totaled \$14,410 and \$12,362, respectively. The amounts charged to operations for contributions to this plan and administrative costs during the six month periods ended September 30, 2017 and 2016 totaled \$24,378 and \$22,229, respectively. The amounts are included as a component of general and administrative expense in the accompanying condensed consolidated statements of income. The Company does not provide any post-employment benefits to retirees.

#### **NOTE 15 – CONCENTRATION OF SALES RISK**

The Company generates most of its revenue from retailers of products in the United States with a significant amount of sales concentrated with several large customers the loss of which could have an adverse impact on the financial position of the Company. Revenues derived from the Company's five largest customers for the three months ended September 30, 2017 and 2016 were approximately 89% and 88% respectively, of total net revenues. Revenues derived from the Company's top five customers for the six months ended September 30, 2017 and 2016 were approximately 85% and 86% of total net revenues, respectively. Toys R Us was one of the Company's top five customers for the three and six months ended September 30, 2017 and 2016. For the three months ended September 30, 2017 and 2016, Toys R Us accounted for approximately 15% and 20% of net sales, respectively. For the six months ended September 30, 2017 and 2016, Toys R Us accounted for approximately 16% and 19% of net sales, respectively.

## **ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

### **FORWARD-LOOKING STATEMENTS**

The following discussion should be read in conjunction with the condensed consolidated financial statements and notes included elsewhere in this quarterly report. This document contains certain forward-looking statements including, among others, anticipated trends in our financial condition and results of operations and our business strategy. (See Part II, Item 1A, “Risk Factors “). These forward-looking statements are based largely on our current expectations and are subject to a number of risks and uncertainties. Actual results could differ materially from these forward-looking statements.

Statements included in this quarterly report that do not relate to present or historical conditions are called “forward-looking statements.” Such forward-looking statements involve known and unknown risks and uncertainties and other factors that could cause actual results or outcomes to differ materially from those expressed in, or implied by, the forward-looking statements. Forward-looking statements may include, without limitation, statements relating to our plans, strategies, objectives, expectations and intentions. Words such as “believes,” “forecasts,” “intends,” “possible,” “estimates,” “anticipates,” “expects,” “plans,” “should,” “could,” “will,” and similar expressions are intended to identify forward-looking statements. Our ability to predict or project future results or the effect of events on our operating results is inherently uncertain. Forward-looking statements should not be read as a guarantee of future performance or results, and will not necessarily be accurate indications of the times at, or by which, such performance or results will be achieved.

Important factors to consider in evaluating such forward-looking statements include, but are not limited to: (i) changes in external factors or in our internal budgeting process which might impact trends in our results of operations; (ii) unanticipated working capital or other cash requirements; (iii) changes in our business strategy or an inability to execute our strategy due to unanticipated changes in the industries in which we operate; and (iv) the effects of adverse general economic conditions, both within the United States and globally, (v) vendor price increases and decreased margins due to competitive pricing during the economic downturn (vi) various competitive market factors that may prevent us from competing successfully in the marketplace and (vii) other factors described in the risk factors section of our Annual Report on Form 10-K, this Quarterly Report on 10-Q, or in our other filings made with the SEC.

Readers are cautioned not to place undue reliance on these forward-looking statements, which reflect management’s opinions only as of the date hereof. We undertake no obligation to revise or publicly release the results of any revision to these forward-looking statements.

## **OVERVIEW**

The Singing Machine Company, Inc., a Delaware corporation (the “Company”, “SMC”, “The Singing Machine”) and its three wholly-owned subsidiaries SMC (Comercial Offshore De Macau) Limitada (“Macau Subsidiary”), SMC Logistics, Inc. (“SMC-L”) and SMC-Music, Inc. (“SMC-M”) are primarily engaged in the development, marketing, and sale of consumer karaoke audio systems, accessories, musical instruments and musical recordings. The products are sold by SMC to retailers and distributors for resale to consumers.

Our products are sold throughout North America, Europe and South Africa primarily through major mass merchandisers and warehouse clubs, on-line retailers and to a lesser extent department stores, lifestyle merchants, direct mail catalogs and showrooms, music and record stores, and specialty stores.

Representative customers include Amazon, BJ’s Wholesale, Best Buy, Costco, Sam’s Club, Target, Toys R Us, and Wal-Mart. Our business has historically been subject to seasonal fluctuations causing our revenues to vary from quarter to quarter and between the same periods in different fiscal years. Our products are manufactured for the most part based on the purchase indications of our customers. We are uncertain of how significantly our business would be harmed by a prolonged economic recession, but we anticipate that continued contraction of consumer spending would negatively affect our revenues and profit margins.

## **RESULTS OF OPERATIONS**

The following table sets forth, for the periods indicated, certain items related to our condensed consolidated statements of income as a percentage of net sales for the three months and six months ended September 30, 2017 and 2016:

**The Singing Machine Company, Inc. and Subsidiaries****CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**

	For Three Months			For Six Months		
	Ended September 30, 2017	September 30, 2016		Ended September 30, 2017	September 30, 2016	
Net Sales	100.0%	100.0	%	100.0%	100.0	%
Cost of Goods Sold	76.4 %	76.9	%	76.0 %	76.8	%
Gross Profit	23.6 %	23.1	%	24.0 %	23.2	%
Operating Expenses						
Selling expenses	7.3 %	7.9	%	7.7 %	8.0	%
General and administrative expenses	12.2 %	5.2	%	14.6 %	8.2	%
Depreciation and amortization	0.1 %	0.2	%	0.2 %	0.3	%
Total Operating Expenses	19.6 %	13.3	%	22.5 %	16.5	%
Income from Operations	4.0 %	9.8	%	1.5 %	6.6	%
Other Expenses						
Interest expense	-0.3 %	-0.2	%	-0.3 %	-0.3	%
Financing costs	0.0 %	-0.1	%	-0.1 %	-0.1	%
Total Other Expenses	-0.3 %	-0.3	%	-0.4 %	-0.4	%
Income before income tax provision	3.7 %	9.5	%	1.1 %	6.2	%
Income tax provision	-1.3 %	-3.1	%	-0.4 %	-2.1	%
Net Income	2.4 %	6.4	%	0.7 %	4.1	%

QUARTER ENDED SEPTEMBER 30, 2017 COMPARED TO THE QUARTER ENDED SEPTEMBER 30, 2016

**NET SALES**

Net sales for the quarter ended September 30, 2017 increased to approximately \$32,800,000 from \$28,100,000 an increase of approximately \$4,700,000 (17% increase) as compared to the same period ended September 30, 2016. Part of this increase was due to shipments made to two major customers of approximately \$4,500,000 for Black Friday promotional goods not included in the quarter ended September 30, 2016. There was an increase of approximately \$1,600,000 in sales to one major customer whose internet sales continues to follow continued growth in on-line shopping. There was an increase of approximately \$500,000 in international sales with continued penetration in the United Kingdom market. There was an increase in sales of approximately \$200,000 to the stores of another major retailer with whom we only did internet fulfillment in the prior year. These increases in net sales of approximately \$6,800,000 were offset by a decrease in sales to two major customers of approximately \$2,100,000 due primarily to delayed shipments that were processed after the quarter ended September 30, 2017.

## **GROSS PROFIT**

Gross profit for the quarter ended September 30, 2017 increased to approximately \$7,700,000 from \$6,500,000 an increase of approximately \$1,200,000 as compared to the same period in the prior year. Approximately 87% of the increase is primarily due to the increase in net sales explained above with the remaining 13% due to increased gross profit margin.

Gross profit margin for the three month period ended September 30, 2017 was 23.6% compared to 23.1% for the three month period ended September 30, 2016, an increase of .5 margin points. There was approximately 1.7 increase in margin points due to new Black Friday promotional items to one major retailer and was offset by decreases of approximately .8 margin points to three major customers primarily due to competitive pricing with the remaining .4 margin point decrease primarily due to the mix of products sold.

## **OPERATING EXPENSES**

For the quarter ended September 30, 2017, total operating expenses increased to approximately \$6,400,000. This represents an increase of approximately \$2,700,000 from the prior year period's quarter ended total operating expenses of \$3,700,000. This increase was primarily due to an increase in general and administrative expenses of approximately \$2,500,000, which was mainly attributable to the Toys R Us bankruptcy as discussed below.

Selling expenses increased approximately \$200,000 for the quarter ended September 30, 2017 compared to the quarter ended September 30, 2016 primarily due to the increase in freight costs associated with the increase in net sales.



General and administrative expenses increased approximately \$2,500,000 for the quarter ended September 30, 2017 compared to the quarter ended September 30, 2016. There was an increase of approximately \$2,100,000 in bad debt reserve primarily due to Toys R Us filing for bankruptcy in September 2017. Management has estimated that approximately \$2,000,000 of unsecured accounts receivable from Toys R Us may be uncollectible and as a result the Company has increased its reserve for doubtful accounts accordingly. There was an increase of approximately \$100,000 in licensing fees to a related party allowing a third party vendor to use the related party's tooling to produce one of the company's pedestal products. There was an increase of approximately \$100,000 in payroll expenses due to increased sales bonus accruals and new hires in sales, marketing and logistics. The remaining increase of approximately \$300,000 was due to increases in other expenses including operating and health insurance, stock option compensation to key employees and directors and other administrative costs.

## **INCOME FROM OPERATIONS**

Income from operations decreased approximately \$1,500,000 this quarter, to \$1,300,000 for the three months ended September 30, 2017 compared to income from operations of \$2,800,000 for the same period ended September 30, 2016. The increase in operating expenses is primarily from the increase in bad debt expense due to the Toys R US bankruptcy filing and somewhat offset by increases in sales and gross profit margin as explained above for the three months ended September 30, 2017 compared to the same period ended September 30, 2016 accounted for most of the variance.

## **OTHER EXPENSES**

Other expenses increased to approximately \$99,000 from \$86,000 for the same period a year ago. The increase was primarily due to an increase in interest expense of approximately \$29,000 due to increased payment terms from one major customer requiring the company to borrow more from the Revolving Credit Facility during the three month period ended September 30, 2017 compared to the three month period ended September 30, 2016. This increase was offset by a decrease in amortization of deferred financing costs of approximately \$16,000 related to the renewal of the Revolving Credit Facility.

## **INCOME TAXES**

For the three months ended September 30, 2017 and September 30, 2016 the Company recognized an income tax provision of approximately \$400,000 and \$900,000, respectively, due to management's best estimate of the Company's full year effective tax rate of approximately 35% and 32%, respectively.

## **NET INCOME**

For the three months ended September 30, 2017 net income decreased to approximately \$784,000 compared to net income of \$1,810,000 for the same period a year ago. The decrease in net income was the same as explained in income from operations.

## **SIX MONTHS ENDED SEPTEMBER 30, 2017 COMPARED TO THE SIX MONTHS ENDED SEPTEMBER 30, 2016**

### **NET SALES**

Net sales for the six months ended September 30, 2017 increased to approximately \$36,700,000 from \$33,000,000, an increase of approximately \$3,700,000 as compared to the same period ended September 30, 2016. Part of this increase was due to increased shipments made to a major customer of approximately \$2,600,000 for Black Friday promotional goods not included in the six months ended September 30, 2016. There was an increase of approximately \$2,100,000 in sales to one major customer whose internet sales continues to follow continued growth in on-line shopping. There was an increase of approximately \$600,000 in international sales with continued penetration in the United Kingdom market. There was an increase in sales of approximately \$200,000 to the stores of another major retailer with whom we did internet fulfillment only in the prior year and an increase of approximately \$400,000 to one major customer due to placement of product in additional stores. These increases in net sales of approximately \$5,900,000 were offset by a decrease in sales to two major customers of approximately \$2,100,000 due primarily to delayed shipments that were scheduled for shipment after the quarter ended September 30, 2017.

### **GROSS PROFIT**

Gross profit for the six months ended September 30, 2017 increased to approximately \$8,800,000 from \$7,700,000, an increase of approximately \$1,100,000 as compared to the same period in the prior year. Approximately 74% of the increase is primarily due to the increase in net sales explained above with the remaining 26% due to increased gross profit margin.

Gross profit margin for the six month period ended September 30, 2017 was 24.0% compared to 23.2% for the six month period ended September 30, 2016, an increase of .8 margin points. An increase in margin points of a Black Friday promotional items to one major retailer due to a change to a new product yielding increased margin accounted for approximately 1.1 margin points of the increase and was offset by decreases of approximately .4 margin points to three major customers primarily due to competitive pricing with the remaining .1 margin point increase primarily due

to the mix of products sold.

## **OPERATING EXPENSES**

For the six months ended September 30, 2017, total operating expenses increased to approximately \$8,300,000 from \$5,500,000 for the six months ended September 30, 2016, an increase of approximately \$2,800,000. This increase was primarily due an increase of approximately \$200,000 in variable selling expenses including freight and commissions and an increase general and administrative of approximately \$2,600,000.

Selling expenses increased approximately \$200,000 for the six months ended September 30, 2017 compared to the six months ended September 30, 2016. Sales commissions increased by approximately \$100,000 with the remaining increase primarily due to an increase in freight commensurate with the increase in net sales for the quarter ended September 30, 2017.

General and administrative expenses increased approximately \$2,600,000 for the six months ended September 30, 2017 compared to the six months ended September 30, 2016. There was an increase of approximately \$2,100,000 in bad debt reserve primarily due to Toys R Us filing for bankruptcy in September 2017. Management has estimated that approximately \$2,000,000 of unsecured accounts receivable from Toys R Us may be uncollectible and as a result the Company has increased its reserve for doubtful accounts accordingly. There was an increase of approximately \$100,000 in licensing fees which included licensing fees to a related party allowing a third party vendor to use the related party's tooling to produce one of the company's pedestal products. There was an increase of approximately \$100,000 in payroll expenses due to increased sales bonus accruals and new hires in sales, marketing and logistics. There was an increase of approximately \$100,000 in stock option compensation expense and director fees due to incentive and compensation options issued to key employees and directors. The remaining increase of approximately \$200,000 was due to increases in other expenses including operating and health insurance, warehouse and distribution costs and other administrative costs.

## **INCOME FROM OPERATIONS**

Income from operations decreased approximately \$1,700,000 to income from operations of approximately \$500,000 for the six months ended September 30, 2017 compared to income from operations of approximately \$2,200,000 for the same period ended September 30, 2016. The increase in operating expenses is primarily from the increase in bad debt expense due to the Toys R US bankruptcy filing and somewhat offset by the increase in sales and gross profit margin as explained above for the six months ended September 30, 2017 compared to the same period ended September 30, 2016 accounted for most of the variance.

## **OTHER EXPENSES**

For the six month period ended September 30, 2017 our other expenses of \$121,000 remained approximately the same as the same period a year ago. While there was an increase in interest expense of approximately \$12,000 due to increased payment terms from one major customer requiring the company to borrow more from the Revolving Credit Facility during the six month period ended September 30, 2017, this increase was offset by a decrease in amortization of deferred financing costs of approximately \$12,000 related to the renewal of the Revolving Credit Facility.

## **INCOME TAXES**

For the six months ended September 30, 2017 and September 30, 2016 the Company recognized an income tax provision of approximately \$140,000 and \$699,000, respectively, due to management's best estimate of the Company's full year effective tax rate of approximately 35% and 32%, respectively.

## **NET INCOME**

For the six months ended September 30, 2017 net income decreased to \$300,000 compared to net income of \$1,400,000 for the same period a year ago. The decrease in net income was the same as explained in income from operations and other expenses.

## **LIQUIDITY AND CAPITAL RESOURCES**

As of September 30, 2017, Singing Machine had cash on hand of approximately \$300,000 as compared to cash on hand of approximately \$900,000 on September 30, 2016. We had working capital of approximately \$6,600,000 as of September 30, 2017.

Net cash used in operating activities was approximately \$13,000,000 for the six months ended September 30, 2017, as compared to \$9,000,000 used in operating activities during the same period a year ago. During the six month period ended September 30, 2017 the Company experienced an increase in inventory of approximately \$8,400,000 primarily due to inventory requirements for the upcoming holiday season. Accounts receivable also increased by approximately \$27,300,000 (excluding approximately \$2,000,000 of potentially uncollectible past due receivables due to the Toys R US bankruptcy filing) due primarily to seasonal increases in customer shipments during the second quarter ended September 30, 2017. These uses of operating cash were offset by operating activities that provided cash including an increase in accounts payable (primarily inventory vendors) of approximately \$20,900,000, a seasonal increase in accrued expenses of approximately \$1,300,000 and a seasonal increase in warranty provisions of approximately \$700,000 which were all commensurate with the increase in seasonal sales. These activities accounted for approximately 98% of the cash used in operations with the remaining 2% due to seasonal changes in other operating assets and liabilities.

Net cash used in operating activities was approximately \$9,000,000 for the six months ended September 30, 2016. During the six month period ended September 30, 2016 the Company experienced an increase in inventory of approximately \$5,000,000 primarily due to inventory requirements for the upcoming holiday season. Accounts receivable also increased by approximately \$17,000,000 due primarily to seasonal increases in customer shipments during the second quarter ended September 30, 2016. These uses of operating cash were offset by operating activities that provided cash including net income of approximately \$1,400,000, an increase in accounts payable (primarily inventory vendors) of approximately \$9,400,000, an increase in accrued expenses of approximately \$1,300,000 and a seasonal increase in warranty provisions of approximately \$600,000 which were all commensurate with the increase in seasonal sales. These activities accounted for approximately 97% of the cash used in operations with the remaining 3% due to seasonal changes in other operating assets and liabilities.

Net cash used by investing activities for the six months ended September 30, 2017 was approximately \$250,000 as compared to \$76,000 used by investing activities for the same period ended a year ago. The increase in investment activity was due to increased investment in tooling and molds of approximately \$82,000 for new products as compared to the same period in the prior year. The Company also bought new furniture and fixtures of approximately \$91,000 for its office expansion at its corporate location.

Net cash provided by financing activities was approximately \$11,300,000 for the six months ended September 30, 2017, as compared to net cash provided by financing activities of approximately \$7,900,000 for the same period ended a year ago. During the six month period ended September 30, 2016, the Company borrowed approximately \$11,500,000 from the Revolving Credit Facility with PNC Bank which provided most of the working capital for operations during the period. PNC Bank also approved a term note in the amount of \$1,000,000 the proceeds of which were used to pay down subordinated related party debt. The company also made an additional scheduled payment of approximately \$100,000 against the subordinated related party debt from working capital. During the six month period ended September 30, 2016, the Company borrowed approximately \$8,100,000 from the Revolving Credit Facility with PNC Bank for working capital. This was offset by principal payments of approximately \$200,000 on the Ram Light Management, Ltd. note payable.

As of September 30, 2017, we continued to borrow from our Revolving Credit Facility, which provides for a maximum loan amount of \$15,000,000 (with an option to increase the maximum loan amount to \$20,000,000) during peak selling season and reduces to \$7,500,000 during the off-peak season. We believe this credit facility will be adequate to maintain and grow our business during the three year term of the agreement. If we are unable to comply with the financial covenants defined in the financing agreement and default on the credit facility, it may have a material adverse effect on our ability to meet our financial obligations.

Our company has had a long business relationship with Toys R Us who historically have been one of our top five customers every year however, the Toys R Us bankruptcy did have an impact on our net sales and operating cash flow for the second quarter ended September 30, 2017 and we continue to assess the long-term effects the bankruptcy will have on our business. We have resumed shipments to Toys R Us post-petition and expect our net sales for Fiscal 2018 to reach our original projections. As a result of the bankruptcy, accounts receivable from Toys R Us have been classified as ineligible for purposes of our Revolving Credit Facility however, we do not anticipate the effects of the bankruptcy will place the company in violation of any of the covenants of our Revolving Credit Facility over the next twelve months. We have estimated that approximately \$2,000,000 of unsecured accounts receivable may be uncollectible and as a result the Company has increased its reserve for doubtful accounts accordingly. While there is no guarantee that all or some of the pre-petition amounts owed to us will be collected we continue to take all necessary actions with the bankruptcy to maximize any potential recovery.

## **INVENTORY SELL THROUGH**

We monitor the inventory levels and sell through activity of our major customers to properly anticipate defective returns and maintain the appropriate level of inventory. We believe that our warranty provision reflects the proper amount of reserves to cover potential defective sales returns based on historical return ratios and information available from the customers.

## **SEASONAL AND QUARTERLY RESULTS**

Historically, our operations have been seasonal, with the highest net sales occurring in our second and third fiscal quarters (reflecting increased orders for equipment and music merchandise during the Christmas holiday season) and to a lesser extent the first and fourth quarters of the fiscal year. Sales in our second and third fiscal quarters, combined, accounted for approximately 84% and 85% of net sales in fiscal 2017 and 2016, respectively.

Our results of operations may also fluctuate from quarter to quarter as a result of the amount and timing of orders placed and shipped to customers, as well as other factors. The fulfillment of orders can therefore significantly affect results of operations on a quarter-to-quarter basis.

## **INFLATION**

Inflation has not had a significant impact on our operations. We generally have adjusted our prices to track changes in the Consumer Price Index since prices we charge are generally not fixed by long-term contracts.

## **OFF-BALANCE SHEET ARRANGEMENTS**

We do not have any off balance sheet arrangements that are reasonably likely to have a current or future effect on our financial condition, revenues, results of operations, liquidity or capital expenditures.

## **CRITICAL ACCOUNTING POLICIES**

The Company's interim financial statements were prepared in accordance with United States generally accepted accounting principles, which require management to make subjective decisions, assessments and estimates about the effect of matters that are inherently uncertain. As the number of variables and assumptions affecting the judgement increases such judgements become even more subjective. While management believes its assumptions are reasonable and appropriate, actual results may be materially different than estimated. The critical accounting estimates and assumptions have not materially changed from those identified in the Company's 2017 Annual Report.

## **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**



Not required for smaller reporting companies.

#### **ITEM 4. CONTROLS AND PROCEDURES**

(a) *Evaluation of Disclosure Controls and Procedures.* As of the end of the period covered by this report, we conducted an evaluation, under the supervision and with the participation of our chief executive officer and chief financial officer of our disclosure controls and procedures (as defined in Rule 13a-15(e) and Rule 15d-15(e) of the Exchange Act). Based upon this evaluation, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures are effective to ensure that information required to be disclosed by us 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 is accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

(b) *Changes in Internal Controls.* There was no change in our internal control over financial reporting identified in connection with the evaluation required by paragraph (d) of Rules 13a-15 or 15d-15 under the Exchange Act that occurred during the period covered by this report 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**

Management is currently not aware of any legal proceedings.

##### **ITEM 1A. RISK FACTORS**

Not applicable for smaller reporting companies

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

None

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

We are not currently in default upon any of our senior securities.

**ITEM 4. MINE SAFETY DISCLOSURES**

None.

**ITEM 5. OTHER INFORMATION**

None.

**ITEM 6. EXHIBITS**

31.1 Certification of Gary Atkinson, Chief Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended.\*

31.2 Certification of Lionel Marquis, Chief Financial Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended.\*

32.1 Certifying Statement of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act.\*

32.2 Certifying Statement of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act.\*

\* Filed herewith

20

**SIGNATURES**

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

**THE SINGING MACHINE COMPANY, INC.**

Date: November 14, 2017 By: */s/ Gary Atkinson*  
Gary Atkinson  
Chief Executive Officer

*/s/ Lionel Marquis*  
Lionel Marquis  
Chief Financial Officer

