

DAIS ANALYTIC CORP
Form 10-Q
May 14, 2012

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

FORM 10-Q

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended March 31, 2012

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _____ to _____

Commission File No. 000-53554

DAIS ANALYTIC
CORPORATION
(Exact name of Registrant as specified in its charter)

New York
(State or other jurisdiction of
incorporation or organization)

14-1760865
(IRS Employer
Identification No.)

11552 Prosperous Drive, Odessa, FL 33556
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (727) 375-8484

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act 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 at least 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 "accelerated filer, large accelerated filer and smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company

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

There were 37,517,604 shares of the Registrant's \$0.01 par value common stock outstanding as of May 14, 2012.

Dais Analytic Corporation

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PART I— FINANCIAL INFORMATION

DAIS ANALYTIC CORPORATION
BALANCE SHEETS

	March 31, 2012 (unaudited)	December 31, 2011
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$252,345	\$262,740
Accounts receivable, net	395,359	686,648
Other receivables	-	73,648
Inventory	408,031	342,908
Prepaid expenses and other current assets	164,815	160,164
Deferred offering costs	67,527	54,932
Total Current Assets	1,288,077	1,581,040
Property and equipment, net	179,244	188,162
OTHER ASSETS:		
Deposits	2,280	2,280
Patents, net of accumulated amortization of \$133,335 and \$128,962 at March 31, 2012 and December 31, 2011, respectively	98,204	89,869
Total Other Assets	100,484	92,149
TOTAL ASSETS	\$1,567,805	\$1,861,351
LIABILITIES AND STOCKHOLDERS' DEFICIT		
CURRENT LIABILITIES:		
Accounts payable, including related party payables of \$66,591 and \$58,367 at March 31, 2012 and December 31, 2011, respectively	\$616,813	\$552,660
Accrued compensation and related benefits	1,407,273	1,405,606
Accrued interest	382,877	320,548
Accrued expenses, other	105,299	83,861
Current portion of deferred revenue	82,000	298,459
Current portion of notes payable, related party	2,500,624	2,142,069
Total Current Liabilities	5,094,886	4,803,203
LONG-TERM LIABILITIES:		
Warrant liability	1,300,288	1,888,218
Deferred revenue, net of current portion	50,340	70,840
Total Long-Term Liabilities	1,350,628	1,959,058
STOCKHOLDERS' DEFICIT		
Preferred stock; \$0.01 par value; 10,000,000 shares authorized; 0 shares issued		

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and outstanding	-	-
Common stock, \$0.01 par value; 200,000,000 shares authorized; 37,774,817 shares issued and 37,517,604 shares outstanding	377,749	377,749
Capital in excess of par value	34,008,203	33,966,619
Accumulated deficit	(37,991,549)	(37,973,166)
	(3,605,597)	(3,628,798)
Treasury stock at cost, 257,213 shares	(1,272,112)	(1,272,112)
Total Stockholders' Deficit	(4,877,709)	(4,900,910)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	\$1,567,805	\$1,861,351

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DAIS ANALYTIC CORPORATION
STATEMENTS OF OPERATIONS (UNAUDITED)

For the Three Months
Ended March 31,
2012 2011

REVENUE:

Sales	\$1,018,983	\$838,194
License fees	20,500	20,500
	1,039,483	858,694

COST OF GOODS SOLD	683,137	700,890
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GROSS MARGIN	356,346	157,804
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OPERATING EXPENSES

Research and development expenses, net of government grant proceeds of \$67,240 and \$161,364, respectively	91,598	2,036
Selling, general and administrative expenses	434,765	922,297
TOTAL OPERATING EXPENSES	526,363	924,333

LOSS FROM OPERATIONS	(170,017)	(766,529)
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OTHER EXPENSE (INCOME)

Change in fair value of warrant liability	(587,930)	2,352,106
Amortization of discount on convertible note payable	358,555	117,819
Interest expense	77,786	45,720
Interest income	(45)	(29)
TOTAL OTHER EXPENSE (INCOME)	(151,634)	2,515,616

NET LOSS	\$(18,383)	\$(3,282,145)
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NET LOSS PER COMMON SHARE, BASIC AND DILUTED	\$(0.00)	\$(0.10)
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WEIGHTED AVERAGE NUMBER OF

COMMON SHARES OUTSTANDING, BASIC AND DILUTED	37,774,817	33,573,150
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DAIS ANALYTIC CORPORATION
 STATEMENTS OF STOCKHOLDERS' DEFICIT (UNAUDITED)

	Common Stock Shares	Common Stock Amount	Capital in Excess of Par Value	Accumulated Deficit	Treasury Stock	Total Stockholders' Deficit
Balance, December 31, 2011	37,774,817	\$377,749	\$33,966,619	\$(37,973,166)	\$(1,272,112)	\$(4,900,910)
Stock based compensation	-	-	41,584	-	-	41,584
Net loss	-	-	-	(18,383)	-	(18,383)
Balance, March 31, 2012	37,774,817	\$377,749	\$34,008,203	\$(37,991,549)	\$(1,272,112)	\$(4,877,709)

DAIS ANALYTIC CORPORATION
STATEMENTS OF CASH FLOWS (UNAUDITED)

For the Three Months
Ended March 31,
2012 2011

CASH FLOWS FROM OPERATING ACTIVITIES:

Net loss	\$(18,383)	\$(3,282,145)
Adjustments to reconcile net loss to net cash and cash equivalents provided (used) by operating activities:		
Depreciation and amortization	13,292	11,506
Issuance of common stock, stock options and stock warrants for services and amortization of common stock issued for services	-	25,078
Stock based compensation expense	41,584	391,557
Change in fair value of warrant liability	(587,930)	2,352,107
Amortization of deferred loan costs	15,224	-
Amortization of discount on convertible note payable	358,555	117,819
(Increase) decrease in:		
Accounts receivable	291,289	(99,352)
Other receivables	73,648	(33,731)
Inventory	(65,123)	(24,008)
Prepaid expenses and other assets	(27,820)	(25,876)
Increase (decrease) in:		
Accounts payable and accrued expenses	147,920	281,500
Accrued compensation and related benefits	1,667	16,251
Deferred revenue	(236,959)	(52,773)
Net cash provided (used) by operating activities	6,964	(322,067)

CASH FLOWS FROM INVESTING ACTIVITIES:

Increase in patent costs	(12,709)	(12,016)
Purchase of property and equipment	-	(4,471)
Net cash used by investing activities	(12,709)	(16,487)

CASH FLOWS FROM FINANCING ACTIVITIES:

Proceeds from issuance of notes payable, related party	-	1,500,000
Payments on notes payable, related party	-	(50,000)
Payments for loan and offering costs	(4,650)	(184,982)
Net cash (used) provided by financing activities	(4,650)	1,265,018

Net (decrease) increase in cash and cash equivalents (10,395) 926,464

Cash and cash equivalents, beginning of period 262,740 304,656

Cash and cash equivalents, end of period \$252,345 \$1,231,120

SUPPLEMENTAL CASH FLOW INFORMATION:

Cash paid for interest \$233 \$16,753

NON-CASH FINANCING AND INVESTING ACTIVITIES:

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Issuance of note payable with a beneficial conversion feature	\$-	\$1,064,760
Issuance of note payable with a discount equivalent to the relative fair value of the accompanying warrant	\$-	\$435,240

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Dais Analytic Corporation
Notes to Financial Statements
Three Months Ended March 31, 2012
(Unaudited)

1. Background Information

Dais Analytic Corporation, a New York corporation (the "Company"), has developed and is commercializing applications using its nano-structure polymer technology. The first commercial product is an energy recovery ventilator ("ERV") (cores and systems) for use in commercial Heating, Ventilating, and Air Conditioning (HVAC) applications. In addition to direct sales, the Company licenses its nano-structured polymer technology to strategic partners in the aforementioned application and is in various stages of development with regard to other applications employing its base technologies. The Company was incorporated in April 1993 with its corporate headquarters located in Odessa, Florida.

The Company's accompanying financial statements are unaudited, but in the opinion of management, reflect all adjustments necessary to fairly state the Company's financial position, results of operations, stockholders' deficit and cash flows as of and for the dates and periods presented. The financial statements of the Company are prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information.

The unaudited financial statements and notes are presented as permitted by Form 10-Q. Accordingly, certain information and note disclosures normally included in the financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been omitted although the Company generally believes that the disclosures are adequate to ensure that the information presented is not misleading. The accompanying financial statements and notes should be read in conjunction with the audited financial statements and notes of the Company for the fiscal year ended December 31, 2011 included in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 30, 2012. The results of operations for the three month period ended March 31, 2012 are not necessarily indicative of the results that may be expected for any future quarters or for the entire year ending December 31, 2012.

2. Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. For the three months ended March 31, 2012, the Company incurred a net loss of \$18,383 and has incurred significant losses since inception. As of March 31, 2012, the Company has an accumulated deficit of \$37,991,549, negative working capital of \$3,806,809 and a stockholders' deficit of \$4,877,709. The Company did not repay the Secured Note or the 2011 Convertible Note on May 7, 2012, the extended maturity date. The lenders on the Secured Note and the 2011 Convertible Note may declare such notes in default, which the Company would have 15 days to cure. If the Company cannot repay the Secured Note, the lender could seize the Collateral. The Company provided \$6,964 and used \$322,067 of cash from operations during the three months ended March 31, 2012 and 2011, respectively. Cash used in operations is funded by proceeds from debt and equity financings. There is no assurance that such financing will be available in the future. In view of these matters, there is substantial doubt that the Company will continue as a going concern. The Company is currently pursuing the following sources of short and long-term working capital:

1. We are currently holding preliminary discussions with parties who are interested in licensing, purchasing the rights to, or establishing a joint venture to commercialize certain applications of our technology.
2. We are seeking growth capital from certain strategic and/or government (grant) related sources. In addition to said capital, these sources may, pursuant to any agreements that may be developed in conjunction with such funding, assist in the product definition and design, roll-out, and channel penetration of our products. As part of this step we will attempt to take advantage of key programs associated with the recently enacted American Recovery and Reinvestment Act of 2009.
3. We filed a registration statement on Form S-1 with the SEC which was declared effective on March 13, 2012. Pursuant to the registration statement, we registered 40 million shares of our common stock at a price per share of \$0.26, a price which is greater than our current market price.

The Company's ability to continue as a going concern is highly dependent on our ability to obtain additional sources of cash flow sufficient to fund our working capital requirements and repay our notes payable. However, there can be no assurance that the Company will be successful in its efforts to secure such cash flow. Any failure by us to timely procure additional financing or investment adequate to fund our ongoing operations, including planned product development initiatives and commercialization efforts, will have material adverse consequences on our financial condition, results of operations and cash flows.

The financial statements of the Company do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts and classifications of liabilities that might be necessary should the Company be unable to continue as a going concern.

3. Significant Accounting Policies

In the opinion of management, all adjustments necessary for a fair statement of (a) the results of operations for the three month periods ended March 31, 2012 and 2011, (b) the financial position at March 31, 2012 and December 31, 2011, and (c) cash flows for the three month periods ended March 31, 2012 and 2011, have been made.

The significant accounting policies followed are:

Use of estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and cash equivalents - Cash and cash equivalents are maintained at financial institutions and, at times, balances may exceed federally insured limits. The Company has never experienced any losses related to these balances. All non-interest bearing cash balances were fully insured at March 31, 2012 and December 31, 2011 due to a temporary federal program in effect from December 31, 2010 through December 31, 2012. Under the program, there is no limit to the amount of insurance for eligible accounts. Beginning 2013, insurance coverage will revert to \$250,000 per depositor at each financial institution, and the Company's non-interest bearing cash balances may again exceed federally insured limits.

Accounts receivable - Accounts receivable consist primarily of receivables from the sale of our ERV products. The Company regularly reviews accounts receivable for any bad debts based on an analysis of the Company's collection experience, customer credit worthiness, and current economic trends. At March 31, 2012, the days sales outstanding was 50, as compared to 76 at December 31, 2011. Based on management's review of accounts receivable, we have recorded an allowance for doubtful accounts of \$19,099 at March 31, 2012 and an allowance of \$24,771 at December 31, 2011.

Inventory - Inventory consists primarily of raw materials and is stated at the lower of cost, determined by first-in, first-out method, or market. Market is determined based on the net realizable value, with appropriate consideration given to obsolescence, excessive levels, deterioration and other factors.

Revenue recognition - Generally, the Company recognizes revenue for its products upon shipment to customers, provided no significant obligations remain and collection is probable. During the three months ended March 31, 2012 and 2011, four customers accounted for approximately 67% and 57% of revenues, respectively.

Our ConsERV product typically carries a warranty of two years for all parts contained therein with the exception of the energy recovery ventilator core which typically carries a 10 year warranty. The warranty includes replacement of defective parts. The Company has recorded an accrual of approximately \$59,500 and \$47,400 for future warranty expenses at March 31, 2012 and December 31, 2011, respectively.

Revenue derived from the sale of licenses is deferred and recognized as revenue on a straight-line basis over the life of the license, or until the license arrangement is terminated. The Company recognized revenue of \$20,500 from license agreements for both three months ended March 31, 2012 and 2011.

Employee stock based compensation - The Company recognizes all share-based awards to employees, including grants of employee stock options, as compensation expense in the financial statements based on their fair values. That expense will be recognized over the period during which an employee is required to provide services in exchange for the award, known as the requisite service period (usually the vesting period).

The value of each award is estimated at the grant date using the Black-Scholes option model with the following assumptions for awards granted during the three months ended March 31, 2011. There were no awards granted during the three months ended March 31, 2012.

	Three Months Ended March 31, 2011
Dividend rate	0%
Risk free interest rate	2.70%
Expected term	6.5 years
Expected volatility	101%

The basis for the above assumptions are as follows: the dividend rate is based upon the Company's history of dividends; the risk-free interest rate for periods within the expected term of the option is based on the U.S. Treasury yield curve in effect at the time of grant; the expected term was calculated based on the Company's historical pattern of options granted and the period of time they are expected to be outstanding; and expected volatility was calculated by review of a peer company's historical activity.

Forfeitures are estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. Based on historical experience of forfeitures, the Company estimated forfeitures at 0% for the three month period ended March 31, 2011.

Non-employee stock-based compensation - The Company's accounting policy for equity instruments issued to consultants and vendors in exchange for goods and services follows the provisions of EITF 96-18, "Accounting for Equity Instruments That are Issued to Other Than Employees for Acquiring , or in Conjunction with Selling Goods or Services," now ASC 505 and EITF 00-18 "Accounting Recognition for Certain Transactions Involving Equity Instruments Granted to Other Than Employees," now ASC 505. The measurement date for the fair value of the equity instruments issued is determined at the earlier of (i) the date at which a commitment for performance by the consultant or vendor is reached or (ii) the date at which the consultant or vendor's performance is complete. In the case of equity instruments issued to consultants, the fair value of the equity instrument is recognized over the term of the consulting agreement. Stock-based compensation related to non-employees is accounted for based on the fair value of the related stock or options or the fair value of the services, whichever is more readily determinable in accordance with ASC 718. The fair value of common stock issued for services is based on the closing stock price on the date the common stock was issued. During the three months ended March 31, 2012, the Company did not issue any non-employee stock based compensation. During the three months ended March 31, 2011, the Company issued 17,500 shares of common stock valued at \$6,475 for services rendered.

Research and development expenses and grant proceeds - Expenditures for research, development and engineering of products are expensed as incurred. For the three months ended March 31, 2012 and 2011, the Company incurred research and development costs of approximately \$158,800 and \$163,400, respectively. The Company accounts for proceeds received from government grants for research as a reduction in research and development costs. For the three months ended March 31, 2012 and 2011, the Company recorded approximately \$67,200 and \$161,400, respectively, in grant proceeds against research and development expenses on the statements of operations.

Government grants - Grants are recognized when there is reasonable assurance that the grant will be received and that any conditions associated with the grant will be met. When grants are received related to Property and Equipment, the Company reduces the basis of the assets resulting in lower depreciation expense over the life of the associated asset. Grants received related to expenses are reflected as a reduction of the associated expense in the period in which the expense is incurred.

Financial instruments - Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value hierarchy distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

- Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.
- Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates); and inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- Level 3 - Inputs that are both significant to the fair value measurement and unobservable.

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of March 31, 2012. The Company uses the market approach to measure fair value for its Level 1 financial assets and liabilities, which include cash equivalents of \$83,087 at March 31, 2012. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable assets and liabilities.

The respective carrying value of certain on-balance sheet financial instruments approximated their fair values due to the short-term nature of these instruments. These financial instruments include cash, accounts receivable, other receivables, accounts payable, accrued compensation and accrued expenses. The fair value of the Company's convertible notes payable is discussed in Note 4.

The Company's financial liabilities measured at fair value consisted of the following as of March 31, 2012:

	Fair Value Measurements at March 31, 2012			
	Total carrying value	Quoted prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Warrant liability	\$ 1,300,288	—	—	\$ 1,300,288

A reconciliation of the beginning and ending fair values of financial instruments valued using significant unobservable inputs (Level 3) is presented as follows:

	Warrant Liability
Balance at December 31, 2011	\$ 1,888,218
Change in fair value	(587,930)
Balance at March 31, 2012	\$ 1,300,288

Income taxes - Income taxes are accounted for under the asset and liability method. Deferred income tax assets and liabilities are computed on the basis of differences between the financial statement and tax basis of assets and liabilities that will result in taxable or deductible amounts in the future based upon enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized.

The Company accounts for tax uncertainties under the provisions of FASB ASC 740-10 "Uncertainty in Income Taxes" (ASC 740-10). The Company has not recognized a liability as a result of the implementation of ASC 740-10. A reconciliation of the beginning and ending amount of unrecognized tax benefits has not been provided since there is no unrecognized benefit since the date of adoption. The Company has not recognized interest expense or penalties as a result of the implementation of ASC 740-10. If there were an unrecognized tax benefit, the Company would recognize interest accrued related to unrecognized tax benefits in interest expense and penalties in operating expenses.

Earnings (loss) per share - Basic income (loss) per share is computed by dividing net income (loss) attributable to common stockholders by the weighted average common shares outstanding for the period. Diluted income (loss) per share is computed giving effect to all potentially dilutive common shares. Potentially dilutive common shares may consist of incremental shares issuable upon the exercise of stock options and warrants and the conversion of notes payable to common stock. In periods in which a net loss has been incurred, all potentially dilutive common shares are considered anti-dilutive and thus are excluded from the calculation. At March 31, 2012 and 2011, the Company had 54,463,591 and 54,636,713 potentially dilutive common shares which were not included in the computation of income (loss) per share.

Derivative financial instruments - The Company does not use derivative instruments to hedge exposure to cash flow, market or foreign currency risk. Terms of convertible promissory note instruments are reviewed to determine whether or not they contain embedded derivative instruments that are required under ASC 815 "Derivative and Hedging" (ASC 815) to be accounted for separately from the host contract, and recorded on the balance sheet at fair value. The fair value of derivative liabilities, if any, is required to be revalued at each reporting date, with corresponding changes in fair value recorded in current period operating results.

Freestanding warrants issued by the Company in connection with the issuance or sale of debt and equity instruments are considered to be derivative instruments and are evaluated and accounted for in accordance with the provisions of ASC 815. Pursuant to ASC 815, an evaluation of specifically identified conditions is made to determine whether fair value of warrants issued is required to be classified as equity or as a derivative liability.

Reclassifications - Certain reclassifications have been made to the financial statements for the three months ended March 31, 2011 to conform to the presentation as of and for the three months ended March 31, 2012.

Recent accounting pronouncements - Recent accounting pronouncements issued by FASB (including EITF), the AICPA and the SEC did not or are not believed by management to have a material impact on the Company's present or future financial statements.

4. Notes Payable

Notes payable consist of the following:

	March 31, 2012	December 31, 2011
Convertible note payable, related party; interest at 10% per annum; due May 7, 2012	\$ 1,000,000	\$ 1,000,000
Secured convertible note payable, related party; interest at 10% per annum; due May 7, 2012	1,500,000	1,500,000
Note payable; related party	624	624
	2,500,624	2,500,624
Less unamortized discount		— (358,555)
Less amounts currently due, net of unamortized discount	(2,500,624)	(2,142,069)
Long-term portion	\$ —	\$ —

Notes Payable

In December 2009, we secured a 10% loan in the principal amount of \$1,000,000 from an investor. Pursuant to the terms of the note, we are to pay the holder simple interest at the rate of ten percent per annum commencing on the date of issuance with all interest and principal due and payable in cash on or before June 17, 2010. The note's maturity date was extended to April 30, 2011. On March 22, 2011, the Company entered into a Securities Amendment and Exchange Agreement and an Amended and Restated Convertible Promissory Note ("Convertible Note", collectively "Exchange Agreements") with this investor. Pursuant to the terms and subject to the conditions set forth in the Exchange Agreements, the Company and the Investor amended and restated the \$1,000,000 unsecured promissory note to, among other things, add a conversion option and extend the maturity date to March 22, 2012 (as amended and restated, the "2011 Convertible Note"). Interest in the amount of 10% per annum, commencing on December 17, 2009 and calculated on a 365 day year, and the principal amount of \$1,000,000 will be due in full on March 22, 2012. Subject to the terms and conditions of the 2011 Convertible Note, including limitations on conversion, the outstanding principal and interest under the 2011 Convertible Note will automatically convert into shares of the Company's common stock at the then-effective conversion price upon the closing of a qualified firm commitment underwritten public offering or may be voluntarily converted by the investor at anytime during the debt term. The initial conversion price is \$0.26 per share, a price which is greater than our current market price. Any principal or interest which is not converted will be repaid by the Company at the earlier of a qualified offering, (as defined in the 2011 Convertible Note which is filed as an exhibit to the Form 8K filed with the Securities and Exchange Commission on March 28, 2011), or March 22, 2012. Pursuant to and during the term of the 2011 Convertible Note, the Company will not issue or allow to exist any obligation for borrowed money, except for subordinate indebtedness in payment and priority, trade payables incurred in the ordinary course of business, purchase money secured indebtedness for equipment or inventory, unsecured and subordinate, or unsecured and subordinate working capital guarantees provided by, the Export Import Bank of the United States (the "EXIM Bank"). Effective March 20, 2012, the Company and the Investor amended the 2011 Convertible Note and to extend the maturity date to May 7, 2012.

On March 22, 2011, in connection with the above Exchange Agreements, the Company entered into amendments to existing warrant agreements with the investor to extend the terms of the existing stock purchase warrants, dated on or about December 31, 2007 and March 12, 2009, respectively, to March 22, 2016 and to provide for cashless exercise unless such warrant shares are registered for resale under a registration statement. In addition, on March 22, 2011, the Company issued an additional stock purchase warrant to the investor to purchase 1,000,000 shares of the Company's common stock at \$0.45 per share, exercisable commencing on the earliest of the consummation of the qualified offering (as defined in the Exchange Agreements), the date of conversion of the Convertible Note in full, or the date of conversion of the Convertible Note by the investor in the greatest number of shares of the Company's common stock not to exceed 9.99% beneficial ownership of Company outstanding common stock and terminating on March 22, 2016.

The 2011 Convertible Note is a hybrid financial instruments that blends characteristics of both debt and equity securities. The note embodies settlement alternatives to the holder providing for either redemption of principal and interest in cash (forward component) or conversion into the Company's common stock (embedded conversion feature). The forward component was valued using the present value of discounted cash flows arising from the contractual principal and interest payment terms and the embedded conversion feature was valued using the Monte Carlo simulation method. The fair value of the 2011 Convertible Note was estimated to be \$1,964,905 on the date of the exchange, which resulted in a loss on extinguishment of debt of \$964,905. Further, in accordance with ASC 470-20-25 and ASC 470-50-40, the net premium of \$964,905 associated with the 2011 Convertible Note was reclassified to capital in excess of par value under the presumption that such net premium represented a capital contribution. Consequently, the 2011 Convertible Note is being carried at face value. The fair value of the additional warrant to purchase 1,000,000 shares and the value associated with the previously issued warrants that were amended was determined to be \$716,890 using the Black-Scholes option model and is included in the aggregate loss on extinguishment of \$1,681,795. Since the loan is held by a related party, the loss on extinguishment has been treated as a capital transaction and, as a result, this transaction had no net effect on capital in excess of par value.

Also, on March 22, 2011, the Company entered into a 10% note and warrant purchase agreement, secured convertible promissory note and patent security agreement ("financing agreements") with the investor. Pursuant to the terms and subject to the conditions set forth in the financing agreements, the investor has provided a bridge loan in the amount of \$1,500,000 to the Company, which is secured by all patents, patent applications and similar protections of the Company and all rents, royalties, license fees and "accounts" with respect to such intellectual property assets. Pursuant to the secured convertible promissory Note ("Secured Note"), interest in the amount of 10% per annum, calculated on a 365 day year, and the principal amount of \$1,500,000 is due and payable on March 22, 2012, subsequently extended to May 7, 2012, but repayment is accelerated upon a qualified offering (as defined in the note). In the event of such qualified offering, and subject to the terms and conditions of the Secured Note, the outstanding principal and interest under the Secured Note will automatically convert, subject to the limitations on conversion described in the note, into shares of the Company's common stock at the then-effective conversion price upon the closing of such qualified offering. The initial conversion price is \$0.26 per share, a price which is greater than our current market price. Any principal or interest which is not converted will be repaid by the Company at the earlier of a qualified offering or March 22, 2012, subsequently extended to May 7, 2012. No cash fees were paid to any party to the transaction in exchange for lending the money. Effective March 20, 2012, the Company and the investor amended the Secured Note to extend the maturity date to May 7, 2012.

On March 22, 2011, in connection with the Financing Agreements, the Company issued a Stock Purchase Warrant to the Investor to purchase 3,000,000 shares of the Company's common stock at \$0.45 per share, exercisable until March 22, 2016. The Warrant was fair valued on the date of issuance, which amounted to \$1,204,787. The warrant value was recorded as a debt discount based on the relative fair value of the warrant to the total proceeds received, which amounted to \$435,240. The Warrant was fair valued using the Black-Scholes-Merton valuation model. In addition, the debt contained a beneficial conversion feature, which was valued at the date of issuance at \$1,762,163; however, since

this amount is in excess of the net value of the debt less the warrant discount, the beneficial conversion feature will be limited to \$1,064,760 and recorded as a discount on the loan. The total debt discount of \$1,500,000 is being amortized using the effective interest method over the 12-month term of the Secured Note. For the three months ended March 31, 2012 and 2011, the Company recognized \$358,555 and \$117,819, respectively, in additional interest expense representing amortization of this debt discount.

The fair value of warrants issued in 2011 related to the above debt transaction were calculated using the Black-Scholes model with the following assumptions: Expected life in years: 5-10 years; Estimated volatility 115%-117%, Risk-free interest rate: 1.89%-2.07%; Dividend yield: 0%.

Pursuant to and during the term of the Secured Note, the Company will not issue or permit to exist any obligation for borrowed money, except for trade payables incurred in the ordinary course of business, purchase money secured indebtedness for equipment or inventory, unsecured and subordinate indebtedness to, or unsecured and subordinate working capital guarantees provided by, the EXIM Bank, the 2011 Convertible Note, dated March 22, 2011, issued to the Investor in the principal amount of \$1,000,000 and other unsecured indebtedness for borrowed money in an amount not to exceed \$750,000.

Pursuant to the Patent Security Agreement issued in connection with the Note and Warrant Purchase of March 22, 2011, the Company shall not, without the Investor's prior consent, sell, dispose or otherwise transfer all or any portion of the Collateral, except for license grants in the ordinary course of business. In addition, the Company will take all actions reasonably necessary to prosecute to allowance applications for patents and maintain all patents, and to seek to recover damages for infringement, misappropriation or dilution of the Collateral with limited exceptions.

The Company did not repay the Secured Note or the 2011 Convertible Note on May 7, 2012, the extended maturity date. The lenders on the Secured Note and the 2011 Convertible Note may declare such notes in default, which the Company would have 15 days to cure. If the Company cannot repay the Secured Note, the lender could seize the Collateral which may cause us to cease or curtail operations.

In connection with a qualified offering, and subject to the terms and conditions of the Convertible Note, the Company will use reasonable efforts to include the Investor's securities in such offering. Pursuant to the terms and conditions of the Exchange Agreements, the Investor will not, if requested in writing by the underwriter, sell, offer to sell or otherwise transfer or dispose of (other than to affiliates) any securities of the Company held by it for a period of 180 days from the date of the final prospectus relating to such qualified offering, except for certain limited sales as more fully described in the Exchange Agreements.

Accrued interest on the above notes was \$382,877 and \$320,548 at March 31, 2012 and December 31, 2011, respectively.

5. Related Party Transactions

Timothy N. Tangredi, our Chief Executive Officer and Chairman, is a founder and a member of the board of directors of Aegis BioSciences, LLC ("Aegis"). Mr. Tangredi currently owns 52% of Aegis' outstanding equity and spends approximately one to two days per month on Aegis business for which he is compensated by Aegis. Aegis has two exclusive, world-wide licenses from us under which it has the right to use and sell products containing our polymer technologies in biomedical and health care applications. As a result of a \$150,000 payment made by Aegis, the first license is considered fully paid and as such no additional license revenue will be forthcoming. Pursuant to the second license Aegis made an initial one-time payment of \$50,000 and is to make royalty payments of 1.5% of the net sales price it receives with respect to any personal hygiene product, surgical drape or clothing products (the latter when employed in medical and animal related fields) and license revenue it receives should Aegis grant a sublicense to a third party. To date Aegis has sold no such products nor has it received any licensing fees requiring a royalty payment be made to us. All obligations for such payments will end on the earlier of June 2, 2015 or upon the aggregate of all sums paid to us by Aegis under the agreement reaching \$1 million. The term of each respective license runs for the duration of the patented technology.

The Company rents a building that is owned by two stockholders of the Company, one of which is the Chief Executive Officer. Rent expense for this building is \$3,800 per month. The Company recognized rent expense of approximately \$11,400 in each of the three months ended March 31, 2012 and 2011. At March 31, 2012 and December 31, 2011, \$66,591 and \$58,367, respectively, were included in accounts payable for amounts owed to these stockholders for rent.

The Company also has accrued compensation due to the Chief Executive Officer and three other employees for deferred salaries earned and unpaid as of March 31, 2012 and December 31, 2011 of \$1,407,273 and \$1,405,606, respectively.

The above terms and amounts are not necessarily indicative of the terms and amounts that would have been incurred had comparable transactions been entered into with independent parties.

6. Stock Options and Warrants

Options

In June 2000 and November 2009, our Board of Directors adopted, and our shareholders approved, the 2000 Plan and 2009 Plan, respectively (together the “Plans”). The Plans provide for the granting of options to qualified employees of the Company, independent contractors, consultants, directors and other individuals. The Company’s Board of Directors approved and made available 11,093,886 and 15,000,000 shares of common stock to be issued pursuant to the 2000 Plan and the 2009 Plan. The Plans permit grants of options to purchase common shares authorized and approved by the Company’s Board of Directors.

The average fair value of options granted at market during three months ended March 31, 2011 was \$0.25 per option, respectively. There were no options awarded during the three months ended March 31, 2012. There were no options exercised during the three months ended March 31, 2012 and 2011.

The following summarizes the information relating to outstanding stock options activity with employees during 2012 and 2011:

	Common Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value
Outstanding at December 31, 2011	17,402,757	\$ 0.32	6.66	\$ 352,065
Expired/Forfeited	(381,333)	\$ 0.25		
Outstanding at March 31, 2012	17,021,424	\$ 0.32	6.45	\$ 150,215
Exercisable at March 31, 2012	16,228,300	\$ 0.32	6.34	\$ 150,215

Stock compensation expense was approximately \$41,600 for the three months ended March 31, 2012 and \$392,000 for the three months ended March 31, 2011. The total fair value of shares vested during the three months ended March 31, 2012 and 2011 was approximately \$87,300 and \$452,500, respectively.

As of March 31, 2012, there was approximately \$221,400 of unrecognized employee stock-based compensation expense related to non vested stock options, of which \$124,300, \$83,400 and \$13,700 is expected to be recognized for the remainder of the fiscal year ending December 31, 2012, and for the fiscal years ending 2013 and 2014, respectively.

The following table represents our non vested share-based payment activity with employees for the three months ended March 31, 2012:

	Number of Options	Weighted Average Grant Date Fair Value
Nonvested options - December 31, 2011	1,094,236	\$ 0.29
Granted	—	\$ —
Vested	(304,583)	\$ 0.29
Forfeited	3,471	\$ —
Nonvested options - March 31, 2012	793,124	\$ 0.29

Warrants

At March 31, 2012, the Company had outstanding warrants to purchase the Company's common stock which were issued in connection with multiple financing arrangements and consulting agreements. Information relating to these warrants is summarized as follows:

Warrants	Remaining Number Outstanding	Weighted Average Remaining Life (Years)	Weighted Average Exercise Price
Warrants-Additional Financing	404,537	.48	\$ 0.55
Warrants-Robb Trust Note	50,000	.60	\$ 0.55
Warrants-Financing	17,000,000	1.50	\$ 0.30
Warrants-Placement Agent Warrants	401,333	.84	\$ 0.25
Warrants-Tangredi	3,000,000	1.01	\$ 0.36
Warrants-Ehrenberg	250,000	1.35	\$ 0.30
Warrants-Consulting Agreement	825,000	2.52	\$ 0.30
Warrants-Note Conversions	2,302,538	2.17	\$ 0.39
Warrants-Stock Purchases	1,720,770	3.25	\$ 0.40
Warrants-Services	400,000	2.81	\$ 0.50
Tota	26,354,178		

7. Genertec Agreement

On August 21, 2009, we entered into an Exclusive Distribution Agreement with Genertec, under which we are to supply and Genertec is to distribute, on an exclusive basis, three of our nanotechnology-based membrane products and related products in Greater China, including mainland China, Hong Kong, Macau and Taiwan. The agreement provides that a minimum quantity of said products is to be purchased by Genertec during each contract year of the initial term. In the event Genertec fails to purchase the minimum amount of products in any given year, we may convert the exclusivity provided to Genertec to a non-exclusive or terminate the agreement. Genertec has agreed to engage and appoint authorized person(s) or firm(s), to install, engineer, perform maintenance, sell and use the products within the defined distribution area and neither Genertec nor its designated buyer is permitted to alter, decompile or modify our products in any way. As consideration for entering into this agreement, Genertec agreed to pay us a deposit in monthly installments beginning in September 2009 and continuing through April, 2010. All such payments are to be applied to products purchased by Genertec. During the initial term of the agreement, the parties are to negotiate in good faith a royalty bearing license agreement whereby Genertec may be granted a license to manufacture certain portions of the our products in the designated territory. The initial term of the agreement shall be for a period of five (5) years, commencing on August 21, 2009, unless earlier terminated. Unless notice of termination is delivered to the respective parties 180 days prior to the expiration of the initial term, the Agreement will automatically renew for consecutive one year periods. We may terminate this agreement in the event: (1) Genertec fails to pay the deposit as indicated, (2) Genertec does not purchase the minimum amount of our designated products during any contract year, (3) breach by Genertec of its obligations under the Agreement, or (4) at our discretion immediately upon the transfer of fifty percent (50%) or more of either the assets of the voting stock of Genertec to any third party. Genertec may not assign the Agreement to any party without our prior written consent. During 2011, Genertec expressed a desire to limit its participation in this endeavor as they find NanoAir and NanoClear to have engineering requirements they are not best suited to undertake. During the three months ended March 31, 2012, we terminated this agreement and the CAST agreement (discussed below) and recognized the \$150,000 deposit as

revenue.

8. CAST Systems Control Technology

In April of 2010, the Company entered into a technical and sales agreement with CAST Systems Control Technology Co., Ltd. (“CAST”) and Genertec. Under the terms of the Agreement, the Company will supply to CAST, through Genertec, key system components of its nanotechnology clean water process. The Agreement is conditioned upon the Company obtaining a letter of credit from GTA in the amount as agreed to by the parties on or before April 13, 2010. The Company has received the required letter of credit. This Agreement, the terms of which are disclosed in the Company’s Current Report on Form 8-K, filed on April 9, 2010, is made pursuant to and in support of the \$200 million distribution agreement made between the Company and Genertec on August 21, 2009, granting Genertec the exclusive right to obtain, distribute and market the Company’s nanotechnology-based membrane and related products in China, including mainland China, Hong Kong, Macau and Taiwan, the terms of which are summarized above and more fully disclosed in the Company’s Current Report on Form 8-K, filed August 27, 2009. During the three months ended March 31, 2012, we terminated this agreement.

9. Derivative Financial Instruments

In September 2008, the FASB ratified the consensus reached on EITF Issue No. 07-5, Determining Whether an Instrument (or an Embedded Feature) is Indexed to an Entity's Own Stock ("EITF 07-5") (codified as ASC 815-40-15-5). This EITF provides guidance for determining whether an equity-linked financial instrument (or embedded feature) is indexed to an entity's own stock. The EITF applies to any freestanding financial instrument or embedded feature that has all the characteristics of a derivative under ASC 815-10-15-13 through 15-130, Accounting for Derivative Instruments and Hedging Activities, for purposes of determining whether that instrument or embedded feature qualifies for the first part of the scope exception. The EITF also applies to any freestanding financial instrument that is potentially settled in an entity's own stock, regardless of whether the instrument has all the characteristics of a derivative under ASC 815-10-13 through 15-130, for purposes of determining whether the instrument is within the scope of EITF No. 00-19 Accounting for Derivative Financial Instruments Indexed to, and Potentially Settled in, a Company's Own Stock ("EITF 00-19") (codified as ASC subtopic 815-40). EITF No. 07-5 was effective beginning the first quarter of fiscal 2009.

Due to certain adjustments that may be made to the exercise price of the warrants issued in December 2007, January 2008 and August 2008 if the Company issues or sells shares of its common stock at a price which is less than the then current warrant exercise price, these warrants have been classified as a liability as opposed to equity in accordance with the Derivatives and Hedging Topic of the FASB ASC 815-10-15 as it was determined that these warrants were not indexed to the Company's stock. As a result, the fair market value of these warrants was remeasured on January 1, 2009 and marked to market at each subsequent financial reporting period. The change in fair value of the warrants is recorded in the statement of operations and is estimated using the Black-Scholes option-pricing model with the following assumptions:

	For the Three Months Ended March	
	2012	2011
Exercise price	\$ 0.25	\$ 0.25
Market value of stock at end of period	\$ 0.19	\$ 0.44
Expected dividend rate	N/A	N/A
Expected volatility	167% - 174%	164% - 173%
Risk-free interest rate	0.19%	0.97% - 1.25%
Expected life in years	0.70 - 0.84	1.70 - 2.35
Shares underlying warrants outstanding classified as liabilities	13,401,333	15,543,641

All warrants issued by the Company other than the above noted warrants are classified as equity.

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

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our financial statements and the notes thereto included elsewhere in this quarterly report on Form 10-Q and in our annual report on Form 10-K filed with the Securities and Exchange Commission on March 30, 2012.

THIS FILING, INCLUDING BUT NOT LIMITED TO "MANAGEMENT'S DISCUSSION AND ANALYSIS", CONTAINS FORWARD-LOOKING STATEMENTS. THE WORDS "ANTICIPATED," "BELIEVE," "EXPECT," "PLAN," "INTEND," "SEEK," "ESTIMATE," "PROJECT," "WILL," "COULD," "MAY," AND SIMILAR EXPRESSIONS ARE INTENDED TO IDENTIFY FORWARD-LOOKING STATEMENTS. THESE STATEMENTS INCLUDE, AMONG OTHERS, INFORMATION REGARDING FUTURE OPERATIONS, FUTURE CAPITAL EXPENDITURES, AND FUTURE NET CASH FLOW. SUCH STATEMENTS REFLECT THE COMPANY'S CURRENT VIEWS WITH RESPECT TO FUTURE EVENTS AND FINANCIAL PERFORMANCE AND INVOLVE RISKS AND UNCERTAINTIES, INCLUDING, WITHOUT LIMITATION, GENERAL ECONOMIC AND BUSINESS CONDITIONS, CHANGES IN FOREIGN, POLITICAL, SOCIAL, AND ECONOMIC CONDITIONS, REGULATORY INITIATIVES AND COMPLIANCE WITH GOVERNMENTAL REGULATIONS, THE ABILITY TO ACHIEVE FURTHER MARKET PENETRATION AND ADDITIONAL CUSTOMERS, AND VARIOUS OTHER MATTERS, MANY OF WHICH ARE BEYOND THE COMPANY'S CONTROL. OUR ACTUAL RESULTS COULD DIFFER MATERIALLY FROM THOSE ANTICIPATED IN THESE FORWARD-LOOKING STATEMENTS AS A RESULT OF SEVERAL FACTORS, INCLUDING THE RISKS FACED BY US AS DESCRIBED BELOW AND ELSEWHERE IN THIS FORM 10-Q AS WELL AS IN OUR FORM 10-K FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON MARCH 30, 2012. IN LIGHT OF THESE RISKS AND UNCERTAINTIES THERE CAN BE NO ASSURANCE THAT THE FORWARD-LOOKING STATEMENTS CONTAINED IN THIS FORM 10-Q WILL OCCUR. WE HAVE NO OBLIGATION TO PUBLICLY UPDATE OR REVISE THESE FORWARD-LOOKING STATEMENTS TO REFLECT NEW INFORMATION, FUTURE EVENTS, OR OTHERWISE, EXCEPT AS REQUIRED BY FEDERAL SECURITIES LAWS AND WE CAUTION YOU NOT TO PLACE UNDUE RELIANCE ON THESE FORWARD-LOOKING STATEMENTS. WE MAY NOT UPDATE THESE FORWARD-LOOKING STATEMENTS, EVEN THOUGH OUR SITUATION MAY CHANGE IN THE FUTURE.

OVERVIEW

We have developed and patented a nano-structure polymer technology, which is being commercialized in products based on the functionality of these materials. We believe the applications of our technology have promise in a number of diverse market segments and products.

The initial product focus of the Company is ConsERV, an energy recovery ventilator. Our primary focus is to expand our marketing and sales of our ConsERV products. We also have new product applications in various stages of development. We believe that three of these product applications, including an advanced air conditioning system which is projected to be more energy efficient and have lower emissions compared to current HVAC equipment, a sea-water desalination product and an electrical energy storage device, may be brought to market in the foreseeable future if we receive adequate capital funding.

We expect ConsERV™ to continue to be our focused commercial product through 2012 with a growing emphasis on moving the development of the NanoClear and NanoAir technologies towards commercialization.

REVENUES

We generate our revenues primarily from the sale of our ConsERV™ products in largely commercial HVAC markets with a small amount of revenue coming from residential sales to consumers and HVAC distributors. Sales channels for our ConsERV™ products include OEMs, distributors, retailers, and consumers. We also occasionally license our technology to strategic partners and sell various prototypes of other product applications that use our polymer technology.

Our near term revenue growth is dependent on continued sales from (i) diversified and seasoned independent sales representatives, (ii) a greater number of independent sales representatives (iii) fulfilling the ventilation needs of the growing “energy consultant” marketplace which work to lower their client’s energy costs and emissions, and (iv) from the Company’s own ‘customer direct’ sales activities, all of which focus on the sale of product primarily into the commercial user marketplace with a growing emphasis on low rise structures (small commercial buildings, multi-purpose structures, and residences). In addition, the Company and its independent sales representative sales force will work to secure orders for ConsERV™ “core only” sales from HVAC equipment manufacturers and from distribution firms servicing the equipment needs of the HVAC installer community. We are also working to create license/supply relationships with HVAC or ERV OEMs preferably having a dominant presence in existing direct related sales channels.

COST OF SALES

Our cost of sales consists primarily of materials (including freight), direct labor, and outsourced manufacturing expenses incurred to produce our ConsERV™ products.

We are dependent on third parties to manufacture the key components needed for our nano-structured based materials and value added products made with these materials. Accordingly, a supplier's failure to supply components in a timely manner, or to supply components that meet our quality, quantity and cost requirements or our technical specifications, or the inability to obtain alternative sources of these components on a timely basis or on terms acceptable to us, would create delays in production of our products or increase our unit costs of production. Certain of the components contain proprietary products of our suppliers, or the processes used by our suppliers to manufacture these components are proprietary. If we are required to replace any of our suppliers, while we should be able to obtain comparable components from alternative suppliers at comparable costs, it would create a delay in production.

Our cost of sales may fluctuate due to a number of factors, including, but not limited to:

- A change in key suppliers or the prices that they charge for the fundamental components of our ConsERV™ products;
- An increase in the labor resources needed to expand the production of our ConsERV™ products;
- Commercialization of new product applications of our polymer technology;
- Continued technological improvements in key materials or configuration(s) to reduce our 'per unit' cost structure; and
- Additional outsourcing of our manufacturing and assembly processes with strategic partners to reduce our 'per unit' cost structure.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

Our selling, general and administrative expenses consist primarily of payroll and related benefits, share-based compensation, professional fees, marketing and channel support costs, and other infrastructure costs such as insurance, information technology and occupancy expenses.

Our selling, general and administrative expenses may fluctuate due to a variety of factors, including, but not limited to:

- Additional expenses as a result of being a reporting company including, but not limited to, director and officer insurance, director fees, SEC reporting and compliance expenses, transfer agent fees, additional staffing, professional fees and similar expenses;
- Additional infrastructure needed to support the expanded commercialization of our ConsERV™ products and/or new product applications of our polymer technology for, among other things, administrative personnel, physical space, marketing and channel support and information technology; and

- The fair value of new share-based awards, which is based on various assumptions including, among other things, the volatility of our stock price

Results of Operations

The following table sets forth, for the periods indicated, certain data derived from our Statements of Operations and certain of such data expressed as a percentage of revenues:

	Three Months Ended March 31,	
	2012	2011
Revenues	\$ 1,039,483	\$ 858,694
Percentage of revenues	100.0%	100.0%
Cost of goods sold	\$ 683,137	\$ 700,890
Percentage of revenues	65.7%	81.6%
Research and development expenses, net grant revenue	\$ 91,598	\$ 2,036
Percentage of revenues	8.8%	0.24%
Selling, general and administrative expenses	\$ 434,765	\$ 922,297
Percentage of revenues	41.8%	107.4%
Amortization of discount on convertible note payable	\$ 358,555	\$ 117,819
Percentage of revenues	34.5%	13.7%
Interest expense	\$ 77,786	\$ 45,720
Percentage of revenues	7.5%	5.3%
Change in fair value of warrant liability	\$ (587,930)	\$ 2,352,106
Percentage of revenues	56.6%	273.9%
Net loss	\$ (18,383)	\$ (3,282,145)
Percentage of revenues	(1.8)%	(382.2)%

Summary of Three Months Ended March 31, 2012 Results of Operations

REVENUES: Total revenues for the three months ended March 31, 2012 and 2011 were \$1,039,483 and \$858,694, respectively, an increase of \$180,789 or 21%. The increase in revenues in the 2012 period is primarily attributable to an increase in ConsERV System sales by 21%. This increase was due to generating additional sales in product customizations, a change in the product mix and an increase in the number and size of its sales transactions in 2012 compared to 2011. The increase in revenues was also due to the recognition of the \$150,000 nonrefundable deposit related to the termination of the Genertec and the CAST agreements during the three months ended March 31, 2012. During the three months ended March 31, 2012 and 2011, four customers accounted for approximately 67% and 57% of revenues, respectively.

COST OF GOODS SOLD: Cost of goods sold decreased \$17,753 to \$683,137 and represented 66% of revenues, for the three months ended March 31, 2012 compared to \$700,890 or 82% of revenues for the three months ended March 31, 2011. Gross profit margin increased from 18% in 2011 to 34% in 2012. The increase in the gross profit margin was due to the increase in sales and improved prices on materials. The Company has also moved the production of additional products in house to aid in customer satisfaction through improved customer service and overall production time.

RESEARCH AND DEVELOPMENT EXPENSES, NET OF GRANT REVENUE: Research and development expenses, net of grant revenue of \$91,598 for the three months ended March 31, 2012 increased \$89,562 from \$2,036 in the same period of 2011. The increase is primarily due to the decrease in grant revenue that was serving to offset our research and development expenses.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES: Selling, general and administrative expenses of \$434,765 for the three months ended March 31, 2012 decreased \$487,532 from \$922,297 in the same period of 2011 or 53%. The decrease was due to a decrease in professional fees of approximately \$105,200 and approximately \$350,000 decrease in stock based compensation.

AMORTIZATION OF DISCOUNT ON CONVERTIBLE NOTE PAYABLE: Amortization of the discount on the convertible note payable was \$358,555 for the three months ended March 31, 2012 compared to \$117,819 for the same period of 2011, an increase of \$240,736. This increase was primarily attributable to the \$1,500,000 note payable issued on March 22, 2011 being outstanding for 91 days during the period ended March 2012 as opposed to nine days during the three month period ended March 31, 2011.

INTEREST EXPENSE: Interest expense was \$77,786 for the three months ended March 31, 2012 compared to \$45,720 for the same period of 2011, an increase of \$32,066. This increase was primarily due to the \$1,500,000 increase in the notes payable at the end of March 2011.

CHANGE IN FAIR VALUE OF WARRANT LIABILITY: The change in the fair value of warrant liability decreased by \$2,940,036 for the three months ended March 31, 2012 to (\$587,930) from \$2,352,106 in the prior period ended March 31, 2011 due to the change in the fair value of the underlying warrant liability based on the Black-Scholes option pricing model. See Note 9 in the accompanying Financial Statements.

NET LOSS: Net loss for the three months ended March 31, 2012 decreased by \$3,263,762 to \$18,383 from \$3,282,145 for the three months ended March 31, 2011. The change is primarily due to the increase in gross margin, the decrease in selling, general and administrative expenses and the change in fair value of warrant liability as discussed above.

Liquidity and Capital Resources

The Company finances its operations primarily through sales of its ConsERV™ products, sales of its common stock, the issuance of convertible promissory notes, unsecured promissory notes and license agreements.

Our historical revenues have not been sufficient to sustain our operations. We have not achieved profitability in any year since inception and we expect to continue to incur net losses and negative cash flow from operations until we can produce sufficient revenues to cover our costs, which are not expected for several years. Furthermore, even if we achieve our goal of selling a greater number of ConsERV™ units, we anticipate that we will continue to incur losses until we can cost-effectively produce and sell our products to a wider market. Our profitability will require the successful commercialization of our ConsERV™ products and any future products we develop. No assurances can be given when this will occur.

We filed a registration statement on Form S-1 with the SEC which was declared effective on March 13, 2012 (Registration No. 333-176894). Pursuant to the registration statement, we registered 40 million shares of our common stock at a purchase price per share of \$0.26, a price which is greater than our current market price. The price of the shares registered will remain fixed while the registration statement is effective. Because there is no minimum offering amount required as a condition to closing in this offering, the proceeds to us, if any, are not presently determinable and may be substantially less than the total gross registered amount of \$10.4 million. As disclosed in our registration statement, we intend to use the proceeds for working capital, general corporate purposes and repayment of certain outstanding indebtedness.

Notes Payable

In December 2009, we secured a 10% loan in the principal amount of \$1,000,000 from an investor. Pursuant to the terms of the note, we are to pay the holder simple interest at the rate of ten percent per annum commencing on the date of issuance with all interest and principal due and payable in cash on or before June 17, 2010. The note's maturity date was extended to April 30, 2011. On March 22, 2011, the Company entered into a Securities Amendment and Exchange Agreement and an Amended and Restated Convertible Promissory Note ("Convertible Note", collectively "Exchange Agreements") with this investor. Pursuant to the terms and subject to the conditions set forth in the Exchange Agreements, the Company and the Investor amended and restated the \$1,000,000 unsecured promissory note to, among other things, add a conversion option and extend the maturity date to March 22, 2012 (as amended and restated, the "2011 Convertible Note"). Interest in the amount of 10% per annum, commencing on December 17, 2009 and calculated on a 365 day year, and the principal amount of \$1,000,000 will be due in full on March 22, 2012. Subject to the terms and conditions of the 2011 Convertible Note, including limitations on conversion, the outstanding principal and interest under the 2011 Convertible Note will automatically convert into shares of the Company's common stock at the then-effective conversion price upon the closing of a qualified firm commitment underwritten public offering or may be voluntarily converted by the investor at anytime during the debt term. The initial conversion price is \$0.26 per share, a price which is greater than our current market price. Any principal or

interest which is not converted will be repaid by the Company at the earlier of a qualified offering, (as defined in the 2011 Convertible Note which is filed as an exhibit to the Form 8K filed with the Securities and Exchange Commission on March 28, 2011), or March 22, 2012. Pursuant to and during the term of the 2011 Convertible Note, the Company will not issue or allow to exist any obligation for borrowed money, except for subordinate indebtedness in payment and priority, trade payables incurred in the ordinary course of business, purchase money secured indebtedness for equipment or inventory, unsecured and subordinate, or unsecured and subordinate working capital guarantees provided by, the Export Import Bank of the United States (the "EXIM Bank"). Effective March 20, 2012, the Company and the Investor amended the 2011 Convertible Note and to extend the maturity date to May 7, 2012.

On March 22, 2011, in connection with the above Exchange Agreements, the Company entered into amendments to existing warrant agreements with the investor to extend the terms of the existing stock purchase warrants, dated on or about December 31, 2007 and March 12, 2009, respectively, to March 22, 2016 and to provide for cashless exercise unless such warrant shares are registered for resale under a registration statement. In addition, on March 22, 2011, the Company issued an additional stock purchase warrant to the investor to purchase 1,000,000 shares of the Company's common stock at \$0.45 per share, exercisable commencing on the earliest of the consummation of the qualified offering (as defined in the Exchange Agreements), the date of conversion of the Convertible Note in full, or the date of conversion of the Convertible Note by the investor in the greatest number of shares of the Company's common stock not to exceed 9.99% beneficial ownership of Company outstanding common stock and terminating on March 22, 2016.

The 2011 Convertible Note is a hybrid financial instruments that blends characteristics of both debt and equity securities. The note embodies settlement alternatives to the holder providing for either redemption of principal and interest in cash (forward component) or conversion into the Company's common stock (embedded conversion feature). The forward component was valued using the present value of discounted cash flows arising from the contractual principal and interest payment terms and the embedded conversion feature was valued using the Monte Carlo simulation method. The fair value of the 2011 Convertible Note was estimated to be \$1,964,905 on the date of the exchange, which resulted in a loss on extinguishment of debt of \$964,905. Further, in accordance with ASC 470-20-25 and ASC 470-50-40, the net premium of \$964,905 associated with the 2011 Convertible Note was reclassified to capital in excess of par value under the presumption that such net premium represented a capital contribution. Consequently, the 2011 Convertible Note is being carried at face value. The fair value of the additional warrant to purchase 1,000,000 shares and the value associated with the previously issued warrants that were amended was determined to be \$716,890 using the Black-Scholes option model and is included in the aggregate loss on extinguishment of \$1,681,795. Since the loan is held by a related party, the loss on extinguishment has been treated as a capital transaction and, as a result, this transaction had no net effect on capital in excess of par value.

Also, on March 22, 2011, the Company entered into a 10% note and warrant purchase agreement, secured convertible promissory note and patent security agreement ("financing agreements") with the investor. Pursuant to the terms and subject to the conditions set forth in the financing agreements, the investor has provided a bridge loan in the amount of \$1,500,000 to the Company, which is secured by all patents, patent applications and similar protections of the Company and all rents, royalties, license fees and "accounts" with respect to such intellectual property assets (the "Collateral"). Pursuant to the secured convertible promissory Note ("Secured Note"), interest in the amount of 10% per annum, calculated on a 365 day year, and the principal amount of \$1,500,000 is due and payable on March 22, 2012, subsequently extended to May 7, 2012, but repayment is accelerated upon a qualified offering (as defined in the note). In the event of such qualified offering, and subject to the terms and conditions of the Secured Note, the outstanding principal and interest under the Secured Note will automatically convert, subject to the limitations on conversion described in the note, into shares of the Company's common stock at the then-effective conversion price upon the closing of such qualified offering. The initial conversion price is \$0.26 per share, a price which is greater than our current market price. Any principal or interest which is not converted will be repaid by the Company at the earlier of a qualified offering or March 22, 2012, subsequently extended to May 7, 2012. No cash fees were paid to any party to the transaction in exchange for lending the money. Effective March 20, 2012, the Company and the investor amended the Secured Note to extend the maturity date to May 7, 2012.

On March 22, 2011, in connection with the Financing Agreements, the Company issued a Stock Purchase Warrant to the Investor to purchase 3,000,000 shares of the Company's common stock at \$0.45 per share, exercisable until March 22, 2016. The Warrant was fair valued on the date of issuance, which amounted to \$1,204,787. The warrant value was recorded as a debt discount based on the relative fair value of the warrant to the total proceeds received, which amounted to \$435,240. The Warrant was fair valued using the Black-Scholes-Merton valuation model. In addition, the debt contained a beneficial conversion feature, which was valued at the date of issuance at \$1,762,163; however, since

this amount is in excess of the net value of the debt less the warrant discount, the beneficial conversion feature will be limited to \$1,064,760 and recorded as a discount on the loan. The total debt discount of \$1,500,000 is being amortized using the effective interest method over the 12-month term of the Secured Note. For the three months ended March 31, 2012 and 2011, the Company recognized \$358,555 and \$117,819, respectively, in additional interest expense representing amortization of this debt discount.

The fair value of warrants issued in 2011 related to the above debt transaction were calculated using the Black-Scholes model with the following assumptions: Expected life in years: 5-10 years; Estimated volatility 115%-117%, Risk-free interest rate: 1.89%-2.07%; Dividend yield: 0%.

Pursuant to and during the term of the Secured Note, the Company will not issue or permit to exist any obligation for borrowed money, except for trade payables incurred in the ordinary course of business, purchase money secured indebtedness for equipment or inventory, unsecured and subordinate indebtedness to, or unsecured and subordinate working capital guarantees provided by, the EXIM Bank, the 2011 Convertible Note, dated March 22, 2011, issued to the Investor in the principal amount of \$1,000,000 and other unsecured indebtedness for borrowed money in an amount not to exceed \$750,000.

Pursuant to the Patent Security Agreement issued in connection with the Note and Warrant Purchase of March 22, 2011, the Company shall not, without the Investor's prior consent, sell, dispose or otherwise transfer all or any portion of the Collateral, except for license grants in the ordinary course of business. In addition, the Company will take all actions reasonably necessary to prosecute to allowance applications for patents and maintain all patents, and to seek to recover damages for infringement, misappropriation or dilution of the Collateral with limited exceptions.

In connection with a qualified offering, and subject to the terms and conditions of the Convertible Note, the Company will use reasonable efforts to include the Investor's securities in such offering. Pursuant to the terms and conditions of the Exchange Agreements, the Investor will not, if requested in writing by the underwriter, sell, offer to sell or otherwise transfer or dispose of (other than to affiliates) any securities of the Company held by it for a period of 180 days from the date of the final prospectus relating to such qualified offering, except for certain limited sales as more fully described in the Exchange Agreements.

We may not be able to repay all or any of the outstanding notes when due without severely impacting our ability to continue operations and we may not be able to secure additional financing to repay the notes on acceptable terms, if at all. Should we be unable to repay or renegotiate the notes, as an alternative, management could attempt to renegotiate the repayment terms of the notes and seek extension of the maturity dates. There is no guarantee that, if we should need to renegotiate these notes, any negotiated terms we may be able to secure would be favorable to the Company. Unfavorable terms, in either a financing transaction or a debt renegotiation, could adversely impact our business, financial condition and/or results of operations. Should we be unable to repay the loan and unsuccessful in securing additional financing or renegotiating the, \$1.5 million dollar secured convertible note the holder would have the option to foreclose on all of our patents and patent applications which would likely result in the failure of our business.

Any future financing may result in substantial dilution to existing shareholders, and future debt financing, if available, may include restrictive covenants or may require us to grant a lender a security interest in any of our assets not already subject to an existing security interest. To the extent that we attempt to raise additional funds through third party collaborations and/or licensing arrangements, we may be required to relinquish some rights to our technologies or products currently in various stages of development, or grant licenses or other rights on terms that are not favorable to us. Any failure by us to timely procure additional financing or investment adequate to fund our ongoing operations, including planned product development initiatives and commercialization efforts, will have material adverse consequences on our financial condition, results of operations and cash flows.

The Company did not repay the Secured Note or the 2011 Convertible Note on May 7, 2012, the extended maturity date. The lenders on the Secured Note and the 2011 Convertible Note may declare such notes in default, which the Company would have 15 days to cure. If the Company cannot repay or extend the Secured Note, the lender could seize the Collateral which may cause us to cease or curtail our operations.

Going Concern

We will be dependent upon our existing cash of \$252,345 at March 31, 2012, product sales and additional debt and equity issuances to finance our operations through the next 12 months, including debt service of \$2,500,000 and other contractual obligations of approximately \$178,100. These operational expenses include debt service on a principal amount of \$2,500,624 in outstanding indebtedness, and other contractual obligations amounting to \$178,061 as of March 31, 2012. The Company did not repay the Secured Note or the 2011 Convertible Note on May 7, 2012, the extended maturity date. The lenders on the Secured Note and the 2011 Convertible Note may declare such notes in default, which the Company would have 15 days to cure. If the Company cannot repay the Secured Note, the lender could seize the Collateral which may cause us to cease or curtail our operations. We must raise additional capital in the amount of approximately \$8.9 million, net of expenses, during the next eighteen months in order to pay down existing debt, secure new patents for innovative applications of our core technology, purchase equipment, and fund our working capital requirements in accordance with our existing plans through July 2013. This additional capital could be provided by a successful completion of an offering of equity securities. If we are unable to raise these funds, we may be required to delay our development plans, curtail our expenditures, and attempt to renegotiate the terms of our outstanding convertible notes.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As of March 31, 2012, the Company has an accumulated deficit of \$37,991,549, negative working capital of \$3,806,809 and a stockholders' deficit of \$4,877,709. There is no assurance that such financing will be available in the future. In view of these matters, there is substantial doubt that the Company will continue as a going concern. The Company is currently pursuing the following sources of short and long-term working capital:

1. We are currently holding preliminary discussions with parties who are interested in licensing, purchasing the rights to, or establishing a joint venture to commercialize, certain applications of our technology.
2. We are seeking growth capital from certain strategic and/or government (grant) related sources. In addition to said capital, these sources may, pursuant to any agreements that may be developed in conjunction with such funding, assist in the product definition and design, roll-out, and channel penetration of our products. As part of this step we will attempt to take advantage of key programs associated with the recently enacted American Recovery and Reinvestment Act of 2009.
3. We filed a registration statement on Form S-1 with the SEC which was declared effective on March 13, 2012. Pursuant to the registration statement, we registered 40 million shares of our common stock at a price per share of \$0.26, a price which is greater than our current market price.

The Company's ability to continue as a going concern is highly dependent on our ability to obtain additional sources of cash flow sufficient to fund our working capital requirements. However, there can be no assurance that the Company will be successful in its efforts to secure such cash flow. Any failure by us to timely procure additional financing or investment adequate to fund our ongoing operations, including planned product development initiatives and commercialization efforts, will have material adverse consequences on our financial condition, results of operations and cash flows.

The financial statements of the Company do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts and classifications of liabilities that might be necessary should the Company be unable to continue as a going concern.

Statement of Cash Flows

The following table sets forth, for the periods indicated, selected cash flow information:

	Three Months Ended March 31,	
	2012	2011
Cash flows provided (used) in operating activities	\$ 6,964	\$ (322,067)
Cash flows used in investing activities	(12,709)	(16,487)
Cash flows (used) provided by financing activities	(4,650)	1,265,018
Net (decrease) increase in cash and cash equivalents	\$ (10,395)	\$ 926,464

Cash and cash equivalents as of March 31, 2012 was \$252,345 compared to \$1,231,120 as of March 31, 2011. Cash is primarily used to fund our working capital requirements.

As of March 31, 2012, the Company had a working capital deficit of \$3,806,809 compared to \$3,222,163 of working capital deficit as of December 31, 2011. During the three months ended March 31, 2012 we provided approximately \$7,000 of cash from our operations, used approximately \$12,700 to in support of patent applications and patent issuances and used approximately \$4,600 for offering costs.

Net cash provided by operating activities was approximately \$7,000 for the three months ended March 31, 2012 compared to approximately \$322,100 of cash used in operations for the same period in 2011.

Net cash used in investing activities was approximately \$12,700 for the three months ended March 31, 2012 compared to approximately \$16,500 for the same period in 2011. During the three months ended March 31, 2012, we used cash for the patents.

Net cash used by financing activities was approximately \$4,600 for the three months ended March 31, 2012 compared to cash provided by financing activities of approximately \$1,265,000 for the same period in 2011. During the three months ended March 31, 2011, we received net proceeds of \$1,500,000 from the issuance of debt net of \$50,000 of payments on notes payable and approximately \$185,000 of payments for loan costs and deferred offering costs.

ECONOMY AND INFLATION

Except as disclosed herein, we have not experienced any significant cancellation of orders due to the downturn in the economy and only a small number of customers requested delays in delivery or production of orders in process. Our management believes that inflation has not had a material effect on our results of operations.

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, and results of operations, liquidity or capital expenditures.

ITEM QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

3.

Not applicable.

ITEM CONTROLS AND PROCEDURES

4T.

Evaluation of disclosure controls and procedures

Our Chief Executive Officer and Chief Financial Officer (collectively the “Certifying Officers”) maintain a system of disclosure controls and procedures that is designed to provide reasonable assurance that information, which is required to be disclosed, is accumulated and communicated to management timely. The Certifying Officers have concluded that the disclosure controls and procedures are effective at the “reasonable assurance” level. Under the supervision and with the participation of management, as of the end of the period covered by this report, the Certifying Officers evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act). Furthermore, the Certifying Officers concluded that our disclosure controls and procedures in place are designed to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is (i) recorded, processed, summarized and reported on a timely basis in accordance with applicable Commission rules and regulations; and (ii) accumulated and communicated to our management, including our Certifying Officers and other persons that perform similar functions, if any, to allow us to make timely decisions regarding required disclosure in our periodic filings.

Changes in Internal Control Over Financial Reporting

During the three months ended March 31, 2012, the Company has not made any changes to our internal control processes.

PART II—OTHER INFORMATION

Item Legal Proceedings

1.

We are not currently a party to any pending legal proceedings. In the ordinary course of business, we may become a party to various legal proceedings generally involving contractual matters, infringement actions, product liability claims and other matters.

From time to time, claims are made against us in the ordinary course of our business, which could result in litigation. Claims and associated litigation are subject to inherent uncertainties and unfavorable outcomes could occur, such as monetary damages, fines, penalties or injunctions prohibiting us from selling one or more products or engaging in other activities. The occurrence of an unfavorable outcome in any specific period could have a material adverse effect on our results of operations for that period or future periods.

Item Unregistered Sales of Equity Securities and Use of Proceeds

2.

During the three months ended March 31, 2012, the Company did not issued any shares of common stock.

Item 3.Default Upon Senior Securities

There have been no defaults in any material payments during the covered period.

Item 4.Reserved

During the three months ended March 31, 2012, the Company did not submit any matters to a vote of its security holders.

Item 5.Other Information

None

Item Exhibits

6.

31.1 Certification of Chief Executive Officer pursuant to section 302 of the Sarbanes-Oxley Act of 2002

31.2 Certification of Chief Financial Officer pursuant to section 302 of the Sarbanes-Oxley Act of 2002

32.1 Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

32.2 Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

101.INS ** XBRL Instance Document

101.SCH ** XBRL Taxonomy Extension Schema Document

101.CAL ** XBRL Taxonomy Extension Calculation Linkbase Document

101.DEF ** XBRL Taxonomy Extension Definition Linkbase Document

101.LAB ** XBRL Taxonomy Extension Label Linkbase Document

101.PRE ** XBRL Taxonomy Extension Presentation Linkbase Document

** XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

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.

DAIS ANALYTIC CORPORATION
(Registrant)

/s/ TIMOTHY N. TANGREDI
Timothy N. Tangredi
President and Chief Executive
Officer
(Principal Executive Officer)

Dated: May 14, 2012

/s/ JUDITH C. NORSTRUD
Judith C. Norstrud
Chief Financial Officer and Treasurer
(Principal Financial and Accounting
Officer)

Dated: May 14, 2012