

REFLECT SCIENTIFIC INC
Form 10-Q
May 10, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

☒ QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2012

or

☐ TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT of 1934

For the transition period from _____ to _____

Commission File Number 000-31377

REFLECT SCIENTIFIC, INC.

(Exact name of registrant as specified in its charter)

Utah

87-0642556

(State or other jurisdiction of

(IRS Employer Identification No.)

incorporation or organization)

1266 South 1380 West Orem, Utah 84058

(Address of principal executive offices) (Zip Code)

(801) 226-4100

(Registrant's telephone number, including area code)

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

Yes ☒ No ☐

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☐

Smaller reporting company ☒

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

Yes ☐ 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 ☐

Applicable Only to Issuers Involved in Bankruptcy Proceedings During the Preceding Five Years:

Indicate by check mark whether the Registrant has filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

Not applicable.

Applicable Only to Corporate Issuers:

Indicate the number of shares outstanding of each of the Registrant's classes of common equity, as of the latest practicable date.

Class

Outstanding as of May 9, 2012

44,791,890 shares of \$0.01 par value common stock on May 9, 2012

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Part I - FINANCIAL INFORMATION

Item 1. Financial Statements

Reflect Scientific, Inc.

CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

March 31, 2012

The financial statements included herein have been prepared by the Company, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted. However, in the opinion of management, all adjustments (which include only normal recurring accruals) necessary to present fairly the financial position and results of operations for the periods presented have been made. These financial statements should be read in conjunction with the accompanying notes, and with the historical financial information of the Company.

REFLECT SCIENTIFIC, INC.

Condensed Consolidated Balance Sheets

(Unaudited)

ASSETS

| | March 31, 2012 | December 31, 2011 |
|--------------------------|-------------------|----------------------|
| CURRENT ASSETS | | |
| Cash | \$ 222,506 | \$ 346,697 |
| Accounts receivable, net | 177,839 | 143,278 |
| Inventories | 409,468 | 393,004 |
| Prepaid assets | 3,100 | 3,100 |
| Total Current Assets | 812,913 | 886,079 |
| FIXED ASSETS, NET | 16,842 | 19,242 |
| OTHER ASSETS | | |
| Intangible assets, net | 2,494,432 | 2,563,951 |
| Goodwill | 652,149 | 652,149 |
| Deposits | 3,100 | 3,100 |
| Total Other Assets | 3,149,681 | 3,219,200 |
| TOTAL ASSETS | \$ 3,979,436 | \$ 4,124,521 |

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

REFLECT SCIENTIFIC, INC.

Condensed Consolidated Balance Sheets (Continued)

(Unaudited)

LIABILITIES AND SHAREHOLDERS' DEFICIT

| | March 31, 2012 | December 31, 2011 |
|--|-------------------|----------------------|
| CURRENT LIABILITIES | | |
| Accounts payable | \$ 93,608 | \$ 89,641 |
| Short-term lines of credit | 105,500 | 109,721 |
| Convertible debenture | 2,925,000 | 2,925,000 |
| Interest payable | 1,447,875 | 1,316,250 |
| Customer deposits | 329 | 4,829 |
| Accrued expenses | - | 12,363 |
| Loan from related party | 24,000 | 24,000 |
| Income taxes payable | 100 | 400 |
| Total Current Liabilities | 4,596,412 | 4,482,204 |
| Total Liabilities | 4,596,412 | 4,482,204 |
| SHAREHOLDERS' DEFICIT | | |
| Preferred stock, \$0.01 par value, authorized | | |
| 5,000,000 shares; No shares issued and outstanding | - | - |
| Common stock, \$0.01 par value, authorized | | |
| 100,000,000 shares; 44,791,890 and 44,791,890 | | |
| issued and outstanding, respectively | 447,919 | 447,919 |
| Additional paid in capital | 17,810,045 | 17,810,045 |
| Accumulated deficit | (18,874,940) | (18,615,647) |
| Total Shareholders' Deficit | (616,976) | (357,683) |
| TOTAL LIABILITIES AND SHAREHOLDERS' DEFICIT | | |
| | \$ 3,979,436 | \$ 4,124,521 |

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

REFLECT SCIENTIFIC, INC.

Condensed Consolidated Statements of Operations

(Unaudited)

| | For the Three Months Ended | | | |
|--|----------------------------|------------|----|------------|
| | | March 31, | | |
| | | 2012 | | 2011 |
| REVENUES | \$ | 325,017 | \$ | 587,582 |
| COST OF GOODS SOLD | | 172,095 | | 295,780 |
| GROSS PROFIT | | 152,922 | | 291,802 |
| OPERATING EXPENSES | | | | |
| Salaries and wages | | 106,509 | | 92,483 |
| Rent expense | | 10,106 | | 13,575 |
| Research and development expense | | 7,112 | | - |
| General and administrative expense | | 155,197 | | 244,299 |
| Total Operating Expenses | | 278,924 | | 350,357 |
| OPERATING LOSS | | (126,002) | | (58,555) |
| OTHER INCOME (EXPENSE) | | | | |
| Interest expense - other | | (1,666) | | (2,052) |
| Interest on debentures | | (131,625) | | (131,625) |
| Total Other Expenses | | (133,291) | | (133,677) |
| NET LOSS BEFORE TAXES | | (259,293) | | (192,232) |
| Income tax benefit (expense) | | - | | - |
| NET LOSS | \$ | (259,293) | \$ | (192,232) |
| LOSS PER SHARE - BASIC AND DILUTED | \$ | (0.01) | \$ | (0.01) |
| WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING - BASIC AND DILUTED | | 44,791,890 | | 33,688,557 |

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

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REFLECT SCIENTIFIC, INC.

Condensed Consolidated Statements of Cash Flows

(Unaudited)

For the

Three Months Ended

| | | March 31, |
|--|--------------|--------------|
| | 2012 | 2011 |
| CASH FLOWS FROM OPERATING ACTIVITIES | | |
| Net loss | \$ (259,293) | \$ (192,232) |
| Adjustments to reconcile net loss to net cash from operating activities: | | |
| Depreciation | 2,400 | 8,367 |
| Amortization | 69,519 | 74,447 |
| Changes in operating assets and liabilities: | | |
| (Increase)/decrease in accounts receivable | (34,561) | (18,446) |
| (Increase)/decrease in inventory | (16,464) | 1,352 |
| Increase/(decrease) in accounts payable | 122,929 | 156,394 |
| and accrued expenses | | |
| Increase/(decrease) in customer deposits | (4,500) | - |
| Net Cash from Operations | (119,970) | 29,882 |
| CASH FLOWS FROM INVESTING ACTIVITIES | | |
| Net Cash from Investing Activities | - | - |
| CASH FLOWS FROM FINANCING ACTIVITIES | | |
| Principal payments on capital leases | - | (2,577) |
| Payments made against lines of credit | (4,221) | (3,948) |
| Net Cash from Financing Activities | (4,221) | (6,525) |
| NET INCREASE (DECREASE) IN CASH | (124,191) | 23,357 |
| CASH AT BEGINNING OF PERIOD | 346,697 | 242,136 |
| CASH AT END OF PERIOD | \$ 222,506 | \$ 265,493 |

SUPPLEMENTAL CASH FLOW INFORMATION:**Cash Paid For:**

| | | |
|--------------|----------|----------|
| Interest | \$ 1,666 | \$ 2,052 |
| Income taxes | \$ - | \$ - |

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

REFLECT SCIENTIFIC, INC.

Notes to the Condensed Consolidated financial Statements.

(Unaudited)

NOTE 1 -

BASIS OF FINANCIAL STATEMENT PRESENTATION

The accompanying unaudited condensed consolidated financial statements have been prepared by the Company pursuant to accounting principles generally accepted in the United States of America. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted in accordance with rules and regulations of the Securities and Exchange Commission. The information furnished in the interim condensed consolidated financial statements includes normal recurring adjustments and reflects all adjustments, which, in the opinion of management, are necessary for a fair presentation of such financial statements. Although management believes the disclosures and information presented are adequate to make the information not misleading, it is suggested that these interim condensed consolidated financial statements be read in conjunction with the Company's most recent audited consolidated financial statements and notes thereto included in its December 31, 2011 financial statements. Operating results for the three months ended March 31, 2012 are not necessarily indicative of the results that may be expected for the year ending December 31, 2012.

NOTE 2 -

ORGANIZATION AND DESCRIPTION OF BUSINESS

Cole, Inc. (the Company) was incorporated under the laws of the State of Utah on November 3, 1999. The Company was organized to engage in any lawful activity for which corporations may be organized under the Utah Revised Business Corporation Act. On December 30, 2003 the Company changed its name to Reflect Scientific, Inc.

NOTE 3 GOING CONCERN

The Company is currently in default on its issued and outstanding debentures (See note 4). While the Company is working diligently to secure funding to enable it to retire the debenture obligations, there can be no assurance that such funding will be available. The Company has also accumulated significant operating losses. These factors raise

substantial doubt about the Company's ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of these uncertainties.

Management has taken a number of actions to reduce expenses. Management has reached settlement agreements on the majority of the debentures that are in default, which settlement is contingent upon their ability to make a cash payment of \$250,000. Management is seeking additional funding through the capital markets to facilitate this settlement, as well as to provide operating capital for its operations.

NOTE 4 DEFAULT ON CONVERTIBLE DEBENTURES

At December 31, 2011, the outstanding indebtedness for the debentures and penalty resulting from forfeiture was \$2,925,000. Assuming all debentures and warrants were converted, 48,651,895 shares of restricted common stock would be issued. The debentures now bear an 18% interest rate.

In August 2010, management reached agreement with all but one of the debenture holders on a plan to settle the debentures held by them that are in default. The settlement agreement is contingent upon the

REFLECT SCIENTIFIC, INC.

Notes to the Condensed Consolidated financial Statements.

(Unaudited)

Company making a cash payment to them in the amount of \$250,000 in full satisfaction of the indebtedness. In exchange for the \$250,000 payment, the debenture holder would cancel the debentures, penalty, interest and warrants. The Company is currently working on securing the funding to enable it to fulfill the payment obligation under this agreement. The holder of the remaining debentures is involved in bankruptcy proceedings in England and the resolution of those debentures and accrued interest is undetermined.

NOTE 5 EQUITY TRANSACTIONS

During the three month period ended March 31, 2012, the Company did not sell or issue any shares of its common stock.

NOTE 6 RELATED PARTY TRANSACTIONS

As of March 31, 2012, a shareholder of the Company had advanced \$24,000 in funding in the form of a loan to the Company. It is the intent of the Company to repay this loan upon the closing of a major capital raise.

NOTE 7 FAIR VALUE OF FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash and cash equivalents, accounts receivable, payables and notes payable. The carrying amount of cash and cash equivalents and payables approximates fair value because of the short-term nature of these items. The carrying amount of the notes payable approximates fair value as the individual borrowings bear interest at rates that approximate market interest rates for similar debt instruments.

NOTE 8 RECENT ACCOUNTING PRONOUNCEMENTS

The Company has reviewed all recently issued, but not yet adopted, accounting standards in order to determine their effects, if any, on its consolidated results of operation, financial position and cash flows. Based on that review, the Company believes that none of these pronouncements will have a significant effect on its current or future earnings or operations.

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

Special Note Regarding Forward-Looking Statements

This periodic report contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 with respect to the Plan of Operations provided below, including information regarding the Company's financial condition, results of operations, business strategies, operating efficiencies or synergies, competitive positions, growth opportunities, and the plans and objectives of management. The statements made as part of the Plan of Operations that are not historical facts are hereby identified as "forward-looking statements."

Critical Accounting Policies and Estimates

The preparation of financial statements and related disclosures in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the unaudited Financial Statements and accompanying notes. Management bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances. Actual results could differ from these estimates under different assumptions or conditions. The Company believes there have been no significant changes during the three month period ended March 31, 2012, to the items disclosed as significant accounting policies in management's Notes to the Financial Statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2011.

Plan of Operation and Business Growth

Our focus over the coming months will continue to be on the development and commercialization of products acquired and developed over the last several years. The ultra low temperature refrigerator line, with the refrigerated trailer, known as a "reefer", is receiving highest priority. Significant information was collected using an operational prototype unit. Our first manufactured unit is currently in production, with an expected delivery in late May or early June.

Additionally, we will continue to develop and expand our focus on solutions to retrofit server and computer rooms to reduce the cost of cooling such rooms. We believe that, in addition to reducing operating costs, our technology will provide a more reliable and efficient method to cool such rooms. We also continue to focus on the expansion of our detector line and contract manufacturing operations. Our new detector unit has received very positive reviews from

beta tests with two of our current customers. We believe that its enhanced functionality, coupled with its low cost, will provide us with a competitive edge over products currently being sold into that specialized market.

Our revenues during the reporting period decreased during 2012 compared to 2011 revenues. A slow-down in European sales, coupled with the discontinuance of some product lines offered by one of our major distributors are the major reason for the declining revenue. We do not expect this trend to continue. We are currently working to bring on new distributors who will carry our whole line of products. While some of our products are relatively new to the marketplace and we expect the demand for those to grow as customers become more familiar them, there are a number of our product lines which have are well established and have strong, consistent demand. With the additional of new distribution channels we

believe that sales will increase over the remainder of the year.

Results of Operations

Three Months Ended March 31, 2012 and 2011

| | | For the three months ended March 31, | | |
|--------------------------|----|--------------------------------------|-------------|-----------|
| | | 2012 | 2011 | Change |
| Revenues | \$ | 325,017\$ | 587,582\$ | (262,565) |
| Cost of goods sold | | 172,095 | 295,780 | (123,685) |
| Gross profit | | 152,922 | 291,802 | (138,880) |
| Operating expenses | | 278,924 | 350,357 | (71,433) |
| Other income (expense) | | (133,291) | (133,677) | 386 |
| Net loss from operations | \$ | (259,293)\$ | (192,232)\$ | (67,061) |

Revenues decreased during the quarter ended March 31, 2012, to \$325,017 from \$587,582 for the quarter ended March 31, 2011, a decrease of \$262,565. All of the revenues were generated from our specialized laboratory supplies and detector sales, as we are continuing to refine and commercialize the ultra low temperature freezer technologies.

Our largest distributor has scaled back their sale of our products, removing a number of our products from their catalog. We are currently working to bring on additional distributors to expand the distribution channels for our products and recapture that segment of the market. As those additional distributors come on during the second and third quarters we anticipate that revenues for the remainder of 2012 will increase over those reported for this three month period and return to more historical revenue levels for our lab products.

With decreased sales during the reporting period, cost of goods decreased in the quarter ending March 31, 2012, as compared to March 31, 2011 to \$172,095 from \$295,780, a decrease of \$123,685. The gross profit percentage decreased to 47% for the three months ended March 31, 2012, compared to 50% for the three months ended March 31, 2011. While the gross profit percentage is dependent on the mix of product sales, we continue to actively work to obtain more favorable pricing from our vendors in order to increase the margins realized on our product lines.

Our continued focus on operating expenses resulted in a reduction of operating expenses in the current period. This reduction is the result of cost reduction efforts implemented by management and an ongoing quest to gain additional operating efficiencies. Operating expenses for the three months ended March 31, 2012 were \$278,924, a decrease of \$71,433 from the \$350,357 in operating expenses recorded for the three month period ended March 31, 2011. The decrease results primarily reductions in outside services, professional fees, and lower depreciation and amortization charges. Operating expenses for the remaining reporting periods in 2012 are expected to remain close to the expense

levels shown for the period of this report.

The net loss for the three month period ended March 31, 2012 was \$259,293, a \$67,061 increase from the \$192,232 loss for the three month period ended March 31, 2011. Management continues to look for opportunities to improve gross margins and reduce ongoing operating expenses in order to achieve profitability.

The net loss for the three months ended March 31, 2012 was \$0.01 per share. The net loss for the three months ended March 31, 2011 was also \$0.01 per share.

Seasonality and Cyclical

We do not believe our business is cyclical.

Liquidity and Capital Resources

Our cash resources at March 31, 2012, were \$222,506, with accounts receivable of \$177,839 and inventory of \$409,468. To date we have relied on revenues and sales of equity and debt securities for our cash resources. Our working capital deficit on March 31, 2012, was \$3,783,499, due primarily to the \$2,925,000 in outstanding debentures and \$1,447,875 in accrued interest on those debentures. Working capital on December 31, 2011 was a deficit of \$3,596,125. Management is working to obtain financing to enable it to retire the outstanding debentures and provide the capital needed to commercialize the low temperature freezer and refrigeration technology. There can be no assurance that funds will be available, or that terms of available funds will be acceptable to the Company. The inability of the Company to obtain funding at acceptable terms could negatively impact its ability to execute its business plan.

For the three month period ended March 31, 2012, net cash used for operating activities was \$119,970 which compares to \$29,882 of net cash provided from operations three month period ended March 31, 2011.

Off-Balance Sheet Arrangements

We lease office and warehouse space under a non-cancelable operating lease in Utah. Future minimum lease payments under the operating lease at March 31, 2012 are \$100,700 for that facility. In addition, we have automobile leases with future minimum lease payments of \$9,825.

Forward-looking Statements

The Private Securities Litigation Reform Act of 1995 (the Act) provides a safe harbor for forward-looking statements made by or on behalf of our Company. Our Company and our representatives may from time to time make written or

oral statements that are forward-looking, including statements contained in this Annual Report and other filings with the Securities and Exchange Commission and in reports to our Company's stockholders. Management believes that all statements that express expectations and projections with respect to future matters, as well as from developments beyond our Company's control including changes in global economic conditions are forward-looking statements within the meaning of the Act. These statements are made on the basis of management's views and assumptions, as of the time the statements are made, regarding future events and business performance. There can be no assurance, however, that management's expectations will necessarily come to pass. Factors that may affect forward-looking statements include a wide range of factors that could materially affect future developments and performance, including the following:

Changes in Company-wide strategies, which may result in changes in the types or mix of businesses in which our Company is involved or chooses to invest; changes in U.S., global or regional economic conditions, changes in U.S. and global financial and equity markets, including significant interest rate fluctuations, which may impede our Company's access to, or increase the cost of, external financing for

our operations and investments; increased competitive pressures, both domestically and internationally, legal and regulatory developments, such as regulatory actions affecting environmental activities, the imposition by foreign countries of trade restrictions and changes in international tax laws or currency controls; adverse weather conditions or natural disasters, such as hurricanes and earthquakes, labor disputes, which may lead to increased costs or disruption of operations.

This list of factors that may affect future performance and the accuracy of forward-looking statements are illustrative, but by no means exhaustive. Accordingly, all forward-looking statements should be evaluated with the understanding of their inherent uncertainty.

Item 3. Quantitative and Qualitative Disclosure about Market Risk

Not required

Item 4. Controls and Procedures

(a)

Management's Report on Internal Control Over Financial Reporting.

As of the end of the period covered by this Quarterly Report, we carried out an evaluation, under the supervision and with the participation of our Chief Executive Officer and Principal Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures. Based upon this evaluation, our Chief Executive Officer and Principal Financial Officer concluded that information required to be disclosed is recorded, processed, summarized and reported within the specified periods, and is accumulated and communicated to management, including our Chief Executive Officer and Principal Financial Officer, to allow for timely decisions regarding required disclosure of material information required to be included in our periodic Securities and Exchange Commission reports. Our disclosure controls and procedures are designed to provide reasonable assurance of achieving their objectives and our Chief Executive Officer and Principal Financial Officer have concluded that our disclosure controls and procedures are effective to a reasonable assurance level of achieving such objectives. However, it should be noted that the design of any system of controls is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions, regardless of how remote. In addition, we reviewed our internal controls over financial reporting, and there have been no changes in our internal controls or in other factors in the last fiscal quarter that have materially affected our internal controls over financial reporting.

(b)

Changes in Internal Control Over Financial Reporting.

There were no changes in our internal control over financial reporting during the period covered by this Quarterly Report.

PART II - OTHER INFORMATION

ITEM 1. Legal Proceedings

On October 16, 2009, the Company filed a complaint in the Third District Court in the State of Utah in which it seeks the return of the stock issued for the acquisition of Cryomastor. The action alleges

misrepresentation and, in addition to the return of the stock, seeks monetary damages.

In December 2011 the case was submitted to arbitration and a settlement agreement was reached. As a part of the settlement two patents were assigned to the Company, the royalty agreement was terminated and agreement was reached on the return of stock issued as a part of the acquisition of Cryomastor. As of the date of this filing, the defendant has assigned the patents but has not submitted the stock agreed upon and is thus in breach of the terms of the settlement agreement. Notice of such breach has been sent.

ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds

Recent Sales of Unregistered Securities

We have not sold any restricted securities during the three months ended March 31, 2012. Unregistered restricted stock was issued subsequent to the end of the period in payment of services rendered by a consultant and to an officer of the Company.

Use of Proceeds of Registered Securities

None; not applicable.

Purchases of Equity Securities by Us and Affiliated Purchasers

During the three months ended March 31, 2012, we have not purchased any equity securities nor have any officers or directors of the Company.

ITEM 3. Defaults Upon Senior Securities

As of March 31, 2012 the Company is in default on its Senior Secured Convertible Debenture. The Company was unable to repay the debenture as demanded by the debenture holders. The total amount under default was \$2,300,000

plus a default principal of 30% or \$690,000. The total amount currently in default is \$2,925,000 after \$65,000 of the debentures and penalty were converted in September 2009. Under the terms of the debenture the interest rate increases from 12% to 18% upon default. The company is not current on its interest payments.

In August 2010, management reached agreement with all but one of the debenture holders on a plan to settle the debentures held by them that are in default. The settlement agreement is contingent upon the Company making a cash payment to them in the amount of \$250,000 in full satisfaction of the indebtedness. The Company is currently working on securing the funding to enable it to fulfill the payment obligation under this agreement.

ITEM 4. Mine Safety Disclosure

Not applicable.

ITEM 5. Other Information.

None

ITEM 6. Exhibits

(a)

Exhibits.

| Exhibit No. | Title of Document | Location if other than attached hereto |
|-------------|--|---|
| 3.1 | Articles of Incorporation | 10-SB Registration Statement* |
| 3.2 | Articles of Amendment to Articles of Incorporation | 10-SB Registration Statement* |
| 3.3 | By-Laws | 10-SB Registration Statement* |
| 3.4 | Articles of Amendment to Articles of Incorporation | 8-K Current Report dated December 31, 2003* |
| 3.5 | Articles of Amendment to Articles of Incorporation | 8-K Current Report dated December 31, 2003* |
| 3.6 | Articles of Amendment | September 30, 2004 10-QSB Quarterly Report* |
| 3.7 | By-Laws Amendment | September 30, 2004 10-QSB Quarterly Report* |
| 4.1 | Debenture | 8-K Current Report dated June 29, 2007* |
| 4.2 | Form of Purchasers Warrant | 8-K Current Report dated June 29, 2007* |
| 4.3 | Registration Rights Agreement | 8-K Current Report dated June 29, 2007* |
| 4.4 | Form of Placement Agreement | 8-K Current Report dated June 29, 2007* |
| 10.1 | Securities Purchase Agreement | 8-K Current Report dated June 29, 2007* |
| 10.2 | Placement Agent Agreement | 8-K Current Report dated June 29, 2007* |
| 14 | Code of Ethics | December 31, 2003 10-KSB Annual Report* |
| 21 | Subsidiaries of the Company | December 31, 2004 10-KSB Annual Report* |
| 31.1 | 302 Certification of Kim Boyce | |
| 31.2 | 302 Certification of Keith Merrell | |
| 32 | 906 Certification | |

Exhibits

Additional Exhibits Incorporated by Reference

| | | |
|---|-----------------------------------|---|
| * | Reflect California Reorganization | 8-K Current Report dated December 31, 2003 |
| * | JMST Acquisition | 8-K Current Report dated April 4, 2006 |
| * | Cryomastor Reorganization | 8-K Current Report dated September 27, 2006 |

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| | | |
|---|-------------------------------------|---|
| * | Image Labs Merger Agreement Signing | 8-K Current Report dated November 15, 2006 |
| * | All Temp Merger Agreement Signing | 8-K Current Report dated November 17, 2006 |
| * | All Temp Merger Agreement Closing | 8-KA Current Report dated November 17, 2006 |
| * | Image Labs Merger Agreement Closing | 8-KA Current Report dated November 15, 2006 |

* Previously filed and incorporated by reference.

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.

Reflect Scientific, Inc.

(Registrant)

Date:

May 10, 2012

By: /s/ Kim Boyce

Kim Boyce, CEO, President and Director

Date:

May 10, 2012

By: /s/ Tom Tait

Tom Tait, Vice President and Director

Date:

May 10, 2012

By: /s/ Keith Merrell

Keith Merrell, CFO, Principal Financial

Officer

