

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

FORM 10-Q

(Mark One)

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

For the Quarterly Period Ended June 30, 2019

Or

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

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

Commission File Number: 0-12305

**REPRO MED SYSTEMS, INC.**

(Exact name of registrant as specified in its charter)

New York  
(State or Other Jurisdiction of Incorporation or Organization)

13-3044880  
(I.R.S. Employer Identification No.)

24 Carpenter Road, Chester, New York  
(Address of Principal Executive Offices)

10918  
(Zip Code)

(845) 469-2042  
(Registrant's telephone number, including area code)

N/A  
(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading symbol(s)</u>	<u>Name of each exchange on which registered</u>
common stock, \$0.01 par value	REPR	OTCQX

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted 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, a smaller reporting company, or emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

As of August 7, 2019, 38,383,980 shares of common stock, \$0.01 par value per share, were outstanding, which excludes 2,737,231 shares of treasury stock.

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PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

REPRO MED SYSTEMS, INC.  
BALANCE SHEETS

	June 30, 2019 (Unaudited)	December 31, 2018
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	\$ 3,807,192	\$ 3,738,803
Certificates of deposit	—	1,517,927
Accounts receivable less allowance for doubtful accounts of \$37,299 at June 30, 2019 and \$37,500 at December 31, 2018	3,293,196	1,425,854
Inventory	2,571,585	2,103,879
Prepaid expenses	257,320	246,591
<b>TOTAL CURRENT ASSETS</b>	<b>9,929,293</b>	<b>9,033,054</b>
Property and equipment, net	615,555	858,781
Patents, net of accumulated amortization of \$260,812 and \$239,581 at June 30, 2019 and December 31, 2018, respectively	747,106	632,156
Right of use assets, net	439,782	—
Deferred tax asset	—	1,466
Other assets	19,582	19,582
<b>TOTAL ASSETS</b>	<b>\$ 11,751,318</b>	<b>\$ 10,545,039</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES</b>		
Deferred capital gain - current	\$ —	\$ 3,763
Accounts payable	530,380	453,498
Accrued expenses	1,034,830	688,649
Accrued payroll and related taxes	171,984	421,714
Accrued tax liability	—	16,608
Finance lease liability - current	4,295	—
Operating lease liability - current	133,417	—
<b>TOTAL CURRENT LIABILITIES</b>	<b>1,874,906</b>	<b>1,584,232</b>
Deferred tax liability	65,029	—
Finance lease liability, net of current portion	—	—
	306,365	—
Operating lease liability, net of current portion	—	—
<b>TOTAL LIABILITIES</b>	<b>2,246,300</b>	<b>1,584,232</b>
<b>STOCKHOLDERS' EQUITY</b>		
Common stock, \$0.01 par value; 75,000,000 shares authorized, 41,121,211 and 40,932,911 shares issued, 38,383,980 and 38,195,680 shares outstanding at June 30, 2019 and December 31, 2018, respectively	411,212	409,329
Additional paid-in capital	5,144,749	4,595,214
Retained earnings	4,293,261	4,300,468
	9,849,222	9,305,011
Less: Treasury stock, 2,737,231 shares at June 30, 2019 and December 31, 2018, respectively, at cost	(344,204)	(344,204)
<b>TOTAL STOCKHOLDERS' EQUITY</b>	<b>9,505,018</b>	<b>8,960,807</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$ 11,751,318</b>	<b>\$ 10,545,039</b>

The accompanying notes are an integral part of these financial statements

**REPRO MED SYSTEMS, INC.**  
**STATEMENTS OF OPERATIONS (UNAUDITED)**

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2019	2018	2019	2018
NET SALES	\$ 5,348,812	\$ 4,502,326	\$ 10,323,090	\$ 8,535,550
Cost of goods sold	1,873,148	1,762,742	3,799,472	3,330,142
Gross Profit	3,475,664	2,739,584	6,523,618	5,205,408
<b>OPERATING EXPENSES</b>				
Selling, general and administrative	3,175,382	2,022,631	6,152,765	3,902,900
Research and development	178,235	23,963	280,194	33,811
Depreciation and amortization	86,169	75,978	169,820	150,556
Total Operating Expenses	3,439,786	2,122,572	6,602,779	4,087,267
Net Operating Profit/(Loss)	35,878	617,012	(79,161)	1,118,141
<b>Non-Operating Income/(Expense)</b>				
Loss on currency exchange	(1,235)	(19,838)	(10,925)	(10,414)
Gain on disposal of fixed asset, net	49,980	—	49,740	—
Interest, net and other income, net	18,243	5,501	35,723	6,116
TOTAL OTHER INCOME/(EXPENSE)	66,988	(14,337)	74,538	(4,298)
INCOME/(LOSS) BEFORE TAXES	102,866	602,675	(4,623)	1,113,843
Income Tax Expense	(24,683)	(126,952)	(2,584)	(234,693)
NET INCOME/(LOSS)	\$ 78,183	\$ 475,723	\$ (7,207)	\$ 879,150
<b>NET INCOME PER SHARE</b>				
Basic	\$ 0.00	\$ 0.01	\$ 0.00	\$ 0.02
Diluted	\$ 0.00	\$ 0.01	\$ 0.00	\$ 0.02
<b>WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING</b>				
Basic	38,353,000	38,100,040	38,279,718	38,058,500
Diluted	39,299,800	38,872,998	39,219,752	38,815,301

The accompanying notes are an integral part of these financial statements

**REPRO MED SYSTEMS, INC.**  
**STATEMENTS OF CASH FLOWS**  
**(UNAUDITED)**

	<b>For the Six Months Ended</b>	
	<b>June 30,</b>	
	<u><b>2019</b></u>	<u><b>2018</b></u>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net (Loss)/Income	\$ (7,207)	\$ 879,150
Adjustments to reconcile net (loss)/income to net cash (used in)/provided by operating activities:		
Stock based compensation expense	529,538	94,170
Depreciation and amortization	169,820	150,556
Deferred capital gain - building lease	(3,763)	(11,240)
Deferred taxes	66,494	(941)
Gain on disposal of fixed asset	(49,740)	—
Changes in operating assets and liabilities:		
(Increase)/Decrease in accounts receivable	(1,867,342)	21,855
Increase in inventory	(467,706)	(59,613)
Decrease/(Increase) in prepaid expense and other assets	44,874	(85,149)
Increase in accounts payable	76,882	257,549
Decrease in accrued payroll and related taxes	(249,730)	(147,597)
Increase/(Decrease) in accrued expense	346,181	(118,587)
Decrease in accrued tax liability	(72,210)	(24,366)
<b>NET CASH (USED IN)/PROVIDED BY OPERATING ACTIVITIES</b>	<u><b>(1,483,909)</b></u>	<u><b>955,787</b></u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Payments for capital expenditures	(67,079)	(93,185)
Purchase of certificate of deposit	—	(1,500,000)
Reinvested earnings on certificate of deposit	—	(4,818)
Payments for patents	(136,182)	(64,436)
Proceeds on disposal of fixed asset	217,821	—
Proceeds from certificates of deposit	1,517,927	103,807
<b>NET CASH PROVIDED BY/(USED IN) INVESTING ACTIVITIES</b>	<u><b>1,532,487</b></u>	<u><b>(1,558,632)</b></u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Stock issuances	24,700	51,250
Payment for cancelled shares	(2,820)	(1,755)
Finance lease	(2,069)	—
<b>NET CASH PROVIDED BY FINANCING ACTIVITIES</b>	<u><b>19,811</b></u>	<u><b>49,495</b></u>
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>68,389</b>	<b>(553,350)</b>
<b>CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD</b>	<u><b>3,738,803</b></u>	<u><b>3,974,536</b></u>
<b>CASH AND CASH EQUIVALENTS, END OF PERIOD</b>	<u><u><b>\$ 3,807,192</b></u></u>	<u><u><b>\$ 3,421,186</b></u></u>
<b>Supplemental Information</b>		
<b>Cash paid during the periods for:</b>		
Interest	\$ 233	\$ —
Taxes	\$ —	\$ 260,000
<b>NON-CASH FINANCING AND INVESTING ACTIVITIES</b>		
Issuance of common stock as compensation	<u><u><b>\$ 212,898</b></u></u>	<u><u><b>\$ 67,500</b></u></u>

The accompanying notes are an integral part of these financial statements

**REPRO MED SYSTEMS, INC.**  
**NOTES TO THE UNAUDITED FINANCIAL STATEMENTS**

**NOTE 1 NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**NATURE OF OPERATIONS**

REPRO MED SYSTEMS, INC. (the “Company”, “RMS Medical” or “we”) designs, manufactures and markets proprietary portable and innovative medical devices primarily for the ambulatory infusion market as governed by the United States Food and Drug Administration (the “FDA”) quality and regulatory system and international standards for quality system management. The Company operates as one segment.

**FISCAL YEAR END**

The Company’s fiscal year end is December 31.

**BASIS OF PRESENTATION**

The accompanying unaudited financial statements as of June 30, 2019, have been prepared in accordance with generally accepted accounting principles and with instructions to SEC regulation S-X for interim financial statements.

In the opinion of the Company’s management, the financial statements contain all adjustments consisting of normal recurring accruals necessary to present fairly the Company’s financial position as of June 30, 2019, and the results of operations and cash flow for the three and six months periods ended June 30, 2019, and 2018.

The results of operations for the six months ended June 30, 2019 and 2018 are not necessarily indicative of the results to be expected for the full year. These interim financial statements should be read in conjunction with the financial statements and notes thereto of the Company and management’s discussion and analysis of financial condition and results of operations included in the Company’s Annual Report for the twelve months ended December 31, 2018, as filed with the Securities and Exchange Commission on Form 10-K.

**CASH AND CASH EQUIVALENTS**

For purposes of the statement of cash flows, the Company considers all short-term investments with an original maturity of three months or less to be cash equivalents. The Company holds cash in excess of \$250,000 at its depository, which exceeds the FDIC insurance limits and is, therefore, uninsured.

**CERTIFICATES OF DEPOSIT**

The certificate of deposit was recorded at cost plus accrued interest. The certificate of deposit earned interest at a rate of 1.73% and matured in May 2019, at which time the funds were moved into a money market account earning interest at 2.25%.

**INVENTORY**

Inventories of raw materials are stated at the lower of standard cost, which approximates average cost, or market value including allocable overhead. Work-in-process and finished goods are stated at the lower of standard cost or market value and include direct labor and allocable overhead.

**PATENTS**

Costs incurred in obtaining patents have been capitalized and are being amortized over the legal life of the patents.

**INCOME TAXES**

Deferred income taxes are provided using the liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss and tax credit carry forwards and deferred tax liabilities are recognized for taxable temporary differences.

The Company believes that it has no uncertain tax positions requiring disclosure or adjustment. Generally, tax years starting with 2016 are subject to examination by income tax authorities.

#### PROPERTY, EQUIPMENT, AND DEPRECIATION

Property and equipment is stated at cost and is depreciated using the straight-line method over the estimated useful lives of the respective assets.

#### STOCK-BASED COMPENSATION

The Company maintains a stock option plan under which it grants stock options and has issued stock to certain executives, key employees and consultants. The fair value of each option grant is estimated on the date of the grant using the Black-Scholes option-pricing model. All options are charged against income at their fair value. The entire compensation expense of the award is recognized over the vesting period. Shares of stock granted are recorded at the fair value of the shares at the grant date.

#### USE OF ESTIMATES IN THE FINANCIAL STATEMENTS

The preparation of financial statements in conformity with U.S. generally accepted accounting principles ("U.S. GAAP") requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates. Important estimates include but are not limited to, asset lives, valuation allowances, inventory, and accruals.

#### REVENUE RECOGNITION

The Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-09—Revenue from Contracts with Customers, which provides a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. We adopted this ASU effective January 1, 2018 on a full retrospective basis. Adoption of this standard did not result in significant changes to our accounting policies, business processes, systems or controls, or have a material impact on our financial position, results of operations and cash flows or related disclosures. As such, prior period financial statements were not recast.

The Company's revenues result from the sale of assembled products. We recognize revenues when shipment occurs and at which point the customer obtains control and ownership of the goods. Shipping costs generally are billed to customers and are included in sales.

The Company generally does not accept return of goods shipped unless it is a Company error. The only credits provided to customers are for defective merchandise. The Company warrants the syringe driver from defects in materials and workmanship under normal use and the warranty does not include a performance obligation. The costs under the warranty are expensed as incurred.

Provisions for distributor pricing and annual customer volume rebates are variable consideration and are recorded as a reduction of revenue in the same period the related sales are recorded or when it's probable the annual growth target will be achieved. Rebates are provided to distributors for the difference in selling price to distributor and pricing specified to select customers.

#### LEASES

In February 2016, the FASB issued a new standard related to leases to increase transparency and comparability among organizations by requiring the recognition of right-of-use ("ROU") assets and lease liabilities on the balance sheet. Most prominent among the changes in the standard is the recognition of ROU assets and lease liabilities by the Company for those leases classified as operating leases under current U.S. GAAP, while our accounting for capital leases remains substantially unchanged. Under the standard, disclosures are required to meet the objective of enabling users of financial statements to assess the amount, timing, and uncertainty of cash flows arising from leases. The standard became effective for us January 1, 2019. The standard had a material impact on our balance sheets, but did not have a material impact on our income statements. See NOTE 7 LEASES.

## RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

In June 2016, the FASB issued ASU No. 2016-13—Financial Instruments – Credit Losses (Topic 326); Measurement of Credit Losses on Financial Instruments, which amends guidance on reporting credit losses for assets held at amortized cost basis and available for sale debt securities. For assets held at amortized cost basis, Topic 326 eliminates the probable initial recognition threshold in current GAAP and, instead, requires an entity to reflect its current estimate of all expected credit losses. The allowance for credit losses is a valuation account that is deducted from the amortized cost basis of the financial assets to present the net amount expected to be collected. For available for sale debt securities, credit losses should be measured in a manner similar to current GAAP, however Topic 326 will require that credit losses be presented as an allowance rather than as a write-down. This ASU affects entities holding financial assets and net investment in leases that are not accounted for at fair value through net income. The amendments affect loans, debt securities, trade receivables, net investments in leases, off balance sheet credit exposures, reinsurance receivables, and any other financial assets not excluded from the scope that have the contractual right to receive cash. The amendments in this update are effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. The Company is assessing the impact of the adoption of the ASU on its financial statements, disclosure requirements and methods of adoption.

In August 2018, the FASB issued ASU No. 2018-13 Fair Value Measurement (Topic 820): Disclosure Framework – Changes to the Disclosure for Fair Value Measurement. The amendments in this ASU modify the disclosure requirements on fair value measurements in Topic 820 based on the concepts in the Concepts Statement, including the consideration of costs and benefits. The amendments in this ASU are effective for all entities for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019. The amendments on changes in unrealized gains and losses, the range and weighted average of significant unobservable inputs used to develop Level 3 fair value measurements, and the narrative description of measurement uncertainty should be applied prospectively for only the most recent interim or annual period presented in the initial fiscal year of adoption. All other amendments should be applied retrospectively to all periods presented upon their effective date. Early adoption is permitted upon issuance of this ASU. An entity is permitted to early adopt any removed or modified disclosures upon issuance of this ASU and delay adoption of the additional disclosures until their effective date. The Company is assessing the impact of the adoption of the ASU on its financial statements, disclosure requirements and methods of adoption.

In August 2018, the FASB issued ASU No. 2018-15 Intangibles – Goodwill and Other – Internal-Use Software (Subtopic 350-40): Customer’s Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That Is a Service Contract. The amendments in this ASU align the requirements for capitalizing implementation costs incurred in a hosting arrangement that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software (and hosting arrangements that include an internal use software license). The accounting for the service element of a hosting arrangement that is a service contract is not affected by the amendments in this ASU. The amendments in this ASU are effective for fiscal years beginning after December 15, 2019, and interim periods within those fiscal years. Early adoption of the amendments in this ASU is permitted, including adoption in any interim period, for all entities. The amendments in this ASU should be applied either retrospectively or prospectively to all implementation costs incurred after the date of adoption. The Company is assessing the impact of the adoption of the ASU on its financial statements, disclosure requirements and methods of adoption.

The Company considers the applicability and impact of all recently issued accounting pronouncements. Recent accounting pronouncements not specifically identified in our disclosures are either not applicable to the Company or are not expected to have a material effect on our financial condition or results of operations.

## FAIR VALUE OF FINANCIAL INSTRUMENTS

The carrying amounts reported in the balance sheet for cash, trade receivables, accounts payable and accrued expenses approximate fair value based on the short-term maturity of these instruments.

## ACCOUNTING FOR LONG-LIVED ASSETS

The Company reviews its long-lived assets for impairment at least annually or whenever the circumstances and situations change such that there is an indication that the carrying amounts may not be recoverable. As of June 30, 2019, the Company does not believe that any of its assets are impaired.

## RECLASSIFICATION

Certain reclassifications have been made to conform prior period data to the current presentation. These reclassifications had no effect on reported net income.



## NOTE 2 RELATED PARTY TRANSACTIONS

### LEASED AIRCRAFT

From 1992 to 2018, we leased an aircraft from AMI Aviation, Inc., of which our former President and Chief Executive Officer, Andrew Sealfon, was a majority shareholder. The lease payments were zero and \$3,876 for the three months ended June 30, 2019 and 2018, respectively and zero and \$7,752 for the six months ended June 30, 2019 and 2018 respectively. Upon the termination of Mr. Sealfon as President and Chief Executive Officer on July 25, 2018, the Company ceased leasing this aircraft.

### BUILDING LEASE

Mr. Pastreich, a former director, is a principal in the entity that owns the building leased by us for our corporate headquarters and manufacturing facility at 24 Carpenter Road, Chester, New York 10918. On February 28, 2019, we completed year twenty of a twenty year lease with monthly lease payments of \$11,042. On November 14, 2017, we executed a lease extension, which calls for six month extensions beginning March 1, 2019 with the option to renew six times at a monthly lease amount of \$12,088.

The lease payments were \$36,264 and \$33,126 for the three months ended June 30, 2019 and 2018, respectively, and \$70,436 and \$66,252 for the six months ended June 30, 2019 and 2018, respectively. The Company also paid property taxes in the amount of \$12,989 and \$12,720 for the three months ended June 30, 2019 and 2018, respectively and \$25,416 and \$25,432 for the six months ended June 30, 2019 and 2018, respectively.

## NOTE 3 PROPERTY AND EQUIPMENT

Property and equipment consists of the following at:

	<u>June 30, 2019</u>	<u>December 31, 2018</u>
Land	\$ —	\$ 54,030
Building	—	171,094
Furniture, office equipment, and leasehold improvements	1,099,939	1,058,507
Manufacturing equipment and tooling	1,282,303	1,279,865
	<u>2,382,242</u>	<u>2,563,496</u>
Less: accumulated depreciation	(1,766,687)	(1,704,715)
Property and equipment, net	<u>\$ 615,555</u>	<u>\$ 858,781</u>

On May 21, 2019, the Company sold the house it owned for \$0.2 million.

Depreciation expense was \$75,073 and \$67,504 for the three months ended June 30, 2019 and 2018, respectively, and \$148,588 and \$133,984 for the six months ended June 30, 2019 and 2018, respectively.

## NOTE 4 LEGAL PROCEEDINGS

We are involved in several lawsuits with our principal competitor, EMED Technologies Corporation (“EMED”). EMED has alleged that our needle sets infringe various patents controlled by EMED. Certain of these lawsuits also allege antitrust violations, unfair business practices, and various other business tort claims. We are vigorously defending against all of the lawsuits brought by EMED. Although no assurances can be given, we believe we have meritorious defenses to all of EMED’s claims.

The initial case involving EMED was filed by us in the United States District Court for the Eastern District of California on September 20, 2013 (the “California case”), in response to a letter from EMED claiming patent infringement by us, and seeking a declaratory judgment establishing the invalidity of the patent referenced in the letter – EMED’s US patent 8,500,703 – “‘703.” EMED answered the complaint and asserted patent infringement of the ‘703 patent and several counterclaims relating generally to claims of unfair business practices against us. We responded by adding several claims against EMED, generally relating to claims of unfair business practices on EMED’s part. Both parties have requested injunctive relief and monetary damages in unspecified amounts. On June 16, 2015, the California court entered a preliminary injunction against RMS Medical making certain statements regarding what products were cleared by the FDA for use, or could be safely used, with RMS Medical’s Freedom60 pump, without voiding the product warranty.

On September 11, 2015, we requested an ex parte reexamination of the '703 patent by the US Patent and Trademark Office ("USPTO"). The ex parte reexamination resulted in a Final Office Action dated July 19, 2017 rejecting all of EMED's claims in the patent. On January 25, 2018, EMED filed an Appeal Brief with a Petition for Revival, which was accepted. On April 9, 2018, the USPTO denied EMED's request for reconsideration of the order rejecting all claims in the '703 patent. On June 26, 2019, the Examiner responded to EMED's appeal brief and maintained all of the final rejections. Both the California case and EMED's appeal of the USPTO rejections are pending.

The second court case was filed by EMED in the United States District Court for the Eastern District of Texas on June 25, 2015, claiming patent infringement on another of its patents (US 8,961,476 – "'476'"), by our needle sets, and seeking unspecified monetary damages ("ED Texas '476 matter"). This '476 patent is related to the now rejected EMED '703 patent.

On September 17, 2015, we requested an inter partes review ("IPR") of the '476 patent, and in response to our request, the Court entered an order staying the ED Texas '476 matter until after the Patent Trial and Appeal Board ("PTAB") of the USPTO made a decision regarding the validity of the patent. On January 12, 2017, the PTAB issued its Final Written Decision in our favor, invalidating all but one ("dependent Claim 9") of the claims in the '476 patent. EMED appealed the PTAB's ruling to the United States Court of Appeals for the Federal Circuit, which affirmed the PTAB's Final Written Decision in our favor on April 3, 2018. On April 18, 2018, EMED filed a petition for en banc rehearing, which was denied. On August 16, 2018, EMED petitioned the United States Supreme Court for a Writ of Certiorari to review the Federal Circuit's upholding the PTAB's Final Written Decision. On October 29, 2018 the United States Supreme Court denied EMED's Petition for a Writ of Certiorari, thus finally affirming the PTAB's invalidation of '476, save for one dependent claim.

Following the PTAB's Final Written Decision in the IPR regarding the '476 patent, EMED filed a new patent application claiming priority back to the application that issued as '703, which is the patent at issue in the California case. Submitted for accelerated examination, this new application issued as US 9,808,576 – "'576'" on November 7, 2017. On this same date, EMED filed a new case (the "third case") in the United States District Court for the Eastern District of Texas claiming patent infringement of '576, also directed to our needle sets, and seeking unspecified damages and a preliminary injunction against marketing and sales of our needle sets. We filed a Motion to Dismiss or Transfer Venue to the United States District Court for the Southern District of New York ("SDNY"), which has resulted in the transfer of the third case to SDNY ("SDNY '576 matter").

The SDNY '576 matter is proceeding with the Court agreeing with RMS Medical's proposal to brief summary judgment of non-infringement now, and if needed it will consider setting a schedule for discovery and trial.

On April 23, 2018, EMED filed a new civil case (the "fourth case") against us in the United States District Court for the Eastern District of Texas asserting antitrust, defamation and unfair business practice claims, and seeking unspecified damages, similar to those previously presented in the California case, described above. The fourth case also names Andrew Sealfon, then President and CEO of RMS Medical, individually as a defendant. As the result of a hearing on November 14, 2018, on December 7, 2018 the Court entered an order transferring the fourth case to the United States District Court for the Eastern District of California (the "California Court"). The fourth case is in a preliminary motion phase and ultimately expected to be coordinated or consolidated with the California case, or dismissed, as the California Court sees fit.

At the same hearing on November 14, 2018, the Texas Court granted EMED leave to amend its infringement contentions, following the IPR decision invalidating all but one claim of the '476 patent, in order to assert infringement of that sole remaining claim, namely dependent Claim 9. The Texas Court's order allowing EMED's amendment of its infringement contentions against us was entered on December 7, 2018.

The ED Texas '476 matter proceeded under EMED's amended infringement contention to incorporate the surviving dependent Claim 9, which incorporates Claims 1 and 8 of the '476 patent, meaning that, to prove infringement on the part of us, EMED must prove more elements of infringement than it originally charged against us. In April 2019, EMED served its damages expert's report opining that EMED's past infringement damages amount to \$1.5 million, and in May RMS Medical served its damages expert's rebuttal report opining that EMED's expert miscalculated damages which if properly calculated would amount to less than \$100,000. The Texas Court had set a trial date of August 19, 2019 for the trial of the ED Texas '476 matter. On June 24, 2019, the Texas Court Magistrate Judge issued a Report and Recommendation decision finding no infringement, literally or under the doctrine of equivalents, by RMS Medical's accused products. EMED filed its objections on June 26, 2019. On June 28, 2019 the United States District Judge for the Eastern District of Texas issued a Final Judgment in favor of RMS Medical and adopted the decision of the Magistrate Judge that was issued on June 24, 2019, overruled EMED's objections, awarded court costs to RMS Medical, and dismissed the case. A final judgment has been entered. RMS Medical has submitted its Bill of Costs for approximately \$16,000 and moved to declare the case exceptional and for recovery of its attorney fees and expenses, which could be material, in defense of EMED's assertion of the '476 Patent. EMED has objected to our Bill of Costs and filed a notice of appeal of the non-infringement judgment to the Court of Appeals for the Federal Circuit.

As is required by the respective Courts in both the SDNY ‘576 matter and the ED Texas ‘476 matter, the parties are engaging in settlement discussions and have conducted a court-sponsored mediation session, which did not result in settlement.

Although we believe RMS Medical has meritorious claims and defenses in all of the above-described actions and proceedings, their outcomes cannot be predicted with any certainty. If any of these actions against us are successful, they could have a material adverse effect on our business, results of operations, financial condition and cash flows.

#### NOTE 5 STOCK-BASED COMPENSATION

On June 29, 2016, the Board of Directors amended the 2015 Stock Option Plan (the “Plan”) authorizing the Company to grant awards to certain executives, key employees, and consultants under the Plan, which was approved by shareholders at the Annual Meeting held on September 6, 2016. The total number of shares of Common Stock, with respect to which awards may be granted pursuant to the Plan, may not exceed 6,000,000 pursuant to an amendment to the Plan approved by shareholders on April 23, 2019 at the 2019 Annual Meeting of Shareholders.

On June 3, 2019, under the Plan, the Company granted 1,000,000 incentive stock options to Donald Pettigrew, the Company’s President and Chief Executive Officer, whose vesting is contingent upon meeting net sales targets by each of the next three fiscal years through December 31, 2022.

As of June 30, 2019, the Company had 3,654,000 options outstanding to certain executives, key employees and consultants under the Plan, of which 1,300,000 were issued during the six months ended June 30, 2019. Additionally, the Company had 1,000,000 performance based options outstanding as of June 30, 2019 to its President and Chief Executive Officer under the Plan, of which all were issued during the three months ending June 30, 2019.

On February 20, 2019, the Board of Directors of the Company approved an increase in compensation for each non-employee director from \$25,000 to \$50,000 annually effective January 1, 2019 and an additional \$10,000 annually for the chair of each Board committee effective February 20, 2019, in each case to be paid quarterly half in cash and half in common stock at the end of each fiscal quarter.

Pursuant to Daniel S. Goldberger’s employment agreement dated October 12, 2018, on February 1, 2019, when Donald B. Pettigrew was appointed to President and Chief Executive Officer, Mr. Goldberger was awarded a performance bonus in the amount of \$270,000 to be paid half in cash and half in stock on April 1, 2019. The number of shares that were issued totaled 90,604 and was based upon the closing price of the Common Stock of the Company on February 1, 2019 as reported by the OTCQX. These shares were issued on April 3, 2019.

#### 2015 STOCK OPTION PLAN, as amended

##### Time Based Share Options

The per share weighted average fair value of stock options granted during the six months ended June 30, 2019 and June 30, 2018 was \$1.16 and \$0.75, respectively. The fair value of each award is estimated on the grant date using the Black-Scholes option pricing model with the following weighted average assumptions used for grants in the six months ended June 30, 2019 and June 30, 2018. Historical information was the primary basis for the selection of the expected volatility, expected dividend yield and the expected lives of the options. The risk-free interest rate was selected based upon yields of the U.S. Treasury issues with a term equal to the expected life of the option being valued.

	<b>June 30,</b>	
	<b>2019</b>	<b>2018</b>
Dividend yield	0.00%	0.00%
Expected Volatility	58.9% - 60.3%	65.2%
Weighted-average volatility	—	—
Expected dividends	—	—
Expected term (in years)	10 Years	5 Years
Risk-free rate	2.12 - 2.72%	2.80%

The following table summarizes the status of the Plan:

	Six months Ended June 30,			
	2019		2018	
	Shares	Weighted Average Exercise Price	Shares	Weighted Average Exercise Price
Outstanding at January 1	2,419,000	\$ 1.00	1,038,000	\$ 0.41
Granted	1,300,000	\$ 1.66	18,000	\$ 1.33
Exercised	65,000	\$ 0.38	125,000	\$ 0.41
Forfeited	—	\$ —	—	\$ —
Outstanding at June 30	3,654,000	\$ 1.24	931,000	\$ 0.43
Options exercisable at June 30	804,260	\$ 0.63	656,885	\$ 0.39
Weighted average fair value of options granted during the period	—	\$ 1.16	—	\$ 0.75
Stock-based compensation expense	—	\$ 274,731	—	\$ 26,670

Total stock-based compensation expense totaled \$274,731 and \$26,670 for the six months ended June 30, 2019 and 2018, respectively. Cash received from option exercises for the six months ended June 30, 2019 and 2018 was \$24,700 and \$51,250, respectively.

The weighted-average grant-date fair value of options granted during the six months ended June 30, 2019 and 2018, was \$1.16 and \$0.75, respectively. The total intrinsic value of options exercised during the six months ended June 30, 2019 and 2018, was \$12,796 and \$30,664, respectively.

The following table presents information pertaining to options outstanding at June 30, 2019:

Range of Exercise Price	Number Outstanding	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price	Number Exercisable	Weighted Average Exercise Price
\$0.36 - \$2.09	3,654,000	5-10 years	\$ 1.24	804,260	\$ 0.63

As of June 30, 2019, there was \$2,308,052 of total unrecognized compensation cost related to non-vested share-based compensation arrangements granted under the Plan. That cost is expected to be recognized over a weighted-average period of 41 months. The total fair value of shares vested as of June 30, 2019 and 2018, was \$313,714 and \$135,979, respectively.

#### Performance Based Share Options

The per share weighted average fair value of stock options granted during the six months ended June 30, 2019 and 2018 was \$1.16 and zero, respectively. The fair value of each award is estimated on the grant date using the Black-Scholes option pricing model with the following weighted average assumptions used for grants in the six months ended June 30, 2019 and June 30, 2018. Historical information was the primary basis for the selection of the expected volatility, expected dividend yield and the expected lives of the options. The risk-free interest rate was selected based upon yields of the U.S. Treasury issues with a term equal to the expected life of the option being valued.

	June 30,	
	2019	2018
Dividend yield	0.00%	—
Expected Volatility	58.9%	—
Weighted-average volatility	—	—
Expected dividends	—	—
Expected term (in years)	10 Years	—
Risk-free rate	2.07%	—

The following table summarizes the status of the Plan:

	Six months Ended June 30,			
	2019		2018	
	Shares	Weighted Average Exercise Price	Shares	Weighted Average Exercise Price
Outstanding at January 1	—	\$ —	—	\$ —
Granted	1,000,000	\$ 1.70	—	\$ —
Exercised	—	\$ —	—	\$ —
Forfeited	—	\$ —	—	\$ —
Outstanding at June 30	1,000,000	\$ 1.70	—	\$ —
Options exercisable at June 30	—	\$ —	—	\$ —
Weighted average fair value of options granted during the period	—	\$ 1.16	—	\$ —
Stock-based compensation expense	—	\$ 41,909	—	\$ —

Total performance stock-based compensation expense totaled \$41,909 and zero for the six months ended June 30, 2019 and 2018, respectively.

The weighted-average grant-date fair value of options granted during the six months ended June 30, 2019 and June 30, 2018, was \$1.16 and zero, respectively.

The following table presents information pertaining to performance based options outstanding at June 30, 2019:

Range of Exercise Price	Number Outstanding	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price	Number Exercisable	Weighted Average Exercise Price
\$1.70	1,000,000	10 years	\$ 1.70	—	\$ 1.70

As of June 30, 2019, there was \$1,120,652 of total unrecognized compensation cost related to non-vested performance share option based compensation arrangements granted under the Plan. That cost is expected to be recognized over a weighted-average period of 31 months. The total fair value of shares vested as of June 30, 2019 and 2018 was zero for both periods.

#### NOTE 6 DEBT OBLIGATIONS

On February 8, 2018, the Company executed a Promissory Note with KeyBank National Association (“KeyBank”) in the amount of \$1.5 million as a variable rate revolving line of credit loan due on demand with an interest rate of LIBOR plus 2.25%, collateralized with a certificate of deposit in the amount of \$1.5 million. The Company entered into this arrangement to establish a credit lending history and, in the event needed, to have additional cash on hand for future expansion. On September 25, 2018, KeyBank released the certificate of deposit as collateral for the loan and the Company executed a Commercial Security Agreement as collateral for the loan. As of June 30, 2019, the Company has no outstanding amounts against the line of credit.

#### NOTE 7 LEASES

We have finance and operating leases for our corporate office and certain office and computer equipment. Our leases have remaining lease terms of 1 to 3 years, some of which include options to extend the leases annually and some with options to terminate the leases within 1 year.

The components of lease expense were as follows:

	<u>Three Months Ended June 30, 2019</u>	<u>Six Months Ended June 30, 2019</u>
Operating lease cost	\$ 37,921	\$ 73,750
Finance lease cost:		
Amortization of right-of-use assets	\$ 1,061	\$ 2,121
Interest on lease liabilities	59	131
Total finance lease cost	<u>\$ 1,120</u>	<u>\$ 2,252</u>

Supplemental cash flow information related to leases was as follows:

	<u>Three Months Ended June 30, 2019</u>	<u>Six Months Ended June 30, 2019</u>
Cash paid for amounts included in the measurement of lease liabilities:		
Finance cash flows from finance leases	\$ 1,041	\$ 2,069
Finance lease cost:		
Amortization of right-of-use assets	\$ 1,061	\$ 2,121
Interest on lease liabilities	59	131
Total finance lease cost	<u>\$ 1,120</u>	<u>\$ 2,252</u>

Supplemental balance sheet information related to leases was as follows:

	<u>Six Months Ended June 30, 2019</u>
<b>Operating Leases</b>	
Operating lease right-of-use assets	\$ 439,782
Operating lease current liabilities	133,417
Operating lease long term liabilities	306,365
Total operating lease liabilities	<u>\$ 439,782</u>

<b>Finance Leases</b>	
Property and equipment, at cost	\$ 6,363
Accumulated depreciation	2,121
Property and equipment, net	\$ 4,242
Finance lease current liabilities	4,295
Finance lease long term liabilities	—
Total finance lease liabilities	<u>\$ 4,295</u>

	<u>Six Months Ended June 30, 2019</u>
<b>Weighted Average Remaining Lease Term</b>	
Operating leases	3 Years
Finance leases	1 Year

<b>Weighted Average Discount Rate</b>	
Operating leases	4.75%
Finance leases	4.75%

Maturities of lease liabilities are as follows:

<b>Year Ending December 31,</b>	<b>Operating Leases</b>	<b>Finance Leases</b>
2019	\$ 75,843	\$ 2,200
2020	151,685	2,206
2021	149,476	—
2022	97,256	—
Total lease payments	474,260	4,406
Less imputed interest	(34,478)	(111)
Total	\$ 439,782	\$ 4,295

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

This Quarterly Report on Form 10-Q contains certain “forward-looking” statements (as such term is defined in the Private Securities Litigation Reform Act of 1995) and information relating to us that are based on the beliefs of the management, as well as assumptions made and information currently available.

Our actual results may vary materially from the forward-looking statements made in this report due to important factors such as uncertainties associated with future operating results, unpredictability related to Food and Drug Administration regulations, introduction of competitive products, acceptance of and demand for new and existing products, ability to penetrate new markets, success in enforcing and obtaining patents, reimbursement related risks, government regulation of the home health care industry, success of the research and development effort, expanding the market of FREEDOM60<sup>®</sup> demand in the SCIg market, availability of sufficient capital if or when needed, dependence on key personnel and the outcome of litigation. When used in this report, the words “estimate,” “project,” “believe,” “may,” “will,” “anticipate,” “intend,” “expect” and similar expressions are intended to identify forward-looking statements. Such statements reflect current views with respect to future events based on currently available information and are subject to risks and uncertainties that could cause actual results to differ materially from those contemplated in such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. The Company does not undertake any obligation to release publicly any revision to these forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

Throughout this report, “RMS Medical,” the “Company,” “we,” “us” and “our” refer to Repro Med Systems, Inc.

### **OVERVIEW**

The second quarter of 2019 ended with record net sales results of \$5.3 million, an increase of 18.8% compared with the same period last year, driven by increased volume in needles, tubing and pump sales domestically. We believe the growth continues to be the result of growth in diagnosis of primary immunodeficiency diseases (“PID”) and expansion into the neurology market with expanded Hizentra<sup>®</sup> indication for chronic inflammatory demyelinating polyneuropathy (“CIDP”). Our gross margin percentage improved four percentage points versus the same period last year mostly due to increased sales with improved production and the same labor. We had lower net income of \$0.1 million for period ended June 30, 2019, compared with \$0.5 million for the previous year mostly due to increased legal fees for litigation activity and higher salary and related expenses resulting from the executive management changes and recently announced new hires. The Company also sold the house it owned which generated \$0.2 million in cash proceeds.

## RESULTS OF OPERATIONS

### Three months ended June 30, 2019 compared to June 30, 2018

#### Net Sales

The following table summarizes our net sales for the three months ended June 30, 2019 and 2018:

	Three Months Ended June 30,		Change from Prior Year		% of Sales	
	2019	2018	\$	%	2019	2018
<b>Sales</b>						
Domestic	\$ 4,569,226	\$ 3,582,392	\$ 986,834	27.6%	85.4%	79.6%
International	779,586	919,934	(140,348)	(15.3%)	14.6%	20.4%
<b>Total</b>	<b>\$ 5,348,812</b>	<b>\$ 4,502,326</b>	<b>\$ 846,486</b>	<b>18.8%</b>		

Total net sales increased \$0.8 million or 18.8% for the three months ended June 30, 2019 compared with the same period last year. This growth was driven domestically by increased volume in needle, tubing and pump sales. We believe the growth continues to be due to growth in the diagnosis of PIDD and expansion into the neurology market with the expanded Hizentra® indication for CIDP.

Internationally, net sales were down, mostly due to a clinical trial last year.

#### Gross Profit

Our gross profit for the three months ended June 30, 2019 and 2018 is as follows:

	Three Months Ended June 30,		Change from Prior Year	
	2019	2018	\$	%
Gross Profit	\$ 3,475,664	\$ 2,739,584	\$ 736,080	26.9%
Stated as a Percentage of Net Sales	65.0%	60.9%		

Gross profit increased \$0.7 million or 26.9% in the three months ended June 30, 2019, compared to the same period in 2018. This increase in the quarter was mostly driven by the increase in net sales and leveraged production costs on higher net sales.

#### Selling, general and administrative and Research and development

Our selling, general and administrative expenses and research and development costs for the three months ended June 30, 2019 and 2018 are as follows:

	Three Months Ended June 30,		Change from Prior Year	
	2019	2018	\$	%
Selling, general and administrative	\$ 3,175,382	2,022,631	\$ 1,152,751	57.0%
Research and development	178,235	23,963	154,272	643.8%
	<b>\$ 3,353,617</b>	<b>2,046,594</b>	<b>\$ 1,307,023</b>	<b>63.9%</b>
Stated as a Percentage of Net Sales	62.7%	45.5%		

Selling, general and administrative expenses during the three months ended June 30, 2019 increased \$1.2 million, or 57.0%, over the same period last year due to increased litigation activity resulting in a \$1.0 million increase. Executive salary and related benefits increased \$0.3 million due to the addition of the Executive Chairman of the Board, our new President and Chief Executive Officer and other executive changes. We also added a Vice President of Medical Affairs to the team, adding \$0.1 million year over year. Offsetting these increases was attrition in sales and marketing and regulatory in aggregate totaling \$0.3 million.

Research and development expenses increased \$0.2 million over last year due to increased headcount and expanded product development initiatives compared to last year.

#### Depreciation and amortization

Depreciation and amortization expense increased by 13.4% to \$86,169 in the three months ended June 30, 2019 compared with \$75,978 in the three months ended June 30, 2018. We continue to invest in capital assets, mostly related to production equipment, computer equipment and leasehold improvements, and in patent applications and their maintenance.



## Net Income

	Three Months Ended June 30,		Change from Prior Year	
	2019	2018	\$	%
Net Income	\$ 78,183	\$ 475,723	\$ (397,540)	(83.6%)
Stated as a Percentage of Net Sales	1.5%	10.6%		

Our net income for the three months ended June 30, 2019 was \$0.1 million compared to \$0.5 million for the three months ended June 30, 2018. The decline is mostly driven by the increase in legal fees and selling general and administrative fees as described above.

## Six months ended June 30, 2019 compared to June 30, 2018

### Net Sales

The following table summarizes our net sales for the six months ended June 30, 2019 and 2018:

	Six months Ended June 30,		Change from Prior Year		% of Sales	
	2019	2018	\$	%	2019	2018
<b>Sales</b>						
Domestic	\$ 8,452,791	\$ 6,957,600	\$ 1,495,191	21.5%	81.9%	81.5%
International	1,870,299	1,577,950	292,349	18.5%	18.1%	18.5%
<b>Total</b>	<b>\$ 10,323,090</b>	<b>\$ 8,535,550</b>	<b>\$ 1,787,540</b>	<b>20.9%</b>		

Total net sales increased \$1.8 million or 20.9% for the six months ended June 30, 2019 driven largely by needle set sales. We believe the growth is due to growth in the diagnosis of PIDD and expansion into the neurology market with expanded Hizentra® indication for CIDP.

### Gross Profit

Our gross profit for the six months ended June 30, 2019 and 2018 is as follows:

	Six months Ended June 30,		Change from Prior Year	
	2019	2018	\$	%
Gross Profit	\$ 6,523,618	\$ 5,205,408	\$ 1,318,210	25.3%
Stated as a Percentage of Net Sales	63.2%	61.0%		

Gross profit increased \$1.3 million or 25.3% in the six months ended June 30, 2019, compared to the same period last year. This increase was driven by the increase in net sales of \$1.8 million as well as leveraged production costs on higher net sales.

### Selling, general and administrative and Research and development

Our selling, general and administrative expenses and research and development costs for the six months ended June 30, 2019 and 2018 are as follows:

	Six months Ended September 30,		Change from Prior Year	
	2019	2018	\$	%
Selling, general and administrative	\$ 6,152,765	\$ 3,902,900	\$ 2,249,865	57.7%
Research and development	280,194	33,811	246,383	728.7%
	<b>\$ 6,432,959</b>	<b>\$ 3,936,711</b>	<b>\$ 2,496,248</b>	<b>63.4%</b>
Stated as a Percentage of Net Sales	62.3%	46.1%		

Selling, general and administrative expenses increased \$2.2 million, or 57.7%, during the six months ended June 30, 2019 compared to the same period last year significantly due to increased litigation activity and legal support for the filing of the resale registration statement and executive management changes matters totaling \$1.5 million. Executive salary and related benefits increased \$0.9 million due to the addition of the Executive Chairman of the Board, our new President and Chief Executive Officer and other executive changes, including a performance bonus payment to our former interim Chief Executive Officer in the amount of \$0.3 million. We also added a Vice President of Medical Affairs to the team, adding \$0.1 million year over year. Higher investor relation expenses and director fees also contributed \$0.2 million to the increase. Offsetting these increases was attrition in sales and marketing and regulatory salary and related benefit expense in the amount of \$0.4 million and lower executive recruiting fees of \$0.1 million.

Research and development expense increased by \$0.2 million primarily due to increased headcount and expanded product development initiatives compared to last year.

#### Depreciation and amortization

Depreciation and amortization expense increased by 12.8% to \$169,820 in the six months ended June 30, 2019 compared with \$150,556 in the six months ended June 30, 2018. We continue to invest in capital assets mostly related to production and computer equipment upgrades, as well as in patent applications and their maintenance.

#### Net (Loss)/Income

	Six months Ended June 30,		Change from
	2019	2018	Prior Year
	\$	\$	\$
Net (Loss)/Income	(7,207)	879,150	(886,357)
Stated as a Percentage of Net Sales	(0.1%)	10.3%	

Our net loss for the six months ended June 30, 2019 was (\$7,207) compared to a net income of \$0.9 million for the six months ended June 30, 2018. This \$0.9 million decrease was driven by increased selling, general and administrative expenses, as described above.

#### **LIQUIDITY AND CAPITAL RESOURCES**

Our principal source of liquidity is our cash of \$3.8 million as of June 30, 2019. Additionally, we have a \$1.5 million line of credit with no outstanding amounts against it. Our principal source of operating cash inflows is from sales of our products to customers. Our principal cash outflows relate to the purchase and production of inventory and related costs, selling, general and administrative expenses and professional fees.

We believe that as of June 30, 2019, cash on hand and cash expected to be generated from future operating activities will be sufficient to fund our operations, including further research and development and capital expenditures, for the next 12 months. We believe RMS Medical's home infusion products continue to find a solid following in the subcutaneous immunoglobulin ("SCIg") market, as well as, into new markets like neurology where Hizentra® received an expanded indication for CIDP.

We continue to be in litigation with a competitor, EMED Technologies Corp. ("EMED") and have incurred a significant amount of legal fees in connection with that process. Although the Company believes it has meritorious claims and defenses in the actions and proceedings, their outcomes cannot be predicted with any certainty. If any of these actions against the Company are successful, they could have a material adverse effect on the Company's business, results of operations, financial condition and cash flows.

#### Cash Flows

The following table summarizes our cash flows:

	Six months Ended June 30, 2019	Six months Ended June 30, 2018
Net cash (used in)/provided by operating activities	\$ (1,483,909)	\$ 955,787
Net cash provided by/(used in) investing activities	\$ 1,532,487	\$ (1,558,632)
Net cash provided by financing activities	\$ 19,811	\$ 49,495

### Operating Activities

Net cash used in operating activities of \$1.5 million for the six months ended June 30, 2019 was mostly attributable to increased accounts receivable of \$1.9 million as one of our major customer's payment terms changed on January 1, 2019 from net 30 to net 60 days, and increased inventory of \$0.5 million as we look to build stock to keep pace with sales growth. Partially offsetting these were our non-cash charges for stock based compensation of \$0.5 million and depreciation and amortization of long lived tangible and intangible asset of \$0.2 million.

Net cash provided by operating activities of \$1.0 million for the six months ended June 30, 2018 was primarily the result of net income of \$0.9 million, non-cash charges of \$0.2 million for depreciation and amortization of long lived tangible and intangible assets and stock based compensation of \$0.1 million, as well as an increase in accounts payable of \$0.3 million due to higher supplier payables. Partially offsetting these were payments for insurance renewals, severance, bonus and sales commission payments.

### Investing Activities

Our net cash provided by investing activities of \$1.5 million for the six months ended June 30, 2019 was mostly the result of the maturation of a certificate of deposit for \$1.5 million and the sale of the house the Company owned for \$0.2 million, offset by capital expenditures and patent application and maintenance of \$0.2 million. Our net cash used for investing activities of \$1.6 million for the six months ended June 30, 2018 was mostly the result of the purchase of a certificate of deposit.

### Financing Activities

The \$19,811 provided by financing activities for the six months ended June 30, 2019 is a result of options exercised less payments for cancelled shares and leased office equipment. Net cash provided by financing activities was \$49,495 for the six months ended June 30, 2018 mostly resulted from the exercise of options.

## **RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS**

In June 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2016-13— Financial Instruments – Credit Losses (Topic 326); Measurement of Credit Losses on Financial Instruments, which amends guidance on reporting credit losses for assets held at amortized cost basis and available for sale debt securities. For assets held at amortized cost basis, Topic 326 eliminates the probable initial recognition threshold in current GAAP and, instead, requires an entity to reflect its current estimate of all expected credit losses. The allowance for credit losses is a valuation account that is deducted from the amortized cost basis of the financial assets to present the net amount expected to be collected. For available for sale debt securities, credit losses should be measured in a manner similar to current GAAP, however Topic 326 will require that credit losses be presented as an allowance rather than as a write-down. This ASU affects entities holding financial assets and net investment in leases that are not accounted for at fair value through net income. The amendments affect loans, debt securities, trade receivables, net investments in leases, off balance sheet credit exposures, reinsurance receivables, and any other financial assets not excluded from the scope that have the contractual right to receive cash. The amendments in this update are effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. The Company is assessing the impact of the adoption of the ASU on its financial statements, disclosure requirements and methods of adoption.

In August 2018, the FASB issued ASU No. 2018-13 Fair Value Measurement (Topic 820): Disclosure Framework – Changes to the Disclosure for Fair Value Measurement. The amendments in this ASU modify the disclosure requirements on fair value measurements in Topic 820 based on the concepts in the Concepts Statement, including the consideration of costs and benefits. The amendments in this ASU are effective for all entities for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019. The amendments on changes in unrealized gains and losses, the range and weighted average of significant unobservable inputs used to develop Level 3 fair value measurements, and the narrative description of measurement uncertainty should be applied prospectively for only the most recent interim or annual period presented in the initial fiscal year of adoption. All other amendments should be applied retrospectively to all periods presented upon their effective date. Early adoption is permitted upon issuance of this ASU. An entity is permitted to early adopt any removed or modified disclosures upon issuance of this ASU and delay adoption of the additional disclosures until their effective date. The Company is assessing the impact of the adoption of the ASU on its financial statements, disclosure requirements and methods of adoption.

In August 2018, the FASB issued ASU No. 2018-15 Intangibles – Goodwill and Other – Internal-Use Software (Subtopic 350-40): Customer’s Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That Is a Service Contract. The amendments in this ASU align the requirements for capitalizing implementation costs incurred in a hosting arrangement that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software (and hosting arrangements that include an internal use software license). The accounting for the service element of a hosting arrangement that is a service contract is not affected by the amendments in this ASU. The amendments in this ASU are effective for fiscal years beginning after December 15, 2019, and interim periods within those fiscal years. Early adoption of the amendments in this ASU is permitted, including adoption in any interim period, for all entities. The amendments in this ASU should be applied either retrospectively or prospectively to all implementation costs incurred after the date of adoption. The Company is assessing the impact of the adoption of the ASU on its financial statements, disclosure requirements and methods of adoption.

The Company considers the applicability and impact of all recently issued accounting pronouncements. Recent accounting pronouncements not specifically identified in our disclosures are either not applicable to the Company or are not expected to have a material effect on our financial condition or results of operations.

#### NON-GAAP FINANCIAL MEASURES

Management of the Company believes that investors’ understanding of the Company’s performance is enhanced by disclosing non-GAAP financial measures as a reasonable basis for comparison of the Company’s ongoing results of operations. These non-GAAP measures should not be considered a substitute for GAAP-basis measures and results. Our non-GAAP measures may not be comparable to non-GAAP measures of other companies. The table below provides a disclosure of these non-GAAP financial measures to the most closely analogous measure determined in accordance with GAAP.

Non-GAAP financial measures should not be considered a substitute for, or superior to, measures of financial performance prepared in accordance with GAAP. They are limited in value because they exclude charges that have a material effect on our reported results and, therefore, should not be relied upon as the sole financial measures to evaluate our financial results. The non-GAAP financial measures are meant to supplement, and to be viewed in conjunction with, GAAP financial results.

We disclose and discuss Adjusted EBITDA as a non-GAAP financial measure in our public releases, including quarterly earnings releases, and other filings with the Securities and Exchange Commission. We define Adjusted EBITDA as earnings (net income) before interest, income taxes, depreciation and amortization, reorganization charges, litigation and stock option expenses. We believe that Adjusted EBITDA is used by investors and other users of our financial statements as a supplemental financial measure that, when viewed with our GAAP results and the accompanying reconciliation, we believe provides additional information that is useful to gain an understanding of the factors and trends affecting our business. We also believe the disclosure of Adjusted EBITDA helps investors meaningfully evaluate and compare our cash flow generating capacity from quarter to quarter and year to year. Adjusted EBITDA is used by management as a supplemental internal measure for planning and forecasting overall expectations and for evaluating actual results against such expectations. Because management uses Adjusted EBITDA for such purposes, the Company uses Adjusted EBITDA as a significant criterion for determining the amount of annual cash incentive compensation paid to our executive officers and employees. We have historically found that Adjusted EBITDA is superior to other metrics for our company-wide cash incentive program, as it is more easily explained and understood by our typical employee.

A reconciliation of our non-GAAP measures is below:

Reconciliation of GAAP Net (Loss)/Income to Non-GAAP Adjusted EBITDA:	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2019	2018	2019	2018
GAAP Net Income/(Loss)	\$ 78,183	\$ 475,723	\$ (7,207)	\$ 879,150
Tax Expense	24,683	126,952	2,584	234,693
Depreciation/Amortization	86,169	75,978	169,820	150,556
Interest Income, Net	(18,243)	(5,501)	(35,723)	(6,116)
Reorganization Charges	—	78,646	354,926	151,197
Litigation	1,124,947	150,500	1,617,462	306,300
Stock Option Expense	194,765	29,487	316,640	56,670
Non-GAAP Adjusted EBITDA	<u>\$ 1,490,504</u>	<u>\$ 931,785</u>	<u>\$ 2,418,502</u>	<u>\$ 1,772,450</u>

*Reorganization Charges.* We have excluded the effect of Reorganization Charges in calculating our non-GAAP Adjusted EBITDA measure. We incurred significant expenses in connection with the recent termination and replacement of C-suite executives and senior management which we would not otherwise incur in periods presented as part of our continuing operations. Reorganization charges include costs related to the replacement of C-suite executives including a transition bonus and recruiting fees.

*Litigation.* We have excluded litigation expenses in calculating our non-GAAP Adjusted EBITDA measure. We continue to evaluate our business performance excluding litigation fees and we expect them to continue in future periods.

*Stock Option Expense.* We have excluded the effect of stock option expenses in calculating our non-GAAP Adjusted EBITDA measure. Although stock option compensation is a key incentive offered to our employees, we continue to evaluate our business performance excluding stock option compensation expenses. We record non-cash compensation expense related to grants of options and depending upon the size, timing and the terms of the grants, the non-cash compensation expense may vary significantly but will recur in future periods.

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

Not Applicable.

### **PART I – ITEM 4. CONTROLS AND PROCEDURES**

The Company’s management, including the Company’s Principal Executive Officer and Principal Financial Officer, has evaluated the effectiveness of the Company’s disclosure controls and procedures as such is defined in Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Based upon their evaluations, the Principal Executive Officer and Principal Financial Officer concluded that, as of the end of the period covered by this report, the Company’s disclosure controls and procedures were effective for the purpose of ensuring that the information required to be disclosed in the reports that the Company files or submits under the Exchange Act with the Securities and Exchange Commission (the “SEC”) (1) is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms and (2) is accumulated and communicated to the Company’s management, including its Principal Executive Officer and Principal Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

There have been no changes in the Company’s internal control over financial reporting during the quarter ended June 30, 2019, that have materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.

### **PART II – OTHER INFORMATION**

#### **ITEM 1. LEGAL PROCEEDINGS**

We are involved in several lawsuits with our principal competitor, EMED Technologies Corporation (“EMED”). EMED has alleged that our needle sets infringe various patents controlled by EMED. Certain of these lawsuits also allege antitrust violations, unfair business practices, and various other business tort claims. We are vigorously defending against all of the lawsuits brought by EMED. Although no assurances can be given, we believe we have meritorious defenses to all of EMED’s claims.

The initial case involving EMED was filed by us in the United States District Court for the Eastern District of California on September 20, 2013 (the “California case”), in response to a letter from EMED claiming patent infringement by us, and seeking a declaratory judgment establishing the invalidity of the patent referenced in the letter – EMED’s US patent 8,500,703 – “‘703.” EMED answered the complaint and asserted patent infringement of the ‘703 patent and several counterclaims relating generally to claims of unfair business practices against us. We responded by adding several claims against EMED, generally relating to claims of unfair business practices on EMED’s part. Both parties have requested injunctive relief and monetary damages in unspecified amounts. On June 16, 2015, the California court entered a preliminary injunction against RMS Medical making certain statements regarding what products were cleared by the FDA for use, or could be safely used, with RMS Medical’s Freedom60 pump, without voiding the product warranty.

On September 11, 2015, we requested an ex parte reexamination of the ‘703 patent by the US Patent and Trademark Office (“USPTO”). The ex parte reexamination resulted in a Final Office Action dated July 19, 2017, rejecting all of EMED’s claims in the patent. On January 25, 2018, EMED filed an Appeal Brief with a Petition for Revival, which was accepted. On April 9, 2018, the USPTO denied EMED’s request for reconsideration of the order rejecting all claims in the ‘703 patent. On June 26, 2019, the Examiner responded to EMED’s appeal brief and maintained all of the final rejections. Both the California case and EMED’s appeal of the USPTO rejections are pending.

The second court case was filed by EMED in the United States District Court for the Eastern District of Texas on June 25, 2015, claiming patent infringement on another of its patents (US 8,961,476 – “‘476”), by our needle sets, and seeking unspecified monetary damages (“ED Texas ‘476 matter”). This ‘476 patent is related to the now rejected EMED ‘703 patent.

On September 17, 2015, we requested an inter partes review (“IPR”) of the ‘476 patent, and in response to our request, the Court entered an order staying the ED Texas ‘476 matter until after the Patent Trial and Appeal Board (“PTAB”) of the USPTO made a decision regarding the validity of the patent. On January 12, 2017, the PTAB issued its Final Written Decision in our favor, invalidating all but one (“dependent Claim 9”) of the claims in the ‘476 patent. EMED appealed the PTAB’s ruling to the United States Court of Appeals for the Federal Circuit, which affirmed the PTAB’s Final Written Decision in our favor on April 3, 2018. On April 18, 2018, EMED filed a petition for en banc rehearing, which was denied. On August 16, 2018, EMED petitioned the United States Supreme Court for a Writ of Certiorari to review the Federal Circuit’s upholding the PTAB’s Final Written Decision. On October 29, 2018 the United States Supreme Court denied EMED’s Petition for a Writ of Certiorari, thus finally affirming the PTAB’s invalidation of ‘476, save for one dependent claim.

Following the PTAB’s Final Written Decision in the IPR regarding the ‘476 patent, EMED filed a new patent application claiming priority back to the application that issued as ‘703, which is the patent at issue in the California case. Submitted for accelerated examination, this new application issued as US 9,808,576 – “‘576” on November 7, 2017. On this same date, EMED filed a new case (the “third case”) in the United States District Court for the Eastern District of Texas claiming patent infringement of ‘576, also directed to our needle sets, and seeking unspecified damages and a preliminary injunction against marketing and sales of our needle sets. We filed a Motion to Dismiss or Transfer Venue to the United States District Court for the Southern District of New York (“SDNY”), which has resulted in the transfer of the third case to SDNY (“SDNY ‘576 matter”).

The SDNY ‘576 matter is proceeding with the Court agreeing with RMS Medical’s proposal to brief summary judgment of non-infringement now, and if needed it will consider setting a schedule for discovery and trial.

On April 23, 2018, EMED filed a new civil case (the “fourth case”) against us in the United States District Court for the Eastern District of Texas asserting antitrust, defamation and unfair business practice claims, and seeking unspecified damages, similar to those previously presented in the California case, described above. The fourth case also names Andrew Sealfon, then President and CEO of RMS Medical, individually as a defendant. As the result of a hearing on November 14, 2018, on December 7, 2018 the Court entered an order transferring the fourth case to the United States District Court for the Eastern District of California (the “California Court”). The fourth case is in a preliminary motion phase and ultimately expected to be coordinated or consolidated with the California case, or dismissed, as the California Court sees fit.

At the same hearing on November 14, 2018, the Texas Court granted EMED leave to amend its infringement contentions, following the IPR decision invalidating all but one claim of the ‘476 patent, in order to assert infringement of that sole remaining claim, namely dependent Claim 9. The Texas Court’s order allowing EMED’s amendment of its infringement contentions against us was entered on December 7, 2018.

The ED Texas ‘476 matter proceeded under EMED’s amended infringement contention to incorporate the surviving dependent Claim 9, which incorporates Claims 1 and 8 of the ‘476 patent, meaning that, to prove infringement on the part of us, EMED must prove more elements of infringement than it originally charged against us. In April 2019, EMED served its damages expert’s report opining that EMED’s past infringement damages amount to \$1.5 million, and in May RMS Medical served its damages expert’s rebuttal report opining that EMED’s expert miscalculated damages which if properly calculated would amount to less than \$100,000. The Texas Court had set a trial date of August 19, 2019 for the trial of the ED Texas ‘476 matter. On June 24, 2019, the Texas Court Magistrate Judge issued a Report and Recommendation decision finding no infringement, literally or under the doctrine of equivalents, by RMS Medical’s accused products. EMED filed its objections on June 26, 2019. On June 28, 2019 the United States District Judge for the Eastern District of Texas issued a Final Judgment in favor of RMS Medical and adopted the decision of the Magistrate Judge that was issued on June 24, 2019, overruled EMED’s objections, awarded court costs to RMS Medical, and dismissed the case. A final judgment has been entered. RMS Medical has submitted its Bill of Costs for approximately \$16,000 and moved to declare the case exceptional and for recovery of its attorney fees and expenses, which could be material, in defense of EMED’s assertion of the ‘476 Patent. EMED has objected to our Bill of Costs and has filed a notice of appeal of the non-infringement judgment to the Court of Appeals for the Federal Circuit.

As is required by the respective Courts in both the SDNY ‘576 matter and the ED Texas ‘476 matter, the parties are engaging in settlement discussions and have conducted a court-sponsored mediation session, which did not result in settlement.

Although we believe RMS Medical has meritorious claims and defenses in all of the above-described actions and proceedings, their outcomes cannot be predicted with any certainty. If any of these actions against us are successful, they could have a material adverse effect on our business, results of operations, financial condition and cash flows.

## ITEM 1A. RISK FACTORS

Our operations and financial results are subject to various risks and uncertainties, including those described in Part I, Item 1A, "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2018, which could adversely affect our business, financial condition, results of operations, cash flows, and the trading price of our common stock. There have been no material changes to our risk factors since our Annual Report on Form 10-K for the year ended December 31, 2018.

## PART II – ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

On October 21, 2015, the Board of Directors of the Company approved non-employee director compensation of \$25,000 each annually, to be paid quarterly half in cash and half in common stock, beginning September 1, 2015. On February 20, 2019, the Board of Directors of the Company approved an increase in compensation for each non-employee director from \$25,000 to \$50,000 annually effective January 1, 2019, and an additional \$10,000 annually for the chair of each Board committee effective February 20, 2019, in each case to be paid quarterly half in cash and half in common stock at the end of each fiscal quarter. The Company issued an aggregate of 25,782 and 34,696 shares of common stock to its non-employee directors during the three and six month period ended June 30, 2019, respectively.

Pursuant to Daniel S. Goldberger's employment agreement dated October 12, 2018, on February 1, 2019, when Donald B. Pettigrew was appointed to President and Chief Executive Officer, Mr. Goldberger was awarded a performance bonus in the amount of \$270,000, half in cash and half in common stock, to be paid on April 1, 2019. The number of shares of common stock issued was 90,604 based upon the closing price of the Common Stock of the Company on February 1, 2019 as reported by the OTCQX.

As of June 30, 2019, the Company had 4,654,000 options outstanding to certain executives, key employees and consultants under its 2015 Stock Option Plan, as amended (the "Plan"), of which 1,250,000 were issued during the three months ended June 30, 2019. There are 6,000,000 options authorized for issuance under the Plan. During the three months ended June 30, 2019, 65,000 options were exercised at an exercise price of \$0.38, totaling \$24,700.

The following table describes the options issued to Company executives and key consultants for the six months ended June 30, 2019:

Date Issued	Options Awarded	Vesting Schedule	Exercise Price \$
1/29/2019	500,000	20% annually on anniversary date	1.57
1/29/2019	300,000	25% annually on anniversary date	1.57
2/26/2019	250,000	62,500 on first anniversary date, 31,250 every six months thereafter	1.57
6/3/2019	1,000,000	Vest 33% annually based on net sales performance targets	1.70
6/4/2019	50,000	Vest 25% annually on anniversary date	1.73
6/10/2019	200,000	Vest 25% annually on anniversary date	2.09

All of the securities issued by the Company as described in this Item were issued in reliance on the exemption from registration under Section 4(2) under the Securities Act of 1933, as amended.

## PART II – ITEM 6. EXHIBITS.

- 31.1 [Certification of Principal Executive Officer Pursuant to Section 302 of Sarbanes-Oxley Act 2002](#)
- 31.2 [Certification of Principal Financial Officer Pursuant to Section 302 of Sarbanes-Oxley Act 2002](#)
- 32.1 [Certification of Principal Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act 2002](#)
- 32.2 [Certification of Principal Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act 2002](#)
- 101\* Interactive Data Files of Financial Statements and Notes.

\* In accordance with Regulation S-T, the Interactive Data Files in Exhibit 101 to the Quarterly Report on Form 10-Q shall be deemed "furnished" and not "filed".

**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.

REPRO MED SYSTEMS, INC.

August 7, 2019

/s/ Donald B. Pettigrew  
Donald B. Pettigrew, President and Chief Executive Officer

August 7, 2019

/s/ Karen Fisher  
Karen Fisher, Chief Financial Officer and Treasurer



**EXHIBIT 31.1**

**RULE 13A-14(A) / 15D-14(A) CERTIFICATION OF  
PRINCIPAL EXECUTIVE OFFICER**

I, Donald B. Pettigrew, Principal Executive Officer, certify that:

- 1) I have reviewed Form 10-Q of Repro Med Systems, Inc. (the "Report");
- 2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- 3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- 4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- 5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 7, 2019

/s/ Donald B. Pettigrew  
Donald B. Pettigrew  
President and Chief Executive Officer

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**EXHIBIT 31.2**

**RULE 13A-14(A) / 15D-14(A) CERTIFICATION OF  
PRINCIPAL FINANCIAL OFFICER**

I, Karen Fisher, Principal Financial Officer, certify that:

- 1) I have reviewed Form 10-Q of Repro Med Systems, Inc. (the "Report");
- 2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- 3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- 4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- 5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 7, 2019

/s/ Karen Fisher

Karen Fisher

Chief Financial Officer and Treasurer

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**EXHIBIT 32.1**

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350  
AS ADDED BY SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Repro Med Systems, Inc. (the "Company") on Form 10-Q (the "Report") for the period ending June 30, 2019 as filed with the Securities and Exchange Commission, I, Donald B. Pettigrew, Principal Executive Officer, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 7, 2019

/s/ Donald B. Pettigrew

Donald B. Pettigrew  
President and Chief Executive Officer

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**EXHIBIT 32.2**

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350  
AS ADDED BY SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Repro Med Systems, Inc. (the "Company") on Form 10-Q (the "Report") for the period ending June 30, 2019 as filed with the Securities and Exchange Commission, I, Karen Fisher, Principal Financial Officer, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 7, 2019

/s/ Karen Fisher

Karen Fisher

Chief Financial Officer and Treasurer

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