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

FORM 10-Q

(Mark One)

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

For the quarterly period ended November 30, 2013

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	13-3044880
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
24 Carpenter Road, Chester New York	10918
(Address of principal executive offices)	(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)

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. [X] 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 [X] No [ ]

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

Large accelerated filer [ ]	Accelerated filer [ ]
Non-accelerated filer [ ] (Do not check if a smaller reporting company)	Smaller reporting company [X]

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

As of January 14, 2014, 36,661,667 shares of common stock, $.01 par value per share, were outstanding.

REPRO-MED SYSTEMS, INC.
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PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS.

REPRO-MED SYSTEMS, INC.
BALANCE SHEETS

	November 30, 2013 Unaudited	February 28, 2013
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	$ 1,921,439	$ 1,930,321
Certificates of deposit	258,240	257,009
Accounts receivable less allowance for doubtful accounts of $24,200 and $17,450 for November 30, 2013 and February 28, 2013, respectively	1,278,330	1,114,847
Inventory	956,008	1,150,129
Prepaid expenses	253,113	180,651
Total Current Assets	4,667,130	4,632,957
PROPERTY & EQUIPMENT, net	855,073	875,986
OTHER ASSETS		
Patents, net of accumulated amortization of $114,775 and $112,090 at November 30, 2013 and February 28, 2013, respectively	40,767	22,913
Other	31,053	60,369
Total Other Assets	71,820	83,282
TOTAL ASSETS	$ 5,594,023	$ 5,592,225
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Note payable - current portion	$ —	$ 1,474
Note payable to related parties - current portion	—	43,971
Deferred capital gain - current portion	22,481	22,481
Accounts payable	206,416	110,358
Accrued expenses	218,300	169,790
Accrued payroll and related taxes	22,100	50,195
Accrued tax liability	36,587	127,090
Total Current Liabilities	505,884	525,359
OTHER LIABILITIES		
Note payable to related parties - less current portion	—	393,861
Deferred capital gain - less current portion	95,556	112,414
Deferred tax liability	204,000	204,000
Total Other Liabilities	299,556	710,275
TOTAL LIABILITIES	805,440	1,235,634
STOCKHOLDERS' EQUITY		
Common stock, $0.01 par value, 50,000,000 shares authorized, 38,936,667 shares issued, and 36,661,667 shares outstanding	389,367	389,367
Additional paid-in capital	3,512,294	3,512,294
Retained earnings	1,106,547	780,530
	5,008,208	4,682,191
Less: Treasury stock, 2,275,000 shares at cost	(142,000)	(142,000)
Less: Deferred compensation cost	(77,625)	(183,600)
TOTAL STOCKHOLDERS' EQUITY	4,788,583	4,356,591
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 5,594,023	$ 5,592,225

The accompanying notes are an integral part of these Financial Statements

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

	For the Three Months Ended November 30		For the Nine Months Ended November 30	
	2013	**2012**	**2013**	**2012**
NET SALES	$ 2,179,921	$ 2,070,409	$ 6,064,265	$ 5,766,182
Cost and Expenses				
Cost of goods sold	854,734	782,900	2,370,062	2,086,497
Selling, general and administrative	975,731	1,112,727	2,890,679	2,657,929
Research and development	50,864	36,062	131,734	111,452
Depreciation and amortization	57,979	51,329	170,506	134,799
Total Costs and Expenses	1,939,308	1,983,018	5,562,981	4,990,677
Net Operating Profit	240,613	87,391	501,284	775,505
Other Income/(Expenses)				
Gain (Loss) Currency Exchange	3,910	1,465	(7,080)	(5,120)
Interest Expense	—	(7,105)	(4,547)	(21,491)
Interest and Other Income	1,166	2,730	5,612	5,662
Total Other Income/(Expense)	5,076	(2,910)	(6,015)	(20,949)
NET PROFIT BEFORE TAXES	245,689	84,481	495,269	754,556
Provision for Income Taxes	(83,735)	(28,957)	(169,252)	(258,049)
Net Income	$ 161,954	$ 55,524	$ 326,017	$ 496,507
NET INCOME PER SHARE				
Basic	$ 0.00	$ 0.00	$ 0.01	$ 0.01
Diluted	$ 0.00	$ 0.00	$ 0.01	$ 0.01
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING				
Basic	36,661,667	36,611,667	36,661,667	35,798,649
Diluted	36,661,667	36,661,667	36,661,667	35,831,717

The accompanying notes are an integral part of these Financial Statements

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

	For the Nine Months Ended	
	November 30, 2013	November 30, 2012
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	$ 326,017	$ 496,507
Adjustments to reconcile net income to net cash from operating activities:		
Amortization of deferred compensation cost	105,975	40,050
Depreciation and amortization	170,506	134,799
Deferred capital gain - building lease	(16,858)	(16,860)
Changes in operating assets and liabilities:		
Increase in accounts receivable	(163,483)	(303,234)
Decrease (Increase) in inventory	194,121	(2,764)
Decrease (Increase) in prepaid expense	(72,462)	73,856
Decrease (Increase) in other assets	29,316	(27,813)
Increase in accounts payable	96,058	3,931
Decrease in accrued payroll and related taxes	(28,095)	(8,668)
Increase in accrued expense	48,510	1,531
(Decrease) Increase in accrued tax liability	(90,503)	112,256
NET CASH PROVIDED BY OPERATING ACTIVITIES	599,102	503,591
CASH FLOWS FROM INVESTING ACTIVITIES		
Payments for property and equipment	(146,908)	(544,705)
Payments for patents	(20,539)	(1,000)
Purchase of certificates of deposit	(1,231)	(396)
NET CASH USED IN INVESTING ACTIVITIES	(168,678)	(546,101)
CASH FLOWS FROM FINANCING ACTIVITIES		
Payments on note payable to related parties	(437,832)	(30,829)
Payments on note payable	(1,474)	(1,543)
NET CASH USED IN FINANCING ACTIVITIES	(439,306)	(32,372)
NET DECREASE IN CASH AND CASH EQUIVALENTS	(8,882)	(74,882)
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	1,930,321	1,757,223
CASH AND CASH EQUIVALENTS, END OF PERIOD	$ 1,921,439	$ 1,682,341
Supplemental Information		
Cash paid during the periods for		
Interest	$ 4,547	$ 21,491
Taxes	$ 260,773	$ 145,793
Non Cash Activities		
Deferred compensation cost	$ —	$ 263,700

The accompanying notes are an integral part of these Financial Statements

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

NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

THE NATURE OF OPERATIONS

Repro-Med Systems, Inc. (the "Company") designs, manufactures, and markets proprietary medical devices primarily for the ambulatory infusion market and emergency medical applications. The FDA regulates these products. We use the d/b/a (doing business as) name RMS Medical Products, and incorporate RMS part of the branding of some products.

BASIS OF PRESENTATION

The accompanying unaudited financial statements as of November 30, 2013 have been prepared in accordance with generally accepted accounting principles in accordance with instructions to regulation S-X. Accordingly, they do not include all of the information and disclosures required by accounting principles generally accepted in the United States of America for complete financial presentation.

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 November 30, 2013 and the results of operations and cash flow for the three-month and nine month periods ended November 30, 2013 and 2012.

The results of operations for the three months and nine months ended November 30, 2013 and 2012 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 year ended February 28, 2013, as filed with the Securities and Exchange Commission on Form 10-K.

EMPLOYEE STOCK AWARDS

In July 2012, 1,465,000 shares were authorized to issue to employees as share compensation valued at $0.18 per share, the market value on the date of the board authorization. The value of these shares will be amortized into operations over the one to two year restriction on the shares. Amortization amounted to $25,875 and $105,975 for the three-months and nine-months ended November 30, 2013, respectively. Amortization amounted to $40,050 for the three-months and nine-months ended November 30, 2012.

INVENTORIES

Our inventory includes $208,000 of certain subassemblies which did not meet our specifications and were rejected by us and returned to the vendor for rework.

USE OF ESTIMATES IN THE FINANCIAL STATEMENTS

The preparation of financial statements in conformity with U.S. generally accepted accounting principles ("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.

LEGAL PROCEEDINGS

The Company previously commenced a declaratory judgment action to establish the invalidity of any claim that our needle sets infringe a patent of a competitor. The defendant has recently answered the complaint and asserted various counterclaims that the Company believes are without merit. Such claims are currently being reviewed by legal counsel. The Company subsequently added claims against the defendant to show that the defendant has engaged in various unfair business practices. The parties are presently scheduling the case and will begin the fact discovery process.

SUBSEQUENT EVENTS EVALUATION

The Company has evaluated subsequent events through January 14, 2014, the date on which the financial statements were issued. There were no material subsequent events that required recognition or additional disclosure in the financial statements.

EMERGING ACCOUNTING STANDARDS

Management does not believe that any of the standards adopted by the Financial Accounting Standards Board, but which are not yet effective, will have a material effect on the Company's financial reporting.

LEASED AIRCRAFT

The Company leases an aircraft from a company controlled by the president. The lease payments aggregated were $5,375 for the three-months ended November 30, 2013 and 2012 and $16,125 for the nine months ended November 30, 2013 and November 30, 2012. The original lease agreement has expired and the Company is currently on a month-to-month basis for rental payments.

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, limited liquidity, reimbursement related risks, government regulation of the home health care industry, success of the research and development effort, market acceptance of FREEDOM60®, availability of sufficient capital to continue operations and dependence on key personnel. When used in this report, the words "estimate," "project," "believe," "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. These statements involve risks and uncertainties with respect to the ability to raise capital to develop and market new products, acceptance in the marketplace of new and existing products, ability to penetrate new markets, our success in enforcing and obtaining patents, obtaining required Government approvals and attracting and maintaining key personnel that could cause the actual results to differ materially. Repro-Med 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.

THREE MONTHS ENDED NOVEMBER 30, 2013 VS. NOVEMBER 30, 2012

Net sales increased 5.3% overall from $2,070,409 in the quarter ended November 30, 2012 to $2,179,921 in the quarter ended November 30, 2013. Although revenues have continued to increase, this was partially offset by the effect of lower prices that were the result of an accelerating shift from direct sales to a distributor-driven model to meet customer preferences and expand potential markets, and from introductory discounts to place our needle sets in new markets. Unit volume growth also slowed, which may be the result of reimbursement uncertainty from the implementation of the Affordable Care Act, market share saturation and increased competition. Sales of our needle set line increased substantially and we continue to actively pursue new customer contracts for the HIgH Flo™ Subcutaneous Safety Needle Sets.

Selling, General and Administrative costs decreased 12.3% from $1,112,727 in 2012 to $975,731 in 2013 primarily due to the non-recurrence of bonuses paid to certain employees and officers in 2012 as part of the employee stock awards program, a nearly flat payroll and lower trade show expenses, partially offset by legal costs associated with the engagement of Dechert LLP and other firms to review and strengthen our patent and litigation positions, and increased marketing expenses for advertising and travel.

Net Operating Profit was $240,613 for the quarter ended November 30, 2013 as compared with $87,391 during the same period last year. This change is attributable the non-recurrence of bonuses paid to certain employees and officers in 2012 as part of the employee stock awards program and lower trade show expenses, partially off by increases in cost of goods sold, additional advertising and promotions, expansion of sales and marketing efforts, legal costs associated with the engagement of Dechert LLP and other firms to review and strengthen our patent and litigation positions, and the 2.3% medical device excise tax imposed by US Public Law 111-148, The Patient Protection and Affordable Care Act (PPACA). Accordingly, net income increased 192% from $55,524 for the quarter ended November 30, 2012 to $161,954 for the quarter ended November 30, 2013.

Cost of goods sold increased $71,834 or 9.2%, from $782,900 to $854,734 due to an increase in sales, higher benefit costs, and the medical device tax imposed by PPACA. The gross profit margin decreased this quarter to 60.8% compared to 62.2% from the same period in 2012 due to the medical device tax which was imposed effective January 1, 2013 and price changes due to a shift in distribution channels.

Interest expense decreased by 100% to $0 in 2013 from $7,105 for the comparative quarter in 2012 as a result of as a result of retirement of some long-term debt.

Research and Development expenses increased $14,802 or 41% from $36,062 in 2012 to $50,864 primarily due to R & D expenses incurred on new product development associated with development of new products and enhancements to existing product lines.

Depreciation and amortization expenses increased by $6,650 from $51,329 in 2012 to $57,979 in 2013 due to increased investment in capital assets.

NINE MONTHS ENDED NOVEMBER 30, 2013 VS. NOVEMBER 30, 2012

Net sales increased 5.2% overall from $5,766,182 for the nine month period ended November 30, 2012 to $6,064,265 for the nine month period ended November 30, 2013. The Company's sales improved in both domestic and international markets. Although revenues have continued to increase, this was partially offset by the effect of lower prices that were the result of an accelerating shift from direct sales to a distributor-driven model to meet customer preferences and expand potential markets, and from introductory discounts to place our needle sets in new markets. Unit volume growth also slowed, which may be the result of reimbursement uncertainty from the implementation of the Affordable Care Act, market share saturation and increased competition. Sales of our needle set line increased substantially period-over-period and we continue to actively pursue new customer contracts for the HIgH-Flo™ Subcutaneous Safety Needle Sets.

Selling, General and Administrative costs increased 8.8% from $2,657,929 in 2012 to $2,890,679 in 2013 primarily as the result of amortization of costs associated with the restricted stock grant program for key employees authorized by the Board of Directors in July 2012, expansion of sales and marketing efforts, legal costs associated with the engagement of Dechert LLP and other firms to review and strengthen our patent and litigation positions, and increased marketing expenses for advertising and promotions, partially offset by the non-recurrence of bonuses paid to certain employees and officers in the third quarter of 2012 as part of the employee stock awards program.

Net Operating Profit was $501,284 for the nine months ended November 30, 2013 as compared with $775,505 during the same period last year. This change is attributable to increases in cost of goods sold, amortization of costs associated with a restricted stock grant program for key personnel authorized by the board in July 2012, expansion of sales and marketing staffs, additional advertising and promotions, legal costs associated with the engagement of Dechert LLP and other firms to review and strengthen our patent and litigation positions, and the 2.3% medical device excise tax imposed by US Public Law 111-148, The Patient Protection and Affordable Care Act (PPACA). Accordingly, net income decreased 34.3% from $496,507 to $326,017.

Cost of goods sold increased $283,565, or 13.6%, from $2,086,497 to $2,370,062 due to an increase in sales, higher benefit costs, and the medical device tax imposed by PPACA. The gross profit margin decreased for the nine month period ended November 30, 2013 to 60.9% compared to 63.8% from the same period in 2012 due, in part, to the medical device tax which was imposed effective January 1, 2013, and price changes due to a shift in distribution channels.

Interest expense decreased by 78.8% to $4,547 in 2013 from $21,491 for the comparative nine-month period in 2012 as a result of retirement of some long-term debt.

Research and Development expenses increased $20,282 or 18.2% from $111,452 in 2012 to $131,734 in 2013 primarily due to R & D expenses incurred on new product development associated with the RMS HIgH-Flo™ Subcutaneous Safety Needle Sets, and research on manufacturing improvements and development of new products and enhancements to existing product lines.

Depreciation and amortization expenses increased by $35,707 from $134,799 in 2012 to $170,506 in 2013 due to increased investment in capital assets.

LIQUIDITY AND CAPITAL RESOURCES

Net Cash provided by Operations was $559,102 for the nine months ended November 30, 2013 as compared with net cash provided by operations of $503,591 for the nine months ended November 30, 2012. This change is primarily due to increased sales revenues offset in part by increased SG&A costs, and increases in accounts receivable and prepaid expenses.

Cash balances declined slightly because the Company paid off a note to a related party in May, 2013. In the current interest rate environment, we believe that retiring higher interest debt is a more effective use of funds than keeping them in low-yield accounts or certificates of deposit.

In August, 2012 we acquired a residence adjacent to our facility for use as additional office and R&D space. We continue to invest in new equipment and facility improvements to accommodate our sales growth.

We continue to experience an increase in sales. With these increases and the capital we currently have at the end of this period, we will continue to meet or exceed the company's liquidity needs for the next twelve months.

BRANDING AND RECOGNITION

We continue to enhance marketing efforts with an expanded schedule of advertising for its product lines in appropriate industry publications on a monthly basis. The Company also exhibited at several infusion and EMS trade shows in the first three quarters of the fiscal year.

FREEDOM60®

The FREEDOM60® Syringe Infusion Pump is designed for ambulatory medication infusions. For the home care patient, FREEDOM60® is an easy-to-use lightweight mechanical pump using a 60ml syringe, completely portable, cost effective and maintenance free, with no batteries to replace and no cumbersome IV pole. For the infusion professional, FREEDOM60® delivers accurate infusion rates and uniform flow profiles providing consistent transfer of medication.

The FREEDOM60® is popular in the treatment of Primary Immune Deficiency by injecting immune globulin (IgG) under the skin as a subcutaneous administration (SCIg). This method has provided patients with vastly improved quality of life with much fewer unpleasant side effects over the traditional intravenous route. The FREEDOM60® is an ideal system for this administration since the patient is able to self-medicate at home. The pump is easily configured for this application, and the FREEDOM60® is the lowest cost infusion system available in a heavily cost constrained market. We have advertised to the IgG market that FREEDOM60® operates in “dynamic equilibrium,” that is, the pump finds and maintains a balance between what a patient’s subcutaneous tissues are able to manage and what the pump infuses. This balance is created by a safe, limited, and controlled pressure, which adjusts the flow rate automatically to the patient’s needs providing a reliable, faster, and more comfortable administration with fewer side effects for those patients.

We have expanded the use of the FREEDOM60® to cover antibiotics including the widely used and somewhat difficult to administer Vancomycin and beta lactams with longer infusion times. We have also found a following for FREEDOM60® for use in treating thalassemia with the drug Desferal®. In Europe, we found success in using the FREEDOM60® for pain control, specifically post-operative epidural pain administration. Our European market also uses the FREEDOM60® for chemotherapy as well as subcutaneous immune globulin.

RMS HIGH-FLO™ SUBCUTANEOUS SAFETY NEEDLE SET ADDITION TO FREEDOM60® PRODUCT LINE

We received approval from the U.S. Food and Drug Administration (FDA) on May 20, 2011, for domestic marketing of our new subcutaneous needle administration set. Previously available internationally, the needle set is branded the RMS HIgH-Flo™ Subcutaneous Safety Needle Set.

On June 5, 2012, we announced that the results of an Active Controlled Clinical Simulated Use Study confirmed that RMS HIgH-Flo™ Subcutaneous Needle Sets are “safety sets.” The sets’ butterfly wing closures encase needles after use and help to protect against accidental needle stick injuries, an area of concern to the medical community. The sets were renamed to RMS HIgH-Flo™ Subcutaneous Safety Needle Sets to reflect the safety feature.

The FDA cleared a 510(k) on May 6, 2013, for enhancements to the RMS Subcutaneous Safety Needle Sets which included formally recognizing our clinical studies to support the safety needle set claim, additional lengths of 4mm and 14mm, use for greater than 24 hours, non-pyrogenic claims, the use of up to eight sites, and the 24 gauge needle.

The RMS HIgH-Flo™ Subcutaneous Safety Needle Set was developed as an improvement in performance and safety over similar devices. Our design permits drug flows which are the same or faster than those achieved with larger gauge needles currently on the market. Offered in needle lengths of 4mm, 6mm, 9mm, 12mm and 14mm, the sets are available in combinations for single, double, triple, and quadruple, penta and hexa infusions. Using a Low Residual “Y” Connector, needle sets can deliver to as many as eight infusion sites.

THE MARKET FOR INFUSION PUMPS & DISPOSABLES

The ambulatory infusion market has been rapidly changing due to reimbursement issues. Insurance reimbursement has drastically reduced the market share of high-end electronic type delivery systems as well as high-cost disposable non-electric devices, providing an opportunity for the FREEDOM60®. We believe market pressures have moved providers to consider alternatives to expensive electronic systems especially for new subcutaneous administrations that usually cannot be done with gravity. Due to cost concerns, some patients have been trained to administer intravenous drugs through IV push where the drug is pushed into the vein directly from a syringe. This is a low-cost option but has been associated with complications and considered by many to be a high-risk procedure. Thus, the overall trend has been towards syringe pumps due to the low-cost of disposables.

IMPORTANCE OF INSURANCE REIMBURSEMENT TO FREEDOM60® SALES

In order to receive more favorable Medicare reimbursement for our FREEDOM60® Syringe Infusion System, we had submitted a formal request for a HCPCS coding verification with the Statistical Analysis Durable Medical Equipment Regional Carrier (SADMERC). It was the determination that the Medicare HCPCS code(s) to bill the four Durable Medical Regional Carriers (DMERCs) should be: "E0779 Ambulatory infusion pump, mechanical, reusable, for infusion 8 hours or greater." The new code significantly increases the reimbursement for the FREEDOM60® for billable syringe pump application approved by Medicare. Current approved uses under Medicare include among others, subcutaneous immune globulin, antivirals, antifungals, and chemotherapeutics.

All possible effects, if any, of the federal government's Public Law 111-148, The Patient Protection and Affordable Care Act, on reimbursements for infusion pumps and related supplies and services cannot be stated with certainty at this time.

COMPETITION FOR THE FREEDOM60®

Competition for the FREEDOM60® for IgG is consists mostly of electrically powered infusion devices that are more costly and can create high pressures during delivery that can cause complications for the administration of IgG. However, there can be no assurance that other companies with greater resources will not enter the market with competitive products that will have an adverse effect on our sales.

In expanded uses beyond SCIg, competition for FREEDOM60® would come from gravity bags and elastomeric pumps in addition to electric/electronic pumps.

There is the potential for new drugs to enter the market, such as using Hyaluronidase, which can facilitate absorption of IgG, making multiple site infusions unnecessary and changing the market conditions for devices such as the FREEDOM60®. We believe the principle behind the FREEDOM60® is ideal for all these new drug combinations, but there can be no assurance that these newer drugs will have the same needs and requirements as the current drugs being used.

There can be no assurance that Medicare will continue to provide reimbursement for the FREEDOM60®, or they may allow reimbursement for other infusion pumps that are currently in the market or new ones that may enter shortly, which could adversely affect our sales into this market.

We have become aware of a new mechanical pump entry on the market which we do not believe to have FDA approval. The new pump uses a prior design of a simple coil spring which does not create a constant pressure and which had been removed from the market several years ago. The company offering this product is also representing that it is capable of manufacturing lower cost accessories which can be used with the FREEDOM60®. We have issued Safety Bulletins to all customers advising them that any non-RMS product used on our FREEDOM60® Systems may be unsafe, can create a health risk to the patient, including death, and would void the warranty of the pump.

RES-Q-VAC® PORTABLE MEDICAL SUCTION

The RES-Q-VAC® Emergency Airway Suction System is a lightweight, portable, hand-operated suction device that removes fluids from a patient's airway by attaching the RES-Q-VAC® pump to various proprietary sterile and non-sterile single-use catheters sized for adult and pediatric suctioning. The one-hand operation makes it extremely effective and the product is generally found in emergency vehicles, hospitals and wherever portable aspiration is a necessity, including backup support for powered suction systems. The Full Stop Protection® filter (FSP) and disposable features of the RES-Q-VAC® reduce the risk of exposing health professionals to HIV or SARS when suctioning a patient or during post treatment cleanup. All of the parts that connect to the pump are disposable.

A critical component and advantage of the RES-Q-VAC® system is our Full Stop Protection® filter, a patented filtering system that both prevents leakage and overflow of the aspirated fluids, even at full capacity, and traps virtually all airborne and fluid-borne pathogens and potentially infectious materials within the sealable container. This protects users from potential exposure to disease and contamination. The Full Stop Protection® meets the requirement of the Occupational Safety and Health Administration 'Occupational Exposure to Bloodborne Pathogens' CFR29 1910.1030. The Company has received a letter from OSHA confirming that the RES-Q-VAC® with the Full Stop Protection® falls under the engineering controls of the Bloodborne Pathogen regulation and that the product's use would fulfill the regulatory requirements.

Recent concerns are for diseases that are easily transmitted by small aerosolized droplets such as Asian Bird Flu, Swine Flu, and resistant tuberculosis. Other concerns are hepatitis and HIV, among others.

One advantage of our RES-Q-VAC® airway suction system is versatility. With the addition of Full Stop Protection®, we created specific custom RES-Q-VAC® kits for various vertical markets:

Emergency Medicine - we make several special kits for emergency use, which contain all the catheters necessary to treat adults as well as infants or children. These first responder kits are generally non-sterile. We also have special attachments available for the advanced paramedic to treat patients who are intubated.

Respiratory - in-home care, long-term care, situations requiring frequent suctioning such as cystic fibrosis patients, patients with swallowing disorders, elderly, patients on ventilators and with tracheostomies all benefit from the portability, cost and performance of the RES-Q-VAC®. In hospitals, the RES-Q-VAC® provides emergency backup due to power loss or breakdown of the wall suction system.

Hospital Use - for crash carts, the emergency room, patients in isolation, patient transport (e.g., from ICU to Radiology) and backup for respiratory, RES-Q-VAC® is available sterile with Full Stop Protection® for the ultimate in performance and to meet all the OSHA regulations and CDC guidelines for use in treating patients in isolation, and in any location. Hospitals are required under the EMTALA regulations to provide emergency treatment to patients anywhere in the primary facility and up to 250 yards away. The RES-Q-VAC® ensures full compliance with these regulations and helps minimize unfavorable outcomes and potential lawsuits. We provide special hospital kits, which are fully stocked to meet all hospital applications for both adult and pediatric.

Nursing Homes, Hospice, Sub-acute - we provide special configurations for dining areas and portable suctioning for outside events and travel. Chronic suction can be accommodated with RES-Q-VAC®, which can be left by the bedside for immediate use during critical times.

Dental Applications - we offer a version of the RES-Q-VAC®, called DENTAL-EVAC™, which addresses the needs of oral surgeons for emergency backup suction during a procedure. DENTAL-EVAC™ is supplied with the dental suction attachments such as saliva ejector and high volume evacuator.

Military Applications - due to its lightweight, portability, and rapid deployment, we believe that the RES-Q-VAC® is ideal for any military situation. In addition, exposure to chemical weapons of mass destruction such as Sarin is best treated by rapid, aggressive, and repeated suctioning. We believe that the RES-Q-VAC®'s compact size, powerful pump, and full protection of the user from any contamination, gives us a competitive edge in this market.

We continue actively pursuing a direct sales effort into the hospital market and continue our effort into nursing homes working with direct sales and several regional distributors in the respiratory market. We also work with national and regional distributors who are well represented in the hospital respiratory market.

As part of our sales efforts in the emergency medicine field, we exhibited at the EMS Today Show in Washington, DC, March 7-9, 2013. This offered emergency medicine technicians, paramedics, firefighting and police professionals, and others the opportunity to test RES-Q-VAC® for themselves and helped to support the efforts of RES-Q-VAC distributors.

COMPETITION FOR THE RES-Q-VAC®

We believe that the RES-Q-VAC® is currently the performance leader for manual, portable suction instruments. In the emergency market, the primary competition is the V-Vac™ from Laerdal. The V-Vac™ is more difficult to use, cannot suction infants, and cannot be used while wearing heavy gloves such as in chemical warfare or in the extreme cold. Laerdal has more resources than Repro-Med Systems and had begun marketing the V-Vac™ before RES-Q-VAC® entered the market. Another competitor is Ambu, with the Res-Cue brand pump, a product similar to our design, made in China. We believe that the product is not as well made or as versatile, and may not be purchased by the military segment of the market due to lines of supply concerns. We believe that the addition of Full Stop Protection® substantially separates the RES-Q-VAC® from competitive units, which tend to leak fluid when becoming full or could pass airborne pathogens during use. There is a heightened concern from healthcare professionals concerning exposure to disease and we believe the RES-Q-VAC® provides improved protection for these users.

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 Chief Financial Officer, have 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 Chief 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 Chief 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 November 30, 2013 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, from time to time, subject to claims and suits arising in the ordinary course of business, including claims for damages for personal injuries and employment related claims.

The Company previously commenced a declaratory judgment action to establish the invalidity of any claim that our needle sets infringe a patent of a competitor. The defendant has recently answered the complaint and asserted various counterclaims that the Company believes are without merit. Such claims are currently being reviewed by legal counsel. The Company subsequently added claims against the defendant to show that the defendant has engaged in various unfair business practices. The parties are presently scheduling the case and will begin the fact discovery process.

ITEM 1A. RISK FACTORS.

Not required for smaller reporting companies.

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

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None.

ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable.

ITEM 5. OTHER INFORMATION.

None.

ITEM 6. EXHIBITS.

3.1	Articles of Incorporation dated March 7, 1980; as amended September 18, 1980; October 12, 1982; November 11, 1986 and November 17, 1987.
31.1	Certification of Principal Executive Officer Pursuant to Section 302 of Sarbanes-Oxley Act 2002
31.2	Certification of Chief 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 Chief 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.

January 14, 2014 — /s/ Andrew I. Sealfon
Andrew I. Sealfon, President, Chairman of the Board, Director, Principal Executive Officer

January 14, 2014 — /s/ Michael R. Boscher
Michael R. Boscher, Treasurer and Chief Financial Officer

Exhibit 3.1

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on October 15, 2013.

Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State

Rev. 06/13

CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

REPRO MED SYSTEMS, INC.

Under Section 805 of the Business Corporation Law

I, the undersigned, in order to amend the provisions of the Certificate of Incorporation pursuant to the Business Corporation Law of the State of New York, certify as follows:

FIRST: The name of the corporation is REPRO MED SYSTEMS, INC.

SECOND: The Certificate of Incorporation was filed with the Department of State of the State of New York on the 24th day of March, 1980.

THIRD: The Certificate of Incorporation is hereby amended by the addition of an additional clause as set forth below.

> "NINTH: No director shall be personally liable to the company or its shareholders for any future breach of duty, except for acts or ommissions that were in bad faith or involved intentional misconduct or a knowing violation of the law or where he personally gained in fact a financial profit or other advantage to which he was not legally entitled or that his acts violated Section 719 of New York's Business Corporation Law."

FOURTH: This amendment was unanimously recommended by the entire Board of Directors and subsequently ratified and adopted by majority votes of the holders of outstanding shares.

IN WITNESS WHEREOF, this certificate has been subscribed

this 11 day of November, 1987, by the undersigned who affirms that the statements made herein are true under the penalties of perjury.

Andrew I. Sealfon, President

Adrian W. Zorghiotti, Secretary

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED DEC 1 - 1987

AMT. OF CHECK $ 90
FILING FEE $ 60
TAX $
COUNTY FEE $
COPY $ 20
CERT $
REFUND $
SPEC HANDLE $ 10

BY:

NOV 30 11 AM '87

CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

REPRO MED SYSTEMS, INC.

Under Section 805 of the Business Corporation Law

Filed By:

Stephen J. Feinberg, Esq.
60 East 42nd Street - Suite 520
New York, New York 10165-0208

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on October 15, 2013.

Anthony Giardina
Executive Deputy Secretary of State

Rev. 06/13

CERTIFICATE OF AMENDMENT OF THE

CERTIFICATE OF INCORPORATION OF

REPRO MED SYSTEMS, INC.

XLI

Under Section 805 of the Business Corporation Law

I, the undersigned, in order to amend the provisions of the Certificate of Incorporation, pursuant to the Business Corporation Law of the State of New York, do hereby certify as follows:

FIRST: The name of the Corporation is REPRO MED SYSTEMS, INC.

SECOND: The Certificate of Incorporation was filed with the Department of State of the State of New York on the 24th of March, 1980.

THIRD: The provision in the Certificate of Incorporation under the heading "FOURTH" stating that the corporation is authorized to issue 20,000,000 common shares, with a par value of one cent.

The corporation will add 30,000,000 new common shares with a one cent par value and 2,000,000 preferred shares with a one cent par value.

Paragraph "FOURTH" the stock structure shall read as follows:

"FOURTH: The total number of shares of all classes of stock which the corporation shall have the authority to issue is FIFTY TWO MILLION (52,000,000) shares, of which FIFTY MILLION (50,000,000) shares shall be shares of Common Stock of the par value of ONE CENT ($.01) per share and TWO MILLION (2,000,000) shares shall be shares of Preferred Stock of the par value of ONE CENT ($.01) per share. The Preferred Stock may be issued in series and the number, designation, relative rights, preferences and limitations of shares of each series of Preferred Stock, ONE CENT ($.01) per share par value be fixed by the Board of Directors."

FOURTH: The Certificate of Incorporation is hereby amended by the addition of an additional clause as set forth below:

"EIGHTH: The Corporation is authorized to issue 2,000,000 shares of Preferred Stock, $.01 par value (the "Preferred Stock"), in such series and with such rights, preferences, and limitations, including voting rights, as the Board of Directors may determine.

A. Rights, Preferences and Limitations. Shares of the Preferred Stock may be issued from time to time in one or more series as may, from time to time, be determined by the Board of Directors of the Corporation. Each series shall be distinctly designated. All shares of any one series of the Preferred Stock shall be alike in every particular, except that there may be different dates from which dividends (if any) thereon shall be cumulative, if made cumulative. The relative preferences, participating, optional and other special rights in each such series, and limitations thereof, if any, may differ from those of any and all other series at any time outstanding. The Board of Directors of the Corporation is hereby expressly granted authority to fix by resolution or resolutions adopted prior to the issuance of any shares of each particular series of the Preferred Stock, the designation, relative preferences, participating, optional, and other special rights and limitations thereof, if any, of such series, including, but without limiting the generality of the foregoing, the following:

(a) the distinctive designation of, and the number of shares of, the Preferred Stock which shall constitute the series, which number may be increased (except as otherwise fixed by the Board of Directors) or decreased (but not below the number of shares thereof not outstanding) from time to time by action of the Board of Directors;

(b) the rate and times at which, and the terms and conditions upon which, dividends, if any, on shares of the series may be paid, the extent of preferences or relation, if any, of such dividends to the dividends payable on any other class or classes of stock of the Corporation, or on any series of the Preferred Stock or of any other class or classes of stock of the Corporation, and whether such dividends shall be cumulative, partially cumulative, or non-cumulative;

(c) the right, if any, of the holders of shares of the series to convert the same into, or exchange the same for, shares of any other class or classes of stock of the Corporation, or of any series of the Preferred Stock or of any other class or classes of stock of the Corporation, and the terms and conditions of such conversion or exchange;

(d) whether shares of the series shall be subject to redemption and the redemption price or prices and the time or times at which, and the terms and conditions upon which, shares of the series may be redeemed;

(e) the rights, if any, of the holders of shares of the series upon voluntary or involuntary liquidation, merger, consolidation, distribution, or sale of assets, dissolution, or winding-up of the Corporation;

(f) the terms of the sinking fund or redemption or purchase account, if any, to be provided for shares of the series; and

(g) the voting powers, if any, of the holders of shares of the series which may, without limiting the generality of the foregoing, including the right, voting as a series by itself or together with other series of the Preferred Stock or all series of the Preferred Stock as a class, (i) to vote more or less than one vote per share on any or all matters voted upon by the shareholders, (ii) to elect one or more Directors of the Corporation in the event there shall have been a default in the payment of dividends on any one or more series of the Preferred Stock or upon such other circumstances and upon such conditions as the Board of Directors may fix.

B. Other Provisions. (1) The relative preferences, rights, and limitations of each series of Preferred Stock in relation to the preferences, rights, and limitations of each other series of Preferred Stock shall, in each case, be as fixed, from time to time, by the Board of Directors in the resolution or resolutions adopted pursuant to authority granted in this Article, and the consent by class or series vote or otherwise, of the holders of the Preferred Stock of such of

the series of the Preferred Stock as are, from time to time, outstanding shall not be required for the issuance by the Board of Directors of any other series of Preferred Stock whether the preferences and rights of such other series shall be fixed by the Board of Directors as senior to, or on a parity with, the preferences and rights of such outstanding series, or any of them; provided, however, that the Board of Directors may provide in such resolution or resolutions adopted with respect to any series of Preferred Stock that the consent of the holders of a majority (or such greater proportion as shall be therein fixed) of the outstanding shares of such series voting thereon shall be required for the issuance of any or all other series of Preferred Stock.

(2) Subject to the provisions of subparagraph (1) of this paragraph (B), shares of any series of Preferred Stock may be issued, from time to time, as the Board of Directors shall determine and on such terms and for such consideration, as shall be fixed by the Board of Directors."

FIFTH: These amendments were unanimously recommended by the entire Board of Directors and subsequently ratified and adopted by majority votes of the holders of outstanding shares.

IN WITNESS WHEREOF, this certificate has been subscribed this 11 day of November, 1986, by the undersigned who affirms that the statements made herein are true under the penalties of perjury.

Andrew I. Sealfon, President

/s/ Adrian W. Zorgniotti
Adrian W. Zorgniotti, Secretary

FIFTH: These amendments were unanimously recommended by the entire Board of Directors and subsequently ratified and adopted by majority votes of the holders of outstanding shares.

IN WITNESS WHEREOF, this certificate has been subscribed this 11 day of November, 1986, by the undersigned who affirms that the statements made herein are true under the penalties of perjury.

/s/ Andrew I. Sealfon
Andrew I. Sealfon, President

Adrian W. Zorgniotti, Secretary

CERTIFICATE OF AMENDMENT

TO THE

CERTIFICATE OF INCORPORATION

OF

REPRO MED SYSTEMS, INC.

Under Section 805 of the Business Corporation Law

Filed by:

FEINBERG & HERMAN, ESQS.
60 East 42nd Street
Suite 520
New York, New York 10165
(212) 599-2566

FILED
Nov 26 9 49 AM '86

837458

RECEIVED
NOV 25 3 PM '86

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on October 15, 2013.

Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State

Rev. 06/13

CERTIFICATE OF AMENDMENT OF THE

CERTIFICATE OF INCORPORATION

OF

REPRO MED SYSTEMS, INC.

P-H

Under Section 805 of the Business Corporation Law:

FIRST: The name of the Corporation is Repro Med Systems, Inc.

SECOND: The certificate of incorporation of the corporation was filed by the Department of State on March 24, 1980.

THIRD: The certificate of incorporation of Repro Med Systems, Inc. is hereby amended, pursuant to Section 801(b)(8) and (11) of the Business Corporation Law, to change the Ten Thousand (10,000) Class A authorized common shares, having a par value of one cent ($.01) per share, of the Corporation into Twenty Million (20,000,000) authorized common shares, having a par value of one cent ($.01) per share, and to eliminate the Ten Thousand (10,000) Class B authorized common shares, having a par value of one cent ($.01). *None of the present authorized Class B common shares have been issued or are outstanding*

491887

FOURTH: Paragraph FOURTH of the certificate of incorporation which sets forth the number and designation of authorized shares is hereby amended as follows:

"FOURTH: the number of shares which the Corporation is authorized to issue is Twenty Million (20,000,000), all of which have a par value of one cent ($.01) per share, all of which are of same class and all of whch are to be designated as common shares."

FIFTH: The manner in which this amendment to the certificate of incorporation of Repro Med Systems, Inc. was authorized was by the vote of the holders of a majority of all of the outstanding shares entitled to vote thereon at a meeting of shareholders.

IN WITNESS WHEREOF, we have subscribed this document on the date set forth opposite each of our names below and do hereby affirm, under the penalties of perjury, that the statements contained therein have been examined by us and are true and correct.

Date: October 12, 1982

Andrew Sealfon, President

Date: October 12, 1982

Adrian Zorgniotti, Secretary

CERTIFICATE OF AMENDMENT OF THE

CERTIFICATE OF INCORPORATION

OF

REPRO MED SYSTEMS, INC.

KLEBAN MARCUS & STIEFEL
ATTORNEYS FOR REPRO MED SYSTEMS, INC.
104 EAST 40TH STREET
NEW YORK, NEW YORK 10016
(212) 490-3422

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED OCT 18 1982

AMT. OF CHECK $ 168.50
FILING FEE $ 60
TAX $ 95
COUNTY FEE $ 3.50
COPY $
CERT $
REFUND $
SPEC HANDLE $ 10

BY:

RECEIVED
OCT 15 9 AM '82

FILED
OCT 18 10 44 AM '82

BILLED

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on October 15, 2013.

Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State

Rev. 06/13

CERTIFICATE OF AMENDMENT OF THE
CERTIFICATE OF INCORPORATION
OF
REPRO MED SYSTEMS, INC.

Under Section 805 of the Business Corporation Law:

FIRST: The name of the Corporation is Repro Med Systems, Inc.

SECOND: The certificate of incorporation of the corporation was filed by the Department of State on March 24, 1980.

THIRD: The certificate of incorporation of Repro Med Systems, Inc. is hereby amended, pursuant to Sections 801(b)(11) and (12) and 805(a)(4) of the Business Corporation Law, to change the Two Hundred (200) authorized common shares, without par value, of the corporation into Twenty Thousand (20,000) authorized common shares, having a par value of one cent ($.01), to fix the designation of the authorized classes of such shares and the relative rights, preferences and limitations of such shares and to change the Twenty (20) issued common shares without par value, of the corporation into Eight Thousand (8,000) issued Class A common shares, having a par value of one cent ($.01)

FOURTH: Paragraph FOURTH of the certificate of incorporation which sets forth the number and designation of authorized shares is hereby amended as follows:

"FOURTH: the number of shares which the Corporation is authorized to issue is Twenty Thousand (20,000), which are to be divided into classes as follows:

Ten thousand (10,000) shares of Class A common shares having a par value of one cent ($.01) per share
Ten thousand (10,000) shares of Class B common shares having a par value of one cent ($.01) per share

Class B common shares shall have all of the same rights, preferences and limitations as the Class A common shares except that the holders of Class B common shares shall not be entitled to vote on any matter whatsoever.

The Twenty (20) shares of common shares, without par value, that are issued, are hereby changed into Eight Thousand (8,000) issued shares of Class A common having a par value of one cent ($.01), at a rate of Four Hundred (400) shares of Class A common having a par value of one cent ($.01) for each one (1) share of common, without par value."

*702180

FIFTH: The manner in which this amendment to the certificate of incorporation of Repro Med Systems, Inc. was authorized was by the unanimous written consent of the holders of all of the outstanding shares of the Corporation entitled to vote on the said amendment of the certificate of incorporation.

IN WITNESS WHEREOF, we have subscribed this document on the date set forth opposite each of our names below and do hereby affirm, under the penalties of perjury, that the statements contained therein have been examined by us and are true and correct.

Date: September 18, 1980

Andrew Sealfon, Shareholder

Date: September 18, 1980

Adrian Zorgniotti, Shareholder

Constituting the holders of all of the outstanding shares entitled to vote on the amendment of the certificate of incorporation of the Corporation.

7

REPRO MED SYSTEMS, INC.

CERTIFICATE OF AMENDMENT OF THE
CERTIFICATE OF INCORPORATION

A702180

KLEBAN MARCUS & STIEFEL

ATTORNEYS FOR

104 EAST 40TH STREET
NEW YORK, NEW YORK 10016
(212) 490-3422

3124.00

A654375-6

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED SEP 30 1980
AMT OF CHECK $ 30
FILING FEE $ 30
TAX $ —
COPY $
CERT $
REFUND $
BY:

534356

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on October 15, 2013.

Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State

Rev. 06/13

CERTIFICATE OF INCORPORATION

-of-

REPRO MED SYSTEMS, INC.

465375

Under Section 402 of the Business Corporation Law

The ndersigned, being a natural person of at least 18 years of age and acting as the incorporator of the Corpation hereby being formed under the Business Corporation Law, certifies that:

FIRST: The name of the Corporation is Repro Med Systems, Inc.

SECOND: The Corporation is formed for the following purposes:

To carry on a general mercantile, industrial, investing and trading business in all its branches; to devise, invent, manufacture, fabricate, assemble, install, service, maintain, alter, buy, sell, import, export, license as licensor or licensee, lease as lessor or lessee, distribute, job, enter into, negotiate, execute, acquire, and assign contracts in respect of, acquire, receive, grant, and assign licensing arrangements, options, franchises, and other rights in respect of, and generally deal in and with, at wholesale and retail, as principal, and as sales, business, special, or general agent, representative, broker, factor, merchant, distributor, jobber, dvisor, or in any other lawful capacity, goods, wares, merchandise, commodities, and unimproved, improved, finished, processed, and other real, personal, and mixed property of any and all kinds, together with the components, resultants, and by-products thereof; to acquire by purchase or otherwise own, hold, lease, mortgage, sell, or otherwise dispose of, erect, construct, make, alter, enlarge, improve, and to aid or subscribe toward the construction, acquisition or improvement of any factories, shops, storehouses, buildings, and commercial and retail establishments of every character, including all equipment, fixtures, machinery, implements and supplies necessary, or incidental to, or connected with, any of the purposes or business of the corporation; and generally to perform any and all acts connected therewith or arising therefrom or incidental thereto, and all acts proper or necessary for the purpose of the business.

To apply for, register, obtain, purchase, lease, take licenses in respect of or otherwise acquire, and to hold, own, use, operate, develop, enjoy, turn to account, grant licenses and immunities in respect of, manufacture under and to introduce, sell, assign, mortgage, pledge or otherwise dispose of, and, in any manner deal with and contract with reference to:

(a) inventions, devices, formulae, processes, and any improvements and modifications thereof;

(b) letters patent, patent rights, patented processes, copyrights, designs, and similar rights, trademarks, trade symbols and other indications of origin and ownership granted by or recognized under the laws of the United States of America or any state or subdivision thereof, or of any foreign country or subdivision thereof, and all rights connected therewith or appertaining thereunto;

(c) franchises, licenses, grants and concessions.

To design, devise, invent, manufacture, install, remove, repair, inspect, report upon, buy, sell, handle and deal in, machinery, plants, apparatus, appliances, accessories, equipment, supplies, means and materials, of all kinds, relating to medical and surgical procedures and purposes.

To design, procure patents or licenses for the manufacture, and to manufacture, sell, buy, import and export medical and surgical devices and apparatus of all kinds whatsoever.

In furtherance of its corporate business and subject to the limitations prescribed by statute, to acquire by purchase, exchange or otherwise, all or any part of, or any interest in, the properties, assets, business and good will of any one or more corporations, associations, partnerships, firms, syndicates or individuals and to pay for the same in cash, property or its own or other securities; to hold, operate, reorganize, liquidate, mortgage, pledge, sell, exchange, or in any manner dispose of the

whole or any part thereof; and in connection therewith, to assume or guarantee performance of any liabilities, obligations or contracts of corporations, associations, partnerships, firms, syndicates, or individuals, and to conduct in any lawful manner the whole or any part of any similar business thus acquired.

To borrow money, and to make and issue notes, bonds, debentures, obligations and evidences of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise, without limit as to amount, and to secure the same by mortgage, pledge or otherwise; and generally to make and perform agreements and contracts of every kind and description, including contracts of guaranty and suretyship.

To lend money for its corporate purposes, invest and reinvest its funds, and take, hold and deal with real and personal property as security for the payment of funds so loaned or invested.

To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage or otherwise dispose of and deal in lands and leaseholds, and any interest, estate and rights in real property, and any personal or mixed property, and any franchises, rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed.

To participate with others in any corporation, partnership, limited partnership, joint venture, or other association of any kind, or in any transaction, undertaking or arrangement which the participating corporation would have power to conduct by itself, whether or not such participation involves sharing or delegation or control with or to others and in furtherance of the purposes of the corporation to be an incorporator, promoter or manager or other corporations of any type or kind.

In furtherance of the purposes of the corporation, to pay pensions and establish and carry out pension, profit sharing, stock option, stock purchase, stock bonus, retirement benefit, incentive and commission plans, trusts and provisions for any or all of the directors, officers and employees of its subsidiaries; and to provide insurance for its benefit on the life of any of its directors, officers and employees of its subsidiaries or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by such stockholder.

To acquire by purchase, subscription or otherwise, and to hold for investment or otherwise and to use, sell, assign, transfer, mortgage, pledge or otherwise deal with or dispose of stocks, bonds, or any other obligations or securities of any corporation or corporations; to merge or consolidate with any corporation in such manner as may be permitted by law; to aid in any manner any corporation whose stocks, bonds or other obligations are held or in any manner guaranteed by this corporation, or in which this corporation is in any way interested; and to do any other acts of things for the preservation, protection, improvement or enhancement of the value of any such stock, bonds or other obligations to exercise all of the rights, powers and privileges of ownership thereof, and to exercise any and all voting powers thereon; and to guarantee the payment of dividends upon any stock, the principal or interest or both, of any bonds or other obligations, and the performance of any contracts.

To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid business or powers or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

The business or purpose of the corporation is from time to time to do any one or more of the acts and things hereinabove set forth, and it shall have power to conduct and carry on its said business, or any part thereof, and to have one or more offices, and to exercise any or all of its corporate powers and rights, in the State of New York, and in the various other states, territories, colonies and dependencies of the United States, in the District of Columbia, and in all or any foreign countries.

The enumeration herein of the objects and purposes of the corporation shall be construed as powers as well as objects and purposes and shall not be deemed to exclude by inference any powers, objects or purposes which the corporation is empowered to exercise, whether expressly by force of the laws of the State of New York now or hereafter in effect, or impliedly by the reasonable construction of the said laws.

To have, in furtherance of the corporate purposes, all of the powers conferred upon corporations organized under the Business Corporation Law.

THIRD: The office of the Corporation is to be located in the City of New York, County of New York, State of New York.

FOURTH: The number of shares which the Corporation is authorized to issue is Two hundred (200), all of which are without par value, all of which are of the same class and all of which are to be designated as common shares.

FIFTH: No holder of shares of the corporation of any class, now or hereafter authorized, shall have any preferential or preemptive right to subscribe for, purchase or receive any shares of the corporation of any class, now or hereafter authorized, or any options or warrants for such shares, or any securities convertible to or exchangeable for such shares, which may at any time be issued, sold or offered for sale by the corporation.

SIXTH: The Secretary of State is designated as the agent of the corporation upon whom process against the corporation may be served. The post office address within or without the State of New York to which the Secretary of State shall mail a copy of any process against the corporation served upon him is: c/o Donald Kleban, Esq.
575 Madison Avenue
New York, New York 10022

SEVENTH: Execept as may otherwise be specifically provided in this Certificate of Incorporation, no provision of this Certificate of Incorporation is intended by the corporation to be construed as limiting, prohibiting, denying, or abrogating any of the general or specific powers or rights conferred under the Business Corporation Law upon the corporation, upon its shareholders, bondholders, and security holders, and upon its directors, officers, and other corporate personnel, including, in particular, the power of the corporation to furnish indemnification to directors and officers in the capacities defined and prescribed rights of said persons to indemnification as the same are conferred by the Business Corporation Law.

IN WITNESS WHEREOF, I have executed and subscribed this certificate and do hereby affirm the foregoing as true under the penalties of perjury, this 7th day of March 1980.

Donald M. Kleban

Donald M. Kleban
Incorporator
575 Madison Avenue
New York, New York 10022

CERTIFICATE OF INCORPORATION

OF

REPRO MED SYSTEMS, INC.

(Under Section 402 of the NY Business Corporation Law)

1654375-6

p/m 3/15

Donald Kleban, Esq.
575 Madison Ave.,
New York, NY 10022

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED MAR 24 1980
AMT OF CHECK $ 65
FILING FEE $ 30
TAX $ 10
COPY $ 5
CERT $
REFUND $
BY:

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EXHIBIT 31.1

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

I, Andrew I. Sealfon, 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) I am 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 me 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) 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: January 14, 2014

/s/ Andrew I. Sealfon
Andrew I. Sealfon
Principal Executive Officer

EXHIBIT 31.2

RULE 13A-14(A) / 15D-14(A) CERTIFICATION OF
TREASURER / CHIEF FINANCIAL OFFICER

I, Michael R. Boscher, 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) I am 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 me 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) 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: January 14, 2014

/s/ Michael R. Boscher
Michael R. Boscher
Treasurer and Chief Financial Officer

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 November 30, 2013 as filed with the Securities and Exchange Commission , I, Andrew I. Sealfon, 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 as of the dates and for the periods expressed in this report.

Date: January 14, 2014

/s/ Andrew I. Sealfon
Andrew I. Sealfon
Principal Executive Officer

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 November 30, 2013 as filed with the Securities and Exchange Commission , I, Michael R. Boscher, 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 as of the dates and for the periods expressed in this report.

Date: January 14, 2014

/s/ Michael R. Boscher
Michael R. Boscher
Treasurer and Chief Financial Officer