

NOCOPI TECHNOLOGIES INC/MD/  
Form 10-K  
March 30, 2016

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

**FORM 10-K**

(Mark One)

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

For the fiscal years ended December 31, 2015

Or

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

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

**Nocopi Technologies, Inc.**

*(Exact name of registrant as specified in its charter)*

**Maryland**

*State or other jurisdiction of incorporation or organization*

**87-0406496**

*(I.R.S. Employer Identification No.)*

**480 Shoemaker Road, Suite 104, King of Prussia, PA 19406**

*(Address of principal executive offices) (Zip Code)*

Registrant's telephone number, including area code (610) 834-9600

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

**Title of each class**

None

**Name of each exchange on which registered**

Not Applicable

Securities registered pursuant to section 12(g) of the Act:

Common Stock \$0.01 par value

*(Title of class)*

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. " Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. " Yes  No

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 and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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 | <input type="checkbox"/> | Accelerated filer         | <input type="checkbox"/> |
| Non-accelerated filer   | <input type="checkbox"/> | Smaller reporting company | <input type="checkbox"/> |

(Do not check if a smaller reporting company)

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

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter. \$519,000 at June 30, 2015 closing price of \$0.01.

**(APPLICABLE ONLY TO CORPORATE REGISTRANTS)**

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date. 58,599,016 shares of common stock, \$0.01 par value at March 15, 2016.

**DOCUMENTS INCORPORATED BY REFERENCE**

None

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**NOCOPI TECHNOLOGIES, INC.**

**TABLE OF CONTENTS**

| <b>Item No.</b> |  | <b>Page No.</b> |
|-----------------|--|-----------------|
| <b>Part I</b>   |  |                 |
| 1.              | Business   | 1               |
| 1A.             | Risk Factors   | 5               |
| 1B.             | Unresolved Staff Comments  | 5               |
| 2.              | Properties   | 5               |
| 3.              | Legal Proceedings  | 6               |
| 4.              | Mine Safety Disclosures  | 6               |
| <b>Part II</b>  |  |                 |
| 5.              | Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities | 7               |
| 6.              | Selected Financial Data  | 8               |
| 7.              | Management's Discussion and Analysis of Financial Condition and Results of Operations                        | 8               |
| 7A.             | Quantitative and Qualitative Disclosures About Market Risk   | 14              |
| 8.              | Financial Statements and Supplementary Data  | 14              |
| 9.              | Changes in and Disagreements With Accountants on Accounting and Financial Disclosure                         | 20              |
| 9A.             | Controls and Procedures  | 14              |
| 9B.             | Other Information  | 15              |
| <b>Part III</b> |  |                 |
| 10.             | Directors, Executive Officers and Corporate Governance   | 16              |
| 11.             | Executive Compensation   | 18              |
| 12.             | Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters               | 19              |
| 13.             | Certain Relationships and Related Transactions, and Director Independence                                    | 20              |
| 14.             | Principal Accounting Fees and Services   | 21              |
| <b>Part IV</b>  |  |                 |
| 15.             | Exhibits, Financial Statement Schedules  | 21              |
|                 | Signatures   | 22              |



## PART I

### ITEM 1. BUSINESS

#### Background

Nocopi Technologies, Inc. (hereinafter "Nocopi", "Registrant" or the "Company") is a Maryland corporation organized in 1983 that currently develops and markets specialty reactive inks that it believes have applications in the large educational and toy products market. Registrant also develops and markets technologies for document and product authentication which it believes can reduce losses caused by fraudulent document reproduction or by product counterfeiting and/or diversion. Registrant derives its revenues primarily from licensing its technologies on an exclusive or non-exclusive basis to licensees who incorporate the technologies into their product offering and from selling products incorporating its technologies to the licensees or to their licensed printers.

In the three years preceding 2014, Registrant experienced a period of decline in revenues resulting in significant operating losses and a decline in financial condition and a period of adverse liquidity that affected its business operations through mid-2014 when revenue increases generated from (1) higher license fees and royalties from two licensees in the entertainment and toy products market and (2) higher ink sales to the licensed printer of certain of the Company's licensees in the entertainment and toy products market began to positively impact Registrant's cash flow. This causes of the revenue decline and Registrant's remedial actions are more fully described in Registrant's Comprehensive Form 10-K for the three years ended December 31, 2012, 2013 and 2014 filed with the Securities and Exchange Commission on September 11, 2015. As a result of the aforementioned positive effects on its revenues during 2014, Registrant generated revenues of \$922,800 in 2014, an increase of 18% compared to \$750,200 in 2013. Registrant experienced further revenue growth in 2015 as revenues increased 3% in 2015 to \$950,800. Registrant's net loss in 2015 of \$18,000 compared to net income of \$7,900 in 2014 is attributable in part to (1) expenses incurred in filing the three year comprehensive Form 10-K in September 2015 and (2) accretion of interest related to the extension of the maturity dates of \$95,000 of subordinated debentures. During 2015 Registrant concluded a new multi-year license with one of its two major licensees in the entertainment and toy products market and signed a multi-year license with an Australia-based company in the entertainment and toy products market.

Registrant continues its efforts to raise additional capital, in the form of debt, equity or both to support its working capital requirements and to provide funding for other business opportunities. There are no assurances that Registrant will be able to attract such additional capital.

There can be no assurances that the marketing and product development activities of the Company's licensees will produce a significant increase in operating revenues for the Company, nor can the timing of any potential revenue increases be predicted.

### **Entertainment and Toy Technologies and Products**

Registrant's technology for the entertainment and toy products market consists of removable dyes that can be produced in a variety of colors and can be revealed by rubbing with a fingernail or other firm object such as a plastic pen cap. This technology, introduced in 2004, has been named Rub-it & Color. Registrant believes that this technology does not compromise the confidentiality of its security and authentication technologies whose chemistry is similar but the specific formulations are different for each application. Applications include children's activity products such as coloring books without crayons or restaurant place mats, educational instruction books and testing review manuals. Registrant has obtained certifications of non-toxicity from the Consumer Products Services, Inc. and the American Society for Testing and Materials Laboratories.

Since January 2012, Registrant has had a license agreement, expiring in 2017, with a licensee who has a significant presence in the entertainment and toy products market which permits this licensee to exclusively market (1) a specific line of products incorporating Registrant's technologies through a specific distribution channel but permitting Registrant to license the covered technologies to others (including Bendon, Inc., as noted below) for applications and sale through channels of distribution not available to this licensee under the terms of the license and (2) since January 2013, an additional technology on an exclusive basis in certain geographic areas of the world and on a non-exclusive basis in other geographic areas of the world. The licensee displayed products incorporating this additional technology to the marketplace at the American International Toy Fair in February 2015 and initial sales of products incorporating this technology were realized in the second quarter of 2015.



Registrant has a license agreement, expiring in 2019, containing guaranteed minimum royalties over the term of the license, with Bendon, Inc. (Bendon), an international, well-known children's coloring and activity book publishing company that permits Bendon to exclusively market products with other characteristics that incorporate Registrant's technologies through a distinctly different channel of distribution. The new four-year license agreement with Bendon was completed in June 2015, replacing a previous three-year license agreement.

These two licensees are well known and highly regarded participants in the entertainment and toy products market with significant market recognition and retail distribution. These two licensees have been distributing products incorporating Registrant's technologies for more than three years. Since the inception of these licenses, sales of ink to the licensed printer of the licensees have been increasing. The agreements with both licensees contain renewal options but there can be no assurances that the licenses will continue in force at the same or more favorable terms beyond their current termination dates nor can there be any assurances that the relationships with these two licensees will generate significant additional operating revenues for Registrant in the future.

Since March 2011, Registrant has had a license agreement with a privately-held designer of creative educational products for children granting the licensee the exclusive right to utilize Registrant's Rub-it & Color ink technology in a newly-created vertical market in the United States. In addition to an annual license fee, Registrant receives a royalty based on units of product produced. The license was renewed in July 2014 for a period of up to three years. There can be no assurances that the marketing efforts of Registrant's licensee will generate significant additional operating revenues for the Registrant in the future.

Since November 2012, Registrant has had a license agreement with a privately-held children's meal entertainment program provider that allows the licensee to use Registrant's Rub-it & Color ink technology in children's menus, placemats, butcher paper and certain other products for restaurant use and for sale in certain children's retail outlets. In December 2014, the license was renewed for a period of six years, expiring in December 2020. There can be no assurances that the marketing efforts of Registrant's licensee will generate significant additional operating revenues for the Registrant in the future.

Since April 2013, Registrant has had a license with a nationally known distributor of seasonal boxed greeting cards and other products which permits the licensee to market certain products distributed by the licensee that incorporate specific technologies of the Registrant. Unless renewed, the license terminates in December 2016. The licensee introduced products incorporating Registrant's technologies in late 2014. Revenues were realized by Registrant in both 2014 and 2015. There can be no assurances that the marketing efforts of Registrant's licensee will generate significant additional operating revenues for the Registrant in the future.

In October 2015, Registrant negotiated a multi-year license containing guaranteed minimum royalties with a privately-held international publisher of family products and publications based in Australia. Unless renewed, the

license terminates in December 2018. The license allows the licensee to market certain products that incorporate specific technologies of the Registrant on an exclusive basis in certain specific countries and on a non-exclusive basis in other countries with the exclusion of the United States, Canada and Mexico. The license agreement contains a renewal option but there can be no assurances that the license will continue in force at the same or more favorable terms beyond its current termination date nor can there be any assurances that the relationship with this new licensee will generate significant additional operating revenues for the Registrant in the future.

Registrant continues to pursue additional licensing opportunities for its technologies in the large worldwide entertainment and toy products market through direct marketing efforts and attendance at trade shows. During 2015, Registrant derived approximately 80% of its 2015 total revenues from its licensees and their licensed printers in the entertainment and toy products market compared to approximately 76% derived from this market in 2014. There can be no assurances that the Registrant's available resources, even with additional investment, if obtained, for marketing and further technical development of this product line will be sufficient to increase Registrant's revenues.

### **Anti-Counterfeiting and Anti-Diversion Technologies and Products**

Continuing developments in copying and printing technologies have made it ever easier to counterfeit a wide variety of documents. Product labels and packaging, retail receipts, event and transportation tickets and the like are all susceptible to counterfeiting, and Registrant believes that losses from such counterfeiting have increased substantially with improvements in the copying and printing technologies. Product counterfeiting has long caused losses to manufacturers of brand name products, and Registrant believes these losses have increased as the counterfeiting of labeling and packaging has become easier.

Registrant's proprietary document authentication technologies are useful to businesses desiring to authenticate a wide variety of printed materials and products. One product incorporating these technologies has the ability to print invisibly on certain areas of a document. When authentication of certain documents is required, the invisible printing can be activated or revealed by use of a special highlighter pen. This technology is marketed under the trademark COPIMARK. Other variations of the COPIMARK technology involve multiple color responses from a common pen, visible marks of one color that turn another color with the pen or visible and invisible marks that turn into a multicolored image. A related technology is Nocopi's RUB & REVEAL system, which permits the invisible printing of an authenticating symbol or code that can be revealed by rubbing a fingernail over the printed area. These technologies provide users with the ability to authenticate documents and detect counterfeit documents. Applications include the authentication of documents having intrinsic value, such as merchandise receipts, checks, travelers' checks, gift certificates and event tickets, and the authentication of product labeling and packaging. When applied to product labels and packaging such technologies allow detection of counterfeit products, the labels and packaging of which would not contain the authenticating marks invisibly printed on the packaging or labels of the legitimate product. Registrant has focused recent marketing efforts on specific industries it believes may be affected by product counterfeiting. These technologies also combat product diversion (i.e. sale of legitimate products through unauthorized distribution channels or in unauthorized markets). A related technology of Registrant, the invisible inkjet technology permits manufacturers and distributors to track the movement of products from production to ultimate consumption when coupled with proprietary software. Management believes that the track and trace capability provided by this technology can be attractive to brand owners and marketers. There are no assurances that its ongoing initiatives will result in additional revenues in the future.

Registrant currently participates in the retail receipt and document fraud market through licensing arrangements with seven printers and distributors in the United States and Canada who provide loss prevention products to retailers and other outlets. Registrant believes that these technologies are most efficiently marketed through the use of licensed printers and distributors. Registrant continues to use its available internal sales and technical resources to expand the number of licensees marketing its technologies in this market. During 2015, Registrant derived approximately 10% of its 2015 total revenues from its licensees in the retail loss prevention market compared to approximately 13% derived from this market in 2014. There can be no assurances that Registrant's strategy for the retail loss prevention market will result in significant additional revenues and cash flow for Registrant.

The following table illustrates the approximate percentage of Registrant's revenues accounted for by each type of its products for each of the two last fiscal years:

| Product Type   | Year Ended December 31, |      |
|--|-------------------------|------|
|  | 2015                    | 2014 |
| Entertainment and Toy Technologies and Products                  | 80%                     | 76%  |
| Anti-Counterfeiting and Anti-Diversion Technologies and Products | 20%                     | 24%  |

## Marketing

Registrant's marketing approach focuses on the sufficient flexibility in its products and technologies and its ability to provide innovative, cost effective technologies for the entertainment and toy products market as well as solutions to a wide variety of counterfeiting, diversion and copier fraud problems. As a technology company, Registrant generates revenues primarily by collecting license fees and royalties from market-specific businesses that incorporate Registrant's technologies into their products and, in certain cases, sales of Registrant's links to these licensees and their designated manufacturers. Registrant also licenses its technologies directly to end-users.

Registrant has identified two major markets for its technologies and products, the entertainment and toy product market and the anti-counterfeiting/anti-diversion market. Registrant's adverse financial condition in the years from 2011 to the present has limited its sales efforts to direct selling by Registrant's personnel. Sales travel, attendance at trade shows and marketing expenditures have been constrained. Current marketing efforts are focused on Registrant's developed technologies that can be utilized in geographic or market areas not contractually committed to an existing licensee on an exclusive basis. There can be no assurances that the limited resources Registrant can dedicate to its marketing activities will result in significant additional revenues in the future.

Registrant presently markets its technologies through its own employees. In Europe, certain of its security technologies are marketed by Contrast Technologies, formerly known as Euro-Nocopi, S.A., and a former affiliate of the Registrant, which holds certain European marketing rights with respect to those technologies.

## **Major Customers**

During 2015, Registrant made sales or obtained revenues equal to 10% or more of Registrant's 2015 total revenues from two non-affiliated customers who individually accounted for approximately 53% and 17%, respectively, of 2015 revenues of the Company. During 2014, Registrant made sales or obtained revenues equal to 10% or more of Registrant's 2014 total revenues from two non-affiliated customers who individually accounted for approximately 47% and 19%, respectively, of 2014 revenues of the Company.

## **Manufacturing**

Registrant has a small facility for the manufacture of its security inks. Except for this facility, Registrant does not maintain manufacturing facilities. Registrant presently subcontracts the manufacture of its applications (mainly printing and coating) to third party manufacturers and expects to continue such subcontracting. Because some of the processes that Nocopi uses in its applications are based on relatively common manufacturing technologies, there appears to be no technical or economic reason for Registrant to invest capital in its own manufacturing facilities.

Registrant has established a quality control program that currently entails laboratory analysis of developed technologies. When warranted, Registrant's specially trained technicians travel to third party production facilities to install equipment, train client staff and monitor the manufacturing process.

## **Patents**

Since its inception, Registrant has received various patents in the United States, Canada, South Africa, Saudi Arabia, Australia, New Zealand, Japan, France, the United Kingdom, Belgium, the Netherlands, Germany, Austria, Italy, Sweden, Switzerland, Luxembourg, and Liechtenstein. Registrant currently has obtained patent protection on substantially all of its security inks including the RUB & REVEAL system and the Rub-it & Color technology. Registrant's latest patent is on a certain newly developed technology that Registrant believes has applications in the entertainment and toy products market.

When a new product or process is developed, the developer may seek to preserve for itself the economic benefit of the product or process by applying for a patent in each jurisdiction in which the product or process is likely to be exploited. Generally speaking, in order for a patent to be granted, the product or process must be new and be inventively different from what has been previously patented or otherwise known anywhere in the world. Patents

generally have a duration of twenty years from the date of application depending on the jurisdiction concerned, after which time any person is free to exploit the product or process covered by a patent. A person who is the owner of a patent has, within the jurisdiction in which the patent is granted, the exclusive right, either directly or through licensees, to prevent any person from infringing on the patent.

The granting of a patent does not prevent a third party from seeking a judicial determination that the patent is invalid. Such challenges to the validity of a patent are not uncommon and are occasionally successful. There can be no assurance that a challenge will not be filed to one or more of Registrant's patents and that, if filed, such challenge(s) will not be successful.

In the United States and some other countries, patent applications are automatically published at a specified time after filing. Nocopi is required to pay annuities from time to time on patents to keep them in force; with this in mind, Nocopi makes an annual evaluation of its patents in order to determine which patents it will continue to maintain. In Europe, the territory of Contrast Technologies, formerly known as Euro-Nocopi, S.A. ( Contrast ), annuities for European patents are paid by Contrast.

## **Research and Development**

Registrant has been involved in research and development since its inception. Although Registrant's financial condition has forced it to limit funding for research and development in recent years, it intends to continue its research and development activities in three areas, to the extent feasible. First, Registrant will seek to continue to refine its present family of products. Second, Registrant will seek to develop specific customer applications. Finally, Registrant will seek to expand its technology into new areas of implementation. There can be no assurances that Registrant will continue to have funds available to maintain its research and development activities at current or increased levels.

During the years ended December 31, 2015, and December 31, 2014, Registrant expended approximately \$128,100 and \$121,600, respectively, on research and development.

## **Competition**

In the area of document and product authentication and serialization, Registrant is aware of other covert and overt surface marking technologies requiring decoding implements or analytical methods to reveal certain information. These technologies are offered by other companies for the same anti-counterfeiting and anti-diversion purposes for which the Registrant markets its covert technologies. These include, among others, biological DNA codes, microtaggants, thermochromic, UV and infrared inks as well as encryption, 2D symbology and laser engraving. Nonetheless, Registrant believes its patented and proprietary technologies provide a unique and cost-effective solution to the problem of counterfeiting and gray marketing in the document and product authentication markets it has traditionally sought to exploit.

The entertainment and toy products markets include numerous potential competitors who have significantly greater financial resources and presence in these markets than Registrant.

The loss prevention market includes numerous potential competitors, including large-publicly traded companies such as NCR Corporation and regional paper converters, many of whom have greater financial resources and presence in these markets than Registrant.

Registrant currently has limited resources and competes with businesses that have greater financial resources than Registrant. There can be no assurance that businesses with greater resources than Registrant will not enter Registrant's markets and compete successfully with Registrant.

### **Contrast Technologies (formerly Euro-Nocopi, S.A.)**

Contrast Technologies, formerly known as Euro-Nocopi, S.A., is a former affiliate of Registrant which, since June 2003, has held a perpetual royalty-free license to exploit certain of Registrant's technologies in Europe.

## **Employees**

At March 15, 2016 and December 31, 2015, Registrant had three full-time and two part-time employees.

## **Financial Information about Foreign and Domestic Operations**

Registrant conducts its operations solely in the United States; however, it does have licensees and customers in Asia and Australia. These licensees and customers accounted for approximately 54% of Registrant's gross revenues in 2015 and approximately 48% in 2014. Certain information concerning Registrant's foreign and domestic operations is contained in Note 14 to Registrant's Financial Statements included elsewhere in this Annual Report on Form 10-K.

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

Not required for a smaller reporting company.

### **ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.

### **ITEM 2. PROPERTIES**

Registrant's corporate headquarters, research and ink production facilities are located at 480 Shoemaker Road, Suite 104, King of Prussia, Pennsylvania 19406. Its telephone number is (610) 834-9600. These premises consist of approximately 6,100 square feet of space in a multi-tenant building leased by the Registrant from an unaffiliated third party pursuant to a lease that commenced in January 2014 and expires in April 2019. Current monthly rent under this lease is \$3,778; this amount escalates an amount of approximately three percent each year. In addition to rent, Registrant is responsible for its pro-rata share of the operating costs of the building. Registrant incurred leasehold improvement expenditures of approximately \$19,700 through March 15, 2016. Registrant believes that additional leasehold improvement expenditures will not be significant. Registrant believes that this space will be adequate for its current needs and that additional space will be available as needed.





**ITEM 3. LEGAL PROCEEDINGS**

Registrant is not aware of any pending litigation (other than ordinary routine litigation incidental to its business where, in management's view, the amount involved is not material) to which Registrant is or may be a party, or to which any of its properties is or may be subject, nor is it aware of any pending or contemplated proceedings against it by any governmental authority. Registrant knows of no material legal proceedings pending or threatened, or judgments entered against, any director or officer of Registrant in his capacity as such.

**ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

**PART II****ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

Registrant's Common Stock is currently traded on the OTC Pink tier of the over-the-counter ( OTC ) market under the symbol "NNUP". Investors can find Real-Time quotes and market information on the Company on [www.otcmarkets.com](http://www.otcmarkets.com). The table below presents the range of high and low sales prices of Registrant's Common Stock by calendar quarter for the last two full fiscal years and for a recent date, as reported by OTC Markets Group Inc.

|                                      | <b>High</b> | <b>Low</b> |
|--------------------------------------|-------------|------------|
| January 1, 2014 to March 31, 2014    | \$.150      | \$.012     |
| April 1, 2014 to June 30, 2014       | \$.020      | \$.012     |
| July 1, 2014 to September 30, 2014   | \$.021      | \$.012     |
| October 1, 2014 to December 31, 2014 | \$.013      | \$.006     |
| January 1, 2015 to March 31, 2015    | \$.047      | \$.006     |
| April 1, 2015 to June 30, 2015       | \$.025      | \$.009     |
| July 1, 2015 to September 30, 2015   | \$.021      | \$.006     |
| October 1, 2015 to December 31, 2015 | \$.039      | \$.004     |
| January 1, 2016 to March 15, 2016    | \$.078      | \$.006     |

As of March 15, 2016, 58,599,016 shares of Registrant's Common Stock were outstanding. The number of holders of record of Registrant's Common Stock was approximately 600. However, Registrant estimates that it has a significantly greater number of common stockholders because a number of shares of Registrant's Common Stock are held of record by broker-dealers for their customers in street name. In addition to the 58,599,016 shares of Common Stock which are outstanding, Registrant, at March 15, 2016, has reserved for the issuance of approximately 5,832,000 shares of its Common Stock which underlie warrants to purchase Common Stock of the Registrant and the conversion of convertible debentures and interest into Common Stock of the Registrant.

The Company did not pay dividends in 2015 or 2014 and does not anticipate paying any such dividends in the foreseeable future. Any determination to pay dividends in the future will be at the discretion of the Company's Board of Directors and will be dependent upon the Company's results of operations, financial condition, contractual restrictions and other factors deemed relevant by the Board of Directors.

Information required with respect to Equity Compensation Plans in this Item 5 is included in Item 12 on page 20 of this report on Form 10-K.

### **Recent Sales of Unregistered Securities**

On July 8, 2014, the Company issued a convertible debenture for \$22,940 to Henry C. Friedman, brother-in-law of Michael A. Feinstein, the Company's Chairman of the Board, which included warrants to purchase 114,700 shares of the Company's Common Stock at \$0.02 per share. The warrant is exercisable two years after issuance and expires seven years after issuance. The debenture is due in two years. At the option of the lender, the debenture and accrued interest is convertible in whole or part into Common Stock of the Company at \$0.05 per share. The convertible debenture was issued in exchange for a \$20,000 short-term loan along with accrued interest in a transaction approved by the disinterested members of the Company's Board of Directors.

On July 8, 2014, the Company issued a convertible debenture for \$5,333 to Herman M. Gerwitz, a Director, which included warrants to purchase 26,665 shares of the Company's Common Stock at \$0.02 per share. The warrant is exercisable two years after issuance and expires seven years after issuance. The debenture is due in two years. At the option of the lender, the debenture and accrued interest is convertible in whole or part into Common Stock of the Company at \$0.05 per share. The convertible debenture was issued in exchange for a \$4,500 short-term loan along with accrued interest in a transaction approved by the disinterested members of the Company's Board of Directors.

On July 22, 2014, the Company issued a convertible debenture for \$5,000 to an individual accredited investor, which included warrants to purchase 25,000 shares of the Company's Common Stock at \$0.02 per share. The warrant is exercisable two years after issuance and expires seven years after issuance. The debenture is due in two years. At the option of the lender, the debenture and accrued interest is convertible in whole or part into Common Stock of the Company at \$0.05 per share.

The recipients of securities in these transactions had adequate access, through employment or business relationships, to information about the Company. No underwriters were involved in these transactions or received any commissions or other compensation. Proceeds of the sales of the convertible debentures were used to fund the Company's working capital requirements.

In July 2015, the common stock private placement was extended to December 31, 2016 by the Company's Board of Directors.

#### **Issuer Repurchases of Equity Securities**

None.

#### **ITEM 6. SELECTED FINANCIAL DATA**

Not required for a smaller reporting company.

#### **ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

##### **Forward-Looking Information**

*This Form 10-K contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, regarding, among other things, anticipated improvements in*

*operations, the Company's plans, earnings, cash flow and expense estimates, strategies and prospects, both business and financial. All statements other than statements of current or historical fact contained in this report are forward-looking statements. The words believe, expect, anticipate, should, plan, will, may, in continue and similar expressions, as they relate to the Company, are intended, where possible, to identify forward-looking statements.*

The Company has based these forward-looking statements largely on its current expectations and projections about future events, financial trends, market opportunities, competition, and the adequacy of the Company's available cash resources, which the Company believes may affect its financial condition, results of operations, business strategy and financial needs. This Form 10-K also contains forward-looking statements attributed to third parties. All such statements can be affected by inaccurate assumptions, including, without limitation, with respect to risks, uncertainties, anticipated operating efficiencies, new business prospects and the rate of expense increases. In light of these risks, uncertainties and assumptions, the forward-looking statements in this report may not occur and actual results could differ materially from those anticipated or implied in the forward-looking statements. For these reasons, and because of the uncertainty relating to the current financial conditions in today's economic environment and the potential reduction in demand for the Company's products, you should not consider this information to be a guarantee by the Company or any other person that its objectives and plans will be achieved. When you consider these forward-looking statements, you should keep in mind the Risk Factors and other cautionary statements set forth in this Item 7 and elsewhere in this Form 10-K. The Company's forward-looking statements speak only as of the date made. The Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

The following discussion and analysis of the Company's financial condition and results of operations should be read in conjunction with the financial statements and related notes, and keeping in mind this cautionary statement regarding forward-looking information.

## Results of Operations

The Company's revenues are derived from royalties paid by licensees of the Company's technologies, fees for the provision of technical services to licensees and from the direct sale of (i) products incorporating the Company's technologies, such as inks, security paper and pressure sensitive labels, and (ii) equipment used to support the application of the Company's technologies, such as ink-jet printing systems. Royalties consist of guaranteed minimum royalties payable by the Company's licensees in certain cases and additional royalties which typically vary with the licensee's sales or production of products incorporating the licensed technology. Service fees and sales revenues vary directly with the number of units of service or product provided.

The Company recognizes revenue on its lines of business as follows:

- a) License fees and royalties are recognized when the license term begins. Upon inception of the license term, revenue is recognized in a manner consistent with the nature of the transaction and the earnings process, which generally is ratably over the license term;
- b) Product sales are recognized upon shipment of products, when the price is fixed or determinable and collectability is reasonably assured; and
- c) Fees for technical services are recognized when (i) the service has been rendered; (ii) an arrangement exists; (iii) the price is fixed or determinable based upon a per diem or hourly rate; and (iv) collectability is reasonably assured.

The Company believes that, as fixed cost reductions beyond those it has achieved in recent years may not be achievable, its operating results are substantially dependent on revenue levels. Because revenues derived from licenses and royalties carry a much higher gross profit margin than other revenues, operating results are also substantially affected by changes in revenue mix.

Both the absolute amount of the Company's revenues and the mix among the various sources of revenue are subject to substantial fluctuation. The Company has a relatively small number of substantial customers rather than a large number of small customers. Accordingly, changes in the revenue received from a significant customer can have a substantial effect on the Company's total revenue, revenue mix and overall financial performance. Such changes may result from a customer's product development delays, engineering changes, changes in product marketing strategies, production requirements and the like. In addition, certain customers have, from time to time, sought to renegotiate

certain provisions of their license agreements and, when the Company agrees to revise such terms, revenues from the customer may be affected.

### **Comparison of the Years ended December 31, 2015 and 2014**

Revenues for 2015 were \$950,800, an increase of approximately 3%, or \$28,000, from \$922,800 in 2014. Licenses, royalties and fees decreased in 2015 by approximately 6%, or \$20,100, to \$338,700 from \$358,800 in 2014. The decrease in licenses, royalties and fees is due primarily to lower licensing revenues from two existing licensees in the entertainment and toy products market, one of whom signed a new four-year license in the second quarter of 2015 and lower consulting revenue related to the expiration in 2014 of a consulting arrangement with a customer offset in part by higher licensing fees from two licensees in the entertainment and toy products market and initial licensing fees from a new licensee in the fourth quarter of 2015. Product and other sales increased by \$48,100, or approximately 9%, to \$612,100 in 2015 from \$564,000 in 2014. The higher level of ink sales in 2015 compared to 2014 is due primarily to higher ink requirements of the licensed third party printers used by the Company's licensees in the entertainment and toy products market. Sales of ink to the licensed printers of its licensees in the entertainment and toy products market were approximately \$73,800 higher in 2015 compared to 2014. Sales of security ink to the Company's licensees in the retail receipt and document fraud market decreased by approximately \$27,700 in 2015 compared to 2014. The Company derived \$757,300, or approximately 80% of total revenues, from licensees and their licensed printers in the entertainment and toy products market in 2015 compared to \$699,400, or approximately 76% of total revenues, in 2014. The Company's licensees in the entertainment and toy products market continue to develop new products for this market and improve their current offerings; however, their sales will be affected by marketplace reaction to the new and improved products, economic conditions that influence this market segment and the economy as a whole. Revenues that the Company derives from these licensees will be similarly affected. There can be no assurances that the marketing and product development activities of licensees in the entertainment and toy products market will produce increased revenues for the Company in future periods, nor can the timing of any potential revenue increases be predicted, particularly given the uncertain economic conditions currently being experienced worldwide.



Gross profit increased to \$617,800, or approximately 65% of revenues, in 2015 from \$598,500, or approximately 65% of revenues, in 2014. Licenses, royalties and fees have historically carried a higher gross profit than product sales, which generally consist of supplies or other manufactured products that incorporate the Company's technologies or equipment used to support the application of its technologies. These items (except for inks which are manufactured by the Company) are generally purchased from third-party vendors and resold to the end-user or licensee and carry a lower gross profit than licenses, royalties and fees. The higher gross profit in 2015 compared to 2014 reflects higher product sales along with a favorable mix of product sales offset in part by lower licenses, royalties and fees.

As the variable component of cost of revenues related to licenses, royalties and fees is a low percentage of these revenues and the fixed component is not substantial, period to period changes in revenues from licenses, royalties and fees can significantly affect both gross profit from licenses, royalties and fees as well as overall gross profit. Due primarily to the lower revenues in 2015 compared to 2014, the gross profit from licenses, royalties and fees decreased to approximately 77% of revenues from licenses, royalties and fees in 2015 from approximately 79% in 2014.

Gross profit, expressed as a percentage of revenues, of product and other sales is dependent on both the overall sales volumes of product and other sales and on the mix of the specific goods produced and/or sold. As a result of both increased ink sales and favorable product mix, the gross profit from product and other sales increased to approximately 58% of revenues in 2015 compared to approximately 56% of revenues from product and other sales in 2014.

Research and development expenses were \$128,100 in 2015 compared to \$121,600 in 2014. The increase in 2015 compared to 2014 resulted primarily from higher employee salary and benefit expenses in 2015 compared to 2014.

Sales and marketing expenses of \$202,800 in 2015 compared to \$194,500 in 2014. The increase in 2015 compared to 2014 resulted primarily from higher commission expense in 2015 compared to 2014 resulting from a higher level of revenues in 2015 compared to 2014 and higher benefit expenses in 2015 compared to 2014.

General and administrative expenses increased to \$325,600 in 2015 from \$253,400 in 2014. The increase in 2015 compared to 2014 is due primarily to higher expenses incurred in 2015 compared to 2014 related to the Company's filing of the comprehensive annual report on Form 10-K and the first and second quarter 2015 Form 10-Q's that were filed during the third quarter of 2015. These expenses included legal and audit fees incurred in 2015 as well as expenses related to the electronic filing of the documents.

Other income (expenses) includes, in 2015, the reversal of approximately \$56,300 of accounts payable related to invoices received from 2001 through 2009 from a professional services business that provided legal services to the

Company and an individual that provided consulting services to the Company in 2009 that the Company, with legal counsel, has determined to be no longer statutorily payable as the statute of limitations to bring claims has expired. Additionally, other income (expenses) includes interest on unsecured loans from five individuals, on convertible debentures held by ten investors and, in 2014, on funds borrowed under the Company's promissory note with a bank. Also included in other income (expenses) is accretion of debt discounts related to the issuance of convertible debentures totaling \$128,400 and, in 2015, the extension of the maturity dates of \$95,000 of convertible debentures.

The net loss of \$18,000 in 2015 compared to net income of \$7,700 in 2014 resulted primarily from a higher gross profit on a higher level of revenues in 2015 compared to 2014 offset by higher overhead expenses in 2015 compared to 2014 along with higher accretion of interest in 2015 compared to 2014.

Management of the Company does not believe that inflation and changing prices have had a significant effect on its revenues and results of operations during the years ended December 31, 2015 and 2014.

#### **Plan of Operation, Liquidity and Capital Resources**

The Company's cash decreased to \$11,400 at December 31, 2015 from \$28,000 at December 31, 2014. During 2015, the Company generated \$41,800 from its operating activities, used \$8,900 for capital equipment, repaid \$10,000 to a convertible debenture holder and repaid \$39,500 to two individual lenders.

During 2015, the Company's revenues increased primarily as a result of higher sales of ink to the authorized printer of four of the Company's licensees in the entertainment and toy products market and higher license fees from two licensees, one of whom is in the entertainment and toy products market. The Company's total overhead expenses increased 2015 compared 2014. As a result of these factors, the Company experienced a net loss of \$18,000 in 2015. The Company had positive operating cash flow of \$41,800 in 2015. At December 31, 2015, the Company had negative working capital of \$364,000 and a stockholders' deficiency of \$438,100. For the full year of 2014, the Company had net income of \$7,700 and had positive operating cash flow of \$14,500. At December 31, 2014, the Company had negative working capital of \$424,500 and a \$438,200 stockholders' deficiency.

From January 1, 2014 to December 31, 2015, the Company repaid \$44,500 of \$92,500 of short-term loans that had been outstanding at January 1, 2014 and converted \$24,500 of these short-term loans into convertible debentures maturing in 2016. In 2015, the Company repaid \$10,000 of convertible debentures and extended the maturity dates of \$95,000 of convertible debentures from 2015 to 2017. In 2014, the Company repaid the remaining balance of a \$100,000 promissory note with a bank. Borrowings and sales of common stock in recent years have allowed the Company to remain in operation through the current date. There can be no assurances that the Company will be able to secure sufficient additional funding through investments or borrowings that will allow the Company to fund losses that it presently believes may continue during 2016. The Company believes that without additional investment, it may be forced to cease operations at an undetermined date in the future. Information regarding the Company's financing activities in periods prior to this Annual Report on Form 10-K is included in prior filings including the Company's Comprehensive Annual Report on Form 10-K for the Years ended December 31, 2012, 2013 and 2014 filed with the Securities and Exchange Commission on September 11, 2015.

In July 2015, the common stock private placement was extended to December 31, 2016 by the Company's Board of Directors.

Management of the Company believes that it may need to obtain additional capital in the future to support the working capital requirements associated with its existing revenue base and to fund potential operating losses that it believes may occur as the state of the worldwide economy remains uncertain. There can be no assurances that the Company will be successful in obtaining sufficient additional capital, or if it does, that the additional capital will enable the Company operate profitably in the future and develop new revenue sources to have a material positive effect on the Company's operations and cash flow. The Company believes that without additional investment, it may be forced to cease operations at an undetermined time in the future.

There can be no assurances that the Company will be successful in obtaining additional investment. There can be no assurances that revenues in future periods will be sustained at levels that will allow it to achieve and maintain positive cash flow.

The Company continues to maintain a cost containment program including curtailment, where possible, of discretionary research and development and sales and marketing expenses.

The Company's plan of operation for the twelve months beginning with the date of this annual report consists of concentrating available human and financial resources to continue to capitalize on the specific business relationships the Company has developed in the entertainment and toy products market including two licensees with a significant presence in the entertainment and toy products market that have been marketing products incorporating the Company's technologies since 2012. These two licensees in the entertainment and toy products market are well known and highly regarded participants in this market. The Company believes that these two licensees will expand their offerings incorporating the Company's technologies currently being marketed and will introduce new products incorporating available technologies covered by the license agreements that are not currently being marketed by them. The Company plans to continue developing applications for these licensees while expanding its licensee base in the entertainment and toy market. The Company has additional licensees marketing or developing products incorporating the Company's technologies in certain geographic and niche markets of the overall entertainment and toy products market. The Company maintains its presence in the retail loss prevention market and believes that revenue growth in this market can be achieved through increased security ink sales to its licensees in this market. The Company will continue to adjust its production and technical staff as necessary. The Company will also, subject to available financial resources, invest in capital equipment needed to support potential growth in ink production requirements beyond its current capacity. Additionally, the Company will pursue opportunities to market its current technologies in specific security and non-security markets. There can be no assurances that these efforts will enable the Company to generate additional revenues and positive cash flow.

The Company has received and continues to seek additional capital, in the form of debt, equity or both, to support its working capital requirements. There can be no assurances that the Company will be successful in raising additional capital, or that such additional capital, if obtained, will enable the Company to generate additional revenues and positive cash flow.

The Company generates a significant portion of its total revenues from licensees in the entertainment and toy products market. These licensees generally sell their products through retail outlets. During the year, such sales may be adversely affected by changes in consumer spending that may occur as a result of an uncertain economic environment. As a result, the Company's revenues, results of operations and liquidity may be negatively impacted as they were in previous years.

## **Risk Factors**

The Company's operating results, financial condition and stock price are subject to certain risks, some of which are beyond its control. These risks could cause the Company's actual operating and financial results to differ materially from those expressed in its forward looking statements, including the risks described below and the risks identified in other documents which are filed and furnished with the SEC:

*Limited Interim Historical Information.* The Company filed a comprehensive annual report on Form 10-K for the fiscal years ended December 31, 2012, 2013 and 2014 on September 11, 2015. The Form 10-K contained summarized quarterly financial information for each of the quarters ended June 30 and September 30, 2012 and for each of the quarters ended March 31, June 30 and September 30, 2013 and 2014. As the complete periodic filings for those periods have not been filed, certain financial information, disclosures and discussions normally contained in a Form 10-Q were not included in the Form 10-K. The omission of the information that would have been contained in these periodic filings leaves current and prospective investors, customers, employees and others without this source of information about the Company's business achievements and prospects and may negatively impact the Company's business opportunities and its ability to raise capital. There can be no assurances that the Company will be able to remain current with its required SEC filing obligations in the future.

*Access to Capital.* The Company anticipates that it may need to raise capital in the future to fund its historical and new business operations. Negative or uncertain global economic conditions could make it more difficult for the Company to raise capital. If the Company is unable to secure capital, if needed, in the future, in the form of debt, equity or both, it may be forced to cease operations. There can be no assurances that, if required, the Company will be successful in obtaining additional investment in sufficient amounts to fund its ongoing business operations.

*Dependency on Major Customers.* The Company is dependent on its licensees to develop new products and markets that will generate increases in its licensing and product revenues. The inability of the Company's licensees to maintain at least current levels of sales of products utilizing the Company's technologies could adversely affect the Company's operating results and cash flow. To the extent that the Company's licensees are adversely affected by negative economic conditions, the Company's revenues may also be negatively impacted. The Company has derived a significant percentage of its revenues through licensing relationships with two major customers. Revenues obtained directly from these customers and indirectly, through the customers' third party licensed printer, equaled approximately 73% of the Company's revenues in 2015. The Company also has, from time to time, substantial receivables from these businesses. The Company has a license agreement containing guaranteed minimum royalties expiring in 2019 with one of these two licensees and a license agreement with the second that expires in 2017. Products incorporating the Company's technologies that are sold by these two licensees have certain dissimilar characteristics and are marketed generally through distinctly different channels of distribution. These two licensees are well known and highly regarded participants in the entertainment and toy products market. The agreements with both licensees contain renewal options but there can be no assurances that the licenses will continue in force at the same or more favorable terms beyond their current termination dates, nor can there be any assurances that the relationships with these two new licensees will generate increased revenues for the Company in the future.

*Possible Inability to Develop New Business.* While the Company raised cash through additional capital investment, sales of convertible debentures and loans from individuals in 2012, 2013 and 2014, it limited increases in its operating expenses, reduced its operating expenses when possible and deferred payment of certain obligations to employees and service providers. Management of the Company believes that any significant improvement in the Company's cash flow must result from increases in revenues from traditional sources and from new revenue sources. The Company's ability to develop new revenues may depend on the extent of both its marketing activities and its research and development activities, both of which are limited. There are no assurances that the resources that the Company can devote to marketing and to research and development will be sufficient to increase its revenues to levels that will enable it to return to and maintain positive operating cash flow in the future.

*Inability to Obtain Raw Materials and Products for Resale.* The Company's adverse financial condition has required it from time to time to significantly defer payments due to (i) vendors who supply raw materials and other components of its security inks, (ii) providers of professional and other services and (iii) certain employees to whom salary and sales commissions are owed. As a result, the Company is required to pay cash in advance of shipment to certain of its suppliers. The inability to obtain materials on a timely basis and the possibility that certain vendors may permanently discontinue supplying the Company with needed products and services may result in delayed shipments to customers and further impact the Company's ability to service its customers, thereby adversely affecting the Company's relationships with its customers and licensees. There can be no assurances that the Company will be able to maintain its vendor relationships in an acceptable manner.

*Uneven Pattern of Quarterly and Annual Operating Results.* The Company's revenues, which are derived primarily from licensing and sales of products incorporating its technologies as well as royalties from these products, are difficult to forecast; such forecasting difficulty is due to, among other reasons, the long sales cycle of the Company's technologies, the potential for customer delay or deferral of implementation of the Company's technologies, the size and timing of inception of individual license agreements, the success of the Company's licensees and strategic partners in exploiting the market for the licensed products, modifications of customer budgets, and uneven patterns of royalty revenue and product orders. As the Company's revenue base is not substantial, delays in the finalization of license contracts, the implementation of the technology to initiate the revenue stream and the ordering decisions of customers can have a material adverse effect on the Company's quarterly and annual revenue expectations. As the Company's operating expenses are substantially fixed, income expectations will be subject to a similar adverse outcome. As licensees for the entertainment and toy products markets are added, the predictability of the Company's revenue stream may be further impacted.

*Volatility of Stock Price.* The market price for the Company's common stock has historically experienced significant fluctuations and may continue to do so. With the exception of 2007, 2013 and 2014 from its inception, the Company has operated at a loss and has not produced revenue levels traditionally associated with publicly-traded companies. The Company's common stock is not listed on a national or regional securities exchange and, consequently, the Company receives limited publicity regarding its business achievements and prospects. Additionally, securities analysts and traders do not extensively follow the Company's stock and its stock is thinly traded. The Company's market price may be affected by announcements of new relationships or modifications to existing relationships. The stock prices of many developing public companies, particularly those with small capitalizations, have experienced wide fluctuations not necessarily related to operating performance. Such fluctuations may adversely affect the market price of the Company's common stock.

*Intellectual Property.* The Company relies on a combination of protections as may be available under applicable domestic, foreign or international patent, trademark and trade secret laws. The Company also relies on confidentiality, non-analysis and licensing agreements to establish and protect its rights in its proprietary technologies. While the Company attempts to protect these rights, its technologies may be compromised through reverse engineering, independent invention or other means. In addition, the Company's ability to enforce its intellectual property rights through appropriate legal action has been and will continue to be limited by its adverse liquidity. There can be no assurances that the Company will be able to protect the basis of its technologies from discovery by third parties or to

preclude third parties from conducting activities that infringe on the Company's rights. The Company's adverse liquidity situation also impacts its ability to obtain patent protection on its intellectual property and to maintain protection on previously issued patents. There can be no assurances that the Company will be able to continue to prosecute new patents and maintain issued patents. As a result, the Company's customer and licensee relationships could be adversely affected, and the value of the Company's technologies and intellectual property (including their value upon liquidation) could be substantially diminished.

*Economic Conditions.* The Company's revenue is susceptible to changes in general economic conditions. The Company's sales, liquidity and overall results of operations may be negatively affected by decreasing consumer confidence, slowdowns in consumer spending or other downturns in the U.S. economy as a whole or in any geographic markets from which the Company derives revenue. In addition, these factors may result in decreased customer and licensee demand for the Company's products and may negatively impact the Company's ability to develop new customers and licensees. Due to uncertainties surrounding the worldwide economy, the Company is unable to predict the effect of such conditions on its customers and licensees. Consequently, the Company cannot predict the scope or magnitude of the negative effect resulting from ongoing global financial uncertainties or economic slowdowns.

#### **Recently Adopted Accounting Pronouncements**

As of December 31, 2015 and for the year then ended, there were no recently adopted accounting pronouncements that had a material effect on the Company's financial statements.



### **Recently Issued Accounting Pronouncements Not Yet Adopted**

In August 2014, the FASB issued ASU 2014-15, *Presentation of Financial Statements – Going Concern (Subtopic 205-40), Disclosure of Uncertainties about an Entity’s Ability to Continue as a Going Concern*. The amendments in this Update provide guidance about management’s responsibility to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the entity’s ability to continue as a going concern within one year after the date that the financial statements are issued and to provide related footnote disclosures. Substantial doubt about an entity’s ability to continue as a going concern exists when relevant conditions and events, considered in the aggregate, indicate that it is probable that the entity will be unable to meet its obligations as they become due within one year after the date that the financial statements are issued. The amendments in this Update are effective for the annual period ending after December 15, 2016, and for annual periods and interim periods thereafter. Early application is permitted. Management is assessing the impact of the adoption to the financial statements.

### **Off-Balance Sheet Arrangements**

The Company does not have any off-balance sheet arrangements.

### **ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Not required for a smaller reporting company.

### **ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

For information required with respect to this Item 8, see index to Financial Statements and Schedules on page F-1 of this report on Form 10-K.

### **ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

Not applicable.

## **ITEM 9A. CONTROLS AND PROCEDURES**

### **Disclosure Controls and Procedures**

The Company's disclosure controls and procedures are designed to provide reasonable assurance that material information required to be included in its periodic SEC reports is recorded, processed, summarized and reported within the time periods specified in the relevant SEC rules and forms. The Company has carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the Company's disclosure controls and procedures pursuant to Exchange Act Rule 13a-15. Based upon that evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded, as of the end of the period covered by this report, that the Company's disclosure controls and procedures are effective.

### **Internal Control over Financial Reporting**

Management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934. Internal control over financial reporting is a process to provide reasonable assurance regarding the reliability of financial reporting and preparation of financial statements for external purposes in accordance with U.S. GAAP. Internal control over financial reporting includes maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Company, provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. GAAP, that receipts and expenditures of the Company are being made only with management authorization and provide reasonable assurance that unauthorized acquisition, use or disposition of Company assets that could have a material effect on the Company's financial statements would be prevented or detected on a timely basis. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements in the Company's financial statements on a timely basis.

Management assessed the effectiveness of the Company's internal control over financial reporting based on the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control-Integrated Framework (1992). Based on this assessment, management believes that, as of December 31, 2015, the Company's internal control over financial reporting was effective.

This annual report does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting. The attestation report requirement for non-accelerated filers was permanently removed from the Sarbanes-Oxley Act by Section 989C of the Dodd-Frank Act as adopted by the SEC.

### **Changes in Internal Control over Financial Reporting**

There have been no changes in the Company's internal controls over financial reporting during the fourth quarter of 2015 that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

### **ITEM 9B. OTHER INFORMATION**

None.

### PART III

#### ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The directors, officers and named executive of the Company, their ages, present positions with the Company, and a summary of their business experience are set forth below.

*Michael A. Feinstein, M.D.*, 69, Chairman of the Board of Directors since December 1999 and Nocopi's Chief Executive Officer since February 2000, has been a practicing physician in Philadelphia for more than thirty years, serving for more than twenty-five years as the President of a group medical practice which includes three physicians. He is a Fellow of the American College of Obstetrics and Gynecology and of the American Board of Obstetrics and Gynecology. He received his B.A. from LaSalle University and his M.D. from Jefferson Medical College. He has represented Nocopi in numerous licensing negotiations, governmental meetings and capital raises. The Board of Directors believes that Dr. Feinstein's considerable personal experience as a business owner and investor in publicly traded businesses makes him well suited to serve as a member of Nocopi Technologies' Board of Directors.

*Herman M. Gerwitz, CPA*, 62, a director since May 2005, is the Treasurer of Keystone Property Group. Mr. Gerwitz has been with Keystone full time since 1998 and has been responsible for all the financial matters of a Real Estate Development Company that has grown to over 3 million square feet of commercial real estate and a \$100,000,000 Real Estate Fund. Prior to joining Keystone, Mr. Gerwitz has spent 20 years as a partner in a public accounting firm. He has received a BBA from Temple University with master's coursework at Widener University. He has been a member of both the Pennsylvania and American Institutes of Certified Public Accountants since 1983. The Board of Directors believes that Mr. Gerwitz's many years as a Certified Public Accountant and his subsequent business management experience make him well suited to serve as a member of Nocopi Technologies' Board of Directors and to serve on its Audit Committee.

*Richard Levitt, 59*, a director since December 1999, has been engaged in the computer and services segment of the computer industry since 1981. Mr. Levitt is currently a Senior Account Executive for Dell Computer in Pittsburgh, PA. He is in the Large Enterprise Group and is responsible for developing major accounts in Western Pennsylvania. Mr. Levitt has been with Dell since November 2005. In 2009, Mr. Levitt was awarded the Circle of Excellence award by Dell which is Dell's highest corporate award given to less than 1% of its sales and support employees. In addition, he was awarded over the past three years the Top Team Performer and Regional Top Performer awards. In 1995, he participated in the founding of XiTech Corporation, a Pittsburgh, Pennsylvania-based provider of computing and computer networking hardware and network design and implementation services which in five years grew to over 100 employees and \$50 million in annual sales. Since founding XiTech, Mr. Levitt served as one of its corporate principals, as a Network Consultant and as the Manager of its Network Sales Force. Mr. Levitt left XiTech in 2004. Before joining XiTech, Mr. Levitt served as a network sales executive for Digital Equipment Corporation from 1988

to 1994 and as a network consultant for TriLogic Corporation during 1994 and 1995. Mr. Levitt holds a B.S. in Marketing from Kent State University. The Board of Directors believes that Mr. Levitt's sales and marketing experience in technology-based businesses, including start-ups and smaller businesses, makes him well suited to serve as a member of Nocopi Technologies' Board of Directors.

*Philip B. White, 77*, has been a director since August 2006. Mr. White is currently an international consultant in the private sector providing regulatory and industry standards advice to international companies regulated by the Food and Drug Administration, the Consumer Product Safety Commission, and the Environmental Protection Agency. He also served as a Technical Advisor and Regulatory Liaison to Nocopi from 2002 to 2005. Before establishing his own global consulting practice