Pharma-Bio Serv, Inc.
Form 10-K
January 29, 2018

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 year ended October 31, 2017

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

For the transition period from _____________ to ______________

Commission File No. 000-50956

PHARMA-BIO SERV, INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware	20-0653570
(State or Other Jurisdiction of Incorporation or Organization)	(IRS Employer Identification No.)

Pharma-Bio Serv Building,	
#6 Road 696	00646
Dorado, Puerto Rico	
(Address of Principal Executive Offices)	(Zip Code)

787-278-2709
(Registrant's Telephone Number, Including Area Code)

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act: Common Stock, par value $0.0001 per share

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 Section 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 the 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, a smaller reporting company, or emerging growth company. See the definitions of "large accelerated filer," "accelerated filer", "smaller reporting company", and "emerging growth company" in Rule 12b-2 of the Exchange Act.

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

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

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

The aggregate market value of common stock held by non-affiliates of the registrant, based on the closing price for the registrant's common stock on April 28, 2017 (the last business day of the second quarter of the registrant's current fiscal year), was $9,364,839.

The number of shares of the registrant's common stock outstanding as of January 25, 2018 was 23,062,531.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's Proxy Statement relative to the 2017 Annual Meeting of Stockholders are incorporated by reference in Part III hereof.

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PART I

ITEM 1. BUSINESS.

GENERAL

Pharma-Bio Serv, Inc. is a Delaware corporation, organized in 2004 under the name Lawrence Consulting Group, Inc. In February 2006, our corporate name was changed to Pharma-Bio Serv, Inc ("Pharma-Bio" or the “Company”).

On January 25, 2006, pursuant to an agreement and plan of merger, Pharma-Bio acquired Pharma-Bio Serv PR, Inc. (“Pharma-PR”).

Pharma-PR business was established as a sole proprietorship in 1993 and incorporated in 1997 to offer compliance consulting services to the pharmaceutical industry. The business operations provide services to the pharmaceutical, chemical, biotechnology, medical devices, cosmetic and food industries, and allied products companies principally in Puerto Rico, the United States, Europe and Brazil.

Our executive offices are located at Pharma-Bio Serv Building, #6 Road 696, Dorado, Puerto Rico 00646. Our telephone number is (787) 278-2709. The financial information about our reporting segments appear in Note K to our Consolidated Financial Statements included in this Annual Report on Form 10-K.

Our website is www.pharmabioserv.com. Information on our website or any other website is not part of this Annual Report on Form 10-K.

References to “we,” “us,” “our” and similar words in this Annual Report on Form 10-K refer to Pharma-Bio Serv, Inc. and its subsidiaries.

OVERVIEW

We are a compliance and technology transfer services consulting firm with a laboratory testing facility (“Lab”) with headquarters in Puerto Rico, servicing the Puerto Rico, United States, Europe and Brazil markets. The compliance consulting service sector in those markets consists of local compliance and validation consulting firms, United States dedicated validation and compliance consulting firms, and large publicly traded and private domestic and foreign engineering and consulting firms. We provide a broad range of compliance related consulting services. We also provide microbiological testing services and chemical testing services through our Lab in Puerto Rico. In addition, we provide technical training/seminars, which services are not currently significant to our operating results. We market our services to pharmaceutical, chemical, biotechnology, medical devices, cosmetic and food industries, and allied products companies in Puerto Rico, the United States, Europe and Brazil. Our consulting team includes experienced engineering and life science professionals, former quality assurance managers and directors, and professionals with bachelors, masters and doctorate degrees in health sciences and engineering.

We have a well-established and consistent relationships with the major pharmaceutical, biotechnology, medical device and chemical manufacturing companies in Puerto Rico and the United States, which provides us access to affiliated companies in other markets. We seek opportunities in markets that can yield profitable margins using our professional consulting force, and provide services such as those performed by our Lab.

We believe the most significant factors to achieving future business growth include our ability to: (i) continue to provide quality value-added compliance services to our clients; (ii) recruit and retain highly educated and experienced consultants; (iii) further expand our products and services to address the expanding needs of our clients; and (iv) expand our market presence in the United States, Europe, Brazil and other emerging pharmaceutical markets in order to respond to the international compliance needs of our clients and potential clients. Our business is affected to the extent the current economic downturn affects the decision of our clients and potential clients to establish operations or to continue or expand their existing operations.

Our revenue is derived from (i) time and materials contracts (representing approximately 86% of total revenue), where the clients are charged for the time, materials and expenses incurred on a particular project or service, (ii) fixed-fee contracts or from “not to exceed” contracts (approximately 1% of total revenue), which are generally short-term contracts, in which the value of the contract cannot exceed a stated amount, and (iii) laboratory testing (representing approximately 13% of total revenue) which generally is completed and certified within days of sample receipt. For time and materials contracts, our revenue is principally a function of the number of consultants and the number of hours billed per consultant. To the extent that our revenue is based on fixed-fee or “not to exceed” contracts, our ability to operate profitably is dependent upon our ability to estimate accurately the costs that we will incur on a project and to manage and monitor the project. If we underestimate our costs on any contract, we could sustain a loss on the contract or its profitability might be reduced.

The principal components for our consulting costs of services are resource compensation to our consulting team and expenses relating to the performance of the services. In order to ensure that our pricing is competitive yet minimize the impact on our margins, we manage increasing labor costs by (i) selecting consultants according to our cost for specific projects, (ii) negotiating, where applicable, rates with the consultant, (iii) subcontracting labor and (iv) negotiating and passing rate increases to our customers, as applicable. Although this strategy has been successful in the past, we cannot give any assurance that such strategy will continue to be successful. As for our laboratory testing operation, the major costs of services components are salaries and wages, occupancy and depreciation expenses, and consumable goods usage.

We have established quality systems for our employees which include:

Training Programs - including a current Good Manufacturing Practices exam prior to recruitment and periodic refreshers;

Recruitment Full Training Program - including employee manual, dress code, time sheets and good project management and control procedures, job descriptions, and firm operating and administration procedures;

Safety Program - including Occupational Safety and Health Act (“OSHA”) and Environmental Health and Safety; and

Code of Ethics and Business Conduct - a code of ethics and business conduct is used and enforced as one of the most significant company controls on personal behavior.

In addition, we have implemented procedures to respond to client complaints and have in place customer satisfaction survey procedures. As part of our employee performance appraisal annual process, our clients receive an evaluation form for employee project performance feedback, including compliance with our code of ethics and business conduct.

BUSINESS STRATEGY AND OBJECTIVES

We are actively pursuing to expand our services in the United States and European markets as part of our growth strategy, while maintaining our position in the Puerto Rico market. We have a well-established and consistent relationship with the major pharmaceutical, biotechnology, medical device and chemical manufacturing companies in Puerto Rico and the United States which provides us access to affiliated companies in other markets. We seek opportunities in markets that can yield profitable margins using our professional consulting force and also provide new services such as those performed by our Lab.

Our business strategy is based on a commitment to provide premium quality and professional consulting services and reliable customer service to our customer base. Our business strategy and objectives are as follow:

Growth in consulting services in each technical service, quality assurance, regulatory compliance, technology transfer, validation, engineering, laboratory testing and manufacturing departments by achieving greater market penetration from our marketing and sales efforts;

Continue to enhance our technical consulting services through internal growth and acquisitions that provide solutions to our customers' needs;

Motivate our consulting and support staff by implementing a compensation program which includes both individual performance and overall company performance as elements of compensation;

Create a pleasant corporate culture and emphasize operational quality safety and timely service;

Continue to maintain our reputation as a trustworthy and highly ethical partner; and

Efficiently manage our operating and financial costs and expenses.

2006 U.S. Validation Compliance Service Business Acquisition

In January 2006, we acquired a validation compliance service business which served as the foundation to enter the United States market.

2007 Entrance to Ireland Market

In September 2007, through the formation of an Irish subsidiary, we entered into the Ireland market. We currently provide the same consulting services in Ireland as we provide in the Puerto Rico and United States markets.

2009 Laboratory Testing Facility

Our Lab located in Puerto Rico, with an investment of $1.5 million for microbiology, chemical and environmental testing, commenced operations in early fiscal 2009. The Lab is U.S. Food and Drug Administration ("FDA") registered, European Medicines Agency (“EMA”) inspected and ISO 9001 certified. The Lab incorporates the latest technology and test methodologies meeting pharmacopoeia industry standards and regulations. It offers testing and related services to our core industries already serviced as well as the cosmetic and food industries.

2012 Entrance to Spain Market

In January 2012, we initiated a consulting services operation in the Spanish market. Currently, these services are covered under a Spanish subsidiary. Consulting services provided in the Spanish market are similar to those covered in the other markets we serve.

2015 Entrance to Brazil Market

In April 2015, we registered in Brazil our wholly owned subsidiary, Pharma-Brazil, which started providing consulting services last year. Consulting services provided in Brazil are similar to those covered in the other markets we serve.

2015 Calibrations Services Division

During the year ended October 31, 2015, the Company started the development of a Puerto Rico based Calibrations Services Division (“Metrologix”) which provides lab and field calibration, verification and qualification of equipment and installations, readiness audits, heating/ventilation and air conditioning ("HVAC") and clean room qualification and related services. The Company signed a three-year strategic collaboration agreement with a Spain-based company specializing in calibrations, validation, HVAC and clean room qualification services to assist the Company in the development process. The Calibrations Division development was substantially completed during the year ended October 31, 2017.

2016 US Department of Treasury Office of Foreign Assets Control (“OFAC”) – License

In December 2016, the Company obtained a license from the United States Department of Treasury Office of Foreign Assets Control (“OFAC”) which authorizes the Company to perform certain services and transactions with a Cuban state-run organization. The license is not transferable and expires on January 31, 2019. The Company has not generated any significant activity from this license.

2017 Minority Controlled Company Certification

In line with the strategy to penetrate the United States market, on December 19, 2017, we obtained the renewal of the certification as a "minority-controlled company" as defined by the National Minority Supplier Development Council and Growth Initiative ("NMSDC"). The certification allows us to participate in corporate diversity programs available from existing and various potential customers in the United States and Puerto Rico. The certification is subject to renewal on December 19, 2018.

TECHNICAL CONSULTING SERVICES

We have established a reputation as a premier technical consulting services firm to the pharmaceutical, chemical, biotechnology, medical devices, cosmetic and food industries, and allied products companies in various markets. These services include regulatory compliance, validation, technology transfer, engineering, project management and process support. We have approximately 60 clients that are among the largest pharmaceutical, chemical manufacturing, medical device and biotechnology companies. We are actively participating in exhibitions, conferences, conventions and seminars as either exhibitors, sponsors or conference speakers.

MARKETING

We conduct our marketing activities in Puerto Rico, United States, Europe and other marketplaces. We actively utilize our project managers and leaders who are currently managing consulting service contracts at various client locations to also market consulting and laboratory testing services to their existing and past client relationships. Our senior management is also actively involved in the marketing process, especially in marketing to major accounts. Our senior management and staff also concentrate on developing new business opportunities and focus on the larger customer accounts (by number of consultants or dollar volume) and responding to prospective customers' requests for proposals.

PRINCIPAL CUSTOMERS

We provide a substantial portion of our services to three customers, each of whom accounted for 10% or more of our revenues in either of the years ended October 31, 2017 and 2016. During the years ended October 31, 2017 and 2016, these customers accounted for, in the aggregate, 31.9% and 29.8% of total revenue, respectively. In spite of the fact that just a few customers represent a significant source of revenue, our functions are not a continuous process, accordingly, the client base for which our services are typically rendered, on a project-by-project basis, changes regularly. Therefore, in any given year a small number of customers could represent a significant source of our revenue for that year. The loss of, or significant reduction in the scope of work performed for any major customer or our inability to replace customers upon completion of contracts could adversely affect our revenue and impair our ability to operate profitably.

COMPETITION

We are engaged in a highly competitive and fragmented industry. Some of our competitors are, on an overall basis, larger than we are or are subsidiaries of larger companies, and therefore may possess greater resources than we do. Furthermore, because the technical professional aspects of our consulting business do not usually require large amounts of capital, there is relative ease of market entry for a new entrant possessing acceptable professional qualifications. Accordingly, we compete with regional, national, and international firms. Within the Puerto Rico, United States, Europe and Brazil markets, certain competitors, including local competitors, may possess greater resources than we do as well as better access to clients and potential clients.

Competition for validation and consulting services used to be primarily based on reputation, track record, experience, and quality of service. However, given the recent economic recession and our clients' strategies to reduce costs, price of service has become a major factor in sourcing our services. We believe we benefit from competitive advantages over other consulting service firms because of our historical market share within Puerto Rico (over 24 years), brand name, reputation and track record with many of the major pharmaceutical, biotechnology, medical device and chemical manufacturing companies, which have a presence in the markets we service and are pursuing, and the Lab services we provide to them.

The market of qualified and experienced consultants that are capable of providing technical consulting services is very competitive and consists primarily of our competitors as well as companies in the pharmaceutical, chemical, biotechnology and medical device industries who are our clients and potential clients. In seeking qualified personnel, we market our name recognition in the Puerto Rico market, our reputation with our clients, and salary and benefit packages.

RAW MATERIALS

We require the use of various raw materials, including culture media, DNA reagents, LAL reagents, chemical reagents, solutions, reference materials and biological indicators, in our LAB. We purchase these raw materials from various suppliers. At times, we concentrate orders among a few suppliers in order to strengthen our supplier relationships and receive quantity discounts. Raw materials are generally available from multiple suppliers at competitive prices, and amounts kept in stock are not significant.

ENVIRONMENTAL REGULATIONS

Activities in our Lab are regulated under Puerto Rico and U.S. federal laws designed to protect workers and the environment. Some of these laws include the OSHA and the Resource Conservation and Recovery Act. These laws apply to the use, handling and disposal of various biological and chemical substances used in our processes. We believe we are in material compliance with these laws and that continued compliance will not have a material adverse effect on our business. No specific accounting for environmental compliance has been maintained or projected by us at this time.

INTELLECTUAL PROPERTY RIGHTS

We have no proprietary software or products. We rely on non-disclosure agreements with our employees to protect the proprietary software and other proprietary information of our clients. Any unauthorized use or disclosure of this information could harm our business.

EMPLOYEES

We employ approximately 155 employees, all of whom are full time employees. None of our employees are represented by a labor union, and we consider our employee relations to be good.

EXECUTIVE OFFICERS

The following table sets forth certain information with respect to our executive officers.

Name	Age	Position
Victor Sanchez	47	Chief Executive Officer, President and President of European Operations
Pedro J. Lasanta	58	Chief Financial Officer, Vice President - Finance and Administration and Secretary

Victor Sanchez has served as our Chief Executive Officer and President since January 1, 2015 and as the President of the European Operations of the Company since January 2011. Prior to joining the Company, he served as Operations Manager in the LOCM and OSD divisions of Merck Sharp & Dohme (“MSD”), a pharmaceutical company, in Madrid, Spain from April 2010 to January 2011 and as Operations Manager of the LOCM division of Schering-Plough S.A., a pharmaceutical company, in Madrid, Spain, from September 2004 to April 2010. He served as Quality Control Validations Manager for Schering-Plough Products, LLC, a pharmaceutical company (“Schering-Plough”), in Puerto Rico from December 2000 to August 2004 and as Quality Control Laboratory Supervisor of Schering-Plough from April 1996 to December 2000. Mr. Sanchez holds a Bachelor of Science in Chemistry, summa cum laude, and a M.B.A. in Industrial Management, cum laude, from the Interamerican University of Puerto Rico. He holds a Post Graduate Diploma in Pharmaceutical Validation Technology from the Dublin Institute of Technology, Ireland. He also has a US Regulatory Affairs Certification ("RAC") from the Regulatory Affairs Professional Society. Mr. Sanchez is a chemist licensed by the Puerto Rico State Department and a member of the American Chemical Society, the Parenteral Drug Association, the Regulatory Affairs Professional Society, and the International Society for Pharmaceutical Engineers.

Pedro J. Lasanta has served as our Chief Financial Officer and Vice President - Finance and Administration since November 2007, and our Secretary since December 1, 2014. From 2006 until October 2007, Mr. Lasanta was in private practice as an accountant, tax and business counselor. From 1999 until 2006, Mr. Lasanta was the Chief Financial Officer for Pearle Vision Center PR, Inc. In the past, Mr. Lasanta was also an audit manager for Ernst & Young, formerly Arthur Young & Company. He is a cum laude graduate in business administration (accounting) from the University of Puerto Rico. Mr. Lasanta is a Certified Public Accountant. In 2012, he was awarded the Puerto Rico Manufacturers Association (North Region) Service Manager of the Year. Mr. Lasanta has served as a Member of the

Puerto Rico District Export Council for the U.S. Department of Commerce since January 2014.

ITEM 1A. RISK FACTORS.

This Annual Report on Form 10-K includes “forward-looking statements” within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, including, in particular, certain statements about our plans, strategies and prospects. Although we believe that our plans, intentions and expectations reflected in or suggested by such forward-looking statements are reasonable, we cannot assure you that such plans, intentions or expectations will be achieved. Important factors that could cause our actual results to differ materially from our forward-looking statements include those set forth in this Risk Factors section.

If any of the following risks, or other risks not presently known to us or that we currently believe to not be significant, develop into actual events, then our business, financial condition, results of operations, cash flows or prospects could be materially adversely affected.

Risks That Relate to our Business

Because our business is concentrated in the lifescience and medical devices industries in Puerto Rico, the United States, Europe and Brazil, any changes in those industries or in those markets could impair our ability to generate revenue and realize a profit.

Since most of our business is performed in Puerto Rico, the United States, Europe and Brazil, for pharmaceutical, biotechnology, medical device and chemical manufacturing companies, our ability to generate revenue and realize a profit could be impaired by factors impacting those markets. For example, changes in tax laws or regulatory, political or economic conditions, which discourage businesses from operating in the markets we serve, which affect the need for services such as those provided by us, could impair our ability to generate revenue and realize a profit.

Companies in the pharmaceutical and related industries for which we perform services are subject to economic pressures, which affect their global operations and which may influence the decision to reduce or increase the scope of their operations in the markets we serve. These companies consider a wide range of factors in making such a decision, and may be influenced by a need to consolidate operations, to reduce expenses, to increase their business in geographical regions where there are large customer bases, tax, regulatory and political considerations and many other factors. We cannot assure you that our customers and potential customers will not make extensive reductions or terminate their operations in the markets we serve entirely, which could significantly impair our ability to generate revenue and realize a profit.

Puerto Rico’s economy, including its governmental financial crisis and the impacts of Hurricanes Irma and Maria (the "Hurricanes"), may affect the willingness of businesses to commence or expand operations in Puerto Rico, or may also consider closing operations located in Puerto Rico.

As a result of Puerto Rico’s governmental financial crisis and the impacts of the Hurricanes, businesses may be reluctant to establish or expand their operations in Puerto Rico, or might consider closing operations currently in Puerto Rico. The damage resulting from the Hurricanes may cause potential unstainable operating conditions for our clients, and insufficient federal recovery and rebuilding assistance may cause lasting and severe damage to the island’s economic base. Further, since Puerto Rico’s economy is petroleum-based, the fluctuating price of oil, combined with Puerto Rico’s high level of debt, may make Puerto Rico a less attractive place to expand existing operations or commence new business activities. In the event that companies in the pharmaceutical and related industries decide not to commence new operations or not to expand their existing operations in Puerto Rico, or consider closing operations in Puerto Rico, the demand for our services could be negatively affected.

Puerto Rico government enacted ACT 154-2010 may adversely affect the willingness of our customers to do business in Puerto Rico and consequently adversely affect our business.

On October 22, 2010, Act No. 154 was enacted by the Puerto Rico government. The act primarily affects the industries we serve and consequently our customer base. Act 154-2010, as amended, extends the circumstances under which a non-resident alien individual or a non-resident corporation or partnership can be treated as doing business in Puerto Rico and is deriving income from sources within Puerto Rico for purposes of income tax. It also provides for the imposition of a temporary excise tax on some acquisitions by non-resident individuals, corporations or partnerships, of products totally or partially manufactured or produced in Puerto Rico and of related services to said products of affiliated entities with the buyer. It basically adopts a modified income sourcing rule and a temporary excise tax that will be enforced until December 31, 2021. The impact of the Act, if any, over the industries and its willingness to do business in Puerto Rico continues to be uncertain.

US Federal Tax Reform may affect the willingness of companies to continue or expand their operations in Puerto Rico.

Customers and other companies with operations in Puerto Rico will be affected by the Tax Cuts and Jobs Act of 2017 or the US Federal Tax Reform (the “Reform”) enacted on December 22, 2017. The Reform places a new 12.5 percent excise tax on profits derived from patents and other intangible assets supporting their Puerto Rican plants. Also, among other provisions, the Reform established a mandatory repatriation of foreign accumulated undistributed earnings and profits (the “E&Ps”). In the past, most of these E&Ps were not repatriated since such E&Ps were considered to be reinvested indefinitely on the foreign location. As a result, the Reform affects the tax business model of various US companies and their subsidiaries doing business in Puerto Rico and other foreign jurisdictions, making them less investment attractive. Consequently, this affects the willingness of such companies to continue, expand and/or bring new operations to Puerto Rico, which may impair our ability to generate business in this market.

Further changes in tax laws in Puerto Rico or in other jurisdictions may adversely impact the willingness of our customers to continue or to expand their Puerto Rico operations.

In order to promote business activities in Puerto Rico, in May 2008 the Puerto Rico government enacted a tax incentive law (“Act 73”). Act 73 provides tax exemption from various taxes, including income tax, and investment credits for activities similar to those of our customers and our Company. Any changes in Act 73 or changes in laws of other jurisdictions that may be perceived as more favorable than Act 73 may cause other companies to develop and manufacture products outside of Puerto Rico, and as a result, our ability to generate new business may be adversely impacted.

Our business and operating results may be adversely impacted if we are unable to maintain our certification as a minority-controlled company.

On December 19, 2017, we obtained the renewal of the certification as a "minority-controlled company" as defined by the National Minority Supplier Development Council and Growth Initiative ("NMSDC"). The certification, which has been held by us since July 2008, allows us to participate in corporate diversity programs available from various potential customers in the United States and Puerto Rico. The certification is subject to renewal on December 19, 2018. Our business and operating results may be adversely impacted if we are unable to maintain our certification as a minority-controlled company.

Because our business is dependent upon a small number of clients, the loss of a major client could impair our ability to operate profitably.

Our business has been dependent upon a small number of clients. During the years ended October 31, 2017 and 2016, a small number of clients accounted for a disproportionately large percentage of our revenue. In the years ended October 31, 2017 and 2016, three customers accounted for, in aggregate, approximately 31.9% and 29.8% of total revenue, respectively.

The loss of, or significant reduction in the scope of work performed for, or any significant change in the financial terms related to, any major customer, could impair our ability to operate profitably. We cannot assure that we will not sustain significant decreases in revenue from our major customers or that we will be able to replace any major customers or the resulting decline in revenue.

Customer procurement and sourcing practices intended to reduce costs could have an adverse effect on our margins and profitability.

In an effort to reduce their costs, many of our customers are establishing or extending the scope of their procurement departments to include consulting and project management services, such as ours. As a result, we have less interaction with the end user of our services (typically labs or production units) when bidding on a project, which we believe decreases the focus on the quality of service provided and increases the emphasis on cost of the service. This may cause us to lower the price of our bids, which would reduce the margins in a given project. Also, some customers have established vendor management/vendor neutral-programs with third-parties (some of whom are also our competitors). Because these vendor management programs may receive a percentage of our fees, without a corresponding increase in the fee itself, our margins may be adversely affected. In addition, where a vendor management program is a competitor for a particular service we provide, we may have difficulty securing that particular project, which would adversely impact revenue. Some of these vendor neutral programs are intended to limit our interaction with our direct end user, and our interaction is limited to the representative of the vendor neutral agency. This limitation impairs our ability to establish and maintain our relationships with our customers and recognition of the value added in the service.

Since our business is dependent upon the development and enhancement of patented pharmaceutical products or processes by our clients, the failure of our clients to obtain and maintain patents could impair our ability to operate profitably.

Companies in the pharmaceutical industry are highly dependent on their ability to obtain and maintain patents for their products or processes. The inability by our clients to obtain new patents and the expiration of active patents may reduce the need for our services and thereby impair our ability to operate profitably.

We may be unable to pass on increased labor costs to our clients.

The principal components of our cost of revenues are employee compensation (salaries, wages, taxes and benefits) and expenses relating to the performance of the services we provide. We face increasing labor costs which we seek to pass on to our customers through increases in our rates. To remain competitive, we may not be able to pass these increased costs on to our clients, and, to the extent that we are not able to pass these increased costs on to our clients, our operating margin may be reduced.

Consolidation in the pharmaceutical industry may have a harmful effect on our business.

In recent years, the pharmaceutical industry has undergone consolidation, and may in the future undergo further substantial consolidation which may reduce the number of our existing and potential customers. The consolidation in the pharmaceutical industry may have a harmful effect on our business and or ability to maintain and replace customers.

Because the pharmaceutical industry is subject to government regulations, changes in government regulations relating to this industry may affect the need for our services.

Because government regulations affect all aspects of the pharmaceutical, biotechnology, medical device and chemical manufacturing industries, including regulations relating to the testing and manufacturing of pharmaceutical products and the disposal of materials which are or may be considered toxic, any change in government regulations could have a profound effect upon not only these companies but companies, such as ours, that provide services to these industries. If we are not able to adapt and provide necessary services to meet the requirements of these companies in response to changes in government regulations, our ability to generate business may be impaired.

Our reputation and divisions may be impacted by regulatory standards applicable to our customer products.

We provide microbiological and chemical testing services to our customer products that are distributed worldwide. Any concerns regarding our customer products complying with regulatory standards could result in inquiries regarding our laboratory or testing services. As a result, we may be subject to litigation or regulatory audits requiring the investment of significant time and funds. In addition, the reputation of our Lab and technical services, as well as our technical expertise, might suffer. Furthermore, any such inquiries or any adverse impact of such inquiries may financially impact our Lab and other divisions, including our consulting division.

If we are unable to protect our clients' intellectual property, our ability to generate business will be impaired.

Our services either require us to develop intellectual property for clients or provide our personnel with access to our clients' intellectual property. Because of the highly competitive nature of the pharmaceutical, biotechnology, medical device and chemical manufacturing industries and the sensitivity of our clients' intellectual property rights, our ability to generate business would be impaired if we fail to protect those rights. Although all of our employees and contractors are required to sign non-disclosure agreements, any disclosure of a client's intellectual property by an employee or contractor may subject us to litigation and may impair our ability to generate business either from the affected client or other potential clients. In addition, we are required to enter into confidentiality agreements and our failure to protect the confidential information of our clients may impair our business relationship.

We may be subject to liability if our services or solutions for our clients infringe upon the intellectual property rights of others.

It is possible that in performing services for our clients, we may inadvertently infringe upon the intellectual property rights of others. In such event, the owner of the intellectual property may commence litigation seeking damages and an injunction against both us and our client, and the client may bring a claim against us. Any infringement litigation would be costly. Even if we prevail, we will incur significant expenses and our reputation could be hurt, which would affect our ability to generate business and the terms on which we would be engaged, if at all.

We may be held liable for the actions of our employees or contractors when on assignment.

We may be exposed to liability for actions taken by our employees or contractors while on assignment, such as damages caused by their errors, misuse of client proprietary information or theft of client property. Due to the nature of our assignments, we cannot assure you that we will not be exposed to liability as a result of our employees or contractors being on assignment. Furthermore, our reputation may be hurt and our ability to generate business may be affected.

To the extent that we perform services pursuant to fixed-price or incentive-based contracts, our cost of services may exceed our revenue on the contract.

Some of our revenue is derived from fixed-price contracts. Our costs of services may exceed revenue of these contracts if we do not accurately estimate the time and complexity of an engagement. Further, we are seeking contracts by which our compensation is based on specified performance objectives, such as the realization of cost savings, quality improvements or other performance objectives. Our failure to achieve these objectives would reduce our revenue and could impair our ability to operate profitably.

Our profit margin is largely a function of the rates we are able to charge and collect for our services and the utilization rate of our consultants. Accordingly, if we are not able to maintain our pricing for our services or an appropriate utilization rate for our consultants without corresponding cost reductions, our profit margin and profitability will suffer. The rates we are able to charge for our services are affected by a number of factors, including:

Our clients' perception of our ability to add value through our services;

Our ability to complete projects on time;

Pricing policies of competitors;

Our ability to accurately estimate, attain and sustain engagement revenues, margins and cash flows over increasingly longer contract periods; and

General economic and political conditions.

Our utilization rates are also affected by a number of factors, including:

Our ability to shift employees and contractors from completed projects to new engagements; and

Our ability to manage attrition of our employees and contractors.

Because most of our contracts may be terminated on little or no advance notice, our failure to generate new business could impair our ability to operate profitably.

Most of our contracts can be terminated by our clients with little or no advance notice. Our clients typically retain us on a non-exclusive, engagement-by-engagement basis, and the client may terminate, cancel or delay any engagement or the project for which we are engaged, at any time and on no advance notice. As a result, the termination, cancellation, expiration or delay of contracts could have a significant impact on our ability to operate profitably.

Because of the competitive nature of the pharmaceutical, biotechnology, medical device and chemical manufacturing consulting market, we may not be able to compete effectively if we cannot efficiently respond to changes in the structure of the market and developments in technology.

Because of recent consolidations in the pharmaceutical, biotechnology, medical device and chemical manufacturing consulting business, we are faced with an increasing number of larger companies that offer a wider range of services and have better access to capital than we have. We believe that larger and better-capitalized competitors have enhanced abilities to compete for both clients and skilled consultants. In addition, one or more of our competitors may develop and implement methodologies that result in superior productivity and price reductions without adversely affecting their profit margins. We cannot assure you that we will be able to compete effectively in an increasingly competitive market.

Because we are dependent upon our management and technical personnel, our ability to develop our business may be impaired if we are not able to engage skilled personnel.

Our future success will depend in part upon our ability to attract and retain qualified management and technical personnel. Competition for such personnel is intense and we compete for qualified personnel with numerous other employers, including consulting firms, some of which have greater resources than we have, as well as pharmaceutical companies, most of which have significantly greater financial and other resources than we do. We may experience increased costs in order to retain and attract skilled employees. Our failure to attract additional personnel or to retain the services of key personnel and independent contractors could have a material adverse effect on our ability to operate profitably.

Our cash could be adversely affected if the financial institutions in which we hold our cash fail.

The Company maintains domestic cash deposits in Federal Deposit Insurance Corporation ("FDIC") insured banks and in money market obligation trusts registered under the US Investment Company Act of 1940, as amended. The domestic bank deposit balances may exceed the FDIC insurance limits. In the foreign markets we serve, we also maintain cash deposits in foreign banks, some of which are not insured or partially insured by the FDIC or other similar agency. These balances could be impacted if one or more of the financial institutions in which we deposit monies fails or is subject to other adverse conditions in the financial or credit markets. We can provide no assurance that access to our invested cash will not be impacted by adverse conditions in the financial and credit markets.

We may be harmed if we do not penetrate markets and grow our current business operations.

If we fail to further penetrate our core and existing geographic markets, or to successfully expand our business into new markets, the growth in sales of our services, along with our operating results, could be materially adversely impacted. A key element of our growth strategy may be to grow our business through acquisitions. Acquisitions involve many different risks, including (1) the ability to finance acquisitions, either with cash, debt, or equity issuances; (2) the ability to integrate acquisitions; (3) the ability to realize anticipated benefits of the acquisitions; (4) the potential to incur unexpected costs, expenses, or liabilities; and (5) the diversion of management’s attention and Company resources. Many of our competitors may also compete with us for acquisition candidates, which can increase the price of acquisitions and reduce the number of available acquisition candidates. We cannot assure you that efforts to increase market penetration in our core markets and existing geographic markets will be successful. Our failure to penetrate markets and grow our current business operations could have a material adverse effect on our business, financial condition, results of operations, and cash flows.

Risks Concerning our Securities

Because there is a limited market in our common stock, stockholders may have difficulty in selling our common stock and our common stock may be subject to significant price swings.

There is a very limited market for our common stock. Since trading commenced in December 2006, there has been limited volume and on some days there has been no trading in our common stock. Because of the limited market for our common stock, the purchase or sale of a relatively small number of shares may have an exaggerated effect on the market price for our common stock. We cannot assure stockholders that they will be able to sell common stock or, that if they are able to sell their shares, that they will be able to sell the shares in any significant quantity at the quoted price.

Our revenues, operating results and profitability will vary from quarter to quarter, which may result in increased volatility of our stock price.

Our quarterly revenues, operating results and profitability have varied in the past and are likely to vary significantly from quarter to quarter, making them difficult to predict. This may lead to volatility in our share price. The factors that are likely to cause these variations are:

Seasonality, including number of workdays and holiday and summer vacations;

The business decisions of clients regarding the use of our services;

Periodic differences between clients’ estimated and actual levels of business activity associated with ongoing engagements, including the delay, reduction in scope and cancellation of projects;

The stage of completion of existing projects and their termination;

Our ability to move employees quickly from completed projects to new engagements and our ability to replace completed contracts with new contracts with the same clients or other clients;

The introduction of new services by us or our competitors;

Changes in pricing policies by us or our competitors;

Our ability to manage costs, including personnel compensation, support-services and severance costs;

Acquisition and integration costs related to possible acquisitions of other businesses;

Changes in estimates, accruals and payments of variable compensation to our employees or contractors; and

Global economic and political conditions and related risks, including acts of terrorism.

The Company Stock Repurchase Program could affect the market price of our common stock and increase its volatility.

On June 13, 2014, the Board of Directors of the Company approved the Company Stock Repurchase Program authorizing the Company to repurchase up to two million shares of its outstanding common stock. The timing, manner, price and amount of any repurchases is at the discretion of the Company, subject to the requirements of the Securities Exchange Act of 1934, as amended, and related rules. The Company Stock Repurchase Program could affect the market price of our common stock and increase its volatility.

The issuance of securities, whether in connection with an acquisition or otherwise, may result in significant dilution to our stockholders.

If we are required to issue securities either as payment of all or a portion of the purchase price of an acquisition or in order to obtain financing for the acquisition or for other corporate purposes, such an issuance could result in dilution to our stockholders. The amount of such dilution will be dependent upon the terms on which we issue securities. The issuance of securities at a price which is less than the exercise price of outstanding warrants or the conversion price of securities could result in additional dilution if we are required to reduce the exercise price or conversion price of the then outstanding options or warrants or other convertible securities.

ITEM 1B. UNRESOLVED STAFF COMMENTS.

Not applicable.

ITEM 2. PROPERTIES.

In July 2016, the Company renegotiated a lease agreement, effective as of January 1, 2016, with an affiliate of our Chairman of the Board, for our headquarters and laboratory testing facilities in Dorado, Puerto Rico. The renegotiated lease incorporates additional space for the laboratory testing facility expansion. The lease agreement is for a five-year term, with a renewal option of five years, and monthly rental payments of $30,316 for the term of the lease agreement and renewal option. The lease agreement also requires the payment of utilities, property taxes, insurance and expenses incurred by the affiliate in connection with the maintenance of common areas.

Also, the Company maintains operation facilities in Madrid, Spain, which are under month-to-month leases with monthly payments of approximately $2,500.

We believe that our present facilities are adequate to meet our needs and that, if we require additional space, it will be available on commercially reasonable terms.

ITEM 3. LEGAL PROCEEDINGS.

From time to time, we may be a party to legal proceedings incidental to our business. We do not believe that there are any proceedings threatened or pending against us, which, if determined adversely to us, would have a material effect on our financial position or results of operations and cash flows.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

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PART II

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

Our common stock has been quoted on the Over the Counter Bulletin Board under the trading symbol PBSV since December 4, 2006. The table below presents the closing high and low bid prices for our common stock for each quarter during the two most recent fiscal years. These prices reflect inter-dealer prices, without retail markup, markdown, or commission, and may not represent actual transactions.

Quarter Ending	High Bid	Low Bid
October 31, 2017	$0.69	$0.33
July 31, 2017	0.70	0.48
April 30, 2017	0.87	0.63
January 31, 2017	0.99	0.55
October 31, 2016	1.00	0.55
July 31, 2016	1.02	0.76
April 30, 2016	0.92	0.65
January 31, 2016	1.05	0.83

On January 25, 2018, the closing price of our common stock on the Over the Counter Bulletin Board was $0.59 per share and there were approximately 68 holders of record of our common stock.

Prior to the acquisition of Pharma-PR in 2006, Pharma-PR was taxed as an N Corporation under the Puerto Rico Internal Revenue Code, which is similar to that of an S Corporation under the Internal Revenue Code. As a result, all of the income from Pharma-PR was taxed to our then sole stockholder. Other than the distributions to our then sole stockholder which were made during the period that we were an N Corporation, we have not paid dividends on our common stock. We plan to retain future earnings, if any, for use in our business, including to finance growth of the Company both organically and through potential acquisitions. We do not anticipate paying dividends on our common stock in the foreseeable future. Alternatively, we may use our capital, including our earnings, to repurchase our stock in the open market, as discussed elsewhere.

Equity Compensation Plan Information

The following table summarizes the equity compensation plans under which our securities may be issued as of October 31, 2017.

Plan Category	Number of securities to be issued upon exercise of outstanding options	Weighted-average exercise price per share of outstanding options and warrants	Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plans approved by			

security holders:			
2005 Long-Term Incentive Plan	200,000	$1.4820	-
2014 Long-Term Incentive Plan	460,000	$0.8887	1,840,000
Total	660,000		1,840,000

The 2005 Long-Term Incentive Plan was approved by stockholders in April 2006, and amended by stockholder approval in April 2007. No further stock options may be issued under this equity compensation plan since its term ended in October 2015.

The 2014 Long-Term Incentive Plan was approved by stockholders in April 2014.

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Stock repurchase program

The following table provides information about purchases by the Company of its shares of common stock under the Company Stock Repurchase Program during the three month period ended October 31, 2017:

Period	Total Number of Shares Purchased (1)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs (1)
August 1, 2017 through August 31, 2017	-	$-	-	1,768,848
September 1, 2017 through September 30, 2017	-	$-	-	1,768,848
October 1, 2017 through October 31, 2017	12,300	$0.45	12,300	1,756,548
Total	12,300	$0.45	12,300	

(1) On June 13, 2014, the Board of Directors of the Company approved the Company Stock Repurchase Program authorizing the Company to repurchase up to two million shares of its outstanding common stock. The timing, manner, price and amount of any repurchases will be at the discretion of the Company, subject to the requirements of the Securities Exchange Act of 1934, as amended, and related rules. The Company Stock Repurchase Program does not oblige the Company to repurchase any shares and it may be modified, suspended or terminated at any time and for any reason. No shares will be repurchased directly from directors or officers of the Company.

ITEM 6. SELECTED FINANCIAL DATA.

Not Applicable.

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

The following discussion of our results of operations and financial condition should be read in conjunction with Part I, including matters set forth in the "Risk Factors" section of this Annual Report on Form 10-K, and our Consolidated Financial Statements and notes thereto included elsewhere in this Annual Report on Form 10-K.

Overview

We are a compliance and technology transfer services consulting firm with a laboratory testing facility with headquarters in Puerto Rico, servicing the Puerto Rico, United States, Europe and Brazil markets. The compliance consulting service sector in those markets consists of local compliance and validation consulting firms, United States dedicated validation and compliance consulting firms and large publicly traded and private domestic and foreign engineering and consulting firms. We provide a broad range of compliance related consulting services. We also provide microbiological testing services and chemical testing services through our Lab in Puerto Rico. We also provide technical training/seminars, which services are not currently significant to our operating results. We market our services to pharmaceutical, chemical, biotechnology, medical devices, cosmetics and food industries, and allied products companies in Puerto Rico, the United States, Europe and Brazil. Our consulting team includes experienced engineering and life science professionals, former quality assurance managers and directors, and professionals with bachelors, masters and doctorate degrees in health sciences and engineering.

We actively operate in Puerto Rico, the United States, Ireland, Spain and Brazil and pursue to further expand these markets by strengthening our business development infrastructure and by constantly realigning our business strategies as new opportunities and challenges arise.

We market our services with an active presence in industry trade shows, professional conventions, industry publications and company provided seminars to the industry. Our senior management is also actively involved in the marketing process, especially in marketing to major accounts. Our senior management and staff also concentrate on developing new business opportunities and focus on the larger customer accounts (by number of consultants or dollar volume) and responding to prospective customers’ requests for proposals.

While our core business is FDA and international agencies regulatory compliance related services, we feel that our clients are in need of other services that we can provide and allow us to present the company as a global solution provider with a portfolio of integrated services that will bring value added solutions to our customers. Accordingly, our portfolio of services includes a laboratory testing facility and a training center that provides seminars/training to the industry.

The Lab incorporates the latest technology and test methodologies meeting pharmacopoeia industry standards and regulations. It currently offers services to our core industries already serviced as well as the cosmetic and food industries.

We also provide technical seminars/training that incorporate the latest regulatory trends and standards as well as other related areas. A network of leading industry professional experts in their field, which include resources of our own, provide these seminars/training to the industry through our “Pharma Serv Academy” division. These services are provided in the markets we currently serve, as well as others, and position our Company as a key leader in the industry.

During the year ended October 31, 2015, the Company started the development of a new Puerto Rico based Calibrations Services Division that provides lab and field calibration, verification and qualification of equipment and installations, readiness audits, heating/ventilation and air conditioning ("HVAC") and clean room qualification and related services. The Company signed a three-year strategic collaboration agreement with a Spain-based company specializing in calibrations, validation, HVAC and clean room qualification services to assist the Company in the development process. The collaboration agreement terminates October 2018. The Calibrations Division development was substantially completed during the year ended October 31, 2017.

In April 2015, we registered in Brazil our wholly owned subsidiary, Pharma-Brazil, which started providing consulting services last year.

In December 2014, the Company entered into an agreement with a firm to provide (i) mergers and acquisition and (ii) business development services to the Company. These services are aimed to improve and assist the expansion of our market reach and customer base, primarily to the United States consulting business.

In line with the strategy to further penetrate the United States and Puerto Rico markets, we submit annually for renewal the certification as a "minority-controlled company" as defined by the National Minority Supplier Development Council and Growth Initiative ("NMSDC"). This certification, which has been held by us since July 2008, allows us to participate in corporate diversity programs available from various potential customers in the United States and Puerto Rico.

The Company holds a tax grant issued by the Puerto Rico Industrial Development Company (“PRIDCO”), which provides relief on various Puerto Rico taxes, including income tax, with certain limitations, for most of the activities carried on within Puerto Rico, including those that are for services to parties located outside of Puerto Rico.

In December 2016, the Company obtained a license from the OFAC which authorizes the Company to perform certain services and transactions with a Cuban state-run organization. The license is not transferable and expires on January

31, 2019. The Company has not generated any significant activity from this license.

During September 2017, the Hurricanes severely impacted Puerto Rico causing extensive destruction and flooding throughout the island. As a result of Hurricane Maria's direct hit on September 20, 2017, all of Puerto Rico was left without electrical power and other basic utility and infrastructure services such as water, communications, ports and other transportation networks, causing a significant disruption to the island's economic activity. Most business establishments were closed for several days. Within a few days, the Company resumed operations using a diesel power generator at its Puerto Rico facilities, which houses the Lab operations and the Company's headquarters. As of the filing of this Form 10-K, only minimal property damage mitigation repairs were performed for the Company to resume the daily operations of its Puerto Rico facilities. To enable the continuance of the operations, additional expenses like diesel, water supply, and security, among others were incurred. The Company's electrical power and other basic utilities were restored on November 22, 2017. As of October 31, 2017, the Company incurred approximately $50,000 in property damage mitigation repairs and related expenses. The Company is currently assessing the complete extent of the property damage to its facilities and will perform the repairs, accordingly

The Company's consulting and laboratory services to the Puerto Rico market were negatively impacted by the Hurricanes primarily by the lack or unreliability of electric power alternatives, either on site, or at clients' sites. Because of the sales volume decline and unavoidable direct fix cost, the Company currently estimates that as of October 31, 2017, the impact of the Hurricanes on the Company's gross profit was approximately $275,000 for the fourth quarter. The Company carries insurance to mitigate these losses, as well as for property damages. The Company's insurance provider is currently assessing the extent of the damages to the facilities, as well as the business interruption losses and additional expenses incurred by the Company until electrical power and other basic utilities were restored on November 22, 2017. Based on current accounting guidance, the insurance proceeds will be recognized upon collection, as a gain contingency.

On December 22, 2017, Public Law 115-97, commonly known as the Tax Cuts and Jobs Act of 2017 or the US Federal Tax Reform (the "Reform"), was enacted. Among other provisions, the Reform has established a mandatory repatriation of foreign accumulated undistributed earnings and profits (the "E&Ps") for US companies' subsidiaries. As more fully disclosed in Note D of the Company's consolidated financial statements, the Company is subject to the Reform provisions, including the mandatory repatriation of E&Ps.

The following table sets forth information as to our revenue for the years ended October 31, 2017 and 2016, by geographic regions (dollars in thousands).

	Year ended October 31,			
Revenues by Region	2017		2016	
Puerto Rico	$13,230	84.9%	$17,107	87.6%
United States	1,217	7.8%	1,448	7.4%
Europe	1,088	7.0%	816	4.2%
Other	44	0.3%	165	0.8%
	$15,579	100.0%	$19,536	100.0%

For the year ended October 31, 2017, revenues for the Company were $15.6 million, a decrease of approximately $4.0 million, or 20%, when compared to last year. The revenue decrease is mainly attributable to decreases in the Puerto Rico consulting market and the Puerto Rico Lab of $3.7 and $0.4 million, respectively. Also, these results include (i) declines of $0.2 and $0.1 million, in the Puerto Rico consulting market and the Puerto Rico Lab respectively, which are attributable to the impacts of the Hurricanes, and (ii) declines in the United States and Brazil consulting markets of $0.2 and $0.1 million, respectively. These declines are partially offset by gains in the European consulting and Calibrations operations of approximately $0.3 and $0.2 million, respectively. In addition to the impact of the Hurricanes, the declines in the Puerto Rico consulting market and the Puerto Rico Lab are attributable to consulting project closings, non-recurring low-margin testing and development projects. Furthermore, the Company experienced declines in the United States and Brazil consulting markets which are also attributable to the closing of projects. The Company experienced gains in the European consulting and Calibrations operations which are attributable to a new project, expected to last for a year, and the non-recurring rental of calibration equipment, respectively.

When compared to the same period last year, the Company's gross profit decreased from 29.6% to 23.1%, approximately 6.5 percentage points. The Hurricanes impacted the Company's overall gross profit by approximately 1.3 percentage points, or by 0.6 and 0.7 percentage points for the Puerto Rico consulting operations and the Puerto

Rico Lab, respectively. The Company’s net decrease in gross profit is mainly due to decreases of 3.1 and 3.3 percentage points in the consulting operations and the Puerto Rico Lab, respectively. To address the decline in profitability, management implemented various cost reduction measures during the year geared to align operational support expenses to market conditions. These actions resulted in net savings in operational support expenses totaling \$0.8 million. These cost reductions included (i) the closing of operational satellite offices and (ii) the net reduction ofbusiness development personnel and global support personnel. These factors resulted in a net loss for the year ended October 31, 2017 of approximately \$1.4 million, an increase in net loss of \$1.1 million, when compared to the same period last year. (See “Results of Operations” below.)

The long-term impacts of the Hurricanes, the Puerto Rico government financial crisis, the Reform, other tax reforms on the markets where we do business, and Puerto Rico Act 154-2010, all pose current and future challenges which may adversely affect our future performance. We believe that our future profitability and liquidity will be highly dependent on the effect the local economy and global economy, changes in tax laws and healthcare reform, and worldwide lifescience manufacturing industry consolidations will have on our operations, and our ability to seek service opportunities and adapt to the industry trends.

Results of Operations

The following table sets forth our statements of operations for the years ended October 31, 2017 and 2016, (dollars in thousands) and as a percentage of revenue:

	Year ended October 31,			
	2017		2016	
Revenues	$15,579	100.0%	$19,536	100.0%
Cost of services	11,968	76.8%	13,753	70.4%
Gross profit	3,611	23.2%	5,783	29.6%
Selling, general and administrative expenses	5,036	32.3%	5,875	30.0%
Other-than-temporary impairment on marketable securities	-	-%	(55)	-0.3%
Other income (expense), net	14	-%	(57)	-0.3%
Loss before income taxes	(1,411)	-9.1%	(204)	-1.0%
Income tax expense	4	0.0%	53	0.3%
Net loss	(1,415)	-9.1%	(257)	-1.3%

Revenues. Revenues for the year ended October 31, 2017 were $15.6 million, a decrease of approximately $4 million, or 20%, when compared to last year. The revenue decrease is mainly attributable to decreases in the Puerto Rico consulting market and the Puerto Rico Lab of $3.7 and $0.4 million, respectively. Also, these results include (i) declines of $0.2 and $0.1 million, in the Puerto Rico consulting market and the Puerto Rico Lab respectively, which are attributable to the impacts of the Hurricanes, and (ii) declines in the United States and Brazil consulting markets of $0.2 and $0.1 million, respectively. These declines are partially offset by gains in the European consulting and Calibrations operations of approximately $0.3 and $0.2 million, respectively. Other Company divisions sustained minor revenue gains/losses or remained constant.

Cost of Services; gross profit. The overall gross profit for the year ended in October 31, 2017 reflected a gross profit net decrease of 6.5 percentage points, when compared to last year. The Hurricanes affected the Company's overall gross profit by approximately 1.3 percentage points, or by 0.6 and 0.7 percentage points the Puerto Rico consulting operations and the Puerto Rico Lab, respectively.

The Company's net decrease in gross profit is mainly due to decreases of 3.1 and 3.3 percentage points in the consulting operations and the Puerto Rico Lab, respectively. These declines are attributable to consulting project closings, non-recurring low-margin testing and development projects in the Puerto Rico Lab, and the impact of the Hurricanes.

Selling, General and Administrative Expenses. Selling, general and administrative expenses for the year ended in October 31, 2017 were approximately $5.0 million, a net decrease in expenses of approximately $0.8 million as compared to last year. The decrease is mainly attributable to adopted cost reduction measures geared to align our operational support expenses to the market conditions. These reductions include, among others, the closing of operational satellite offices and the net reduction of business development and global support personnel.

Other-than-temporary impairment on marketable securities. During the year ended October 31, 2016, the Company determined that a $95,000 5.4% Puerto Rico Commonwealth Government Development Bank Bond had permanently declined in value. Accordingly, the credit loss of $55,000 was recognized in 2016. (See Note B to the Consolidated

Financial Statements included herewith.)

Income Tax Expense. No significant income tax expense for the years ended October 31, 2017 and 2016 has been provided due to the various segments and/or divisions net loss position.

Net Income (Loss). For the year ended October 31, 2017, we incurred a net loss of approximately $1.4 million, an increase in net loss of $1.1 million when compared to the same period last year. The variance is mainly attributable to the decline in revenue and gross margin, and partially offset by net savings in operational support expenses.

For the year ended October 31, 2017, the loss per common share for both basic and diluted was $0.061. This represents a common share basic and diluted decrease for both of $0.050 when compared to last year. The variance is attributable to the increase in net loss when compared to the same period last year.

Liquidity and Capital Resources

Liquidity is a measure of our ability to meet potential cash requirements, including planned capital expenditures. As of October 31, 2017, the Company had approximately $18 million in working capital.

On June 13, 2014, the Board of Directors of the Company authorized the Company to repurchase up to two million shares of its common stock (the "Company Stock Repurchase Program"). During the year ended October 31, 2017 and 2016, the Company repurchased 26,500 and 51,428 shares of its common stock, respectively.

Our primary cash needs consist of the payment of compensation to our consulting team, overhead expenses, and statutory taxes. Additionally, we may use cash for the repurchase of our common stock under the Company Stock Repurchase Program, capital expenditures and business development expenses. Management believes that based on the current level of working capital, operations and cash flows from operations, and the collectability of high quality customer receivables will be sufficient to fund anticipated expenses and satisfy other possible long-term contractual commitments for the next twelve months.

To the extent that we pursue possible opportunities to expand our operations, either by acquisition or by the establishment of operations in a new locale, we will incur additional overhead, and there may be a delay between the period we commence operations and our generation of net cash flow from operations.

While uncertainties relating to the current local and global economic condition, competition, the industries and geographical regions served by us and other regulatory matters exist within the consulting services industry, as described above, management is not aware of any other trends or events likely to have a material adverse effect on liquidity or its financial statements.

Off-Balance Sheet Arrangements

We were not involved in any significant off-balance sheet arrangements during the fiscal year ended October 31, 2017.

Critical Accounting Policies and Estimates

The discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with generally accepted accounting principles (“GAAP”) in the United States. We believe the following are the critical accounting policies that impact the consolidated financial statements, some of which are based on management’s best estimates available at the time of preparation. Actual experience may differ from these estimates.

Consolidation - The accompanying consolidated financial statements include the accounts of all of our wholly owned subsidiaries. All intercompany transactions and balances have been eliminated in consolidation.

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

Fair Value of Financial Instruments - Accounting standards have established a fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instrument’s categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. Accounting standards have established three levels of inputs that may be used to measure fair value:

Level 1: Quoted prices in active markets for identical assets and liabilities.

Level 2:	Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities, quoted prices in markets with insufficient volume or infrequent transactions (less active markets), or model-derived valuations in which all significant inputs are observable or can be derived principally from or corroborated by observable market data for substantially the full term of the assets or liabilities.
Level 3:	Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

Marketable securities available-for-sale consist of U.S. Treasury securities and an obligation from the Puerto Rico Government Development Bank valued using quoted market prices in active markets. Accordingly, these securities are categorized in Level 1.

The carrying value of the Company's financial instruments (excluding marketable securities and obligations under capital leases), cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities, are considered reasonable estimates of fair value due to their liquidity or short-term nature. Management believes, based on current rates, that the fair value of its obligations under capital leases approximates the carrying amount.

Revenue Recognition - Revenue is primarily derived from: (1) time and materials contracts (representing approximately 86% of total revenues), which is recognized by applying the proportional performance model, whereby revenue is recognized as performance occurs, (2) short-term fixed-fee contracts or "not to exceed" contracts (representing approximately 1% of total revenues), which revenue is recognized similarly, except that certain milestones also have to be reached before revenue is recognized, and (3) laboratory testing revenue (representing approximately 13% of total revenues) which is mainly recognized as the testing is completed and certified (normally within days of sample receipt from customer). If we determine that a contract will result in a loss, we recognize the estimated loss in the period in which such determination is made.

Cash Equivalents - For purposes of the consolidated statements of cash flows, cash equivalents include investments in a money market obligations trust that is registered under the U.S. Investment Company Act of 1940 and liquid investments with original maturities of three months or less.

Marketable Securities - We consider our marketable security investment portfolio and marketable equity investments available-for-sale and, accordingly, these investments are recorded at fair value with unrealized gains and losses generally recorded in other comprehensive income; whereas realized gains and losses are included in earnings and determined based on the specific identification method.

We review our available-for-sale securities for other-than-temporary declines in fair value below their cost basis on a quarterly basis and whenever events or changes in circumstances indicate that the cost basis of an asset may not be materially recoverable. This evaluation is based on a number of factors including, the length of time and extent to which the fair value has been less than our cost basis and adverse conditions specifically related to the security including any changes to the rating of the security by a rating agency.

Accounts Receivable - Accounts receivable are recorded at their estimated realizable value. Accounts are deemed past due when payment has not been received within the stated time period. Our policy is to review individual past due amounts periodically and write off amounts for which all collection efforts are deemed to have been exhausted. Due to the nature of our customers, bad debts are mainly accounted for using the direct write-off method whereby an expense is recognized only when a specific account is determined to be uncollectible. The effect of using this method approximates that of the allowance method.

Income Taxes - We follow an asset and liability approach method of accounting for income taxes. This method measures deferred income taxes by applying enacted statutory rates in effect at the balance sheet date to the differences between the tax basis of assets and liabilities and their reported amounts on the financial statements. The resulting deferred tax assets or liabilities are adjusted to reflect changes in tax laws as they occur. A valuation allowance is provided when it is more likely than not that a deferred tax asset will not be realized.

The Company follows guidance from the Financial Accounting Standards Board (“FASB”) related to Accounting for Uncertainty in Income Taxes, which includes a two-step approach to recognizing, de-recognizing and measuring uncertain tax positions. As of October 31, 2017, the Company had no significant uncertain tax positions that would be reduced as a result of a lapse of the applicable statute of limitations.

Property and equipment - Owned property and equipment, and leasehold improvements are stated at cost. Vehicles under capital leases are stated at the lower of fair market value or net present value of the minimum lease payments at the inception of the leases.

Depreciation and amortization of owned assets are provided for, when placed in service, in amounts sufficient to relate the cost of depreciable assets to operations over their estimated service lives, using straight-line basis. Assets under capital leases and leasehold improvements are amortized, over the shorter of the estimated useful lives of the assets or the lease term, including renewals that have been determined to be reasonably assured. Major renewals and betterments that extend the life of the assets are capitalized, while expenditures for repairs and maintenance are expensed when incurred.

We evaluate for impairment our long-lived assets to be held and used, and long-lived assets to be disposed of, whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Based on management estimates, no impairment of the operating properties was present.

Stock-based Compensation - Stock-based compensation expense is recognized in the consolidated financial statements based on the fair value of the awards granted. Stock-based compensation cost is measured at the grant date based on the fair value of the award and is recognized as expense over the requisite service period, which generally represents the vesting period, and includes an estimate of awards that will be forfeited. We calculate the fair value of stock options using the Black-Scholes option-pricing model at grant date, while for restricted stock units the fair market value of the units is determined by Company's share market value at grant date. Excess tax benefits related to stock-based compensation are reflected as cash flows from financing activities rather than cash flows from operating activities. We have not recognized such cash flow from financing activities since there has been no tax benefit related to the stock-based compensation.

Loss Per Share of Common Stock - Basic loss per share of common stock is calculated by dividing net income by the weighted average number of shares of common stock outstanding. Diluted loss per share includes the dilution of common stock equivalents. The diluted weighted average shares of common stock outstanding were calculated using the treasury stock method for the respective periods.

Foreign Operations - The functional currency of our foreign subsidiaries are their respective local currencies. The assets and liabilities of our foreign subsidiary are translated into U.S. dollars at exchange rates in effect at the balance sheet date. Income and expense items are translated at the average exchange rates prevailing during the period. The cumulative translation effect for subsidiaries using a functional currency other than the U.S. dollar is included as a cumulative translation adjustment in stockholders' equity and as a component of comprehensive income.

Our intercompany accounts are typically denominated in the functional currency of the foreign subsidiary. Gains and losses resulting from the remeasurement of intercompany receivables that we consider to be of a long-term investment nature are recorded as a cumulative translation adjustment in stockholders' equity and as a component of comprehensive income, while gains and losses resulting from the remeasurement of intercompany receivables from those international subsidiaries for which we anticipate settlement in the foreseeable future are recorded in the consolidated statements of operations.

New Accounting Standards

In May 2014, the Financial Accounting Standards Board ("FASB") issued a new accounting standard that amends the guidance for the recognition of revenue from contracts with customers to transfer goods and services. The FASB has subsequently issued additional, clarifying standards to address issues arising from implementation of the new standard. The new standards are required to be adopted using either a full retrospective or a modified retrospective approach. We expect to adopt this standard using the modified retrospective approach beginning with our fiscal year 2019. Based on our preliminary assessment, we currently do not anticipate a material impact to our total revenues. We continue to review the impact that this new standard will have on our consolidated financial statements.

In February 2016, the FASB issued a new accounting standard that amends the guidance for the accounting and disclosure of leases. This new standard requires that lessees recognize the assets and liabilities that arise from leases on the balance sheet and disclose qualitative and quantitative information about their leasing arrangements. The new standard is effective for interim and annual periods beginning on January 1, 2019, and may be adopted earlier. We continue to evaluate the impact that this new standard will have on our consolidated financial statements. We do not expect that this standard will have a material impact to our Consolidated Statements of Operations but expect that this standard will have a material impact to assets and liabilities on our Consolidated Balance Sheets upon adoption.

Other recently issued FASB guidance and SEC Staff Accounting Bulletins have either been implemented, are not applicable to the Company, or will have limited effects upon the Company's implementation.

Forward-Looking Statements

Our business, financial condition, results of operations, cash flows and prospects, and the prevailing market price and performance of our common stock, may be adversely affected by a number of factors, including the matters discussed below. Certain statements and information set forth in this Annual Report on Form 10-K, as well as other written or oral statements made from time to time by us or by our authorized executive officers on our behalf, constitute "forward-looking statements" within the meaning of the Federal Private Securities Litigation Reform Act of 1995. These statements include all statements other than those made solely with respect to historical fact and identified by words such as "believes", "anticipates", "expects", "intends" and similar expressions, but such words are not the exclusive means of identifying such statements. We intend for our forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995, and we set forth this statement and these risk factors in order to comply with such safe harbor provisions. You should note that our forward-looking statements speak only as of the date of this Annual Report on Form 10-K or when made and we undertake no duty or obligation to update or revise our forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. Although we believe that the expectations, plans, intentions and projections reflected in our forward-looking statements are reasonable, such statements are subject to known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. The risks, uncertainties and other factors that our stockholders and prospective investors should consider are discussed in Item 1A Risk Factors above.

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

Not applicable.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

Our Consolidated Financial Statements, together with the report of our independent registered public accounting firm are included herein immediately following the signature page of this report. See Index to Consolidated Financial Statements on page F-1.

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

None.

ITEM 9A. CONTROLS AND PROCEDURES.

Management's Annual Report on Internal Control Over Financial Reporting

Our 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 Exchange Act, for the Company. This rule defines internal control over financial reporting as a process designed by, or under the supervision of, a company's principal executive officer and principal financial officer, 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. Our internal control over financial reporting includes those policies and procedures that:

pertain to the 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 generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and

provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, our internal control systems and procedures may not prevent or detect misstatements. An internal control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. Also, projections of any evaluation of effectiveness to future periods are subject to the risks that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies and procedures may deteriorate.

We, under the supervision of and with the participation of our management, including the principal executive officer and principal financial officer, assessed the effectiveness of the Company's internal control over financial reporting as of October 31, 2017, based on criteria for effective internal control over financial reporting described in "Internal Control — Integrated Framework" issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, our principal executive officer and principal financial officer concluded that the Company maintained effective internal control over financial reporting as of October 31, 2017.

Disclosure Controls and Procedures.

We carried out an evaluation, under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, of the effectiveness of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of the end of the period covered by this Annual Report. Based upon that evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this Annual Report.

Changes in Internal Control Over Financial Reporting

Based on an evaluation, under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, there has been no change in our internal control over financial reporting during our last fiscal quarter identified in connection with that evaluation that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION.

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.

The information required by this Item is incorporated by reference to our Proxy Statement for our Annual Meeting of Stockholders for the fiscal year ended October 31, 2017, which will be filed with Securities and Exchange Commission no later than 120 days after the end of the fiscal year covered by this Form 10-K, or, alternatively, by amendment to this Form 10-K under cover of Form 10-K/A no later than the end of such 120 day period.

Information with respect to our executive officers is included in Part I.

ITEM 11. EXECUTIVE COMPENSATION.

The information required by this Item is incorporated by reference to our Proxy Statement for our Annual Meeting of Stockholders for the fiscal year ended October 31, 2017, which will be filed with Securities and Exchange Commission no later than 120 days after the end of the fiscal year covered by this Form 10-K, or, alternatively, by amendment to this Form 10-K under cover of Form 10-K/A no later than the end of such 120 day period.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.

The information required by this Item is incorporated by reference to our Proxy Statement for our Annual Meeting of Stockholders for the fiscal year ended October 31, 2017, which will be filed with Securities and Exchange Commission no later than 120 days after the end of the fiscal year covered by this Form 10-K, or, alternatively, by amendment to this Form 10-K under cover of Form 10-K/A no later than the end of such 120 day period.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE.

The information required by this Item is incorporated by reference to our Proxy Statement for our Annual Meeting of Stockholders for the fiscal year ended October 31, 2017, which will be filed with Securities and Exchange Commission no later than 120 days after the end of the fiscal year covered by this Form 10-K, or, alternatively, by amendment to this Form 10-K under cover of Form 10-K/A no later than the end of such 120 day period.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES.

The information required by this Item is incorporated by reference to our Proxy Statement for our Annual Meeting of Stockholders for the fiscal year ended October 31, 2017, which will be filed with Securities and Exchange Commission no later than 120 days after the end of the fiscal year covered by this Form 10-K, or, alternatively, by amendment to this Form 10-K under cover of Form 10-K/A no later than the end of such 120 day period.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES.

The following documents are filed as a part of this Annual Report on Form 10-K:

1.
All Financial Statements: Consolidated Financial Statements are included herein immediately following the signature page of this report. See Index to Consolidated Financial Statements on page F-1.

2.
Financial Statement Schedules: None.

3.
Exhibits: The following exhibits are filed herewith or are incorporated by reference to exhibits previously filed with the Commission, as indicated in the description of each.

		Incorporated By Reference			
Exhibit Number	Exhibit Description	Form	File Number	Exhibit	Filing Date
3.1	Restated Certificate of Incorporation	8-K	000-50956	99.1	5/1/2006
3.2	Certificate of Amendment to the Certificate of Incorporation	8-K	000-50956	3.1	4/12/13
3.3	By-laws	10-SB12G	000-50956	3.2	9/24/2004
3.4	Amendment No. 1 to the By-laws	8-K	000-50956	3.1	6/6/2008
3.5	Amendment No. 2 to the By-laws	8-K	000-50956	3.2	4/12/13
10.1	Consulting Agreement, effective January 1, 2014, between Pharma-Bio Serv Inc., Strategic Consultants International, LLC and Elizabeth Plaza.	8-K	000-50956	10.1	12/31/13
10.2	Consulting Agreement Amendment, effective January 1, 2015, between Pharma-Bio Serv Inc., Strategic Consultants International, LLC and Elizabeth Plaza.	8-K	000-50956	10.1	1/5/2015
10.3	Consulting Agreement Amendment, effective January 1, 2016, between Pharma-Bio Serv Inc., Strategic Consultants International, LLC and Elizabeth Plaza.	8-K	000-50956	10.1	1/5/2016
10.4	Consulting Agreement Amendment, effective January 1, 2017, between Pharma-Bio Serv Inc., Strategic Consultants International, LLC and Elizabeth Plaza.	8-K	000-50956	10.1	1/20/2017
10.5	Employment Agreement, effective January 1, 2015, between Pharma-Bio Serv, Inc. and Victor Sanchez	8-K	000-50956	10.2	1/5/2015
10.6	Employment Agreement dated November 5, 2007 between the Pharma-Bio Serv, Inc. and Pedro Lasanta	10-K	000-50956	10.8	1/29/2009
10.7	Amendment to Employment Agreement dated December 17, 2008 between the Registrant and Pedro Lasanta	8-K	000-50956	99.1	12/23/2008

10.8	Amendment to Employment Agreement, dated March 11, 2009, by and between the Company and Pedro Lasanta	8-K	000-50956	10.3	3/17/2009
10.9	Employment Agreement Amendment, effective as of January 1, 2010, by and between the Company and Pedro Lasanta.	8-K	000-50956	10.2	1/07/2010
10.10	Employment Agreement Amendment, dated January 31, 2012, by and between the Company and Pedro J. Lasanta	8-K	000-50956	10.1	2/2/2012
10.11	Employment Agreement Amendment, dated December 31, 2012, by and between the Company and Pedro J. Lasanta	8-K	000-50956	10.1	1/7/2013
10.12	Employment Agreement Amendment between Pharma-Bio Serv, Inc. and Pedro Lasanta, effective January 1, 2014.	8-K	000-50956	10.2	2/21/2014
10.13	2005 Long-Term Incentive Plan, as amended	DEF 14A	000-50956	Appendix C	3/26/2007
10.14	Amendment to 2005 Long-Term Incentive Plan	10-Q	000-50956	10.4	3/17/2014
10.15	Pharma-Bio Serv, Inc. 2014 Long-Term Incentive Plan	8-K	000-50956	10.1	5/2/2014
14.1	Code of business conduct and ethics for senior management	10-KSB	000-50956	14.1	2/2/2007
21.1*	List of Subsidiaries				
23.1*	Consent of Horwath Vélez & Co, PSC				
31.1*	Certification of chief executive officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002				
31.2*	Certification of chief financial officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002				
32.1**	Certification of chief executive officer and chief financial officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002				
101.INS*	XBRL Instance Document				
101.SCH*	XBRL Taxonomy Extension Schema				
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase				
101.DEF*	XBRL Taxonomy Extension Definition Linkbase				
101.LAB*	XBRL Taxonomy Extension Label Linkbase				
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase				

* Filed herewith

** Furnished herewith

Exhibits 10.1 through 10.15 are management contracts or compensatory plans, contracts or arrangements.

ITEM 16. FORM 10-K SUMMARY.

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

PHARMA-BIO SERV, INC.

Dated: January 29, 2018 By: /s/ Victor Sanchez
Name: Victor Sanchez
Title: Chief Executive Officer and
President Europe Operations
(Principal Executive Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Victor Sanchez Victor Sanchez	Chief Executive Officer and President Europe Operations (Principal Executive Officer)	January 29, 2018
/s/ Pedro J. Lasanta Pedro J. Lasanta	Chief Financial Officer, Vice President Finance and Administration and Secretary (Principal Financial and Accounting Officer)	January 29, 2018
/s/ Elizabeth Plaza Elizabeth Plaza	Chairman	January 29, 2018
/s/ Kirk Michel Kirk Michel	Director	January 29, 2018
/s/ Howard Spindel Howard Spindel	Director	January 29, 2018
/s/ Dov Perlysky Dov Perlysky	Director	January 29, 2018
/s/ Irving Wiesen Irving Wiesen	Director	January 29, 2018

PHARMA-BIO SERV, INC.

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
Pharma-Bio Serv, Inc.
Dorado, Puerto Rico

We have audited the accompanying consolidated balance sheets of Pharma-Bio Serv, Inc. (the "Company") as of October 31, 2017 and 2016, and the related consolidated statements of operations, comprehensive income (loss), changes in stockholders' equity, and cash flows for the years then ended. Pharma-Bio Serv, Inc.'s management is responsible for these financial statements. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Pharma-Bio Serv, Inc. as of October 31, 2017 and 2016, and the consolidated results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

/S/ HORWATH VÉLEZ & CO, PSC
San Juan, Puerto Rico

January 29, 2018
Puerto Rico Society of Certified Public Accountants
Stamp number E252480 was
affixed to the original of this report

PHARMA-BIO SERV, INC.
Consolidated Balance Sheets
October 31, 2017 and 2016

	October 31,	
	2017	2016
ASSETS		
Current assets		
Cash and cash equivalents	$11,751,714	$13,773,582
Marketable securities	26,600	20,283
Accounts receivable	7,208,054	6,853,123
Other	550,163	981,105
Total current assets	19,536,531	21,628,093
Property and equipment	2,390,545	2,334,029
Other assets	422,925	35,579
Total assets	$22,350,001	$23,997,701
LIABILITIES AND STOCKHOLDERS’ EQUITY		
Current liabilities		
Current portion-obligations under capital leases	$13,949	$22,950
Accounts payable and accrued expenses	1,526,904	2,090,818
Income taxes payable	2,067	44,770
Total current liabilities	1,542,920	2,158,538
Obligations under capital leases	59,795	29,002
Total liabilities	1,602,715	2,187,540
Commitments and contingencies		
Stockholders' equity		
Preferred stock, $0.0001 par value; authorized 10,000,000 shares; none issued or outstanding	-	-
Common stock, $0.0001 par value; authorized 50,000,000 shares; 23,333,083 and 23,226,268 shares	2,333	2,323

issued, and 23,089,631 and 23,009,316 shares outstanding at October 31, 2017 and 2016, respectively		
Additional paid-in capital	1,295,314	1,231,439
Retained earnings	19,560,131	20,975,050
Accumulated other comprehensive loss	137,671	(165,915)
	20,995,449	22,042,897
Treasury stock, at cost; 243,452 and 216,952 common shares held at October 31, 2017 and 2016, respectively	(248,163)	(232,736)
Total stockholders' equity	20,747,286	21,810,161
Total liabilities and stockholders' equity	$22,350,001	$23,997,701

See notes to consolidated financial statements.

PHARMA-BIO SERV, INC.
Consolidated Statements of Operations
For the Years Ended October 31, 2017 and 2016

	Years ended October 31,	
	2017	2016
REVENUES	$15,579,275	$19,536,715
COST OF SERVICES	11,968,145	13,753,483
GROSS PROFIT	3,611,130	5,783,232
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES	5,036,272	5,874,991
LOSS FROM OPERATIONS	(1,425,142)	(91,759)
OTHER-THAN-TEMPORARY IMPAIRMENT ON MARKETABLE SECURITIES	-	(55,000)
OTHER INCOME (EXPENSE), NET OF FOREIGN EXCHANGE SETTLEMENT	14,099	(56,982)
LOSS BEFORE INCOME TAXES	(1,411,043)	(203,741)
INCOME TAXES	3,866	52,834
NET LOSS	$(1,414,909)	$(256,575)
BASIC LOSSES PER COMMON SHARE	$(0.061)	$(0.011)
DILUTED LOSSES PER COMMON SHARE	$(0.061)	$(0.011)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING – BASIC	23,096,547	23,015,522
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING – DILUTED	23,099,376	23,185,951

See notes to consolidated financial statements.

PHARMA-BIO SERV, INC.
Consolidated Statements of Comprehensive Loss
For the Years Ended October 31, 2017 and 2016

	Years ended October 31,	
	2017	2016
NET LOSS	$(1,414,909)	$(256,575)
OTHER COMPREHENSIVE INCOME (LOSS), NET OF RECLASSIFICATION ADJUSTMENTS AND TAXES:		
Foreign currency translation gain (loss):		
Net unrealized gain	35,029	18,811
Intercompany balances foreign exchange settlement, included in net income	262,240	-
Available-for-sale securities:		
Net unrealized gain (loss)	6,317	(13,146)
Other-than-temporary impairment, included in net income	-	55,000
TOTAL OTHER COMPREHENSIVE INCOME	303,586	60,665
COMPREHENSIVE LOSS	$(1,111,323)	$(195,910)

See notes to consolidated financial statements.

PHARMA-BIO SERV, INC.
Consolidated Statements of Changes in Stockholders' Equity
For the Years Ended October 31, 2017 and 2016

	Common Stock		Preferred Stock		Additional Paid-in	Retained	Accumulated Other Comprehensive	Treasury	
	Shares	Amount	Shares	Amount	Capital	Earnings	Income (Loss)	Stock	Total
BALANCE AT OCTOBER 31, 2015	23,185,975	$2,319	-	$-	$1,142,555	$21,231,629	$(226,580)	$(186,819)	$21,963,1
STOCK-BASED COMPENSATION	-	-	-	-	88,884	-	-	-	88,884
ISSUANCE OF COMMON STOCK PURSUANT TO THE CASHLESS EXERCISE OF STOCK OPTIONS	23,846	2	-	-	-	(2)	-	-	-
ISSUANCE OF COMMON STOCK PURSUANT TO RESTRICTED STOCK AGREEMENTS WITH EMPLOYEES	16,447	2	-	-	-	(2)	-	-	-
PURCHASE OF TREASURY STOCK (51,428 SHARES)	-	-	-	-	-	-	-	(45,917)	(45,917)
NET LOSS	-	-	-	-	-	(256,575)	-	-	(256,575)
OTHER COMPREHENSIVE INCOME, NET OF TAX	-	-	-	-	-	-	60,665	-	60,665

BALANCE AT OCTOBER 31, 2016	23,226,268	2,323	-	-	1,231,439	20,975,050	(165,915)	(232,736)	21,810,16
STOCK-BASED COMPENSATION	-	-	-	-	63,875	-	-	-	63,875
ISSUANCE OF COMMON STOCK PURSUANT TO THE CASHLESS EXERCISE OF STOCK OPTIONS	90,318	9	-	-	-	(9)	-	-	-
ISSUANCE OF COMMON STOCK PURSUANT TO RESTRICTED STOCK AGREEMENTS WITH EMPLOYEES	16,497	1	-	-	-	(1)	-	-	-
PURCHASE OF TREASURY STOCK (26,500 SHARES)	-	-	-	-	-	-	-	(15,427)	(15,427)
NET LOSS	-	-	-	-	-	(1,414,909)	-	-	(1,414,90
OTHER COMPREHENSIVE INCOME, NET OF TAX	-	-	-	-	-	-	303,586	-	303,586
BALANCE AT OCTOBER 31, 2017	23,333,083	$2,333	-	$-	$1,295,314	$19,560,131	$137,671	$(248,163)	$20,747,2

See notes to consolidated financial statements.

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PHARMA-BIO SERV, INC.
Consolidated Statements of Cash Flows
For the Years Ended October 31, 2017 and 2016

	Years ended October 31,	
	2017	2016
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$(1,414,909)	$(256,575)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Gain on disposition of property and equipment	(19,092)	(13,635)
Stock-based compensation	63,875	88,884
Depreciation and amortization	443,994	312,558
Other-than-temporary impairment on available-for-sale securities	-	55,000
(Increase) decrease in accounts receivable	(18,996)	647,282
(Increase) decrease in other assets	47,999	(107,967)
Decrease in liabilities	(651,079)	(15,894)
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES	(1,548,208)	709,653
CASH FLOWS FROM INVESTING ACTIVITIES:		
Acquisition of property and equipment	(451,705)	(1,808,632)
Proceeds from disposition of property and equipment	47,757	29,625
NET CASH USED IN INVESTING ACTIVITIES	(403,948)	(1,779,007)
CASH FLOW FROM FINANCING ACTIVITIES:		
Repurchase of common stock	(15,427)	(45,917)
Payments on obligations under capital lease	(55,678)	(22,784)
NET CASH USED IN FINANCING ACTIVITIES	(71,105)	(68,701)
EFFECT OF EXCHANGE RATE CHANGES ON CASH	1,393	18,250
NET DECREASE IN CASH AND CASH EQUIVALENTS	(2,021,868)	(1,119,805)
CASH AND CASH EQUIVALENTS - BEGINNING OF YEAR	13,773,582	14,893,387
CASH AND CASH EQUIVALENTS – END OF YEAR	$11,751,714	$13,773,582
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:		
Cash paid during the period for:		
Income taxes	$65	$39,075
Interest	$2,946	$3,430

SUPPLEMENTARY SCHEDULES OF NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Property and equipment with accumulated depreciation of $87,364 and $167,061 disposed during the years ended October 31, 2017 and 2016, respectively	$116,029	$183,051
Obligations under capital lease incurred for the acquisition of a vehicle	$77,470	$-
Income tax withheld by clients to be used as a credit in the Company’s income tax returns	$42,471	$46,124
Conversion of cashless exercise of options to shares of common stock and shares issued under restricted stock units agreements	$10	$4

See notes to consolidated financial statements.

PHARMA-BIO SERV, INC.
Notes To Consolidated Financial Statements
For the Years Ended October 31, 2017 and 2016

NOTE A - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

ORGANIZATION

Pharma-Bio Serv, Inc. ("Pharma-Bio") is a Delaware corporation organized on January 14, 2004. Pharma-Bio is the parent company of Pharma-Bio Serv PR, Inc. ("Pharma-PR"), Pharma Serv, Inc. ("Pharma-Serv"), Scienza Labs, Inc., the three of them Puerto Rico corporations, Pharma-Bio Serv US, Inc. ("Pharma-US"), a Delaware corporation, Pharma-Bio Serv Validation & Compliance Limited ("Pharma-IR"), an Irish corporation, Pharma-Bio Serv SL ("Pharma-Spain"), a Spanish limited liability company, and Pharma-Bio Serv Brasil Servicos de Consultoria Ltda. ("Pharma-Brazil"), a Brazilian limited liability company. Pharma-Bio, Pharma-PR, Pharma-Serv, Pharma-US, Pharma-IR, Pharma-Spain and Pharma-Brazil are collectively referred to as the "Company." The Company operates in Puerto Rico, the United States, Ireland, Spain and Brazil under the name of Pharma-Bio Serv and is engaged in providing technical compliance consulting service, and microbiological and chemical laboratory testing.

Scienza Labs is a wholly owned subsidiary, which was organized in Puerto Rico in April 2016. As of October 31, 2017, this subsidiary was in development stage and has not incurred significant revenues or expenses.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Consolidation

The accompanying consolidated financial statements include the accounts of the Company and all of its wholly owned subsidiaries. All intercompany transactions and balances have been eliminated in consolidation.

Use of Estimates

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

Fair Value of Financial Instruments

Accounting standards have established a fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. Accounting standards have established three levels of inputs that may be used to measure fair value:

Level 1:	Quoted prices in active markets for identical assets and liabilities.
Level 2:	Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities, quoted prices in markets with insufficient volume or infrequent transactions (less active markets), or model-derived valuations in which all significant inputs are observable or can be derived principally from or corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3: Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

Marketable securities available-for-sale consist of U.S. Treasury securities and an obligation from the Puerto Rico Government Development Bank valued using quoted market prices in active markets. Accordingly, these securities are categorized in Level 1.

The carrying value of the Company's financial instruments (excluding marketable securities and obligations under capital leases): cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities, are considered reasonable estimates of fair value due to their liquidity or short-term nature. Management believes, based on current rates, that the fair value of its obligations under capital leases approximates the carrying amount.

Revenue Recognition

Revenue is primarily derived from: (1) time and materials contracts (representing approximately 86% of total revenues), which is recognized by applying the proportional performance model, whereby revenue is recognized as performance occurs, (2) short-term fixed-fee contracts or "not to exceed" contracts (representing approximately 1% of total revenues), which revenue is recognized similarly, except that certain milestones also have to be reached before revenue is recognized, and (3) laboratory testing revenue (representing approximately 13% of total revenues), which is mainly recognized as the testing is completed and certified (normally within days of sample receipt from customer). If the Company determines that a contract will result in a loss, the Company recognizes the estimated loss in the period in which such determination is made.

Cash Equivalents

For purposes of the consolidated statements of cash flows, cash equivalents include investments in money market obligation’s trusts that are registered under the U.S. Investment Company Act of 1940 and liquid investments with original maturities of three months or less.

Marketable Securities

We consider our marketable security investment portfolio and marketable equity investments as available-for-sale and, accordingly, these investments are recorded at fair value with unrealized gains and losses generally recorded in other comprehensive income; whereas realized gains and losses are included in earnings and determined based on the specific identification method.

We review our available-for-sale securities for other-than-temporary declines in fair value below their cost basis on a quarterly basis and whenever events or changes in circumstances indicate that the cost basis of an asset may not be recoverable. This evaluation is based on a number of factors including, the length of time and extent to which the fair value has been less than our cost basis and adverse conditions specifically related to the security including any changes to the rating of the security by a rating agency.

Accounts Receivable

Accounts receivable are recorded at their estimated realizable value. Accounts are deemed past due when payment has not been received within the stated time period. The Company's policy is to review individual past due amounts periodically and write off amounts for which all collection efforts are deemed to have been exhausted. Due to the nature of the Company’s customers, bad debts are mainly accounted for using the direct write-off method whereby an expense is recognized only when a specific account is determined to be uncollectible. The effect of using this method approximates that of the allowance method.

Income Taxes

The Company follows an asset and liability approach method of accounting for income taxes. This method measures deferred income taxes by applying enacted statutory rates in effect at the balance sheet date to the differences between the tax basis of assets and liabilities and their reported amounts on the financial statements. The resulting deferred tax assets or liabilities are adjusted to reflect changes in tax laws as they occur. A valuation allowance is provided when it is more likely than not that a deferred tax asset will not be realized.

The Company follows guidance from the Financial Accounting Standards Board (“FASB”) related to Accounting for Uncertainty in Income Taxes, which includes a two-step approach to recognizing, de-recognizing and measuring uncertain tax positions. As of October 31, 2017, the Company had no significant uncertain tax positions that would be reduced as a result of a lapse of the applicable statute of limitations.

Property and Equipment

Owned property and equipment, and leasehold improvements are stated at cost. Vehicles under capital leases are stated at the lower of fair market value or net present value of the minimum lease payments at the inception of the leases. Depreciation and amortization of owned assets are provided for, when placed in service, in amount sufficient to relate the cost of depreciable assets to operations over their estimated service lives, using straight-line basis. Assets under capital leases and leasehold improvements are amortized, over the shorter of the estimated useful lives of the assets or the lease term, including renewals that have been determined to be reasonably assured. Major renewals and betterments that extend the life of the assets are capitalized, while expenditures for repairs and maintenance are expensed when incurred.

The Company evaluates for impairment its long-lived assets to be held and used, and long-lived assets to be disposed of, whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Based on management estimates, no impairment of the operating properties was present.

Stock-based Compensation

Stock-based compensation expense is recognized in the consolidated financial statements based on the fair value of the awards granted. Stock-based compensation cost is measured at the grant date based on the fair value of the award and is recognized as expense over the requisite service period, which generally represents the vesting period, and includes an estimate of awards that will be forfeited. The Company calculates the fair value of stock options using the Black-Scholes option-pricing model at grant date, while for restricted stock units the fair market value of the units is determined by Company's share market value at grant date. Excess tax benefits related to stock-based compensation are reflected as cash flows from financing activities rather than cash flows from operating activities. However, the Company has not recognized such cash flow from financing activities since there has been no tax benefit related to the stock-based compensation.

Loss Per Share of Common Stock

Basic loss per share of common stock is calculated dividing net income by the weighted average number of shares of common stock outstanding. Diluted loss per share includes the dilution of common stock equivalents.

The diluted weighted average shares of common stock outstanding were calculated using the treasury stock method for the respective periods.

Foreign Operations

The functional currency of the Company's foreign subsidiaries are its local currency. The assets and liabilities of the Company's foreign subsidiaries are translated into U.S. dollars at exchange rates in effect at the balance sheet date. Income and expense items are translated at the average exchange rates prevailing during the period. The cumulative translation effect for subsidiaries using a functional currency other than the U.S. dollar is included as a cumulative translation adjustment in stockholders' equity and as a component of comprehensive income.

The Company's intercompany accounts are typically denominated in the functional currency of the foreign subsidiary. Gains and losses resulting from the remeasurement of intercompany receivables that the Company considers to be of a long-term investment nature are recorded as a cumulative translation adjustment in stockholders' equity and as a component of comprehensive income, while gains and losses resulting from the remeasurement of intercompany receivables from those international subsidiaries for which the Company anticipates settlement in the foreseeable future are recorded in the consolidated statements of operations.

Subsequent Events

The Company has evaluated subsequent events to the date of the audit report as of January 29, 2018. The Company has determined that there are no events occurring in this period that required disclosure or adjustment, except as disclosed in the accompanying consolidated financial statements.

Reclassifications

Certain reclassifications have been made to the October 31, 2016 consolidated financial statements to conform them to the October 31, 2017 consolidated financial statements presentation. Such reclassifications do not have effect on net income as previously reported.

Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board ("FASB") issued a new accounting standard that amends the guidance for the recognition of revenue from contracts with customers to transfer goods and services. The FASB has subsequently issued additional, clarifying standards to address issues arising from implementation of the new revenue standard. The new standards are required to be adopted using either a full retrospective or a modified retrospective approach. We expect to adopt this standard using the modified retrospective approach beginning with our fiscal year 2019. Based on our preliminary assessment, we currently do not anticipate a material impact to our total revenues. We continue to review the impact that this new standard will have on our consolidated financial statements.

In February 2016, the FASB issued a new accounting standard that amends the guidance for the accounting and disclosure of leases. This new standard requires that lessees recognize the assets and liabilities that arise from leases on the balance sheet and disclose qualitative and quantitative information about their leasing arrangements. The new standard is effective for interim and annual periods beginning on January 1, 2019, and may be adopted earlier. We continue to evaluate the impact that this new standard will have on our consolidated financial statements. We do not expect that this standard will have a material impact to our Consolidated Statements of Operations but expect that this standard will have a material impact to assets and liabilities on our Consolidated Balance Sheets upon adoption.

Other recently issued FASB guidance and SEC Staff Accounting Bulletins have either been implemented, are not applicable to the Company, or will have limited effects upon the Company's implementation.

NOTE B – MARKETABLE SECURITIES AVAILABLE FOR SALE

The amortized cost, gross unrealized gains, gross unrealized losses and estimated fair values of available-for-sale securities by type of security were as follows as of October 31, 2017 and 2016:

Type of security as of October 31, 2017	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
U.S. Treasury securities	$4,500,000	$—	$—	$4,500,000
Other government-related debt securities:				
Puerto Rico Commonwealth Government Development Bond	40,000	—	(13,400)	26,600
Total interest-bearing and available-for-sale securities	$4,540,000	$—	$(13,400)	$4,526,600

Type of security as of October 31, 2016	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
U.S. Treasury securities	$4,500,000	$—	$—	$4,500,000
Other government-related debt securities:				
Puerto Rico Commonwealth Government Development Bond	40,000	—	(19,717)	20,283
Total interest-bearing and available-for-sale securities	$4,540,000	$—	$(19,717)	$4,520,283

At October 31, 2017 and 2016, the above marketable securities includes a $95,000 5.4% Puerto Rico Commonwealth Government Development Bank Bond, purchased at par and maturing in August 2019. During the fiscal year ended October 31, 2016, the Company determined that an other-than-temporary impairment of $55,000 occurred for this bond. Accordingly, the credit loss of $55,000 was recognized on earnings.

The fair values of available-for-sale securities by classification in the Consolidated Balance Sheets were as follows as of October 31, 2017 and 2016:

Classification in the Consolidated Balance Sheets	2017	2016
Cash and cash equivalents	$4,500,000	$4,500,000
Marketable securities	26,600	20,283
Total available-for-sale securities	$4,526,600	$4,520,283

Cash and cash equivalents in the table above exclude cash in banks of approximately $7.2 million and $9.3 million as of October 31, 2017 and 2016, respectively.

The primary objectives of the Company’s investment portfolio are liquidity and safety of principal. Investments are made with the objective of achieving the highest rate of return consistent with these two objectives. Our investment policy limits investments to certain types of debt and money market instruments issued by institutions primarily with investment grade credit ratings and places restrictions on maturities and concentration by type and issuer.

NOTE C - PROPERTY AND EQUIPMENT

The balance of property and equipment at October 31, 2017 and 2016 consisted of the following:

		October 31,	
	Useful life (years)	2017	2016
Vehicles	5	$248,152	$256,677
Leasehold improvements	5-8	1,425,474	674,625
Computers	3	422,050	314,380
Equipment	3-7	2,099,361	1,858,295
Furniture and fixtures	10	84,820	82,240
Projects in process	-	404,017	1,084,511
Total		4,683,874	4,270,728
Less: Accumulated depreciation and amortization		(2,293,329)	(1,936,699)
Property and equipment, net		$2,390,545	$2,334,029

NOTE D - INCOME TAXES

In June 2011, Pharma-Bio, Pharma-PR and Pharma-Serv obtained a Grant of Industrial Tax Exemption pursuant to the terms and conditions set forth in Act No. 73 of May 28, 2008 (“the Grant”) issued by the Puerto Rico Industrial Development Company (“PRIDCO”). The Grant was effective as of November 1, 2009 and covers a fifteen-year period. The Grant provides relief on various Puerto Rico taxes, including income tax, with certain limitations, for most of the activities carried on within Puerto Rico, including those that are for services to parties located outside of Puerto Rico. Industrial Development Income (“IDI”) covered under the Grant are subject to a fixed income tax rate of 4%. In addition, IDI earnings distributions accumulated since November 1, 2009 are totally exempt from Puerto Rico earnings distribution tax.

For the year ended October 31, 2016, the favorable consolidated net income aggregate dollar effect of the Grant was approximately $344,000, or $0.015 per basic weighted average share. For the year ended October 31, 2017, subsidiaries under the Grant were on a net loss position, therefore no income tax benefit was derived from the Grant.

Puerto Rico operations not covered in the exempt activities of the Grant are subject to Puerto Rico income tax at a maximum tax rate of 39% as provided by the 1994 Puerto Rico Internal Revenue Code, as amended. The operations carried out in the United States by the Company’s subsidiary was taxed in the United States at a maximum regular federal income tax rate of 35%. On December 22, 2017, Public Law 115-97, commonly known as the Tax Cuts and Jobs Act of 2017 or the US Federal Tax Reform (the “Reform”), was enacted. Among other provisions, effective with the Company’s fiscal year ending on October 31, 2018, the regular federal income tax rate was reduced to 21%.

Distribution of earnings by the Puerto Rican subsidiaries to its parent are taxed at the federal level; however, the parent is able to receive a credit for the taxes paid by the subsidiary on its operations in Puerto Rico, to the extent of the federal taxes that result from those earnings. As a result, the income tax expense of the Company, under its present corporate structure, would normally be the Puerto Rico taxes on operations in Puerto Rico, federal and state taxes on operations in the United States, plus the earnings distribution tax in Puerto Rico from dividends paid to the Puerto Rican subsidiaries’ parent, and the parent’s federal income tax, if any, incurred upon the subsidiary’s earnings distribution.

The reconciliation between the United States federal statutory rate and our effective tax rate for the years ended October 31, 2017, and 2016 is as follows:

	October 31,	
	2017	2016
United States federal statutory rate	35.0%	35.0%
Puerto Rico, including foreign loss positions for which the resulting deferred asset has been allowed, net	(26.2)%	(26.6)%
Other, including US loss positions for which the resulting deferred tax asset has been allowed, net	(9.1)%	(34.3)%
Effective tax rate	(0.3)%	(25.9)%

The recent US Federal Tax Reform has established a mandatory repatriation of foreign accumulated undistributed earnings and profits (the “E&Ps”) for US companies’ subsidiaries. In the past, most of these E&Ps’ were not repatriated since such E&Ps’ were considered to be reinvested indefinitely in the foreign location. The Reform provisions are applicable to our Company commencing with our fiscal year 2018, however the E&Ps’ mandatory repatriation provisions establishes measurement dates for various computations, in our Company’s case these dates are November 2, 2017, December 31, 2017 and October 31, 2018. Based on the Company’s E&Ps’ as of October 31, 2017, the Company’s estimated tax for the mandatory repatriation is estimated to be approximately $2.7 million. However, the final tax due must be assessed with our October 31, 2018 closing figures. The tax liability might be paid over a period of eight years starting on February 28, 2019. As of the issuance date of this report the Securities and Exchange Commission and the Financial Accounting Standards Board have issued some preliminary guidance, but have not issued final rules on how the effects of the Reform will be required to be reported for financial statements purposes.

At October 31, 2017, Pharma-Spain, Pharma-IR, Pharma-Bio/Pharma-US, Pharma-PR and Pharma-Serv have unused operating losses of approximately $997,000, $1,082,000, $1,471,000, $624,000, and $259,000, respectively. These net operating losses are available to offset future taxable income until October 31, 2028, 2029, 2030, 2031 and 2032 for the aggregate amounts of $178,000, 332,000, $266,000, $181,000 and $40,000, respectively for Pharma-Spain; indefinitely for Pharma-IR; until October 31, 2035, 2036, and 2037 for the aggregate amounts of $292,000, $834,000 and $345,000, respectively for Pharma-Bio/Pharma-US; until October 31, 2027 in the amount of $624,000 for Pharma-PR; and until October 31, 2027 in the amount of $259,000 for Pharma-Serv. After considering various timing differences for income tax purposes, these unused operating losses result in a potential deferred tax asset for Pharma-Spain, Pharma-IR, Pharma-Bio, Pharma-PR and Pharma-Serv of approximately $199,000, $135,000 $309,000, $24,000 and $10,000, respectively. However, an allowance has been provided covering the total amount of such balance since it is uncertain whether the net operating losses can be used to offset future taxable income. Realization of future tax benefits related to a deferred tax asset is dependent on many factors, including the Company’s ability to generate taxable income. Accordingly, the income tax benefit will be recognized when realization is determined to be more probable than not.

The Company files income tax returns in the United States (federal and various states jurisdictions), Puerto Rico, Ireland, Spain and Brazil. The 2013 (2012 for Puerto Rico) through 2016 tax years are open and may be subject to potential examination in one or more jurisdictions. Currently, the Company is currently not subject to a federal, state, Puerto Rico or foreign income tax examination.

NOTE E – COMMITMENTS AND CONTINGENCIES

Capitalized lease obligations - The Company leases vehicles under non-cancelable capital lease agreements with a cost of $77,470 and $118,790 for the years ended October 31, 2017 and 2016 (accumulated amortization of $5,668 and $73,740 as of October 31, 2017 and 2016, respectively). Amortization expense for vehicles under non-cancelable lease agreements amounted to $22,053 and $23,758 for the years ended October 31, 2017 and 2016, respectively.

The following is a schedule, by year, of future minimum lease payments under the capitalized leases together with the present value of the net minimum lease payments at October 31, 2017:

Twelve months ending October 31,	Amount
2018	$15,502
2019	15,502
2020	15,502
2021	15,502

2022	18,016
Total future minimum lease payments	80,024
Less: Amount of imputed interest	(6,280)
Present value of future minimum lease payments	73,744
Current portion of obligation under capital leases	(13,949)
Long-term portion	$59,795

Operating facilities - The Company conducts its administrative operations in office facilities which are leased under five different rental agreements.

In July 2016, with effective date January 1st, 2016, the Company renegotiated a lease agreement with an affiliate of our Chairman of the Board, for the headquarters and laboratory testing facilities in Dorado, Puerto Rico. The renegotiated lease incorporates additional space for the laboratory testing facility expansion. The lease agreement is for a five-year term, with a renewal option of five years, and monthly rental payments of $30,316 for the term of the lease agreement and renewal option. The lease agreement also requires the payment of utilities, property taxes, insurance and expenses incurred by the affiliate in connection with the maintenance of common areas.

The Company maintains an office and Lab facilities in Madrid, Spain. The facilities are under month-to-month lease with monthly payments of approximately $2,500.

The Company leases certain apartments as dwellings for employees. The leases are under short-term lease agreements and usually are cancelable upon 30-day notification.

Minimum future rental payments under non-cancelable operating leases having remaining terms in excess of one year as of October 31, 2017 are as follows:

	Amount
2018	$363,800
2019	363,800
2020	363,800
2021	60,633
Total minimum lease payments	$1,152,033

Rent expense for the years ended October 31, 2017 and 2016 was approximately $413,000 and $483,000 respectively.

Contingencies - In the ordinary course of business, the Company may be a party to legal proceedings incidental to the business. These proceedings are not expected to have a material adverse effect on the Company’s business or financial condition.

NOTE F – WARRANTS

On December 2014, the Company entered into an agreement with a firm for providing (i) business development and (ii) mergers and acquisition services to the Company. Pursuant to the agreement terms, the Company issued warrants for the purchase of 1,000,000 common shares at an exercise price of $1.80 per share. As of July 31, 2016, the underlying common shares of the warrants were fully vested. The warrants expire on December 1, 2019.

NOTE G – CAPITAL TRANSACTIONS

On June 13, 2014, the Board of Directors of the Company authorized the Company to repurchase up to two million shares of its outstanding common stock. The timing, manner, price and amount of any repurchases will be at the discretion of the Company, subject to the requirements of the Securities Exchange Act of 1934, as amended, and related rules. The program does not oblige the Company to repurchase any shares and it may be modified, suspended or terminated at any time and for any reason. No shares will be repurchased directly from directors or officers of the Company. As of October 31, 2017 and 2016, pursuant to the program a total of 243,452 and 216,952 shares of the Company’s common stock were purchased for an aggregate amount of $248,163 and $232,736, respectively.

NOTE H – EARNINGS (LOSSES) PER SHARE

The computation of basic losses per share is based on the weighted-average number of our common shares outstanding. The computation of diluted losses per share is based on the weighted-average number of our common shares outstanding and dilutive potential common shares, which include principally shares that may be issued under: warrants, our stock option and restricted stock unit awards, determined using the treasury stock method. The following data show the amounts used in the calculations of basic and diluted earnings per share.

	Years ended October 31,	
	2017	2016
Net income (loss) available to common equity holders - used to compute basic and diluted earnings (losses) per share	$(1,414,909)	$(256,575)
Weighted average number of common shares - used to compute basic earnings (losses) per share	23,096,547	23,015,522
Effect of warrants to purchase common stock	-	-
Effect of restricted stock units to issue common stock	2,829	19,224
Effect of options to purchase common stock	-	151,205
Weighted average number of shares - used to compute diluted earnings (losses) per share	23,099,376	23,185,951

For the year ended October 31, 2017, warrants and options for the purchase of 1,000,000 and 660,000 shares of common stock, respectively, were not included in computing losses per share because their effect were antidilutive. Also, for the year ended on October 31, 2016, warrants and options for the purchase of 1,000,000 and 240,000 shares of common stock, respectively, were not included in computing diluted losses per share because their effect were also antidilutive.

NOTE I - STOCK OPTIONS, RESTRICTED STOCK UNITS AND STOCK BASED COMPENSATION

The Company has two incentive plans, the 2005 Long-Term Incentive Plan (the “2005 Plan”) and the 2014 Long-Term Incentive Plan (the “2014 Plan”), together the “Plans”. The 2005 Plan and the 2014 Plan cover 2,500,000 and 2,300,000 shares of the Company’s common stock, respectively. Both Plans provide for the grant of incentive and non-qualified options, stock grants, stock appreciation rights and other equity-based incentives to employees, including officers, consultants and directors for a period of ten years. The 2005 Plan expired in October 2015, accordingly no further grants have been issued under this plan. The Plans are to be administered by a committee of independent directors. In the absence of a committee, the plans are administered by the board of directors. Options intended to be incentive stock options must be granted at an exercise price per share which is not less than the fair market value of the common stock on the date of grant and may have a term which is not longer than ten years. If the option holder holds at least 10% of the Company’s common stock, the exercise price must be at least 110% of the fair market value on the date of grant and the term of the option cannot exceed five years.

Stock-based compensation cost is measured at the grant date based on the fair value of the award and is recognized as expense over the requisite service period, which generally represents the vesting period, and includes an estimate of awards that will be forfeited. The fair value of stock-based awards to employees is calculated using the Black-Scholes option pricing model. The Black-Scholes model requires subjective assumptions, including future stock price volatility and expected time to exercise, which greatly affect the calculated values. The expected term of the option has been estimated using the “simplified” method as provided in Securities Exchange Commission (“SEC”) Staff Accounting Bulletin No. 107, for plans with insufficient exercise experience. Under this method, the expected term equals the arithmetic average of the vesting term and the contractual term of the option. The risk-free rate is based on the U.S. Treasury rates in effect during the corresponding period of grant. The expected volatility is based on the historical volatility of the Company’s stock price. These factors could change in the future, which would affect fair values of stock options granted in such future periods, and could cause volatility in the total amount of the stock-based compensation expense reported in future periods.

The 2005 Plan stock options activity and status for the years ended October 31, 2017 and 2016 was as follows:

	Year ended October 31,			
	2017		2016	
	Number of Shares	Weighted-Average Option Exercise Price	Number of Shares	Weighted-Average Option Exercise Price
Outstanding at beginning of year	815,000	$0.9106	900,000	$0.8779
Granted	-	$0.0000	-	$0.0000

Exercised	(370,000)	$0.7186	(45,000)	$0.4167
Expired and/or forfeited	(245,000)	$0.7341	(40,000)	$0.7300
Total outstanding at end of year	200,000	$1.4820	815,000	$0.9106
Outstanding exercisable stock options at end of year	200,000	$1.4820	815,000	$0.9106

	October 31, 2017	October 31, 2016
Weighted average remaining years in contractual life for:		0.8 years
Total outstanding options	1.4 years	0.8 years
Outstanding exercisable options	1.4 years	
Shares of common stock available for issuance pursuant to future stock option grants	-	-

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The 2014 Plan stock options activity and status for the years ended October 31, 2017 and 2016 was as follows:

	Year ended October 31,			
	2017		2016	
		Weighted-		Weighted-
	Number of	Average Option	Number of	Average Option
	Shares	Exercise Price	Shares	Exercise Price
Outstanding at beginning of year	430,000	$ 0.8860	-	$-
Granted	80,000	$ 0.9100	430,000	$0.8860
Exercised	-	$ -	-	$-
Expired and/or forfeited	(50,000)	$ 0.9000	-	$-
Total outstanding at end of year	460,000	$ 0.8887	430,000	$0.8860
Outstanding exercisable stock options at end of year	219,998	$ 0.9098	40,000	$0.9500

	October 31, 2017	October 31, 2016
Weighted average remaining years in contractual life for:		
Total outstanding options	3.3 years	4.1 years
Outstanding exercisable options	3.3 years	4.2 years
Shares of common stock available for issuance pursuant to future stock option grants	1,840,000	1,870,000

The following weighted average assumptions were used to estimate the fair value of stock options granted under the 2014 Plan for the year ended October 31, 2017:

	Year ended October 31, 2017
Expected dividend yield	0.0%
Expected stock price volatility	68.6%
Risk free interest rate	1.5%

Expected life of options	3.2 years
Weighted average fair value of options granted	$0.4286

As of October 31, 2017, estimated stock based compensation expense to be recognized in future periods for granted nonvested stock options is attributable to stock options granted under the 2014 Plan. The nonvested stock options compensation expense in the amount of $49,100 will be recognized in a weighted average period of approximately 0.6 years.

As of October 31, 2016, the aggregate intrinsic values of options outstanding under the 2014 Plan and 2005 Plan were approximately $27,500 and $147,000, respectively. As of October 31, 2017, all options outstanding exercise price was above the Company’s stock market value. The aggregate intrinsic value represents the difference between the Company’s stock price at year end and the exercise price, multiplied by the number of in-the money options had all option holders exercised their options. This amount changes based on the fair market value of the Company’s stock.

The following table presents the total stock-based compensation included in the Company's consolidated statement of income and the effect in earnings per share:

	Year ended October 31,	
	2017	2016
Stock-based compensation expense:		
Cost of services	$-	$-
Selling, general and administrative	63,875	88,884
Stock-based compensation before tax	63,875	88,884
Income tax benefit	-	-
Net stock-based compensation expense	$63,875	$88,884
Effect on earnings per share:		
Basic earnings per share	$(0.003)	$(0.004)
Diluted earnings per share	$(0.003)	$(0.004)

NOTE J - CONCENTRATION OF RISKS

Cash and cash equivalents

The Company domestic cash and cash equivalents consist of cash deposits in FDIC insured banks (substantially covered by FDIC insurance by the spread of deposits in multiple FDIC insured banks), a money market obligations trust registered under the US Investment Company Act of 1940, as amended, and U.S. Treasury securities with maturities of three months or less. In the foreign markets we serve, we also maintain cash deposits in foreign banks, which tend to be not significant and have no specific insurance. No losses have been experienced or are expected on these accounts.

Accounts receivable and revenues

Management deems all its accounts receivable to be fully collectible, and, as such, does not maintain any allowances for uncollectible receivables.

The Company's revenues, and the related receivables, are concentrated in the pharmaceutical industry in Puerto Rico, the United States of America, Ireland and Spain. Although few customers represent a significant source of revenue, the Company's functions are not a continuous process, accordingly, the client base for which the services are typically rendered, on a project-by-project basis, changes regularly.

The Company provided a substantial portion of its services to two customers, who accounted for 10% or more of its revenues in either of the years ended October 31, 2017 or 2016. During the year ended October 31, 2017, revenues from these customers were 13.6% and 7.6%, or a total of 21.2%, as compared to the same period last year for 9.0% and 10.5%, or a total of 19.5%, respectively. At October 31, 2017 and 2016, amounts due from these customers represented 8.9% and 15.9% of total accounts receivable balance, respectively.

The major customer information in the above paragraph is based on revenues earned from said customers at the segment level because in management's opinion contracts by segments are totally independent of each other, and therefore such information is more meaningful to the reader. However, at global level three groups of affiliated companies accounted for 10% or more of our revenues in either October 31, 2017 or 2016. During the year ended October 31, 2017, aggregate revenues from these global groups of affiliated companies were 13.6%, 10.7% and 7.6%, or a total of 31.9%, as compared to the same period last year for 9.0%, 10.3%, and 10.5%, or a total of 29.8%, respectively. At October 31, 2017 and 2016, amounts due from these global groups of affiliated companies represented 15.5% and 21.2% of total accounts receivable balance, respectively.

As of October 31, 2017, one of the Company's customers owes the Company approximately $3.2 million, which represents approximately 17.9% of the Company's total working capital. We are providing multiple services to this customer related to their construction of a manufacturing facility in Puerto Rico. From this facility the customer will do the manufacturing and distribution of an existing product and an investigational new drug to be marketed to worldwide markets, once approved by regulators. A significant portion of the customer's funding comes from different financing sourcing. As of the issuance date of this report the customer has paid $2 million of this balance and recurrent services are provided. Management estimates that collectability of the account is reasonably assured, accordingly, no provision for losses, if any, have been recorded in the financial statements.

NOTE K - SEGMENT DISCLOSURES

The Company's segments are based on the organizational structure for which financial results are regularly evaluated by the Company's chief operating decision maker to determine resource allocation and assess performance. Each reportable segment is managed by its own management team and reports to executive management. The Company has four reportable segments: (i) Puerto Rico technical compliance consulting, (ii) United States technical compliance consulting, (iii) Europe technical compliance consulting, and (iv) a Puerto Rico microbiological and chemical laboratory testing division ("Lab"). These reportable segments provide services primarily to the pharmaceutical, chemical, medical device and biotechnology industries in their respective markets.

The following table presents information about the reported revenue from services and earnings from operations of the Company for the years ended in October 31, 2017 and 2016. There is no intersegment revenue for the mentioned periods. Corporate expenses that support the operating units have been allocated to the segments. Asset information by reportable segment is not presented, since the Company does not produce such information internally, nor does it use such data to manage its business.

	Year ended October 31,	
	2017	2016
REVENUES:		
Puerto Rico consulting	$10,936,206	$14,579,015
United States consulting	1,217,498	1,448,579
Europe consulting	1,087,610	815,931
Lab (microbiological and chemical testing)	2,040,602	2,446,594
Other segments[1]	297,359	246,596
Total consolidated revenues	$15,579,275	$19,536,715
INCOME (LOSS) BEFORE TAXES:		
Puerto Rico consulting	$(544,658)	$623,175
United States consulting	(377,035)	(858,481)
Europe consulting	(44,597)	(242,566)
Lab (microbiological and chemical testing)	(648,609)	(45,888)
Other segments[1]	203,856	320,019
Total consolidated income before taxes	$(1,411,043)	$(203,741)

[1] Other segments represent activities that fall below the reportable threshold and are carried out in Puerto Rico, United States and Brazil. These activities include a Brazilian compliance consulting division, technical seminars/training division, an information technology services and consulting division, a calibrations division and corporate headquarters, as applicable.

Long lived assets (property and equipment) and related depreciation and amortization expense for the years ended October 31, 2017 and 2016, were concentrated in the Lab in Puerto Rico. Accordingly, depreciation expense and acquisition of property and equipment, as presented in the statements of cash flows are mainly related to the Lab.

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NOTE L - RETIREMENT PLAN

Pharma-PR and Pharma-US each have a separate qualified retirement plan in accordance with the applicable laws of the Commonwealth of Puerto Rico and the United States of America, for employees who meet certain age and service period requirements. The Company makes contributions to these plans as required by the provisions of the plan document. Contributions for the years ended October 31, 2017 and 2016 were $66,000 and $82,700, respectively.

NOTE M – RELATED PARTY TRANSACTIONS

On December 31, 2013, the Company entered into a Consulting Agreement with a company (the “Consultant”) affiliated to our Chairman and our Chairman, effective as of January 1, 2014. Pursuant to the Consulting Agreement as amended, the Consultant will consult with the Board regarding the Company’s strategic initiatives, company services, management, operations and other matters as may be requested from time to time by the Board. The Chairman will receive a company automobile and such insurance as she was provided by the Company during her last year of employment with the Company. The Consulting Agreement also included standard provisions relating to non-competition, confidentiality, non-transferability and non-disparagement. On January 8, 2018, the Company extended the Consulting Agreement for an additional year to December 31, 2018. The Company will compensate Consultant a monthly retainer of $33,700 during the Extension Term. Additionally, in the event the Company achieves at least eighty percent (80%) of its budget for the year ending October 31, 2018, Consultant shall receive a payment in the amount of $100,000 (the “Incentive Fee”). If the Company achieves one hundred percent (100%) or more of its budget for the year ending October 31, 2018, the Incentive Fee shall be $120,000.

As more fully disclosed in Note E to the consolidated financial statements, the Company leases its headquarters and laboratory testing facilities in Dorado, Puerto Rico, from an affiliate of our Chairman of the Board.

NOTE N - HURRICANES IMPACT OVER PUERTO RICO OPERATIONS

During September 2017, Hurricanes Irma and Maria (the “Hurricanes”) severely impacted Puerto Rico causing extensive destruction and flooding throughout the island. As a result of Hurricane Maria’s direct hit on September 20, 2017, all of Puerto Rico was left without electrical power and other basic utility and infrastructure services such as water, communications, ports and other transportation networks, causing a significant disruption to the island’s economic activity. Most business establishments were closed for several days. Within a few days, the Company resumed operations using a diesel power generator at its Puerto Rico facilities, which houses the Lab operations and the Company’s headquarters. As of the issuance of this report, only minimal property damage mitigation repairs were performed for the Company to resume the daily operations of its Puerto Rico facilities. To enable the continuance of the operations, additional expenses like diesel, water supply, and security, among others were incurred. The Company’s electrical power and other basic utilities were restored on November 22, 2017. As of October 31, 2017, the Company incurred approximately $50,000 in property damage mitigation repairs and related expenses. The Company is currently assessing the complete extent of the property damage to its facilities and will perform the repairs, accordingly.

The Company’s consulting and laboratory services to the Puerto Rico market were negatively impacted primarily by the lack or unreliability of electric power alternatives, either on site, or at clients’ sites. Because of the sales volume decline and unavoidable direct fix cost, the Company currently estimates that as of October 31, 2017, the impact of the Hurricanes on the Company’s gross profit was approximately $275,000 for the fourth quarter.

The Company carries insurance to mitigate these losses, as well as for property damages. The Company’s insurance provider is currently assessing the extent of the damages to the facilities, as well as the business interruption losses and additional expenses incurred by the Company until electrical power and other basic utilities were restored on

November 22, 2017. Based on current accounting guidance, the insurance proceeds will be recognized upon collection, as a gain contingency.

NOTE O – SUBSEQUENT EVENTS

On January 2018, the Company renewed the Consulting Agreement with a company affiliated to our Chairman and our Chairman, as more fully disclosed in Note M.

On December 22, 2017, Public Law 115-97, commonly known as the Tax Cuts and Jobs Act of 2017 or the US Federal Tax Reform (the “Reform”), was enacted. Among other provisions, the Reform has established a mandatory repatriation of foreign accumulated undistributed earnings and profits (the “E&Ps”) for US companies’ subsidiaries. As more fully disclosed in Note D, the Company is subject to the Reform provisions, including the mandatory repatriation of E&Ps.