SIMULATIONS PLUS INC
Form 10-Q
July 10, 2013

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 10-Q

T Quarterly Report Pursuant to Section 13 or 15(d) of the Security Exchange Act of 1934 for the quarterly period ended **May 31, 2013**

OR

£ Transmission Report Pursuant to Section 13 or 15(d) of the Security Exchange Act of 1937 for the transition period from _____ to _____

Commission file number: **001-32046**

Simulations Plus, Inc.

(Name of registrant as specified in its charter)

California (State or other jurisdiction of Incorporation or Organization)	**95-4595609** (I.R.S. Employer identification No.)

42505 10th Street West

Lancaster, CA 93534-7059

(Address of principal executive offices including zip code)

(661) 723-7723

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) 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 filings requirements for the past 90 days. Yes T 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 T No £

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

£ Large accelerated filer £ Accelerated filer
£ Non-accelerated filer (Do not check if a smaller reporting company) T Smaller reporting company

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

The number of shares outstanding of the registrant's common stock, par value $0.001 per share, as of July 10, 2013 was 16,030,894 and no shares of preferred stock were outstanding.

Simulations Plus, Inc.

FORM 10-Q

For the Quarterly Period Ended May 31, 2013

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SIMULATIONS PLUS, INC. CONDENSED BALANCE SHEETS

at May 31, 2013 (Unaudited) and August 31, 2012 (Audited)

ASSETS	May 31, 2013	August 31, 2012
Current assets		
Cash and cash equivalents	$10,005,490	$12,701,075
Income tax refund receivable	–	153,896
Accounts receivable, net of allowance for doubtful accounts of $0	2,941,428	1,451,864
Contracts receivable	141,167	18,893
Prepaid expenses and other current assets	137,572	150,856
Deferred income taxes	216,331	193,712
Total current assets	13,441,988	14,670,296
Long-term assets		
Capitalized computer software development costs, net of accumulated amortization of $5,616,797 and $5,084,691	2,781,327	2,479,468
Property and equipment, net (note 3)	95,258	107,410
Intellectual property, net of accumulated amortization of $9,375 and $3,750	65,625	71,250
Other assets	18,445	18,445
Total assets	$16,402,643	$17,346,869

LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable	$221,715	$177,509
Accrued payroll and other expenses	337,885	312,912
Accrued bonuses to officer	45,000	60,000
Accrued income taxes	258,692	733,233
Deferred revenue	167,106	131,782
Total current liabilities	1,030,398	1,415,436
Long-term liabilities		
Deferred income taxes	910,878	788,857
Total liabilities	1,941,276	2,204,293
Commitments and contingencies (note 4)		
Shareholders' equity (note 5)		
Preferred stock, $0.001 par value 10,000,000 shares authorized no shares issued and outstanding	–	–
Common stock, $0.001 par value 50,000,000 shares authorized 16,030,894 and 15,923,019 shares issued and outstanding	4,502	4,399

Additional paid-in capital	4,825,548	4,628,366
Retained earnings	9,631,317	10,509,811
Total shareholders' equity	14,461,367	15,142,576
Total liabilities and shareholders' equity	$16,402,643	$17,346,869

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

SIMULATIONS PLUS, INC.

CONDENSED STATEMENTS OF OPERATIONS

For the three and nine months ended May 31,

(Unaudited)

	Three months ended		Nine months ended	
	2013	2012	2013	2012
Net sales	$3,094,779	$2,771,500	$8,502,994	$7,808,682
Cost of sales	451,935	437,734	1,337,583	1,186,670
Gross profit	2,642,844	2,333,766	7,165,411	6,622,012
Operating expenses				
Selling, general, and administrative	903,589	891,131	2,689,632	2,547,569
Research and development	206,424	228,163	634,281	744,679
Total operating expenses	1,110,013	1,119,294	3,323,913	3,292,248
Income from operations	1,532,831	1,214,472	3,841,498	3,329,764
Other income (expense)				
Interest income	9,203	22,572	40,005	69,528
Interest expense	–	–	–	(3)
Miscellaneous income	4,694	25,011	35,488	47,667
Gain (loss) currency exchange	(980)	29,802	96,662	168,690
Gain (loss) from sale of assets	–	–	–	(433)
Total other income (expense)	12,917	77,385	172,155	285,449
Income from continuing operations before provision for income taxes	1,545,748	1,291,857	4,013,653	3,615,213
Provision for income taxes	(552,518)	(422,524)	(1,371,862)	(1,152,204)
Income from continuing operations	993,230	869,333	2,641,791	2,463,009
Discontinued operations:				
Gain (loss) from discontinued operations, net of tax	–	–	–	(249,898)
Gain on sale of Words+, net of tax	–	–	–	465,820
Results of discontinued operations	993,230	869,333	2,641,791	2,678,931
Net Income	$993,230	$869,333	$2,641,791	$2,678,931
Basic earnings per share:				
Continuing operations	$0.06	$0.05	$0.17	$0.16
Discontinued operations	–	–	–	0.01

Net basic earning per share	$0.06	$0.05	$0.17	$0.17
Diluted earnings per share				
Continuing operations	$0.06	$0.05	$0.16	$0.15
Discontinued operations	–	–	–	0.01
Net basic earning per share	$0.06	$0.05	$0.16	$0.16
Weighted-average common shares outstanding				
Basic	16,024,467	15,918,905	15,984,819	15,710,014
Diluted	16,335,608	16,340,765	16,307,618	16,070,478

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

SIMULATIONS PLUS, INC.

CONDENSED STATEMENTS OF CASH FLOWS

For the nine months ended May 31,

(Unaudited)

	2013	2012
Cash flows from operating activities		
Net income	$2,641,791	$2,678,931
Adjustments to reconcile net income to net cash provided by operating activities		
(Income)/Loss from Discontinued Operations	–	(215,922)
Depreciation and amortization of property and equipment	31,411	30,442
Amortization of customer relationships	–	1,871
Amortization of intellectual property	5,625	1,875
Amortization of capitalized computer software development costs	532,106	474,081
Excess tax benefits from share-based arrangements	(70,806)	–
Stock-based compensation	98,494	97,195
(Gain)/Loss from sale of assets	–	433
Deferred income taxes	99,402	268,131
(Increase) decrease in		
Accounts receivable and Contracts receivable	(1,611,838)	(940,995)
Income tax receivable	153,896	–
Prepaid expenses and other assets	13,284	10,470
Increase (decrease) in		
Accounts payable	44,206	125,294
Accrued payroll and other expenses	24,973	25,200
Accrued Bonus	(15,000)	60,000
Accrued income taxes	(403,735)	985,382
Deferred revenue	35,324	(8,581)
Net cash provided by (used in) operating activities of continuing operations	1,579,133	3,593,807
Net cash (used in) operating activities of discontinued operations	–	(688,862)
Net cash provided by (used in) operating activities	1,579,133	2,904,945
Cash flows from investing activities		
Proceeds from sale of Words+, Inc.	–	1,973,096
Proceeds from sale assets	–	200
Purchases of property and equipment	(19,259)	(97,161)
Purchase of royalty	–	(75,000)
Capitalized computer software development costs	(833,965)	(719,279)
Net cash provided by (used in) investing activities of continuing operations	(853,224)	1,081,856
Net cash provided by investing activities of discontinued operations	–	6,532
Net cash provided by (used in) investing activities	(853,224)	1,088,388

Cash flows from financing activities		
Excess tax benefits from share-based arrangements	70,806	–
Proceeds from the exercise of stock options	27,985	301,641
Payment of dividends	(3,520,285)	(1,586,843)
Net cash (used in) financing activities of continuing operations	(3,421,494)	(1,285,202)
Net increase (decrease) in cash and cash equivalents from continuing operations	(2,695,585)	3,390,461
Net (decrease) in cash and cash equivalents from discontinued operations	–	(682,330)
Net increase (decrease) in cash and cash equivalents	(2,695,585)	2,708,131
Cash and cash equivalents, beginning of year	12,701,075	10,181,049
Cash and cash equivalents, end of period	$10,005,490	$12,889,180
Supplemental disclosures of cash flow information		
Interest paid	$–	$3
Income taxes paid	$1,673,545	$170,000

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

Simulations Plus, Inc.

NOTES TO CONDENSED FINANCIAL STATEMENTS

May 31, 2013 and 2012

(Unaudited)

Note 1: GENERAL

This report on Form 10-Q for the quarter ended May 31, 2013, should be read in conjunction with the Company's annual report on Form 10-K for the year ended August 31, 2012, filed with the Securities and Exchange Commission (“SEC”) on November 15, 2012. As contemplated by the SEC under Article 8 of Regulation S-X, the accompanying financial statements and footnotes have been condensed and therefore do not contain all disclosures required by generally accepted accounting principles. The interim financial data are unaudited; however, in the opinion of Simulations Plus, Inc. ("we", "our", "us"), the interim data includes all adjustments, consisting only of normal recurring adjustments, necessary for a fair statement of the results for the interim periods. Results for interim periods are not necessarily indicative of those to be expected for the full year.

As further discussed in note 10 below, we sold all of the common stock of our 100%-owned subsidiary, Words+, Inc. (“Words+”), on November 30, 2011.

Note 2: SIGNIFICANT ACCOUNTING POLICIES

Estimates

Our condensed financial statements and accompanying notes are prepared in accordance with accounting principles generally accepted in the United States of America. Preparing financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, and expenses. These estimates and assumptions are affected by management’s application of accounting policies. Actual results could differ from those estimates. Significant accounting policies for us include revenue recognition, accounting for capitalized computer software development costs, valuation of stock options, and accounting for income taxes.

Revenue Recognition

We recognize revenues related to software licenses and software maintenance in accordance with Financial Accounting Standard Board (“FASB”) Accounting Standard Codification (“ASC”) 985-605, “*Software - Revenue Recognition”*. Software product revenue is recorded when the following conditions are met: 1) evidence of arrangement exists, 2) delivery has been made, 3) the amount is fixed, and 4) collectability is probable. Post-contract customer support ("PCS") obligations are insignificant; therefore, revenue for PCS is recognized at the same time as the licensing fee, and the costs of providing such support services are accrued and amortized over the obligation period.

As a byproduct of ongoing improvements and upgrades for the new programs and new modules of software, some modifications are provided to customers who have already purchased software at no additional charge. Other software modifications result in new, additional-cost modules that expand the functionality of the software. These are licensed separately. We consider the modifications that are provided without charge to be minimal, as they do not significantly change the basic functionality or utility of the software, but rather add convenience, such as being able to plot some additional variable on a graph in addition to the numerous variables that had been available before, or adding some additional calculations to supplement the information provided from running the software. Such software modifications for any single product have typically occurred once or twice per year, sometimes more, sometimes less. Thus, they are infrequent. The Company provides, for a fee, additional training and service calls to its customers and recognizes revenue at the time the training or service call is provided.

Generally, we enter into one-year license agreements with customers for the use of our pharmaceutical software products. We recognize revenue on these contracts when all the criteria are met.

Most license agreements have a term of one year; however, from time to time, we enter into multi-year license agreements. We generally unlock and invoice software one year at a time for multi-year licenses. Therefore, revenue is recognized one year at a time.

We recognize revenue from collaboration research and revenue from grants equally over their terms. However, we recognize contract study revenue using the percentage-of-completion method, depending upon how the contract studies are engaged, in accordance with ASC 605-35, "*Revenue Recognition – Construction-Type and Production-Type Contracts"*. To recognize revenue using the percentage-of-completion method, we must determine whether we meet the following criteria: 1) there is a long-term, legally enforceable contract, 2) it is possible to reasonably estimate the total project costs, and 3) it is possible to reasonably estimate the extent of progress toward completion.

Cash and Cash Equivalents

For purposes of the statements of cash flows, we consider all highly liquid investments purchased with original maturities of three months or less to be cash equivalents.

Accounts Receivable

We analyze the age of customer balances, historical bad debt experience, customer creditworthiness, and changes in customer payment terms when making estimates of the collectability of the Company's trade accounts receivable balances. If we determine that the financial conditions of any of its customers deteriorated, whether due to customer-specific or general economic issues, an increase in the allowance may be made. Accounts receivable are written off when all collection attempts have failed. Prior to the sale of our former Words+ subsidiary, the Company also estimated the contractual discount obligation for third-party funding, such as Medicaid and private insurance companies. Those estimated discounts were reflected in the allowance for doubtful accounts and contractual discounts and included in discontinued operations. Although we experienced significant collection problems with our former Words+ subsidiary, we have never had a customer fail to pay on the pharmaceutical software and services side of the business, which now constitutes our entire business.

Capitalized Computer Software Development Costs

Software development costs are capitalized in accordance with ASC 985-20, *"Costs of Software to Be Sold, Leased, or Marketed"*. Capitalization of software development costs begins upon the establishment of technological feasibility and is discontinued when the product is available for sale.

The establishment of technological feasibility and the ongoing assessment for recoverability of capitalized software development costs require considerable judgment by management with respect to certain external factors including, but not limited to, technological feasibility, anticipated future gross revenues, estimated economic life, and changes in software and hardware technologies. Capitalized software development costs are comprised primarily of salaries and direct payroll-related costs and the purchase of existing software to be used in our software products.

Amortization of capitalized software development costs is calculated on a product-by-product basis on the straight-line method over the estimated economic life of the products (not to exceed five years, although all of our current software products have already been on the market for 7-15 years except for our newest MedChem Designer™ program, and we do not foresee an end-of-life for any of them at this point). Amortization of software development costs amounted to $532,106 and $474,081 for the nine months ended May 31, 2013 and 2012, respectively. We expect future amortization expense to vary due to increases in capitalized computer software development costs.

We test capitalized computer software development costs for recoverability whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

Property and Equipment

Property and equipment are recorded at cost, less accumulated depreciation and amortization. Depreciation and amortization are provided using the straight-line method over the estimated useful lives as follows:

Equipment	5 years
Computer equipment	3 to 7 years
Furniture and fixtures	5 to 7 years
Leasehold improvements	Shorter of life of asset or lease

Maintenance and minor replacements are charged to expense as incurred. Gains and losses on disposals are included in the results of operations.

Fair Value of Financial Instruments

Assets and liabilities recorded at fair value in the Condensed Balance Sheets are categorized based upon the level of judgment associated with the inputs used to measure their fair value. The categories, as defined by the standard are as follows:

Level Input:	**Input Definition:**
Level I	Inputs are unadjusted, quoted prices for identical assets or liabilities in active markets at the measurement date.
Level II	Inputs, other than quoted prices included in Level I, that are observable for the asset or liability through corroboration with market data at the measurement date.
Level III	Unobservable inputs that reflect management's best estimate of what market participants would use in pricing the asset or liability at the measurement date.

The following table summarizes fair value measurements by level at May 31, 2013 for assets and liabilities measured at fair value on a recurring basis:

	Level I	Level II	Level III	Total
Cash and cash equivalents	$10,005,490	$ –	$ –	$10,005,490
Total	$10,005,490	$ –	$ –	$10,005,490

For certain of our financial instruments, including accounts receivable, accounts payable, accrued payroll and other expenses, accrued bonus to officer, and accrued warranty and service costs, the amounts approximate fair value due to their short maturities.

Research and Development Costs

Research and development costs are charged to expense as incurred until technological feasibility has been established. These costs consist primarily of salaries and direct payroll-related costs. They also include purchased software and databases which were developed by other companies and incorporated into, or used in the development of, our final products.

Income Taxes

We utilize FASB ASC 740-10, *"Income Taxes"* which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns.

Under this method, deferred income taxes are recognized for the tax consequences in future years of differences between the tax bases of assets and liabilities and their financial reporting amounts at each year end based on enacted tax laws and statutory tax rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized. The provision for income taxes represents the tax payable for the period and the change during the period in deferred tax assets and liabilities.

The California Franchise Tax Board ("FTB") audited us for the fiscal years ended ("FYE") August 31, 2007 and 2008. We received refunds as we claimed; however they have now continued their audit to include FYE 2009 and 2010, and are reviewing 2007 and 2008 R&D credits since those credits were carried forward to FYE 2009 and 2010. In May 2013, we received a letter from FTB stating that an audit will not be conducted for those years at this time; however it may be subject to future audit if they receive new information.

In March 2012, we also received a notice from the Internal Revenue Service (IRS) that our fiscal year ended August 31, 2008 is subject to their examination. In October 2012, the IRS completed their examination of our 2007 tax filing. The outcome of this examination was a decrease of $36,868 in the amount refundable. We received a refund of $151,246 in December 2012.

Intellectual property

On February 28, 2012, we bought out the royalty agreement with Enslein Research of Rochester, New York. The cost of $75,000 is being amortized over 10 years under the straight-line method. Amortization expense for the nine months ended May 31, 2013 and 2012 was $5,625 and $1,875, respectively. Accumulated amortization as of May 31, 2013 and 2012 was $9,375 and $1,875, respectively.

Customer relationships

The Company purchased customer relationships as a part of the acquisition of certain assets of Bioreason, Inc. in November 2005. Customer relationships was recorded at a cost of $128,042, and is being amortized over 78 months under the sum-of-the-years'-digits method. Amortization expense for the nine months ended May 31, 2013 and 2012 amounted to $0 and $1,871, respectively. Accumulated amortization as of May 31, 2013 and 2012 was $128,042 for both years.

Earnings per Share

We report earnings per share in accordance with FASB ASC 260-10. Basic earnings per share is computed by dividing income available to common shareholders by the weighted-average number of common shares available. Diluted earnings per share is computed similar to basic earnings per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. The components of basic and diluted earnings per share for the nine months ended May 31, 2013 and 2012 were as follows:

	05/31/2013	05/31/2012
Numerator		
Net income attributable to common shareholders	$2,648,653	$2,678,931
Denominator		
Weighted-average number of common shares outstanding during the 9 months of FY13 and FY12	15,984,819	15,710,014
Dilutive effect of stock options	322,799	360,464
Common stock and common stock equivalents used for diluted earnings per share	16,307,618	16,070,478

Stock-Based Compensation

Compensation costs related to stock options are determined in accordance with FASB ASC 718-10, *"Compensation-Stock Compensation",* using the modified prospective method. Under this method, compensation cost includes: (1) compensation cost for all share-based payments granted prior to, but not yet vested as of September 1, 2006, based on the grant date fair value estimated in accordance with the original provisions of SFAS No. 123 amortized over the options' vesting period, and (2) compensation cost for all share-based payments granted subsequent to September 1, 2006, based on the grant-date fair value estimated in accordance FASB ASC 718-10, amortized on a straight-line basis over the options' vesting period. Stock-based compensation was $98,495 and $97,195 for the nine months ended May 31, 2013 and 2012, respectively, and is included in the condensed statements of operations as Selling, General and Administration (SG&A), and Research and Development expense. As of November 30, 2011, the unvested options for employees who terminated due to the sale of Words+, Inc. became fully vested. As a result, the unamortized portion of such stock-based compensation for those employees was expensed in full during the first fiscal quarter ended November 30, 2011. There was no incremental cost associated with the accelerated vesting of these options.

Recently Issued Accounting Pronouncements

In July 2012, the FASB issued ASU 2012-02, "*Testing Indefinite-Lived Intangible Assets for Impairment",* which amended the guidance in ASU 2011-08 to simplify the testing of indefinite-lived intangible assets other than goodwill for impairment. ASU 2012-02 becomes effective for annual and interim impairment tests performed for fiscal years beginning on or after September 15, 2012 and earlier adoption is permitted. We adopted this standard in the first quarter of fiscal year 2013. We believe adoption did not have a material effect on our financial statements.

Note 3: Property and Equipment

Property and equipment as of May 31, 2013 consisted of the following:

Equipment	$126,766
Computer equipment	288,117
Furniture and fixtures	48,813
Leasehold improvements	53,898
Sub total	517,594
Less: Accumulated depreciation and amortization	(422,336)
Net Book Value	95,258

Note 4: COMMITMENTS AND CONTINGENCIES

Lease Amendment

We made an amendment to our current lease which will end on February 2, 2014 with a remaining one extension of 3 years at an annual increase of 4% per year. The amended lease extends to February 2, 2017 with an annual increase of 3% per year and has an option of (2) two-year extensions. The current base rent amount of $24,272.42 per month remains the same; however we have 3 months' free base rent during the months of June, July and August of 2013. We will record these three months as a discount divided equally through the first term of this amended lease from June 2013 through January 2017. The amended lease is filed with the SEC as an exhibit in this 10-Q.

Sublease with Words+, Inc., a wholly owned subsidiary of Prentke Romich Company (PRC)

After the sale of Words+, we entered into a sublease agreement under which Words+ paid 20 percent of the monthly rent we pay to our landlord, plus 20% of facility-related operating expenses. The term of this sublease is from month to month commencing on January 1, 2012.

On February 4, 2013, we received a 30-day notice from PRC stating their cancellation of the sublease due to the closure of Words+.

Employment Agreement

On July 22, 2012, the Company entered into an employment agreement with its President/Chief Executive Officer that expires in August 2013. The employment agreement provides for an annual base salary of $300,000 per year, and a performance bonus in an amount not to exceed 10% of Employee's salary, or $30,000 per year, at the end of each fiscal year. The specific amount of the bonus to be awarded will be determined by the Compensation Committee of the Board of Directors, based on the financial performance and achievements of the Company for the previous fiscal year. The agreement also provides Employee stock options, exercisable for five years, to purchase fifty (50) shares of Common Stock for each one thousand dollars ($1,000) of net income before taxes at the end of each fiscal year up to a maximum of 120,000 options over the term of the agreement. The Company may terminate the agreement upon 30 days written notice if termination is without cause. The Company's only obligation would be to pay its President the greater of a) 12 months salary or b) the remainder of the term of the employment agreement from the date of notice of termination.

For fiscal year 2012, the Compensation Committee awarded a $30,000 performance bonus to Walter Woltosz, our President/Chief Executive Officer, which was paid in September 2012.

Litigation

We are not a party to any litigation at this time and we are not aware of any pending litigation of any kind.

Note 5: SHAREHOLDERS' EQUITY

Dividend

The Board of Directors declared cash dividends during fiscal year 2012. The details of dividends paid are in the following table:

Record Date	Distribution Date	Number of Shares Outstanding on Record Date	Dividend per Share	Total Amount
02/21/2012	03/01/2012	15,813,844	$0.05	$790,692
04/27/2012	05/08/2012	15,923.019	$0.05	$796,151
08/07/2012	08/10/2012	15,923.019	$0.05	$796,151
Total				$2,382,994

The Board of Directors also declared cash dividends during the first nine months of fiscal year 2013.

Record Date	Distribution Date	Number of Shares Outstanding on Record Date	Dividend per Share	Total Amount
11/08/2012	11/13/2012	15,927,806	$ 0.05	$ 796,390
12/24/2012	12/28/2012	16,021,309	$ 0.14*	$ 2,242,983
05/07/2013	05/10/2013	16,030,433	$ 0.03**	$ 480,913
Total				$ 3,520,286

* As a tax benefit to our shareholders considering the increase in federal income tax for capital gains in 2013, the Board of Directors declared an accelerated cash dividend, $0.14 per share, on December 14, 2012, consisting of all of the planned February 2013 distribution of $0.05 per share, plus $0.03 per share of the planned $0.05 per quarter per share for the remaining three fiscal quarters ending in calendar year 2013.

** The Board of Directors decided to increase the May dividend distribution by 50% from the planned $0.02/share to $0.03/share. Although dividend distributions are currently expected to continue on a quarterly basis, the Board of Directors reserves the right to discontinue the dividend distribution any time to meet the cash priorities of the business.

Stock Option Plan

In September 1996, the Board of Directors adopted, and the shareholders approved, the 1996 Stock Option Plan (the "Option Plan") under which a total of 1,000,000 shares of common stock had been reserved for issuance. In March 1999, the shareholders approved an increase in the number of shares that may be granted under the Option Plan to 2,000,000. In February 2000, the shareholders approved an increase in the number of shares that may be granted under the Option Plan to 4,000,000. In December 2000, the shareholders approved an increase in the number of shares that may be granted under the Option Plan to 5,000,000. Furthermore, in February 2005, the shareholders approved an additional 1,000,000 shares, resulting in the total number of shares that may be granted under the Option Plan to 6,000,000. The 1996 Stock Option Plan terminated in September 2006 by its term.

On February 23, 2007, the Board of Directors adopted and the shareholders approved the 2007 Stock Option Plan under which a total of 1,000,000 shares of common stock had been reserved for issuance.

Qualified Incentive Stock Options (Qualified ISO)

As of May 31, 2013, employees hold Qualified ISO to purchase 534,000 shares of common stock at exercise prices ranging from $1.00 to $5.06 which were granted prior to May 31, 2013.

Transactions in FY13	Number of Options	Weighted-Average Exercise Price Per Share	Weighted-Average Remaining Contractual Life
Outstanding, August 31, 2012	689,800	$ 1.74	
Granted	20,000	$ 5.06	
Exercised	(175,800)	$ 1.90	
Outstanding, May 31, 2013	534,000	$ 1.82	4.21
Exercisable, May 31, 2013	392,600	$ 1.45	4.05

Non-Qualified Stock Options (NQSO)

As of May 31, 2013, the outside members of the Board of Directors hold options to purchase 36,600 shares of common stock at exercise prices ranging from $1.67 to $6.68, which were granted prior to May 31, 2013.

Transactions in FY13	Number of Options	Weighted-Average Exercise Price Per Share	Weighted-Average Remaining Contractual Life
Outstanding, August 31, 2012	36,600	$ 3.47	
Outstanding, May 31, 2013	36,600	$ 3.47	7.39
Exercisable, May 31, 2013	19,400	$ 3.14	6.24

The weighted-average remaining contractual life of options outstanding issued under the Plan, both Qualified ISO and NQSO, was 4.4 years at May 31, 2013. The exercise prices for the options outstanding at May 31, 2013 ranged from $1.00 to $6.68, and the information relating to these options is as follows:

Exercise Price		Awards Outstanding			Awards Exercisable		
Low	High	Quantity	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price	Quantity	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price
$1.00	$1.50	355,100	4.2 years	$ 1.06	319,700	4.0 years	$ 1.07
$1.51	$3.00	34,600	6.7 years	$ 2.30	12,200	6.4 years	$ 1.96
$3.01	$4.50	156,900	4.4 years	$ 3.26	76,100	4.3 years	$ 3.11
$4.51	$6.68	24,000	4.3 years	$ 5.33	4,000	4.3 years	$ 6.68
		570,600	**4.4 years**	$ 1.92	412,000	**4.2 years**	$ 1.53

NOTE 6: RELATED PARTY TRANSACTIONS

As of May 31, 2013, included in bonus expenses to officers was $75,000, of which $45,000 was accrued bonus representing an estimated quarterly amount of bonus payable to the Corporate Secretary, Virginia Woltosz, as part of the terms of the sale of Words+ to Simulations Plus in 1996. The other $30,000, paid in September 2012, was the FY2012 performance bonus to Walter Woltosz, our President/Chief Executive Officer, which was approved by the Compensation Committee.

NOTE 7: CONCENTRATIONS AND UNCERTAINTIES

Revenue concentration shows that International sales accounted for 42% and 48% of net sales for the nine months ended May 31, 2013 and 2012, respectively. Three customers accounting for 10% (a dealer account in Japan representing various customers), 7%, and 6% of net sales during the nine months ended May 31, 2013, compared with two customers accounting for 9% (a dealer account in Japan representing various customers) and 7% of net sales during the nine months ended May 31, 2012.

Accounts receivable concentration shows that three customers comprised 18%, 10%, and 7% of accounts receivable at May 31, 2013, and three customers comprised 23%, 13% and 11% (a dealer account in Japan representing various customers) of accounts receivable at May 31, 2012.

We operate in the computer software industry, which is highly competitive and changes rapidly. Our operating results could be significantly affected by our ability to develop new products and find new distribution channels for new and existing products.

The majority of our customers are in the pharmaceutical industry. During the current economic downturn, we have seen consolidations in the pharmaceutical industry, especially in this first fiscal quarter of 2013. Although we have not seen any significant reduction in total revenues to date, our growth rate has been affected. Continued consolidation and downsizing in the pharmaceutical industry could have an impact on our revenues and earnings going forward.

NOTE 8: Segment and Geographic Reporting

We allocate revenues to geographic areas based on the locations of our customers. Geographical revenues for the nine months ended May 31, 2013 and 2012 were as follows (in thousands):

	North America	Europe	Asia	South America	Total
May 31, 2013	$ 4,413	$2,673	$1,416	$ 1	$8,503
May 31, 2012	$ 4,024	$2,492	$1,275	$ 18	$7,809

Prior to the sale of Words+ on November 30, 2011, the Company operated in two business segments, which consisted of the pharmaceutical software and services business and the augmentative communication device business. Upon the sale of Words+ on November 30, 2011, the Company ceased operations in the augmentative communication device business. The results of this former business segment are presented as discontinued operations in the accompanying financial statements. The pharmaceutical software and services segment, which represents the Company’s ongoing business, is presented as continuing operations.

Note 9: EMPLOYEE BENEFIT PLAN

We maintain a 401(K) Plan for all eligible employees, and we make matching contributions equal to 100% of the employee's elective deferral, not to exceed 4% of total employee compensation. We can also elect to make a profit-sharing contribution. Our contributions to this Plan amounted to $76,317 and $68,793 for the nine months ended May 31, 2013 and 2012, respectively.

NOTE 10: DISCONTINUED OPERATIONS

On November 30, 2011, we sold our interest in Words+, Inc. for $1,973,096 in cash. Words+ operations are now presented as discontinued operations in accordance with accounting rules related to the disposal of long-lived assets.

We recognized a gain of $465,820, net of tax, from this sale, which is included in income from discontinued operations in our condensed statement of operations for the fiscal quarter ended November 30, 2011. The revenue and expenses of discontinued operations for the first fiscal quarter of 2011 and the fiscal year ended August 31, 2011 are as follows:

(in thousand)	Period from 09/01/11 to 11/30/11	For the fiscal year ended 08/31/11
Net sales	$ 479	$ 2,981
Cost of sales	265	1,381
Gross profit	214	1,600
Selling, general and administrative	563	1,466
Research and development	55	64
Total operating expenses	618	1,530
Income (Loss) from discontinued operations	(404)	70
Other income	–	2
Income (Loss) from discontinued operations before income taxes	(404)	72
(Provision for) income taxes	154	–
Results from discontinued operations, net of tax	$ (250)	$ 72

The carrying amount of the assets and liabilities of discontinued operations at August 31, 2011 and just prior to the date of the sale on November 30, 2011 were as follows:

(in thousands)	11/30/11	08/31/11
Cash and cash equivalents	$ 6	$ 143
Receivables, net	357	603
Inventory	392	392
Prepaid and other current assets	33	57

Capitalized software development costs, net	212	220
Property and equipment, net	91	120
Total Assets	1,091	1,535
Accounts payable	72	116
Accrued payroll and other expenses	109	219
Accrued warranty and service costs	37	44
Total Liabilities	218	379
Net liabilities of discontinued operations	$ 873	$ 1,153

Item 2. Management's Discussion and Analysis or Plan of Operations

Forward-Looking Statements

This document and the documents incorporated in this document by reference contain forward-looking statements that are subject to risks and uncertainties. All statements other than statements of historical fact contained in this document and the materials accompanying this document are forward-looking statements.

The forward-looking statements are based on the beliefs of our management, as well as assumptions made by and information currently available to our management. Frequently, but not always, forward-looking statements are identified by the use of the future tense and by words such as “believes,” “expects,” “anticipates,” “intends,” “will,” “may,” “co “would,” “projects,” “continues,” “estimates” or similar expressions. Forward-looking statements are not guarantees of future performance and actual results could differ materially from those indicated by the forward-looking statements. Forward-looking statements involve known and unknown risks, uncertainties, and other factors that may cause our or our industry’s actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by the forward-looking statements.

The forward-looking statements contained or incorporated by reference in this document are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (“Securities Act”) and Section 21E of the Securities Exchange Act of 1934, as amended (“Exchange Act”) and are subject to the safe harbor created by the Private Securities Litigation Reform Act of 1995. These statements include declarations regarding our plans, intentions, beliefs or current expectations.

Among the important factors that could cause actual results to differ materially from those indicated by forward-looking statements are the risks and uncertainties described under “Risk Factors” in our Annual Report and elsewhere in this document and in our other filings with the SEC.

Forward-looking statements are expressly qualified in their entirety by this cautionary statement. The forward-looking statements included in this document are made as of the date of this document and we do not undertake any obligation to update forward-looking statements to reflect new information, subsequent events or otherwise.

General

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Simulations Plus, Inc., incorporated in 1996, develops and produces software for use in pharmaceutical research and for education, as well as provides consulting and contract research services to the pharmaceutical industry. Words+, founded in 1981, produced computer software and specialized hardware for use by persons with disabilities. The Words+ subsidiary was sold effective November 30, 2011, and is treated as “discontinued operations” in the financial statements. The new owners of Words+ ceased its operations in March 2013. This discussion will therefore focus on the ongoing operations for pharmaceutical software and services.

We currently offer five software products for pharmaceutical research: ADMET Predictor™, MedChem Designer™, MedChem Studio™, DDDPlus™, and GastroPlus™. A sixth product, MembranePlus™, is well along in development with testing and validation studies under way. We hope to release MembranePlus™ in time for the American Association of Pharmaceutical Scientists (AAPS) conference in November, 2013.

ADMET (Absorption, Distribution, Metabolism, Excretion and Toxicity) Predictor is a computer program that takes molecular structures as inputs and predicts over 140 different properties for them at the rate of about 200,000 compounds per hour on a laptop computer. This capability allows chemists to get estimates for a large number of important properties without the need to synthesize and test the molecules. ADMET Predictor has been consistently top-ranked in peer-reviewed, independent comparison studies for predictive accuracy, while generating its results at a very high throughput rate. The current state-of-the-art of this type of software does not enable finding the best molecule in a series, but it does allow identifying molecules that are highly likely to fail as potential drug candidates (the worst molecules, which is often the majority of a chemical library) before synthesizing and testing them. Thus, millions of "virtual" compounds can be created and screened in a day, compared to potentially months of work to actually synthesize and test a much smaller number of actual compounds.

The ADMET Modeler™ subprogram that is integrated into ADMET Predictor is the powerful program that enables scientists to use their own experimental data to quickly create high-quality, proprietary predictive models using the same powerful modeling methods we use to build our best-in-class property predictions. Pharmaceutical companies spend enormous amounts of money conducting a wide variety of experiments on new molecules each year, resulting in large databases of experimental data. Using this proprietary data to build predictive models can provide a second return on their investment; however, model building has traditionally been a tedious activity performed by specialists.

We released Version 6.5 of ADMET Predictor in June 2013 shortly after the end of the reporting period covered by this report. This version extended our metabolism predictions based on a much larger experimental data set. These improvements will also be available via MedChem Designer and MedChem Studio for customers who license ADMET Predictor.

MedChem Designer

MedChem Designer was launched in February 2011. It was initially a molecule drawing program, or "sketcher", but now has capabilities far exceeding those of other molecule drawing programs because of its integration with both MedChem Studio and ADMET Predictor. We provide MedChem Designer for free because we believe that in the long run it will help to increase demand for ADMET Predictor and MedChem Studio, and because most other existing molecule drawing programs are also free. Our free version includes a small set of best-in-class ADMET Predictor property predictions, allowing the chemist to modify molecular structures and then see a few key properties very quickly. The chemist also sees that with a paid ADMET Predictor license, a total of over 140 predictions would be available.

When coupled with a license for ADMET Predictor, MedChem Designer becomes a *de novo* design tool for medicinal chemists. With it, they can draw one or more molecular structures, then click on the ADMET Predictor icon and have over 140 properties for each structure calculated in seconds, including our proprietary ADMET Risk™ index. They can also click on an icon to generate likely metabolites and predict their properties and ADMET Risks as well. ADMET Risk provides a single number that tells the chemist how many default threshold values for 24 predicted properties were crossed (or violated) by each structure. The rules can be modified and new rules added by the user to include any

desired rule set based on any combination of calculated descriptors, predicted properties, and user inputs. Thus, in a single number, the chemist can instantly compare the effects of different structural changes in many dimensions. As chemists attempt to modify structures to improve one property, they often cause others to become unacceptable. Without ADMET Risk, the chemist would have to separately examine many key properties for each new molecule to check whether any became unacceptable as a result of changing the structure.

We released MedChem Designer 2.0 in May 2012 with its new capabilities, including showing the most likely metabolites that would be produced from a parent molecule by the most common CYP enzymes. With this capability, the chemist can not only see predicted likely metabolites, but can also use ADMET Predictor to assess whether any of the predicted metabolites would be likely to result in unacceptable adverse effects. When a molecule that could have been a good medicine is converted into a toxic metabolite, it can be rendered dangerous or useless. The ability to predict likely metabolites and their properties is another way to reduce the number of molecules that are taken forward into development only to fail at a later stage after considerable time and money have been expended. The upcoming release of ADMET Predictor combined with MedChem Designer will show the predicted atom locations for metabolism by each of the enzymes predicted to act upon a molecule.

MedChem Studio

Over the past several years, MedChem Studio updates have resulted in a very powerful tool for medicinal and computational chemists for both data mining and for designing new drug-like molecules.

While MedChem Designer can be used to refine a small number of molecules, creating and screening a very large number of molecules down to a few promising lead candidates is the primary function of MedChem Studio (with ADMET Predictor). MedChem Studio has features that enable it to generate very large numbers of new molecular structures using a variety of *de novo* design methods. Coupled with ADMET Predictor, we believe the two programs provide an unmatched capability for chemists to search through large libraries of compounds that have undergone high-throughput screening experiments to find the most promising classes (groups of molecules with a large part of their structures the same) and molecules that are active against a particular target. In addition, MedChem Studio with ADMET Predictor can take an interesting (but not acceptable) molecule and very quickly generate many thousands of high quality analogs (i.e., similar new molecules) using a variety of design algorithms to generate new molecules that are predicted (via ADMET Predictor) to be both active against the target as well as acceptable in a variety of ADMET properties. MedChem Designer (see above) is also a part of MedChem Studio, so the user can click on the MedChem Designer icon and bring up the drawing window to investigate how further refinements to the structures of interesting molecules generated by MedChem Studio can improve their properties.

MedChem Studio version 3.5 release is expected during our fourth fiscal quarter.

NCE Project

Based on our strong belief in our ADMET Design Suite's (MedChem Studio/MedChem Designer/ADMET Predictor) exceptional capabilities, in March 2011, we initiated our own project to design new molecules (NCEs, or New Chemical Entities). After considering various targets, we selected the malaria parasite Plasmodium *falciparum*, both because there is an unmet need for a very low-cost cure, and because we believed that external funding opportunities might exist if we were successful in generating high-quality lead compounds using our software. Our goal was to demonstrate how well the ADMET Design Suite worked to generate new lead molecules in a fraction of the time and cost normally required in the pharmaceutical industry. We completed the design process in September 2012 and we

announced that we had requested quotations from chemical synthesis companies for the cost and time to make a small set of molecules. Five molecules of our own design and two precursors (almost the final designed structures, but a step away in synthesis) were synthesized and tested for inhibition of the parasite at the University of California at Riverside. We were hoping that at least one would show inhibition of the growth cycle of the parasite.

We were excited to learn that *every* molecule showed activity against the parasite at less than micromolar concentrations, with two showing activity at less than 100 nanomolar concentration (high potency) against the drug-sensitive strain of the parasite. They were then tested against the drug-resistant strain of the malaria parasite, and again potency was observed, with two molecules showing nanomolar activity. To our knowledge, this exercise – a software using its own products to design novel molecules and have them synthesized and tested – is unprecedented.

Several of these molecules were sent to another outside laboratory for additional experiments to measure a few key properties to compare the values versus our ADMET Predictor predictions. Our predictions for solubility, ionization constants (pKa), and lipophilicity were all well within accepted tolerances. Metabolism by human liver microsomes was much faster than predicted, probably due to metabolism by pathways our models did not yet predict. These molecules were only expected to be good *lead* molecules, not to be final drug molecules. Further structural changes to these lead compounds might meet all requirements for an approved drug. We are now communicating with outside organizations to seek funding to carry on this work on a larger scale.

Recognize that our goal for this project was not actually to cure malaria, but to demonstrate that our software tools can enable scientists to quickly and efficiently analyze high-throughput data, to generate new molecular structures, and to assess their qualities via ADMET Predictor, resulting in high-quality lead candidates in a small fraction of the time and cost usually required. We accomplished that and we have been presenting our results in scientific meetings and in webinars to a worldwide audience. New software license sales resulting from these presentations have already more than recovered our investment.

We have been working on a second NCE target and hope to announce that we are soliciting bids for synthesis and testing for a second set of novel molecules for this new target during our fourth fiscal quarter ending August 31, 2013.

DDDPlus

DDDPlus simulates *in vitro* laboratory experiments used to measure the rate of dissolution of the drug and, if desired, the additives (excipients) contained in tablets and capsules under a variety of experimental conditions. This software program is used by formulation scientists in industry and the U.S. Food and Drug Administration (FDA) to (1) understand the physical mechanisms affecting the dissolution rate for various formulations, (2) reduce the number of cut-and-try attempts to design new drug formulations, and (3) to design *in vitro* dissolution experiments to better mimic *in vivo* conditions.

GastroPlus

Our flagship product and largest source of revenues is GastroPlus. GastroPlus simulates the absorption, pharmacokinetics, and pharmacodynamics of drugs administered to humans and animals, and is currently in widespread use at pharmaceutical companies, the FDA, the U.S. National Institutes of Health (NIH), and other

government agencies in the U.S. and other countries. Because of GastroPlus, we were the only non-European company invited to join the European Innovative Medicines Initiative (IMI) program for Oral Bioavailability Tools (“OrBiTo”). OrBiTo is a collaboration among 27 industry, academic, and government organizations working in the area of oral absorption of pharmaceutical products. Because we are outside of Europe, our participation in this project is at our own expense, while other members are compensated for their work; however, we are a full member with access to all of the data and discussions of all other members. We believe participation in this initiative enables us to benefit from and to contribute to advancing the prediction of human oral absorption from preclinical data, and ensures that Simulations Plus is in front of the audience of member pharmaceutical companies and regulatory agencies.

We released version 8.0 of GastroPlus in April 2012. We are finalizing version 8.5 of GastroPlus and expect to release this new version in our fourth fiscal quarter. This release will add a number of new capabilities requested by customers as well as improvements we have identified in-house.

Contract Research and Consulting Services

Our expertise in oral absorption and pharmacokinetics is evidenced by the fact that our staff members have been speakers or presenters at over 80 prestigious scientific meetings worldwide in the past four years. We frequently conduct contracted studies for large customers (including top-five pharmaceutical companies) who have particularly difficult problems and who recognize our expertise in solving them, as well as for smaller customers who prefer to have studies run by our scientists rather than to license our software and train someone to use it. The demand for our consulting services has been steadily increasing. Long-term collaborations and shorter-term consulting contracts serve both to showcase our technologies and to build and strengthen customer relationships.

During the third quarter of fiscal year 2013 we continued to work on our 5-year collaboration agreement with the Center for Food Safety and Applied Nutrition (CFSAN) of the FDA. FDA scientists and our scientists are using ADMET Predictor/Modeler to build predictive models for likely toxicities of food additives and contaminants. During the first year of this collaboration, we analyzed FDA databases and worked with FDA scientists to ensure that the FDA data to be used for building new predictive models is as accurate as we can reasonably make it. Both FDA scientists and our scientists are building a series of models to classify new compounds as toxic or nontoxic from FDA datasets. Included in this effort was a special modification to ADMET Predictor to allow the user to set a minimum value for specificity or sensitivity when building a model. Sensitivity refers to how well a model identifies toxic (or any other property) compounds. A model that determined all compounds are toxic would have 100% sensitivity, because all toxic compounds would be labeled as such; however, all nontoxic compounds would also be labeled toxic. Specificity refers to how well a model distinguishes between toxic and nontoxic compounds. Increasing one usually results in decreasing the other. Depending on the purpose of the model, some scientists will prefer to train models that emphasize one statistic over the other.

STRATEGY

Our business strategy is to do the things we need to do to promote growth both organically (by expanding our current products and services through in-house efforts) and by acquisition. We believe that the fundamental science and technologies that underlie our business units are the keys to improving our existing products and to expanding the product line with new products that meet our various customers' needs. The search for suitable acquisitions continues to be a high priority.

With our constantly growing cash reserves, we have continued to seek suitable acquisitions, but have not been successful in finding anything suitable from both product and financial standpoints to date. We have, however,

increased our scientific and technical staff, adding three new employees so far this calendar year, with two more scheduled to start in July and October. We continue to interview and seek additional technical staff.

Discontinued Operations

On November 30, 2011 we sold our entire interest in our former wholly owned subsidiary, Words+, an augmentative and alternative communication device manufacturer, for aggregate gross proceeds of $1.97 million. We recognized a gain of approximately $465,820 from the sale of Words+, which is included in discontinued operations in our statement of operations for the fiscal quarter ended November 30, 2011. The difference between the sales price and the net gain is a result of adjustments to net working capital from August 31, 2011 until the closing on November 30, 2011, legal fees, auditing fees, tax specialist's fees, and severance compensation for terminated employees.

Results of Operations

Comparison of Three Months Ended May 31, 2013 and 2012.

The following table sets forth our condensed statements of operations (in thousands) and the percentages that such items bear to net sales:

	Three Months Ended			
	05/31/13		05/31/12	
Net sales	$3,095	100%	$2,772	100%
Cost of sales	452	14.6	438	15.8
Gross profit	2,643	85.4	2,334	84.2
Selling, general and administrative	904	29.3	891	32.1
Research and development	206	6.7	228	8.2
Total operating expenses	1,110	35.9	1,119	40.4
Income from continuing operations	1,533	49.5	1,215	43.8
Other income	13	0.4	77	2.8
Income from continuing operations before taxes	1,546	50.0	1,292	46.6
(Provision for) income taxes	(533)	(17.2)	(423)	(15.3)
Net income	$1,013	32.7%	869	31.4%

Net Sales

Net sales increased $323,000, or 11.7%, to $3,095,000 in the third fiscal quarter of Fiscal Year 2013 ("3QFY13") from $2,772,000 in the third fiscal quarter of Fiscal Year 2012 ("3QFY12)". We attribute the increase in revenues due to an approximately $150,000 increase in software sales and $173,000 increase in services, such as funded collaborations and analytical studies.

Cost of Sales

Cost of sales increased by $14,000, or 3.2%, to $452,000 in 3QFY13 from $438,000 in 3QFY12; however, as a percentage of revenue, it decreased to 14.6% in 3QFY13 from 15.8% in 3QFY12. A significant portion of cost of sales for pharmaceutical software products is the systematic amortization of capitalized software development costs. Amortization cost increased approximately $2,000, or 1%, in 3QFY13 compared with 3QFY12. Royalty expense, another significant portion of cost of sales, increased approximately $2,000, or 1%, in 3QFY13 compared with 3QFY12. We pay a royalty on the core GastroPlus software licenses but not on its optional modules. We also pay royalties to Accelrys on a portion of the ADMET Predictor Metabolism Module. Salaries for analytical studies increased by $14,000 because hours spent for study projects by scientists in the R&D group were higher in 3QFY13 than 3QFY12.

Gross Profit

Gross profit increased $309,000, or 13.2%, to $2,643,000 in 3QFY13 from $2,334,000 in 3QFY12. We attribute this increase to increased revenue outweighing increased cost of sales.

Selling, General and Administrative Expenses

Selling, general and administrative (SG&A) expenses increased $12,000, or 1.4%, to $904,000 in 3QFY13 from $891,000 in 3QFY12. The major increases in SG&A expense were:

- Bonus expense of $15,000, which is an estimated quarterly amount of bonus payable to the Corporate Secretary, Virginia Woltosz, as part of the terms of the sale of Words+ to Simulations Plus in 1996 was accrued in 3QFY13. In FY12, the full bonus amount of $60,000 was expensed during the first two quarters when the bonus amount reached its maximum. We now spread it equally across all fiscal quarters.
- Insurance expense increased by $18,000, or 32%, to $75,000 in 3QFY13 from $57,000 in 3QFY12 both from an increase number of employees as well as an overall increase in insurance premiums with the largest increases in health insurance, and
- SG&A salary increased due to one additional staff in Sales, as well as general salary increases.

The major decreases in SG&A expense were:

- Foreign tax expense – we paid approximately $25,000 in taxes to the government of India in 3QFY12 while no such expense occurred in 3QFY13.

Increases in SG&A expenses outweighed decreases. As a percent of sales, SG&A expenses decreased to 29.2% in 3QFY13 from 32.2% in 3QFY12.

Research and Development

We incurred approximately $458,000 of research and development costs during 3QFY13. Of this amount, $252,000 was capitalized and $206,000 was expensed. In 3QFY12, we incurred $455,000 of research and development costs, of which $227,000 was capitalized and $228,000 was expensed. The increase of $3,000, or 0.7%, in total research and development expenditures from 3QFY12 to 3QFY13 was due to staff expansion as well as increases in salaries for existing employees, which outweighed a decrease in R&D supply costs.

Other income (expense)

Net other income in 3QFY13 decreased by $64,000, or 83.3%, to $13,000 in 3QFY13 from $77,000 in 3QFY12. This is due to lower interest income and lower gain on currency exchange in 3QFY13 compared with 3QFY12.

Provision for Income Taxes

The provision for income taxes increased by $110,000, or 26.1%, to $533,000 in 3QFY13 from $423,000 in 3QFY12 due to increased income before taxes and increased tax rates in 2013.

Net Income

Net income increased by $144,000, or 16.5%, to $1,013,000 in 3QFY13 from $869,000 in 3QFY12. We attribute this increase to increased gross profit and decreased operating expenses, which outweighed decreased other income and increased taxes.

Comparison of Nine Months Ended May 31, 2013 and 2012.

The following table sets forth our condensed statements of operations (in thousands) and the percentages that such items bear to net sales:

	Nine Months Ended			
	05/31/13		05/31/12	
Net sales	$8,503	100%	$7,809	100%
Cost of sales	1,338	15.7	1,187	15.2
Gross profit	7,165	84.3	6,622	84.8
Selling, general and administrative	2,690	31.6	2,547	32.6
Research and development	634	7.5	745	9.5
Total operating expenses	3,324	39.1	3,292	42.2
Income from continuing operations	3,841	45.2	3,330	42.6
Other income	172	2.0	285	3.6
Income from continuing operations before taxes	4,014 *	47.2	3,615	46.3
(Provision for) income taxes	(1,372)	(16.1)	(1,152)	(14.8)
Income (loss) from continuing operation	2,642	31.1	2,463	31.5
Results of discontinued operations	–	–	(250)	(3.2)
Gain on disposal of discontinued operations, net	–	–	466	6.0
Net income	$2,642	31.1%	2,679	34.3%

*It may not foot due to fractions.

Net Sales

Net sales increased $694,000, or 8.9%, to $8,503,000 in the first 9 months of fiscal 2013 (“9moFY13”) from $7,809,000 in the first 9 months of fiscal 2012 (“9moFY12)”. We attribute the increase in revenues due to an approximately $337,000 increase in software sales and $357,000 increase in services, such as collaboration, analytical studies, and workshop/training activities.

Cost of Sales

Cost of sales increased by $151,000, or 12.7%, to $1,338,000 in 9moFY13 from $1,187,000 in 9moFY12. As a percentage of revenue, it increased slightly to 15.7% in 9moFY13 from 15.2% in 9moFY12. A significant portion of cost of sales for pharmaceutical software products is the systematic amortization of capitalized software development

costs. Amortization cost increased approximately $58,000, or 12%, in 9moFY13 compared with 9moFY12. Royalty expense, another significant portion of cost of sales, increased approximately $59,000, or 12%, in 9moFY13 compared with 9moFY12. We pay a royalty on the core GastroPlus software licenses but not on its optional modules. We also pay royalties to Accelrys on a portion of the ADMET Predictor Metabolism Module.

Gross Profit

Gross profit increased $543,000, or 8.2%, to $7,165,000 in 9moFY13 from $6,622,000 in 9moFY12. We attribute this increase to increased revenue outweighing increased cost of sales.

Selling, General and Administrative Expenses

Selling, general and administrative (SG&A) expenses increased $142,000, or 5.6%, to $2,690,000 in 9moFY13 from $2,548,000 in 9moFY12. The major increases in SG&A expense were:

- Commission expense – we incurred commissions to our Japanese and Chinese dealers as they increased their sales,
- Insurance expense increased by $36,000, or 20%, to $217,000 in 9moFY13 from $181,000 in 9moFY12 as our number of employees increased, in addition to increases in health insurance and other insurance premiums, and
- We converted all M&S consultant fees incurred in the first fiscal quarter of FY12 to selling expense as part of the commission for the sale of our former Words+ subsidiary after the close of that sale. This conversion of consulting fees to selling expense (commission) gives the appearance of a $104,000 increase in consulting fees in 9moFY13 compared with 9moFY12. Without this conversion, consulting fees would have increased $15,000 in 9moFY13 compared with 9moFY12.

The major decreases in SG&A expense were:

- Marketing labor and travel costs – In 9moFY12, we made efforts to expand our market share in China by sending Life Science personnel to China to demonstrate our products multiple times, while only making one trip to China in 9moFY13,
- Legal fees of approximately $54,000 in 9moFY12 were incurred related to our attempt to acquire certain assets of Entelos in bankruptcy court, while no such fee was incurred in 9moFY13, and
- SG&A salary decreased due to Life Science staff members spending more time in R&D projects than in SG&A duties (such as marketing and sales) in 9moFY13 compared with 9moFY12.

Increases in SG&A expenses outweighed decreases. As a percent of sales, SG&A expenses decreased to 31.6% in 9moFY13 from 32.6% in 9moFY12.

Research and Development

We incurred approximately $1,468,000 of research and development costs during 9moFY13. Of this amount, $834,000 was capitalized and $634,000 was expensed. In 9moFY12, we incurred $1,464,000 of research and development costs, of which $719,000 was capitalized and $745,000 was expensed. The increase of $4,000, or 0.3%, in total research and development expenditures from 9moFY12 to 9moFY13 was due to expansion of staff and increases in salaries for existing employees, which outweighed a decrease in R&D laboratory costs.

Other income (expense)

Net other income in 9moFY13 decreased by $113,000, or 239.6%, to $172,000 in 9moFY13 from $285,000 in 9moFY12. This is due to lower interest income and lower gain on currency exchange in 9moFY13 compared with 9moFY12.

Provision for Income Taxes

Provision for income taxes increased by 220,000, or 19.1%, to $1,372,000 in 9moFY13 from $1,152,000 in 9moFY12 due to increase in income before taxes and increased tax rates in 2013.

Income from Continuing Operations

Net income from continuing operations increased by $179,000, or 7.3%, to $2,642,000 in 9moFY13 from $2,463,000 in 9moFY12. We attribute this increase to an increase in gross profit which outweighed the increase in SG&A and decrease in other income.

Liquidity and Capital Resources

Our principal sources of capital have been cash flows from our operations. We have achieved continuous positive operating cash flow over the last eight fiscal years. We believe that our existing capital and anticipated funds from operations will be sufficient to meet our anticipated cash needs for working capital and capital expenditures for the foreseeable future. Thereafter, if cash generated from operations is insufficient to satisfy our capital requirements, we may open a revolving line of credit with a bank, or we may have to sell additional equity or debt securities or obtain expanded credit facilities. In the event such financing is needed in the future, there can be no assurance that such financing will be available to us, or, if available, that it will be in amounts and on terms acceptable to us. If cash flows from operations became insufficient to continue operations at the current level, and if no additional financing was obtained, then management would restructure the Company in a way to preserve its pharmaceutical business while maintaining expenses within operating cash flows.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Our risk from exposure to financial markets is limited to foreign exchange variances and fluctuations in interest rates. We may be subject to some foreign exchange risks. Most of our business transactions are in U.S. dollars, although we generate significant revenues from customers overseas. The exception is that we have been compensated in Japanese yen by Japanese customers and PRC Yuan by Chinese customers. In the future, if foreign currency transactions increase significantly, then we may mitigate this effect through foreign currency forward contracts whose market-to-market gains or losses are recorded in "Other Income or expense" at the time of the transaction. To date, exchange rate exposure has not resulted in a material impact.

Item 4. Controls and Procedures

We are responsible for maintaining disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Disclosure controls and procedures are controls and other procedures designed to ensure that the information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the Securities and Exchange Commission’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure. In designing and evaluating disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

Based on management's evaluation (with the participation of our chief executive officer and chief financial officer) of our disclosure controls and procedures as required by Rule 13a-15 under the Exchange Act, our principal executive officer and principal financial officer have concluded that our disclosure controls and procedures were effective.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal controls over financial reporting, as defined in Exchange Act Rule 13a-15(f). Our internal controls over financial reporting are designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of condensed financial statements for external purposes in accordance with generally accepted accounting principles.

No changes were made in our internal controls over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act) during our most recent fiscal quarter that have materially affected or are reasonably likely to materially affect, our internal controls over financial reporting.

Our management, including our CEO and CFO, does not expect that our disclosure controls or internal controls over financial reporting will prevent all errors or all instances of fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. 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, within our company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple errors or mistakes. Controls can also be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls is based in part upon certain assumptions about the likelihood of future events, and any design may not succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with policies or procedures. Because of the inherent limitation of a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

Part II. Other Information

Item 1. Legal Proceedings

The Company is not a party to any legal proceedings and is not aware of any pending legal proceedings of any kind.

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

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

None.

Item 5. Other Information

As of February 28, 2013, the Company's tax returns for tax year ends August 31, 2009 and 2010 are under examination by the California Franchise Tax Board. In May 2013, we received a letter from FTB stating that an audit will not be conducted for those years at this time; however it may be subject to future audit if they receive new information.

In October 2012, the IRS completed their examination of our 2007 tax filing, the result of which was a decrease of $36,868 in the amount refundable. We received a refund of $151,246 in December 2012. Our review of prior year tax positions using the criteria and provisions presented in guidance issued by FASB did not result in a material impact on the Company's financial position or results of operations.

Item 6. Exhibits

EXHIBIT NUMBER	DESCRIPTION
3.1	Articles of Incorporation of the Company. (5)
3.2	Amended and Restated Bylaws of the Company. (5)
4.1	Articles of Incorporation of the Company. (incorporated by reference to Exhibit 3.1 hereof)
4.2	Bylaws of the Company. (incorporated by reference to Exhibit 3.2 hereof)
4.3	Form of Common Stock Certificate (1)
4.4	Share Exchange Agreement (1)
10.1	The Company's 1996 Stock Option Plan (the "Option Plan") and forms of agreements relating thereto (1)
10.2	Exclusive License Software Agreement by and between the Company and Therapeutic Systems Research Laboratories dated June 30, 1997. (2)
10.3	The Company's 2007 Stock Option Plan. (3)
10.4	Notice of Election to Extend Term of Lease by and between the Company and Crest Development LLC formerly Freeway Ventures LLC, dated July 29, 2010.(4)
10.5	Employment Agreement by and between the Company and Walter S. Woltosz, dated as of July 22, 2011. (5) (†)
10.6	Bill of Sale by and between the Company and Entelos, Inc. dated September 19, 2011. (6)
10.7	Stock Purchase Agreement by and among the Company, Words+, Inc., and Prentke Romich Company dated November 15, 2011. (7)
10.8	Amended lease agreement by and between the Company and Crest Development LLC, dated May 23, 2013. (8)
31.1	Section 302 – Certification of the Principal Executive Officer. (8)
31.2	Section 302 – Certification of the Principal Financial Officer. (8)
32.1	Section 906 – Certification of the Chief Executive Office and Chief Financial Officer. (8)
101.INS	XBRL Instance Document.
101.SCH	XBRL Taxonomy Extension Schema Document.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.

(1) Incorporated by reference to the Company's Registration Statement on Form SB-2 (Registration No. 333-6680) filed on March 25, 1997.

(2) Incorporated by reference to the Company's Form 10-KSB for the fiscal year ended August 31, 1997.

(3) Incorporated by reference to the Company's Form 10-K for the fiscal year ended August 31, 2009.

(4) Incorporated by reference to the Company's Form 10-K for the fiscal year ended August 31, 2010.

(5) Incorporated by reference to the Company's Form 10-K for the fiscal year ended August 31, 2011.

(6) Incorporated by reference to the Company's Form 8-K filed September 22, 2011.

(7) Incorporated by reference to the Company's Form 8-K filed November 16, 2011.

(8)	Filed herewith

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SIGNATURE

In accordance with Section 13 or 15 (d) of the Securities Exchange Act of 1934, the Registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lancaster, State of California, on July 10, 2013.

Simulations Plus, Inc.

Date: July 10, 2013 By: /s/ *MOMOKO BERAN*
Momoko Beran
Chief Financial Officer

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