

IEH CORPORATION
Form 10-Q
February 09, 2018

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended December 29, 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. 0-5278

IEH CORPORATION

(Exact name of registrant as specified in its charter)

New York

(State or other jurisdiction of incorporation or organization)

13-5549348

(I.R.S. Employer Identification Number)

140 58th Street, Suite 8E, Brooklyn, New York 11220

(Address of principal executive office)

Registrant's telephone number, including area code: **(718) 492-4440**

Former name, former address and former fiscal year,
if changed since last report.

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

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 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 Smaller Reporting Company
(Do not check if a smaller reporting company)

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

2,303,468 shares of Common Shares, par value \$.01 per share, were outstanding as of December 29, 2017.

-1-

IEH CORPORATION

TABLE OF CONTENTS

	Page Number
<u>PART I - FINANCIAL INFORMATION</u>	
<u>ITEM 1- FINANCIAL STATEMENTS</u>	
<u>Balance Sheets as of December 29, 2017 (Unaudited) and March 31, 2017 (Audited)</u>	4
<u>Statements of Operations (Unaudited) for the nine months ended December 29, 2017 and December 23, 2016</u>	6
<u>Statements of Cash Flows (Unaudited) for the nine months ended December 29, 2017 and December 23, 2016</u>	7
<u>Notes to Financial Statements (Unaudited)</u>	9
<u>ITEM 2- MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS</u>	23
<u>ITEM 3- QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK</u>	34
<u>ITEM 4- CONTROLS AND PROCEDURES</u>	34
<u>PART II - OTHER INFORMATION</u>	
<u>ITEM 1- LEGAL PROCEEDINGS</u>	36
<u>ITEM 1A -RISK FACTORS</u>	36
<u>ITEM 2 - UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS</u>	37
<u>ITEM 3- DEFAULTS UPON SENIOR SECURITIES</u>	37
<u>ITEM 4 - MINE SAFETY DISCLOSURE</u>	37
<u>ITEM 5- OTHER INFORMATION</u>	38

ITEM 6 - EXHIBITS

38

SIGNATURES

40

-2-

Exhibits

<u>Exhibit</u> <u>31.1</u>	<u>Certification Pursuant to 17CFR240.13a-14(a) or 17CFR240.15d-14(a)</u>	41
<u>Exhibit</u> <u>31.2</u>	<u>Certification Pursuant to 17CFR240.13a-14(a) or 17CFR240.15d-14(a)</u>	42
<u>Exhibit</u> <u>32.1</u>	<u>Certification Pursuant to 17CFR240.13a-14(b) or 17CFR240.15d-14(b) and Section 1350 of Chapter 63 of Title 18 of the United States Code</u>	43
Exhibit 101	Instance Document	
Exhibit 101	Schema Document	
Exhibit 101	Calculation Linkbase Document	
Exhibit 101	Labels Linkbase Document	
Exhibit 101	Presentation Linkbase Document	
Exhibit 101	Definition Linkbase Document	

Table of Contents**IEH CORPORATION****PART I: FINANCIAL INFORMATION****Item 1. Financial Statements****IEH CORPORATION****BALANCE SHEETS**

As of December 29, 2017 and March 31, 2017

	December 29, 2017 (Unaudited)	March 31, 2017 (Audited)
ASSETS		
CURRENT ASSETS:		
Cash	\$ 1,859,033	\$ 1,210,761
Accounts receivable, less allowances for doubtful accounts of \$11,562 at December 29, 2017 and March 31, 2017	3,304,020	3,107,670
Inventories (<i>Note 3</i>)	10,407,402	8,685,988
Excess payments to commercial finance company (<i>Note 6</i>)	—	191,430
Prepaid expenses and other current assets (<i>Note 4</i>)	417,833	1,308,038
Total Current Assets	15,988,288	14,503,887
PROPERTY, PLANT AND EQUIPMENT, less accumulated depreciation and amortization of \$9,365,224 at December 29,	2,029,355	2,019,150

Edgar Filing: IEH CORPORATION - Form 10-Q

2017 and \$9,047,324 at March 31, 2017 (Note 5)

	2,029,355	2,019,150
OTHER ASSETS:		
Other assets	54,451	54,451
	54,451	54,451
Total Assets	\$ 18,072,094	\$ 16,577,488

The accompanying notes should be read in conjunction with the financial statements.

-4-

Table of Contents

IEH CORPORATION

BALANCE SHEETS (Continued)

As of December 29, 2017 and March 31, 2017

	Dec. 29, 2017 (Unaudited)	March 31, 2017 (Audited)
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable	\$321,649	\$235,187
Due to commercial financing company (Note 6)	479,250	—
Accrued corporate income taxes	528,027	599,739
Other current liabilities (Note 7)	894,120	688,018
Total Current Liabilities	2,223,046	1,522,944
 Total Liabilities	 2,223,046	 1,522,944
SHAREHOLDERS' EQUITY:		
Common stock, \$.01 par value; 10,000,000 shares authorized; 2,303,468 shares issued and outstanding at December 29, 2017 and March 31, 2017	23,035	23,035
Capital in excess of par value	2,744,573	2,744,573
Retained earnings (Note 8)	13,081,440	12,286,936
 Total Shareholders' Equity	 15,849,048	 15,054,544
 Total Liabilities and Shareholders' Equity	 \$18,072,094	 \$16,577,488

The accompanying notes should be read in conjunction with the financial statements.

Table of Contents

IEH CORPORATION

STATEMENTS OF OPERATIONS*(Unaudited)*

For the Nine and Three Months Ended December 29, 2017 and December 23, 2016

	Nine Months Ended		Three Months Ended	
	Dec. 29, 2017	Dec. 23, 2016	Dec. 29, 2017	Dec. 23, 2016
REVENUE, net sales	\$ 16,283,973	\$ 14,522,800	\$ 5,232,733	\$ 4,803,379
COSTS AND EXPENSES				
Cost of products sold	10,481,129	9,272,365	3,503,644	3,180,723
Selling, general and administrative	2,936,390	2,734,868	906,550	913,703
Interest expense	25,095	45,042	8,457	7,559
Depreciation	317,900	243,900	105,300	86,100
	13,760,514	12,296,175	4,523,951	4,188,085
OPERATING INCOME	2,523,459	2,226,625	708,782	615,294
OTHER INCOME	2,092	723	766	258
INCOME BEFORE INCOME TAXES	2,525,551	2,227,348	709,548	615,552
PROVISION FOR INCOME TAXES	1,155,178	1,030,323	231,842	292,774
NET INCOME	\$ 1,370,373	\$ 1,197,025	\$ 477,706	\$ 322,778
BASIC AND DILUTED EARNINGS PER SHARE <i>(Note 2)</i>	\$.59	\$.52	\$.21	\$.14
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING (in thousands)	2,303	2,303	2,303	2,303

The accompanying notes should be read in conjunction with the financial statements.

-6-

Table of Contents

IEH CORPORATION

STATEMENTS OF CASH FLOWS*(Unaudited)*

For the Nine Months Ended December 29, 2017 and December 23, 2016

	Nine Months Ended	
	Dec. 29, 2017	Dec. 23, 2016
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	\$1,370,373	\$1,197,025
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	317,900	243,900
Changes in assets and liabilities:		
(Increase) in accounts receivable	(196,350)	(223,318)
(Increase) in inventories	(1,721,414)	(1,275,461)
Decrease in excess payments to commercial finance company	191,430	81,869
(Increase) decrease in prepaid expenses and other current assets	890,205	(79,665)
(Increase) in other assets	—	(88)
Increase (decrease) in accounts payable	86,462	(29,045)
Increase (decrease) in other current liabilities	206,100	(14,704)
Increase (decrease) in accrued corporate taxes	(71,712)	191,035
Total adjustments	(297,379)	(1,105,477)
NET CASH PROVIDED BY OPERATING ACTIVITIES	1,072,994	91,548
CASH FLOWS FROM INVESTING ACTIVITIES:		
Acquisition of fixed assets	(328,105)	(459,414)

NET CASH (USED) BY INVESTING ACTIVITIES \$(328,105) \$(459,414)

The accompanying notes should be read in conjunction with the financial statements.

-7-

Table of Contents

IEH CORPORATION

STATEMENTS OF CASH FLOWS *(continued)**(Unaudited)*

For the Nine Months Ended December 29, 2017 and December 23, 2016

	Nine Months Ended	
	Dec. 29, 2017	Dec. 23, 2016
CASH FLOWS FROM FINANCING ACTIVITIES:		
Net activity in due to commercial financing company	\$479,250	\$—
Payment of dividend	(575,867)	—
NET CASH (USED) BY FINANCING ACTIVITIES	\$(96,617)	\$—
INCREASE (DECREASE) IN CASH	648,272	(367,866)
CASH, beginning of period	1,210,761	1,753,749
CASH, end of period	\$1,859,033	\$1,385,883
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION		
Cash paid during the six months for:		
Interest	\$19,638	\$43,485
Income Taxes	\$326,182	\$942,151

The accompanying notes should be read in conjunction with the financial statements.

Table of Contents

IEH CORPORATION

NOTES TO FINANCIAL STATEMENTS

(Unaudited)

Note 1- INTERIM RESULTS AND BASIS OF PRESENTATION:

The accompanying unaudited financial statements as of December 29, 2017 and December 23, 2016 and for the three and nine months then ended have been prepared in accordance with U.S. generally accepted accounting principles (“GAAP”) for interim financial information and with the instructions to Form 10-Q. In the opinion of management, the unaudited financial statements have been prepared on the same basis as the annual financial statements and reflect all adjustments, which include only normal recurring adjustments, necessary to present fairly the financial position as of December 29, 2017 and December 23, 2016 and the results of operations and cash flows for the nine months then ended. The financial data and other information disclosed in these notes to the interim financial statements related to these periods are unaudited. The results for the three and nine months ended December 29, 2017, are not necessarily indicative of the results to be expected for any subsequent quarter or the entire fiscal year. The balance sheet at March 31, 2017 has been derived from the audited financial statements at that date.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission (the “SEC”). The Company believes, however, that the disclosures in this report are adequate to make the information presented not misleading in any material respect. The accompanying financial statements should be read in conjunction with the audited financial statements and notes thereto of IEH Corporation for the fiscal year ended March 31, 2017 included in the Company’s Annual Report on Form 10-K as filed with the SEC and the attached Management’s Discussion and Analysis of Financial Condition and Results of Operations.

Note 2- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Description of Business:

The Company designs, develops and manufactures printed circuit connectors for high performance applications. We have also developed a high-performance plastic circular connector line. All of our products utilize the

HYPERBOLOID contact design, a rugged high-reliability contact system ideally suited for high-stress environments. We are the only independent producer of HYPERBOLOID in the United States.

Our customers consist of OEM's (Original Equipment Manufacturers), companies manufacturing medical equipment, and distributors who resell our products to OEMs. We sell our products directly and through regional representatives located in all regions of the United States, Canada, Israel, India, various Pacific Rim countries, South Korea and the European Union (EU).

Table of Contents

IEH CORPORATION

NOTES TO FINANCIAL STATEMENTS

(Unaudited)

Note 2- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES: *(continued)*

Description of Business: *(continued)*

The customers of the Company services are in the following markets: Government, Military, Aerospace, Medical, Automotive, Industrial, Test Equipment and Commercial Electronics. The Company appears on the Military Qualified Product Listing “QPL” to MIL-DTL-55302 and supply customer requested modifications to this specification. Sales to the Commercial Electronic and Military markets were 37% and 51%, respectively, of the Company’s net sales for the year ended March 31, 2017. The Company’s offering of “QPL” items has recently been expanded to include additional products.

In order to remain competitive, the Company has an internal program to upgrade, add and maintain machinery, review material costs and increase labor force productivity. During the fiscal year ended March 31, 2017, the Company purchased several machines to increase the productivity of certain processes. This will help the Company meet this goal.

Business New Product Development:

The Company is sought after by many of its customers to design and manufacture custom connectors. This has created many new products that are innovative designs and employ new technologies. The Company continues to be successful because of its ability to assist its customers and create a new design, including engineering drawing packages, in a relatively short period of time. The Company will continue to support its customers to the best of its ability.

The circular product line of connectors introduced several years ago for the medical industry continues to be very rewarding for the Company. The line has been expanded to include connector cable assemblies utilizing the circular connectors.

A new product line featuring high density connectors is being added to the Company's product offering. This offering should be available within the next few months. The Company expects the new product line to bring additional revenue.

The standard printed circuit board connectors we produce are continually being expanded and utilized in many of the military programs being built today. We have recently received approval for additional products that the Company can offer under the Military Qualified Product Listing "QPL."

Accounting Period:

The Company maintains an accounting period based upon a 52-53 week year, which ends on the nearest Friday in business days to March 31. The year ended March 31, 2017 was comprised of 53 weeks. The current fiscal year, ending on March 30, 2018, will be comprised of 52 weeks.

Table of Contents

IEH CORPORATION

NOTES TO FINANCIAL STATEMENTS

(Unaudited)

Note 2- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES: *(continued)*

Revenue Recognition:

Sales are recognized when revenue is realized or realizable and has been earned. Revenue transactions represent sales of inventory. The Company has historically adopted shipping terms that title to merchandise passes to the customer at the shipping point (FOB Shipping Point).

Revenue is realized or realizable and earned when all of the following criteria are met:

- Persuasive evidence of an arrangement exists
- Shipment has occurred
- The Company's selling price for its products are fixed and determinable
- Collectability is reasonable assured

The Company does not offer any discounts, credits or other sales incentives. Historically, the Company believes that it has no collection issues with its customer base.

The Company's policy with respect to customer returns and allowances as well as product warranty is as follows:

The Company will accept a return of defective product within one year from shipment for repair or replacement at the Company's option. If the product is repairable, the Company at its own cost, will repair and return it to the customer. If unrepairable, the Company will either offer an allowance against payment or will reimburse the customer for the total

cost of product. The cost of defective products is immaterial at this time.

The Company provides engineering services as part of the relationship with its customers in developing the custom product. The Company is not obligated to provide such engineering service to its customers. The Company does not invoice its customers separately for these services.

Inventories:

Inventories are stated at an average cost on a first-in, first-out basis, which does not exceed market value.

The Company historically purchases material in excess of its requirements to avail itself of favorable pricing as well as the possibility of receiving additional orders from customers. This excess may result in material not being used in subsequent periods, which may result in this material being deemed obsolete.

Table of Contents

IEH CORPORATION

NOTES TO FINANCIAL STATEMENTS

(Unaudited)

Note 2- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES: *(continued)*

Inventories: *(continued)*

The Company annually reviews its purchase and usage activity of its inventory of parts as well as work in process and finished goods to determine which items of inventory have become obsolete within the framework of current and anticipated orders. The Company based upon historical experience has determined that if a part has not been used and purchased or an item of finished goods has not been sold in three years, it is deemed to be obsolete. The Company estimates which materials may be obsolete and which products in work in process or finished goods may be sold at less than cost. A periodic adjustment, based upon historical experience, is made to inventory in recognition of this impairment.

Concentration of Credit Risk:

Financial instruments which potentially subject the Company to concentrations of credit risk consist primarily of cash, cash equivalents and accounts receivable.

Under the provisions of the Dodd-Frank Wall Street Reform and Consumer Protection Act, the Federal Deposit Insurance Corporation (FDIC) will permanently insure all accounts maintained with each financial institution up to \$250,000 in the aggregate.

As of December 29, 2017 and March 31, 2017, the Company had funds on deposit in the amount of \$2,066,520 and \$1,660,904, in one financial institution comprised of the following:

	Dec. 29, 2017	March 31, 2017
Non-interest-bearing accounts	\$ 726,734	\$ 521,969
Interest bearing account	1,339,786	1,138,935
	\$ 2,066,520	\$ 1,660,904

The Company has not experienced any losses in such accounts and believes its cash balances are not exposed to any significant risk.

Property, Plant and Equipment:

Property, plant and equipment are stated at cost less accumulated depreciation and amortization. The Company provides for depreciation and amortization using the Double Declining Balance method over the estimated useful lives (5-7 years) of the related assets.

Maintenance and repair expenditures are charged to operations, and renewals and betterments are capitalized. Items of property, plant and equipment, which are sold, retired or otherwise disposed of, are removed from the asset and accumulated depreciation or amortization accounts. Any gain or loss thereon is either credited or charged to operations.

Table of Contents

IEH CORPORATION

NOTES TO FINANCIAL STATEMENTS

(Unaudited)

Note 2- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES: *(continued)*

Net Income Per Share:

The Company has adopted the provisions of ASC Topic 260, *Earnings per Share*, which includes the provisions of SFAS No. 128, "Earnings Per Share," which requires the disclosure of "basic" and "diluted" earnings (loss) per share. Basic earnings per share is computed by dividing net income by the weighted average number of common shares outstanding during each period. Diluted earnings per share is similar to basic earnings per share except that the weighted average number of common shares outstanding is increased to reflect the dilutive effect of potential common shares, such as those issuable upon the exercise of stock or warrants, as if they had been issued. For the nine months ended December 29, 2017 and December 23, 2016, respectively, there were no items of potential dilution that would impact on the computation of diluted earnings or loss per share.

Fair Value of Financial Instruments:

The carrying value of the Company's financial instruments, consisting of accounts receivable, accounts payable, and borrowings, approximate their fair value due to the relatively short maturity (three months) of these instruments.

Use of Estimates:

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, revenues and expenses, and disclosure of

contingent assets and liabilities at the date of the financial statements. Actual amounts could differ from those estimates.

Impairment of Long-Lived Assets:

The Company has adopted the provisions of ASC Topic, 360, *Property, Plant and Equipment-Impairment or Disposal of Long-Lived Assets* which includes the provisions of SFAS No. 144, "Accounting for The Impairment or Disposal of Long-Lived Assets," and requires that long-lived assets and certain identifiable intangibles to be held and used by an entity be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The Company has adopted SFAS No. 144. There were no long-lived asset impairments recognized by the Company for the nine months ended December 29, 2017 and December 23, 2016, respectively.

Table of Contents

IEH CORPORATION

NOTES TO FINANCIAL STATEMENTS

Note 2- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES: (continued)

Recent Accounting Pronouncements:

In December 2016, the FASB issued ASU 2016-19; the amendments cover a wide range of topics in the Accounting Standards Codification, including differences between original guidance and the Accounting Standards Codification, guidance clarification and reference corrections, simplification and minor improvements. The adoption of ASU 2016-19 is effective for annual periods, including interim periods, within those annual periods, beginning after December 15, 2016. The Company is currently evaluating the effect of this standard on its financial statements.

In December 2016, the FASB issued ASU 2016-20, Technical Corrections and Improvements to Topic 606, Revenue from Contracts with Customers. The amendments in this update are of a similar nature to the items typically addressed in the ASU 2016-19, Technical Corrections and Improvements. The FASB elected to issue a separate update for technical corrections and improvements to Topic 606 as well as other Topics amended by ASU 2014-09 to increase public awareness of the proposals and to expedite improvements to ASU-2014-9. The adoption of ASU 2016-20 is effective from the periods beginning after December 31, 2017, including interim reporting periods within that reporting period. Early adoption is permitted only as of annual reporting periods beginning after December 15, 2016, including interim reporting periods within that reporting period. The Company is currently evaluating the effect of this standard on its financial statements.

In addition, the Financial Accounting Standards Board (“FASB”) has issued certain accounting standards updates as of December 29, 2017 that will become effective in subsequent periods. The Company believes that none of those updates would have significantly affected the Company’s financial accounting measures or disclosures had they been in effect during the nine months ended December 29, 2017 and December 23, 2016, respectively, and it does not believe that any of those pronouncements will have a significant impact on the Company’s financial statements at the time that they become effective.

Note 3- INVENTORIES:

Inventories are stated at average cost, on a first in first out basis, which does not exceed market value.

The Company manufactures products pursuant to specific technical and contractual requirements. The Company historically purchases material in excess of its requirements to avail itself of favorable pricing as well as the possibility of receiving additional orders from customers. This excess may result in material not being used in subsequent periods, which may result in this material being deemed obsolete.

The Company annually reviews its purchase and usage activity of its inventory of parts as well as work in process and finished goods to determine which items of inventory have become obsolete within the framework of current and anticipated orders. The Company based upon historical

Table of Contents**IEH CORPORATION****NOTES TO FINANCIAL STATEMENTS****Note 3 - INVENTORIES: (continued)**

experience has determined that if a part has not been used and purchased or an item of finished goods has not been sold in three years, it is deemed to be obsolete.

The Company estimates which materials may be obsolete and which products in work in process or finished goods may be sold at less than cost. A periodic adjustment, based upon historical experience, is made to inventory in recognition of this impairment.

Inventories were comprised of the following:

	Dec. 29, 2017	March 31, 2017
Raw materials	\$6,306,416	\$5,263,317
Work in progress	1,029,908	859,558
Finished goods	3,071,078	2,563,113
	\$10,407,402	\$8,685,988

Note 4- PREPAID EXPENSES AND OTHER CURRENT ASSETS:

Prepaid expenses and other current assets were comprised of the following:

	Dec. 29, 2017	March 31, 2017
--	------------------	-------------------

Edgar Filing: IEH CORPORATION - Form 10-Q

Prepaid insurance	\$36,901	\$24,079
Prepaid corporate taxes	380,792	1,282,098
Other current assets	140	1,861
	\$417,833	\$1,308,038

-15-

Table of Contents**IEH CORPORATION****NOTES TO FINANCIAL STATEMENTS****(Unaudited)****Note 5- PROPERTY, PLANT AND EQUIPMENT:**

Property, plant and equipment were comprised of the following:

	Dec. 29, 2017	March 31, 2017
Computers	\$486,457	\$444,184
Leasehold improvements	888,488	878,888
Machinery and equipment	6,187,980	6,079,401
Tools and dies	3,643,533	3,484,307
Furniture and fixture	179,071	170,644
Website development cost	9,050	9,050
	11,394,579	11,066,474
Less: accumulated depreciation and amortization	(9,365,224)	(9,047,324)
	\$2,029,355	\$2,019,150

Note 6- ACCOUNTS RECEIVABLE FINANCING:

The Company entered into an accounts receivable financing agreement with a commercial finance company, whereby it can borrow up to 80 percent of its eligible receivables (as defined in the financing agreement) at an interest rate of 2.5% above JP Morgan Chase's publicly announced rate with a minimum rate of 6% per annum. The financing agreement has an initial term of one year and will automatically renew for successive one-year terms, unless terminated by the Company or the commercial finance company upon receiving 60 days' prior notice. Funds advanced by the commercial finance company are secured by IEH's accounts receivable and inventories.

Edgar Filing: IEH CORPORATION - Form 10-Q

At December 29, 2017, the Company had reported a liability to the commercial finance company of \$479,250. As of March 31, 2017, the Company had reported excess payments to the commercial finance company of \$191,430. These excess payments are reported in the accompanying financial statements as of March 31, 2017 as “Excess payments to commercial finance company.”

-16-

Table of Contents**IEH CORPORATION****NOTES TO FINANCIAL STATEMENTS***(Unaudited)***Note 7- OTHER CURRENT LIABILITIES:**

Other current liabilities were comprised of the following:

	Dec. 29, 2017	March 31, 2017
Payroll and vacation accruals	\$765,162	\$598,832
Sales commissions	76,692	85,523
Insurance	52,266	3,663
	\$894,120	\$688,018

Note 8- CHANGES IN SHAREHOLDERS' EQUITY:

The accumulated retained earnings increased by \$1,370,373, which represents the net income for the nine months ended December 29, 2017.

On May 17, 2017, the Company's board of directors voted to authorize a \$0.25 one-time special cash dividend payable on June 19, 2017, to shareholders of record on the close of business at June 6, 2017. This dividend distribution of \$575,867 was the first dividend ever paid by the Company since it became an SEC reporting company.

Accordingly, the Company reported accumulated retained earnings of \$13,081,440 as of December 29, 2017.

Note 9- 2011 EQUITY INCENTIVE PLAN:

On August 31, 2011, the Company's shareholders approved the adoption of the Company's 2011 Equity Incentive Plan ("2011 Plan") to provide for the grant of stock options and restricted stock awards to purchase up to 750,000 shares of the Company's common stock to all employees, consultants and other eligible participants including senior management and members of the Board of Directors of the Company. The 2011 Plan replaced the prior 2002 Employee Stock Option Plan which had expired in accordance with its terms.

Options granted to employees under the 2011 Plan may be designated as options which qualify for incentive stock option treatment under Section 422A of the Internal Revenue Code, or options which do not qualify (non-qualified stock options).

Table of Contents

IEH CORPORATION

NOTES TO FINANCIAL STATEMENTS

(Unaudited)

Note 9- 2011 EQUITY INCENTIVE PLAN: *(continued)*

Under the 2011 Plan, the exercise price of an option designated as an incentive stock option shall not be less than the fair market value of the Company's common stock on the day the option is granted. In the event an option designated as an incentive stock option is granted to a ten percent (10%) or greater shareholder, such exercise price shall be at least 110 percent (110%) of the fair market value of the Company's common stock and the option must not be exercisable after the expiration of five years from the day of the grant. The 2011 Plan also provides that holders of options that wish to pay for the exercise price of their options with shares of the Company's common stock must have beneficially owned such stock for at least six months prior to the exercise date.

Exercise prices of non-incentive stock options may be less than the fair market value of the Company's common stock.

The aggregate fair market value of shares subject to options granted to a participant(s) that are designated as incentive stock options, and which become exercisable in any calendar year, shall not exceed \$100,000.

On July 1, 2015, our Board of Directors granted 245,000 options to purchase shares of the Company's common stock under the 2011 Plan as follows: (i) Michael Offerman, our then Chief Executive Officer, was granted 75,000 options; (ii) Robert Knoth, our Chief Financial Officer, was granted 50,000 options; (iii) four non-executive officer key employees were granted 110,000 options; and (iv) each of our non-management directors, Allen Gottlieb and Gerald Chafetz, was granted 5,000 options. The stock options: (i) have a ten-year term; (ii) have an exercise price equal to the fair market value of the Company's common stock as determined under the 2011 Plan, as reported in the OTCBB, on the date of grant (\$6.00), except that the options granted to Michael Offerman has an exercise price equal to 110% of such fair market value because he owns ten percent (10%) or greater of the Company's outstanding common stock; and (iii) were all immediately vested. In the event of the termination of each recipient's employment by, or association with, the Company (as applicable), the options will remain exercisable in accordance with the terms of the 2011 Plan.

Table of Contents**IEH CORPORATION****NOTES TO FINANCIAL STATEMENTS***(Unaudited)***Note 9 - 2011 EQUITY INCENTIVE PLAN: (continued)**

Effective July 15, 2016, the Board of Directors of the Company unanimously voted to increase the number of directors from three to six directors and elected David Offerman as a Class II director and Dr. Sonia Marciano and Eric C. Hugel as Class I Directors.

Effective August 15, 2016, the Board of Directors also approved the granting of stock options to purchase shares of the Company's common stock under the 2011 Plan to each of Dr. Marciano and Mr. Hugel as follows: Each of the new non-management directors will receive a grant of options totalling 5,000 shares each subject to the following vesting schedule: (i) 1,000 shares vested immediately (August 15, 2016); (ii) 2,000 shares vested on August 15, 2017; and (iii) 2,000 shares will vest on August 15, 2018. The stock options: (i) have a ten-year term; and (ii) have an exercise price equal to the fair market value of the Company's common stock as determined under the 2011 Plan, as reported in the OTCBB, on the date of grant (\$5.30). In the event of the termination of each recipient's association with the Company, the options will remain exercisable in accordance with the terms of the 2011 Plan.

The table below summarizes the option awards for the named executive officers and non-management directors:

<u>Name</u>	<u>Stock Option Grants*</u>
Michael Offerman**	75,000
David Offerman**	50,000
Robert Knoth	50,000
Allen Gottlieb	5,000
Gerald Chafetz	5,000
Sonia Marciano	5,000***
Eric Hugel	5,000***

*As of the date hereof, none of the options has been exercised.

**On March 24, 2017, Michael Offerman, our President and Chief Executive Officer, died suddenly. On March 26, 2017, the Board of Directors elected David Offerman to the positions of Chairman of the Board, President and Chief Executive Officer of the Company.

***Options for 3,000 shares were vested, options for 2,000 shares have not yet vested.

Table of Contents**IEH CORPORATION****NOTES TO FINANCIAL STATEMENTS***(Unaudited)***Note 9 - 2011 EQUITY INCENTIVE PLAN: (continued)**

The following table shows the option activity for the fiscal year ended March 31, 2017 and the current nine months ended December 29, 2017.

		Shares	Weighted Avg. Exercise Price	Remaining Contractual Term (Years)
Outstanding at the Beginning of the Year	3/25/2016	245,000	\$ 6.18	9.27
Granted	8/15/2016	10,000	\$ 5.30	10.00
Exercised		0		
Forfeited of Expired		0		
Outstanding at the End of the Year	3/31/2017	255,000	\$ 6.15	8.82
Fully Vested		247,000	\$ 6.05	
Exercisable at the End of the Year March 31 2017		247,000		
Outstanding at the Beginning of the Year	3/31/2017	255,000	\$ 6.15	8.82
Granted		0		
Exercised		0		
Forfeited of Expired		0		
Outstanding at the End of Nine Months	9/29/2017	255,000	\$ 6.15	8.32
Fully Vested		251,000	\$ 6.02	
Exercisable at the End of Nine Months December 29 2017		251,000		

The Company intends to provide additional information regarding the compensation awarded to the named executive officers and non-management directors in respect of and during the fiscal year ended March 30, 2018, in the proxy statement for the Company's 2018 annual meeting of shareholders.

Note 10- CASH BONUS PLAN:

In 1987, the Company adopted a cash bonus plan (“Cash Bonus Plan”) for executive officers. Contributions to the Cash Bonus Plan are made by the Company only after pre-tax operating profits exceed \$150,000 for a fiscal year, and then to the extent of 10% of the excess of the greater of \$150,000 or 25% of pre-tax operating profits. Accordingly, the Company has accrued a contribution provision of \$243,000 for the nine months ended December 29, 2017. For the year ended March 31, 2017, the Company’s contribution was \$324,000.

Table of Contents

IEH CORPORATION

NOTES TO FINANCIAL STATEMENTS

(Unaudited)

Note 11- COMMITMENTS AND CONTINGENCIES:

The Company leases space for its corporate offices (including its manufacturing facility) at 140 58th Street, Suite 8E, Brooklyn, New York. The lease term runs from December 1, 2010 through November 30, 2020. The basic minimum annual rentals are as follows:

Fiscal year ending March:	
2018	\$45,480
2019	183,720
2020	189,200
2021	128,640
	\$547,040

The rental expense for the nine months ended December 29, 2017 was \$132,880 and \$129,035 for the nine months ended December 23, 2016.

The Company has a collective bargaining multi-employer pension plan (“Multi-Employer Plan”) with the United Auto Workers of America, Local 259 (“UAW”). Contributions are made by the Company in accordance with a negotiated labor contract and are based on the number of covered employees employed per month. With the passage of the Multi-Employer Pension Plan Amendment Act of 1990 (the “1990 Act”), the Company may become subject to liabilities in excess of contributions made under the collective bargaining agreement. Generally, these are contingent upon termination, withdrawal, or partial withdrawal from the Multi-Employer Plan.

The Company has not taken any action to terminate, withdraw or partially withdraw from the Multi-Employer Plan, nor does it intend to do so in the future. Under the 1990 Act, liabilities would be based upon the Company’s proportional share of the Multi-Employer Plan’s unfunded vested benefits. Based upon the Plan’s information and data as of December 31, 2016 furnished to the Company (including, without limitation, unfunded vested benefits, accumulated benefits and net assets), the Plan is fully funded. Based thereupon, the Company’s proportional share of

the liability through December 31, 2016 is fully funded. The Plan's information and data for the year ending December 31, 2017 is not yet available. As of the date hereof, the Company expects that its proportional share of the 2017 liability will also be fully funded. The total contributions charged to operations under the provisions of the Multi-Employer Plan were \$111,038 and \$87,687 for the nine months ended December 29, 2017 and December 23, 2016, respectively.

Table of Contents

IEH CORPORATION

NOTES TO FINANCIAL STATEMENTS

(Unaudited)

Note 12- SUBSEQUENT EVENTS:

The Company has evaluated all other subsequent events through February 9, 2018, the date the financial statements were available to be issued. Based on this evaluation, except as set forth below, the Company has determined that no subsequent events have occurred which require disclosure through the date that these financial statements were available to be issued.

Table of Contents

IEH CORPORATION

PART I: FINANCIAL INFORMATION

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

Forward-Looking Statements

This report contains forward-looking statements within the meaning of Section 21E of the Securities and Exchange Act of 1934, as amended (the “Exchange Act”) and Section 27A of the Securities Act of 1933 (the “Securities Act”). Statements contained in this report which are not statements of historical facts may be considered forward-looking information with respect to plans, projections, or future performance of the Company as defined under the Private Securities Litigation Reform Act of 1995. These forward-looking statements are subject to risks and uncertainties which could cause actual results to differ materially from those projected. The words “anticipate”, “believe”, “estimate”, “expect”, “objective”, and “think” or similar expressions used herein are intended to identify forward-looking statements. The forward-looking statements are based on the Company’s current views and assumptions and involve risks and uncertainties that include, among other things, the effects of the Company’s business, actions of competitors, changes in laws and regulations, including accounting standards, employee relations, customer demand, prices of purchased raw material and parts, domestic economic conditions, including housing starts and changes in consumer disposable income, and foreign economic conditions, including currency rate fluctuations. Some or all of the facts are beyond the Company’s control.

Except as may be required by applicable law, we do not undertake or intend to update or revise our forward-looking statements, and we assume no obligation to update any forward-looking statements contained in this report as a result of new information or future events or developments. Thus, you should not assume that our silence over time means that actual events are bearing out as expressed or implied in such forward-looking statements. You should carefully review and consider the various disclosures we make in this report and our other reports filed with the SEC that attempt to advise interested parties of the risks, uncertainties and other factors that may affect our business. The following discussion and analysis should be read in conjunction with the financial statements and related footnotes included elsewhere in this quarterly report which provide additional information concerning the Company’s financial activities and condition.

Critical Accounting Policies

The financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America, which require the Company to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, and revenues and expenses during the periods reported. Actual results could differ from those estimates. The Company believes the following are the critical accounting policies, which could have the most significant effect on the Company's reported results and require the most difficult, subjective or complex judgments by management.

Impairment of Long-Lived Assets:

The Company reviews its long-lived assets for impairment whenever events or circumstances indicate that the carrying amount of an asset may not be recoverable. If the sum of the expected cash flows, undiscounted and without interest, is less than the carrying amount of the asset, an impairment loss is recognized as the amount by which the carrying amount of the asset exceeds its fair value. The Company makes estimates of its future cash flows related to assets subject to impairment review.

-23-

Table of Contents

IEH CORPORATION

PART I: FINANCIAL INFORMATION

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)

Critical Accounting Policies (continued)

Inventory Valuation:

Raw materials and supplies are stated at average cost on a first in first out basis, which does not exceed market value. Finished goods and work in process are valued at the lower of actual cost, determined on a specific identification basis, or market. The Company estimates which materials may be obsolete and which products in work in process or finished goods may be sold at less than cost, and adjusts their inventory value accordingly. Future periods could include either income or expense items if estimates change and for differences between the estimated and actual amount realized from the sale of inventory.

Income Taxes:

The Company records a liability for potential tax assessments based on its estimate of the potential exposure. Due to the subjectivity and complex nature of the underlying issues, actual payments or assessments may differ from estimates. Income tax expense in future periods could be adjusted for the difference between actual payments and the Company's recorded liability based on its assessments and estimates.

Revenue Recognition:

Sales are recognized when revenue is realized or realizable and has been earned. Revenue transactions represent sales of inventory. The Company has historically adopted shipping terms that title to merchandise passes to the customer at the shipping point (FOB Shipping Point).

Revenue is realized or realizable and earned when all of the following criteria are met:

- Persuasive evidence of an arrangement exists
- Shipment has occurred
- The Company's selling price for its products are fixed and determinable
- Collectability is reasonable assured

The Company does not offer any discounts, credits or other sales incentives. Historically, the Company believes that it has no collection issues with its customer base.

The Company's policy with respect to customer returns and allowances as well as product warranty is as follows:

The Company will accept a return of defective product within one year from shipment for repair or replacement at the Company's option. If the product is repairable, the Company at its own cost, will repair and return it to the customer. If unrepairable, the Company will either offer an allowance against payment or will reimburse the customer for the total cost of product. The cost of defective products is immaterial at this time.

The Company provides engineering services as part of the relationship with its customers in developing the custom product. The Company is not obligated to provide such engineering service to its customers. The Company does not invoice its customers separately for these services.

Table of Contents**IEH CORPORATION****PART I: FINANCIAL INFORMATION****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)****Critical Accounting Policies (continued)**

The Company did not expend any funds on, nor receiving any revenues related to, customer sponsored research and development activities, relating to the development of new designs, techniques and the improvement of existing designs, for the nine and three months ended December 29, 2017 and December 23, 2016, respectively, relating to the development of new designs, techniques and the improvement of existing designs.

Comparative Analysis-Nine Months Ended December 29, 2017 and December 23, 2016**Results of Operations**

The following table sets forth for the periods indicated, percentages for certain items reflected in the financial data as such items relate to the revenues of the Company:

Relationship to Total Revenues	Dec. 29, 2017	Dec. 23, 2016
Operating Revenues (in thousands)	\$16,284	\$14,523
Operating Expenses: (as a percentage of Operating Revenues)		
Costs of Products Sold	64.36%	63.85%
Selling, General and Administrative	18.03%	18.83%
Interest Expense	.15%	.31%
Depreciation and amortization	1.95%	1.68%

Edgar Filing: IEH CORPORATION - Form 10-Q

TOTAL COSTS AND EXPENSES	84.49%	84.67%
Operating Income	15.51%	15.33%
Other Income	.01%	—
Income before Income Taxes	15.52%	15.33%
Income Taxes	(7.09%)	(7.09%)
Net Income	8.43%	8.24%

Operating revenues for the nine months ended December 29, 2017 amounted to \$16,283,973 reflecting a 12.13% increase versus \$14,522,800 for the nine months ended December 23, 2016. The \$1,761,173 increase in revenues can be attributed to increased marketing efforts and sales management support, along with successful penetration into new markets and continued cultivation of our existing customer base.

Table of Contents

IEH CORPORATION

PART I: FINANCIAL INFORMATION

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations *(continued)*

Comparative Analysis - Nine Months Ended December 29, 2017 and December 23, 2016 *(continued)*

Results of Operations *(continued)*

Cost of products sold were \$10,481,129 for the nine months ended December 29, 2017, or 64.36% of operating revenues. This reflected a \$1,208,764 or 13.04% increase in the cost of products sold from \$9,272,365 or 63.85% of operating revenues for the nine months ended December 23, 2016. The increase in cost of products sold can be attributed to the increase necessary to support the increase in sales.

Selling, general and administrative expenses were \$2,936,390 or 18.03% of operating revenues for the nine months ended December 29, 2017 compared to \$2,734,868 or 18.83% of operating revenues for the nine months ended December 23, 2016. This category of expense increased by \$201,522 or 7.37% from the prior fiscal year's nine-month period. The increase can be attributed to an increase in sales support and operating expenses.

Interest expense was \$25,095 for the nine months ended December 29, 2017 or .15% of operating revenues. For the fiscal nine months ended December 23, 2016, interest expense was \$45,042 or .31% of operating revenues. The decrease can be attributed to a reduction in borrowing from our commercial financial company during the current nine-month period.

Depreciation and amortization of \$317,900 or 1.95% of operating revenues was reported for the nine months ended December 29, 2017 as compared to the nine-month period ended December 23, 2016 of \$243,900 or 1.68% of operating revenues.

The Company reported net income of \$1,370,373 for the nine months ended December 29, 2017 representing basic earnings of \$.59 per share as compared to net income of \$1,197,025 or \$.52 per share for the nine months ended

December 23, 2016. The net increase in income for the current nine-month period can be attributed to a combination of the above factors.

-26-

Table of Contents**IEH CORPORATION****PART I: FINANCIAL INFORMATION****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)****Comparative Analysis-Three Months Ended December 29, 2017 and December 23, 2016****Results of Operations**

The following table sets forth for the periods indicated, percentages for certain items reflected in the financial data as such items relate to the revenues of the Company:

Relationship to Total Revenues	Dec. 29, 2017	Dec. 23, 2016
Operating Revenues (in thousands)	\$5,233	\$4,803
Operating Expenses: (as a percentage of Operating Revenues)		
Costs of Products Sold	66.96%	66.22%
Selling, General and Administrative	17.32%	19.02%
Interest Expense	.16%	.16%
Depreciation and amortization	2.01%	1.79%
TOTAL COSTS AND EXPENSES	86.45%	87.19%
Operating Income	13.55%	12.81%
Other Income	.01%	—
Income before Income Taxes	13.56%	12.81%
Income Taxes	(4.43%)	(6.10%)

Edgar Filing: IEH CORPORATION - Form 10-Q

Net Income	9.13%	6.71%
------------	-------	-------

-27-

Table of Contents

IEH CORPORATION

PART I: FINANCIAL INFORMATION

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations *(continued)*

Comparative Analysis-Three Months Ended December 29, 2017 and December 23, 2016 *(continued)*

Results of Operations *(continued)*

Operating revenues for the three months ended December 29, 2017 amounted to \$5,232,733 reflecting a 8.94% increase when compared to revenues of \$4,803,379 for the three months ended December 23, 2016. The increase was due to increased marketing efforts during the quarter.

Cost of products sold were \$3,503,644 for the three months ended December 29, 2017, or 66.96% of operating revenues. This reflected a \$322,921 or 10.15% increase in the cost of products sold from \$3,180,723 or 66.22% of operating revenues for the three months ended December 23, 2016. The increase reflects the increased costs related to increased sales.

Selling, general and administrative expenses were \$906,550 or 17.32% of operating revenues for the three months ended December 29, 2017 compared to \$913,703 or 19.02% of operating revenues for the three months ended December 23, 2016. This category of expense decreased minimally by \$7,153 or .1% from the prior comparable three-month period.

Interest expense was \$8,457 for the three months ended December 29, 2017 or .16% of operating revenues. For the fiscal three months ended December 23, 2016, interest expense was \$7,559 or .16% of operating revenues. Interest expenses increased by \$898 or 11.88% over the comparable prior period. The increase can be attributed to an increase

in borrowing during the current quarter.

Depreciation and amortization of \$105,300 or 2.01% of operating revenues was reported for the three months ended December 29, 2017 as compared to the three-month period ended December 23, 2016, in which depreciation and amortization of \$86,100 or 1.79% of operating revenues was reported.

The Company reported net income of \$477,706 for the three months ended December 29, 2017 representing basic earnings of \$.21 per share as compared to net income of \$322,778 or \$.14 per share for the three months ended December 23, 2016. The increase in net income for the current three-month period can be attributed primarily to the increase in sales due to increased marketing efforts.

-28-

Table of Contents**IEH CORPORATION****PART I: FINANCIAL INFORMATION****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)****Liquidity and Capital Resources**

The Company reported working capital of \$13,765,242 as of December 29, 2017, compared to a working capital of \$12,980,943 as of March 31, 2017. The increase in working capital of \$784,299 was attributable to the following items:

Net income	\$1,370,373
Depreciation and amortization	317,900
Capital expenditures	(328,105)
Dividend distribution	(575,867)
Other	(2)
	\$784,299

As a result of the above, the current ratio (current assets to current liabilities) was 7.19 to 1 at December 29, 2017 as compared to 9.52 to 1 at March 31, 2017. Current liabilities at December 29, 2017 were \$2,223,046 compared to \$1,522,944 at March 31, 2017.

For the nine months ended December 29, 2017, the Company reported \$328,105 in capital expenditures and depreciation of \$317,900.

The net income of \$1,370,373 for the nine months ended December 29, 2017 resulted in an increase in total shareholders' equity.

On May 17, 2017, the Company's Board of Directors voted to authorize a \$0.25 one-time special cash dividend payable on June 19, 2017, to shareholders of record on the close of business at June 6, 2017. This dividend distribution of \$575,867 reduced shareholders' equity to \$15,849,048 as of December 29, 2017 as compared to total shareholders' equity of \$15,054,544 at March 31, 2017.

The Company has an accounts receivable financing agreement with a commercial finance company whereby it can borrow up to 80 percent of its eligible receivables (as defined in the financing agreement) at an interest rate of 2.5% above JP Morgan Chase's publicly announced prime rate with a minimum rate of 6% per annum.

-29-

Table of Contents

IEH CORPORATION

PART I: FINANCIAL INFORMATION

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations *(continued)*

Liquidity and Capital Resources *(continued)*

The financing agreement has an initial term of one year and will automatically renew for successive one-year terms, unless terminated by the Company or its lender upon receiving 60 days' prior notice.

Funds advanced by the commercial finance company are secured by IEH's accounts receivable and inventories. At December 29, 2017, the Company reported a liability to the commercial finance company of \$479,250. The Company reported excess payment to the commercial finance company of \$191,430 at March 31, 2017. These excess payments are reported in the accompanying financial statements as "Excess payments to commercial finance company."

In the past two fiscal years, management has been reviewing its collection practices and policies for outstanding receivables and has revised its collection procedures to a more aggressive collection policy. As a consequence of this new policy the Company's experience is that its customers have been remitting payments on a more consistent and timely basis. The Company reviews the collectability of all accounts receivable on a monthly basis. The reserve is less than 2% of average gross accounts receivable and is considered to be conservatively adequate.

The Company has the Multi-Employer Plan with the UAW. Contributions are made by the Company in accordance with a negotiated labor contract and are based on the number of covered employees employed per month. The Company has not taken any action to terminate, withdraw or partially withdraw from the Multi-Employer Plan, nor does it intend to do so in the future. Under the 1990 Act, liabilities would be based upon the Company's proportional share of the Multi-Employer Plan's unfunded vested benefits. Based upon the Plan's information and data as of December 31, 2016 furnished to the Company (including, without limitation, unfunded vested benefits, accumulated benefits and net assets), the Plan is fully funded. Based thereupon, the Company's proportional share of the liability through December 31, 2016 is fully funded. The Plan's information and data for the year ending December 31, 2017 is not yet available. As of the date hereof, the Company expects that its proportional share of the 2017 liability will also be fully funded. The total contributions charged to operations under the provisions of the Multi-Employer Plan were \$111,038 and \$87,687 for the nine months ended December 29, 2017 and December 30, 2016, respectively.

Stock Option Plan

Edgar Filing: IEH CORPORATION - Form 10-Q

On August 31, 2011, the Company's shareholders approved the adoption of the Company's 2011 Equity Incentive Plan ("2011 Plan") to provide for the grant of stock options and restricted stock awards to purchase up to 750,000 shares of the Company's common stock to all employees, consultants and other eligible participants including senior management and members of the Board of Directors of the Company. The 2011 Plan replaced the prior 2002 Employee Stock Option Plan which had expired on its terms.

Options granted to employees under the 2011 Plan may be designated as options which qualify for incentive stock option treatment under Section 422A of the Internal Revenue Code, or options which do not qualify (non-qualified stock options)

-30-

Table of Contents

IEH CORPORATION

PART I: FINANCIAL INFORMATION

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations *(continued)*

Liquidity and Capital Resources *(continued)*

Under the 2011 Plan, the exercise price of an option designated as an incentive stock option shall not be less than the fair market value of the Company's common stock on the day the option is granted. In the event an option designated as an incentive stock option is granted to a ten percent (10%) or greater shareholder, such exercise price shall be at least 110 percent (110%) of the fair market value of the Company's common stock and the option must not be exercisable after the expiration of five years from the day of the grant. The 2011 Plan also provides that holders of options that wish to pay for the exercise price of their options with shares of the Company's common stock must have beneficially owned such stock for at least six months prior to the exercise date.

Exercise prices of non-incentive stock options may be less than the fair market value of the Company's common stock. The aggregate fair market value of shares subject to options granted to a participant(s), which are designated as incentive stock options, and which become exercisable in any calendar year, shall not exceed \$100,000.

On July 1, 2015, our Board of Directors granted 245,000 options to purchase shares of the Company's common stock under the 2011 Plan as follows: (i) Michael Offerman, our then Chief Executive Officer, was granted 75,000 options; (ii) Robert Knoth, our Chief Financial Officer, was granted 50,000 options; (iii) four non-executive officer key employees were granted 110,000 options; and (iv) each of our non-management directors, Allen Gottlieb and Gerald Chafetz, were granted 5,000 options. The stock options: (i) have a ten-year term; (ii) have an exercise price equal to the fair market value of the Company's common stock as determined under the 2011 Plan, as reported in the OTCBB, on the date of grant (\$6.00), except that the options granted to Michael Offerman has an exercise price equal to 110% of such fair market value because he owns ten percent (10%) or greater of the Company's outstanding common stock; and (iii) were all immediately vested. In the event of the termination of each recipient's employment by, or association with, the Company (as applicable), the options will remain exercisable in accordance with the terms of the 2011 Plan.

Effective July 15, 2016, the Board of Directors of the Company unanimously voted to increase the number of directors from three to six directors and elected David Offerman as a Class II director and Dr. Sonia Marciano and Eric C. Hugel as Class I Directors.

Effective August 15, 2016, the Board of Directors also approved the granting of stock options to purchase shares of the Company's common stock under the 2011 Plan to each of Dr. Marciano and Mr. Hugel as follows: Each of the new non-management directors will receive a grant of options totalling 5,000 shares each subject to the following vesting schedule: (i) 1,000 shares vested immediately (August 15, 2016); (ii) 2,000 shares vested on August 15, 2017; and (iii) 2,000 shares will vest on August 15, 2018. The stock options (i) have a ten-year term; and (ii) have an exercise price equal to the fair market value of the Company's common stock as determined under the 2011 Plan, as reported in the OTCBB, on the date of grant (\$5.30). In the event of the termination of each recipient's association with the Company, the options will remain exercisable in accordance with the terms of the 2011 Plan.

Table of Contents

IEH CORPORATION

PART I: FINANCIAL INFORMATION

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations (*continued*)

Liquidity and Capital Resources (*continued*)

The table below summarizes the option awards for the named executive officers and non-management directors:

<u>Name</u>	<u>Stock Option Grants*</u>
Michael Offerman**	75,000
David Offerman**	50,000
Robert Knoth	50,000
Allen Gottlieb	5,000
Gerald Chafetz	5,000
Sonia Marciano	5,000***
Eric Hugel	5,000***

*As of the date hereof, none of the options has been exercised.

**On March 24, 2017, Michael Offerman, our President and Chief Executive Officer, died suddenly. On March 26, 2017, the Board of Directors elected David Offerman to the positions of Chairman of the Board, President and Chief Executive Officer of the Company.

***Options for 3,000 shares were vested, options for 2,000 shares have not yet vested.

The following table shows the option activity for the fiscal year ended March 31, 2017 and the current nine months ended December 29, 2017.

Edgar Filing: IEH CORPORATION - Form 10-Q

		Shares	Weighted Avg. Exercise Price	Remaining Contractual Term (Years)
Outstanding at the Beginning of the Year	3/25/2016	245,000	\$ 6.18	9.27
Granted	8/15/2016	10,000	\$ 5.30	10.00
Exercised		0		
Forfeited of Expired		0		
Outstanding at the End of the Year	3/31/2017	255,000	\$ 6.15	8.82
Fully Vested		247,000	\$ 6.05	
Exercisable at the End of the Year				
March 31 2017		247,000		
Outstanding at the Beginning of the Year	3/31/2017	255,000	\$ 6.15	8.82
Granted		0		
Exercised		0		
Forfeited of Expired		0		
Outstanding at the End of Nine Months	9/29/2017	255,000	\$ 6.15	8.32
Fully Vested		251,000	\$ 6.02	
Exercisable at the End of Nine Months				
December 29 2017		251,000		

Table of Contents

IEH CORPORATION

PART I: FINANCIAL INFORMATION

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations *(continued)*

Liquidity and Capital Resources *(continued)*

The Company intends to provide additional information regarding the compensation awarded to the named executive officers and non-management directors in respect of and during the fiscal year ended March 30, 2018, in the proxy statement for the Company's 2018 annual meeting of shareholders.

Cash Bonus Plan

In 1987, the Company adopted the Cash Bonus Plan for executive officers. Contributions to the Cash Bonus Plan are made by the Company only after pre-tax operating profits exceed \$150,000 for a fiscal year, and then to the extent of 10% of the excess of the greater of \$150,000 or 25% of pre-tax operating profits. The Company accrued \$243,000 for the nine months ended December 29, 2017. For the year ended March 31, 2017, the Company's contribution was \$324,000.

Table of Contents

IEH CORPORATION

PART I: FINANCIAL INFORMATION

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We are a “smaller reporting company” as defined by Regulation S-K and as such, are not required to provide this information contained in this item pursuant to Regulation S-K.

We do not believe that any of our financial instruments have significant risk associated with market sensitivity. For more information on these investments see Note 2 to our financial statements included in this Form 10-Q. We are not exposed to significant financial market risks from changes in foreign currency exchange rates and are only minimally impacted by changes in interest rates. We have not used, and currently do not contemplate

using, any derivative financial instruments.

Interest Rate Risk

At any time, fluctuations in interest rates could affect interest earnings on our cash and marketable securities. We believe that the effect, if any, of reasonably possible near-term changes in interest rates on our financial position, results of operations, and cash flows would not be material. Currently, we do not hedge these interest rate exposures. The primary objective of our investment activities is to preserve capital. We have not used derivative financial instruments in our investment portfolio.

As of December 29, 2017, our unrestricted cash per the Company’s books was \$1,859,033 of which \$1,339,786 was in an interest-bearing money market account with and the balance of \$519,247 was maintained in non-interest-bearing checking accounts used to pay operating expenses. As of March 31, 2017, our unrestricted cash per the Company’s books was \$1,210,761 of which \$1,138,935 was maintained in an interest-bearing money market account and the balance of \$71,826 was maintained in non-interest-bearing checking accounts to pay operating expenses.

Item 4. Controls and Procedures

Based on an evaluation of the effectiveness of the Company’s “disclosure controls and procedures” (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act), the Company’s Chief Executive Officer (who is also our President)

and its Chief Financial Officer (who is also our controller and principal accounting officer) have concluded that, as of the end of the period covered by this Report on Form 10-Q, the Company's disclosure controls and procedures were effective at the reasonable assurance level to ensure that information required to be disclosed by the Company in this Report that it files or submit under the Exchange Act is, recorded, processed, summarized and reported within the time periods specified within the SEC's rules and forms and that such information is accumulated and communicated to our management, including our Chief Executive Officer and our Chief Financial Officer, to allow timely decisions regarding required disclosure.

Our management, including our Chief Executive Officer and our Chief Financial Officer, does not expect that our disclosure controls and procedures or our internal controls will prevent all errors and all fraud. A 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. 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

Table of Contents

IEH CORPORATION

PART I: FINANCIAL INFORMATION

Item 4.

Controls and Procedures (*continued*)

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. Our management, however, believes our disclosure controls and procedures are in fact effective to provide reasonable assurance that the objectives of the control system are met. In connection with their review and assessment of our disclosure controls and procedures, the Company has retained the services of an outside consultant to further assist management in its annual evaluation of such controls and procedures. There have been no changes in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) during the quarter ended December 29, 2017 that have been materially affected, or are reasonably likely to materially affect our internal controls over financial reporting.

Table of Contents

IEH CORPORATION

PART II: OTHER INFORMATION

Item 1. Legal Proceedings

The Company is not a party to or aware of any pending or threatened legal proceedings which, in the opinion of the Company's management, would result in any material adverse effect on its results of operations or its financial condition.

Item 1a. Risk Factors

You should carefully consider the risks described below, together with all of following risk factors and the other information included in this report, in considering our business herein as well as the information included in other reports and prospects. The risks and uncertainties described below are not the only ones facing our Company. Additional risks and uncertainties not presently known to us or that we currently deem immaterial also may impair our business operations, financial condition and/or operating results. If any of the matters or events described in the following risks actually occurs, our business, financial condition or results of operations could be harmed. In such case, the trading price of our common stock could decline, and you may lose all or part of your investment due to any of these risks.

Risks Related to Our Business

Failure to increase our revenue and keep our expenses consistent with revenues could prevent us from achieving and maintaining profitability.

We have generated net income of \$1,473,976, \$1,690,110 and \$1,809,555, respectively, for the fiscal years ended March 31, 2017, March 25, 2016 and March 27, 2015 and \$1,370,373 for the nine months ended December 29, 2017. We have expended, and will continue to be required to expend, substantial funds to pursue product development projects, enhance our marketing and sales efforts and to effectively maintain business operations. Therefore, we will need to generate higher revenues to achieve and maintain profitability and cannot assure you that we will be profitable in any future period.

Our capital requirements are significant and we have historically partially funded our operations through the financing of our accounts receivable.

We have an existing accounts receivable financing agreement with a commercial finance company whereby we can borrow up to 80 percent of our eligible receivables at an interest rate of 2.5% above JP Morgan Chase's publicly announced prime rate with a minimum rate of 6% per annum. No assurances can be given that this financing agreement will continue into the future. If we are unable to continue with this agreement, our cash flow might adversely be affected.

Our success is dependent on the performance of our management and the cooperation, performance and retention of our executive officers and key employees.

Our business and operations are substantially dependent on the performance of our senior management team and executive officers. If our management team is unable to perform it may adversely impact our results of operations and financial condition. We do not maintain "key person" life insurance on any of our executive officers. The loss of one or several key employees could seriously harm our business. Any reorganization or reduction in the size of our employee base could harm our ability to attract and retain other valuable employees critical to the success of our business.

Table of Contents

IEH CORPORATION

PART II: OTHER INFORMATION

Item 1a. Risk Factors *(continued)*

Risks Related to Our Business *(continued)*

If we lose key personnel or fail to integrate replacement personnel successfully, our ability to manage our business could be impaired.

Our future success depends upon the continued service of our key management, technical, sales, finance, and other critical personnel. We cannot assure you that we will be able to retain them. Key personnel have left our Company in the past and there likely will be additional departures of key personnel from time to time in the future. The loss of any key employee could result in significant disruptions to our operations, including adversely affecting the timeliness of product releases, the successful implementation and completion of Company initiatives, the effectiveness of our disclosure controls and procedures and our internal control over financial reporting, and the results of our operations. In addition, hiring, training, and successfully integrating replacement sales and other personnel could be time consuming, may cause additional disruptions to our operations, and may be unsuccessful, which could negatively impact future revenues.

Our reported financial results could be adversely affected by changes in financial accounting standards or by the application of existing or future accounting standards to our business as it evolves.

As a result of the enactment of the Sarbanes-Oxley Act and the review of accounting policies by the SEC and national and international accounting standards bodies, the frequency of accounting policy changes may accelerate. Possible future changes to accounting standards, could adversely affect our reported results of operations.

Risks Related to Our Common Stock

Our stock price is volatile and could decline; we have a very limited trading market.

The price of our common stock has been, and is likely to continue to be, volatile. For example, our stock price during the fiscal year ended March 31, 2017 traded as low as \$5.25 per share and as high as \$6.79 per share. During the nine-month period ended December 29, 2017, our common stock traded in the range of \$5.89 per share to \$8.89 per share. We cannot assure you that your initial investment in our common stock will not decline.

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

Not applicable

Item 3. Defaults Upon Senior Securities

None

Item 4. Mine Safety Disclosure

None

-37-

Table of Contents

IEH CORPORATION

PART II: OTHER INFORMATION

Item 5. Other Information

On May 22, 2017, the Company filed a report on Form 8-K announcing that on May 17, 2017, the Board of Directors of the Company authorized a \$0.25 one-time special cash dividend payable on June 19, 2017 to shareholders of record on the close of business of June 6, 2017. This dividend was the first dividend ever paid by the Company since it became a SEC reporting company.

On June 7, 2017, the Company filed a report on Form 8-K announcing that on June 7, 2017, David Offerman, President and Chief Executive Officer of the Company was scheduled to speak at the L.D. Micro Conference 2017. A copy of the power point presentation delivered and used at the conference was attached as an exhibit.

On August 16, 2017, the Company filed a report on Form 8-K announcing that on August 8, 2017, the Company filed a report on Form 8-K announcing that the Company received a letter from Jerome Rosenberg CPA, P.C. (“Rosenberg”) notifying David Offerman, President and Chief Executive Officer of the Company, that Rosenberg had resigned as the Company’s independent registered public accounting firm, effective immediately.

The Form 8-K also stated that Rosenberg’s reports on the Company’s financial statements for the year ended March 31, 2017 did not contain any adverse opinion or disclaimer of opinion, and were not qualified or modified as to uncertainty, audit scope, or accounting principles. Rosenberg’s resignation was not the result of any disagreement between the Company and Rosenberg on matters of accounting principles or practices, financial statement disclosure or auditing scope or procedures.

The Form 8-K also stated that the Board of Directors of the Company is in the process of engaging a new independent registered public accounting firm responsible for auditing its financial statements and upon completion of such process will report such new engagement on Form 8-K.

On November 24, 2017, the Company filed a report on Form 8-K announcing the results of the matters voted on by the shareholders at the 2017 Annual Meeting. In addition, IEH announced that the Board of Directors ratified the

engagement of Manuel Reina CPA, as the Company's new independent registered public accounting firm.

Item 6. Exhibits

(a) Exhibits

Exhibit 31.1 Certification Pursuant to 17CFR240.13a-14(a) or 17CFR240.15d-14(a)*

Exhibit 31.2 Certification Pursuant to 17CFR240.13a-14(a) or 17CFR240.15d-14(a)*

Exhibit 32.1 Certification Pursuant to 17CFR240.13a-14(b) or 17CFR240.15d-14(b) and Section 1350 of Chapter 63 of Title 18 of the United States Code*

Exhibit 101.INS XBRL Instance Document*

Exhibit 101.SCH XBRL Taxonomy Extension Schema*

Exhibit 101.CAL XBRL Taxonomy Extension Calculation Linkbase Document*

Table of Contents

IEH CORPORATION

PART II: OTHER INFORMATION *(continued)*

Item 6. Exhibits *(continued)*

Exhibit 101.LAB XBRL Taxonomy Extension Label Linkbase Document*

Exhibit 101.PRE XBRL Taxonomy Extension Presentation Linkbase Document*

Exhibit 101.DEF XBRL Taxonomy Extension Definition Label Document*

*Submitted electronically herewith

Attached as Exhibit 101 to this Quarterly Report on Form 10-Q are the following formatted in XBRL (Extensible Business Reporting Language): (i) Statement of Operations for the nine months ended

December 29, 2017 and December 30, 2016; (ii) Balance Sheets as of December 29, 2017 and March 31, 2017; (iii) Statement of Cash Flows for the nine months ended December 29, 2017 and December 30, 2016; and (iv) Notes to Financial Statements for the nine months ended December 29, 2017.

In accordance with Rule 406T of Regulation S-T, the XBRL related information in Exhibit 101 to the Quarterly Report on Form 10-Q shall not be deemed to be “filed” for purposes of Section 18 of the Exchange Act or otherwise subject to the liability of that section and shall not be part of any registration statement or other document filed under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

(b) Reports on Form 8-K during Quarter.

Form 8-K, dated November 24, 2017

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Report on Form 10-Q to be signed on its behalf by the undersigned, thereunto duly authorized.

IEH CORPORATION

(Registrant)

February 9, 2018 /s/ David Offerman

David Offerman
President and Chief Executive Officer

(Principal Executive Officer)

February 9, 2018 /s/ Robert Knoth

Robert Knoth
Chief Financial Officer (Principal Accounting Officer)