

WIRELESS TELECOM GROUP INC
Form 10-Q
August 14, 2007

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

FORM 10-Q

(Mark One)

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

For the Quarterly Period Ended June 30, 2007 or

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

For the Transition Period From _____ to _____

Commission File Number 1-11916

WIRELESS TELECOM GROUP, INC.

(Exact name of registrant as specified in its charter)

New Jersey

22-2582295

*(State or other jurisdiction of incorporation or
organization)*

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

25 Eastmans Road

Parsippany, New Jersey

07054

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (973) 386-9696

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 is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):
Large accelerated filer Accelerated filer Non-accelerated filer

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

Indicate the number of shares outstanding of the issuer's classes of common stock, as of the latest practicable date:

Number of shares of Common Stock outstanding as of August 9, 2007: 25,886,351

Number of non-affiliated shares of Common Stock outstanding as of August 9, 2007: 19,111,885

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PART I FINANCIAL INFORMATION

ITEM 1 . FINANCIAL STATEMENTS**WIRELESS TELECOM GROUP, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS****- ASSETS -**

	June 30, 2007 (unaudited) \$	DECEMBER 31, 2006 \$
CURRENT ASSETS:		
Cash and cash equivalents	8,773,061	15,683,411
Accounts receivable - net of allowance for doubtful accounts of \$268,940 and \$298,290 for 2007 and 2006, respectively	9,753,222	9,499,555
Inventories	10,708,515	9,733,008
Deferred income taxes-current	121,581	121,581
Prepaid expenses and other current assets	1,307,191	1,023,399
TOTAL CURRENT ASSETS	30,663,570	36,060,954
PROPERTY, PLANT AND EQUIPMENT - NET	6,496,702	6,486,830
OTHER ASSETS:		
Goodwill	24,113,284	24,113,284
Other intangible assets - net	12,140,000	12,730,000
Deferred income taxes - non-current	656,363	656,363
Cash surrender value of foreign pension insurance and other assets	3,316,778	3,281,671
TOTAL OTHER ASSETS	40,226,425	40,781,318
TOTAL ASSETS	77,386,697	83,329,102

- LIABILITIES AND SHAREHOLDERS' EQUITY -

CURRENT LIABILITIES:		
Accounts payable	3,135,806	3,616,094
Accrued expenses and other current liabilities	3,456,093	5,514,403
Note payable - shareholder	-	4,621,050
Income tax payable	-	313,000
Current portion of mortgage payable	52,501	50,619
TOTAL CURRENT LIABILITIES	6,644,400	14,115,166
LONG TERM LIABILITIES:		
Notes payable - bank	2,073,927	2,073,927
Deferred income taxes	4,273,896	4,481,576
Mortgage payable	2,921,201	2,947,886
Deferred rent payable	105,722	125,009
Provision for pension liability and other long term liabilities	2,502,264	2,689,787
TOTAL LONG TERM LIABILITIES	11,877,010	12,318,185
COMMITMENTS AND CONTINGENCIES		
SHAREHOLDERS' EQUITY:		
Preferred stock, \$.01 par value, 2,000,000 shares authorized, none issued	-	-
Common stock, \$.01 par value, 75,000,000 shares authorized, 28,686,051 and 28,653,551 shares issued for 2007 and 2006, 25,886,351 and 25,853,851 shares outstanding for 2007 and 2006, respectively	286,861	286,536
Additional paid-in-capital	36,392,830	36,070,025

Retained earnings	29,428,327	27,761,337
Accumulated other comprehensive (loss)	(173,802)	(153,218)
Treasury stock at cost, 2,799,700 shares	(7,068,929)	(7,068,929)
TOTAL SHAREHOLDERS' EQUITY	58,865,287	56,895,751
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	77,386,697	83,329,102

See accompanying notes

**WIRELESS TELECOM GROUP, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(unaudited)**

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2007	2006	2007	2006
	\$	\$	\$	\$
NET SALES	14,274,247	12,155,357	28,402,854	25,978,029
COST OF SALES	6,312,152	5,583,972	12,815,069	11,865,160
GROSS PROFIT	7,962,095	6,571,385	15,587,785	14,112,869
OPERATING EXPENSES				
Research and development	2,247,836	1,621,234	4,286,398	3,238,232
Sales and marketing	3,149,154	2,858,516	6,149,403	5,717,725
General and administrative	1,823,144	1,597,591	3,620,390	3,511,113
TOTAL OPERATING EXPENSES	7,220,134	6,077,341	14,056,191	12,467,070
OPERATING INCOME	741,961	494,044	1,531,594	1,645,799
OTHER (INCOME) EXPENSE				
Interest (income)	(100,413)	(81,912)	(186,580)	(162,426)
Interest expense	114,170	57,346	226,878	115,129
Other (income) - net	(487,532)	(45,505)	(588,479)	(113,706)
TOTAL OTHER (INCOME) EXPENSE	(473,775)	(70,071)	(548,181)	(161,003)
INCOME BEFORE INCOME TAXES	1,215,736	564,115	2,079,775	1,806,802
PROVISION FOR INCOME TAXES	211,989	374,247	412,785	600,429
NET INCOME	1,003,747	189,868	1,666,990	1,206,373
NET INCOME PER COMMON SHARE:				
BASIC	0.04	0.01	0.06	0.05
DILUTED	0.04	0.01	0.06	0.05

See accompanying notes

**WIRELESS TELECOM GROUP, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)**

	For the Six Months Ended June 30,	
	2007	2006
	\$	\$
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	1,666,990	1,206,373
Adjustments to reconcile net income to net cash used for operating activities:		
Depreciation and amortization	490,725	547,540
Amortization of purchased intangibles - net	440,000	440,000
Stock compensation expense	247,480	53,274
Deferred rent	(19,287)	5,020
Deferred income taxes	(207,680)	(226,432)
Provision for losses on accounts receivable	(29,350)	(197,130)
Changes in assets and liabilities, net of effect of acquisition:		
(Increase) in accounts receivable	(224,317)	(616,608)
(Increase) in inventory	(975,507)	(1,084,929)
(Increase) in prepaid expenses and other assets	(341,644)	(752,960)
(Decrease) increase in accounts payable and accrued expenses	(2,538,598)	522,065
(Decrease) in pension liability and other long-term liabilities	(37,521)	(635,010)
(Decrease) increase in income taxes payable	(313,000)	187,301
Net cash (used for) operating activities	(1,841,709)	(551,496)
CASH FLOWS FROM INVESTING ACTIVITIES		
Capital expenditures	(475,680)	(547,641)
Net cash (used for) investing activities	(475,680)	(547,641)
CASH FLOWS FROM FINANCING ACTIVITIES		
Payments of mortgage note	(24,803)	(22,930)
Proceeds from sale of treasury stock	-	667,500
(Decrease) increase in note payable to shareholder	(4,621,050)	247,450
Proceeds from exercise of stock options	75,650	10,125
Proceeds from bank loan	-	466,375
Net cash (used for) provided by financing activities	(4,570,203)	1,368,520
Foreign exchange rate adjustment	(22,758)	(178,365)
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(6,910,350)	91,018
Cash and cash equivalents, at beginning of period	15,683,411	13,851,120
CASH AND CASH EQUIVALENTS, AT END OF PERIOD	8,773,061	13,942,138
SUPPLEMENTAL INFORMATION:		
Cash paid during the period for:		
Taxes	1,112,889	646,300
Interest	114,416	115,234

See accompanying notes

**WIRELESS TELECOM GROUP, INC.
NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)**

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING PRINCIPLES AND POLICIES

The condensed, consolidated balance sheet as of June 30, 2007 and the condensed, consolidated statements of operations for the three and six month periods ended June 30, 2007 and 2006 and the condensed, consolidated statements of cash flows for the six month periods ended June 30, 2007 and 2006 have been prepared by the Company without audit. The consolidated financial statements include the accounts of Wireless Telecom Group, Inc. and its wholly-owned subsidiaries Boonton Electronics Corporation, Microlab/FXR, Willtek Communications GmbH, WTG Foreign Sales Corporation and NC Mahwah, Inc., collectively the Company. All significant intercompany transactions and balances have been eliminated in consolidation.

In the opinion of management, the accompanying condensed consolidated financial statements referred to above contain all necessary adjustments, consisting of normal accruals and recurring entries, which are necessary to present fairly the Company's results for the interim periods being presented.

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities (including inventory valuation, accounts receivable valuation, valuation of deferred tax assets, accrued warranty and estimated fair values of stock options) and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of net revenue and expenses during the reporting period. Actual results could differ from those estimates.

The accounting policies followed by the Company are set forth in Note 1 to the Company's financial statements included in its annual report on Form 10-K for the year ended December 31, 2006, which note is incorporated herein by reference. Specific reference is made to that report for a description of the Company's securities and the notes to financial statements included therein, since certain information and footnote disclosures normally included in financial statements in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted from this report.

The results of operations for the three and six-month periods ended June 30, 2007 and 2006 are not necessarily indicative of the results to be expected for the full year.

Certain prior periods information has been reclassified to conform to the current periods reporting presentation.

NOTE 2 RECENT ACCOUNTING PRONOUNCEMENTS

In February 2007, the Financial Accounting Standards Board (FASB) issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities*. SFAS No. 159 allows companies to choose to measure many financial instruments and certain other items at fair value. The statement requires that unrealized gains and losses on items for which the fair value option has been elected to be reported in earnings. SFAS No. 159 also amends certain provisions of SFAS No. 115, *Accounting for Certain Investments in Debt and Equity Securities*. SFAS No. 159 is effective for fiscal years beginning after November 15, 2007, although earlier adoption is permitted. The Company does not expect the adoption of this standard to have a material effect on its financial position or results of operations.

**WIRELESS TELECOM GROUP, INC.
NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)**

NOTE 2 RECENT ACCOUNTING PRONOUNCEMENTS (Continued)

In June 2006, the FASB issued Interpretation No. 48, *Accounting for Uncertainty in Income Taxes* an interpretation of FASB Statement No. 109 (FIN 48). FIN 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with SFAS No. 109, *Accounting for Income Taxes* . It also prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return, and it provides guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. FIN 48 is effective as of the beginning of the first fiscal year beginning after December 15, 2006. The Company adopted the provisions of FIN 48 on January 1, 2007. The Company had no adjustment as a result of FIN 48.

In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements" (SFAS 157). SFAS 157 provides guidance for using fair value to measure assets and liabilities. It also responds to investors' requests for expanded information about the extent to which companies measure assets and liabilities at fair value, the information used to measure fair value, and the effect of fair value measurements on earnings. SFAS 157 applies whenever other standards require (or permit) assets or liabilities to be measured at fair value, and does not expand the use of fair value in any new circumstances. SFAS 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007. The adoption of SFAS 157 is not expected to have a material impact on the Company's consolidated results of operations and financial condition.

NOTE 3 INCOME TAXES

The Company records deferred taxes in accordance with SFAS No. 109, *Accounting for Income Taxes* (SFAS 109). This statement requires recognition of deferred tax assets and liabilities for temporary differences between the tax bases of assets and liabilities and the amounts at which they are carried in the financial statements, based upon the enacted tax rates in effect for the year in which the differences are expected to reverse. The Company establishes a valuation allowance when necessary to reduce deferred tax assets to the amount expected to be realized.

The Company periodically assesses the value of its deferred tax asset, which has been generated by a history of net operating losses and determines the necessity for a valuation allowance. The Company evaluates which portion, if any, will more likely than not be realized by offsetting future taxable income, taking into consideration any limitations that may exist on its use of its net operating loss carryforwards.

In 2007, the effective tax rate for the Company is lower due to an increase in non-taxable foreign income, which includes approximately \$420,000 of realized foreign exchange gains recorded in the second quarter of 2007.

NOTE 4 - INCOME PER COMMON SHARE

Basic earnings per share is calculated by dividing income available to common shareholders by the weighted average number of shares of common stock outstanding during the period. Diluted earnings per share are calculated by dividing income available to common shareholders by the weighted average number of common shares outstanding for the period adjusted to reflect potentially dilutive securities. In accordance with SFAS 128 *Earnings Per Share* (SFAS 128), the presentation of basic and diluted earnings per share on the face of the income statement is required.

**WIRELESS TELECOM GROUP, INC.
NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)**

NOTE 5 SHAREHOLDERS EQUITY

On February 16, 2006, the Board of Directors approved the sale of 250,000 shares of the Company's treasury stock at the market rate of \$2.67 per share to a key employee in the Company's German subsidiary. Total funds received for

this transaction were \$667,500, which increased the Company's shareholders' equity.

Comprehensive income represents changes in equity during a period, except those resulting from investments by owners and distributions to owners. During the first six months of 2007 and fiscal year ended December 31, 2006, the components of other comprehensive income (loss) were the adjustments for employee benefit obligations and foreign currency translation gains and losses necessary to adopt SFAS No. 158, Employers' Accounting for Defined Benefit Pension and Other postretirement Plans.

NOTE 6 NOTE PAYABLE: SHAREHOLDER

The note payable-current amount of \$4,621,050 at December 31, 2006 was paid to a shareholder, Investcorp Technology Ventures, on January 3, 2007. The total amount of this payment was for \$5,372,464, which included the principle amount stated above plus interest payable on the note of \$751,414. This interest payable was recorded in accrued expenses.

NOTE 7 INVENTORIES

Inventory carrying value is net of inventory reserves of \$3,531,355 and \$3,532,260 at June 30, 2007 and December 31, 2006, respectively.

Inventories consist of:	June 30, 2007	December 31, 2006
	\$	\$
Raw Materials	5,972,258	4,801,523
Work-in-process	2,122,549	2,989,838
Finished goods	2,613,708	1,941,647
	10,708,515	9,733,008

NOTE 8 - GOODWILL AND OTHER INTANGIBLE ASSETS

In accordance with SFAS No. 142, goodwill must be tested at least annually for impairment at the reporting unit level. If an indication of impairment exists, the Company is required to determine if such goodwill's implied fair value is less than the carrying value in order to determine the amount, if any, of the impairment loss required to be recorded. Impairment indicators include, among other conditions, cash flow deficits, an historic or anticipated decline in revenue or operating profits, adverse legal or regulatory developments and/or a material decrease in the fair value of some or all of the assets. The Company performs the required impairment tests of goodwill on an annual basis in conjunction with the Company's fiscal year end. Intangible assets are being amortized over their estimated useful lives, which range from 5 to 15 years.

**WIRELESS TELECOM GROUP, INC.
NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)**

NOTE 9 - ACCOUNTING FOR STOCK OPTIONS

Effective January 1, 2006, the Company adopted Statement of Financial Accounting Standards ("FAS") No. 123 (revised 2004), Share-Based Payment ("FAS 123(R)").

In adopting FAS 123(R), the Company applied the modified prospective approach to transition. Under the modified prospective approach, the provisions of FAS 123(R) are to be applied to new awards and to awards modified, repurchased, or cancelled after the required effective date. Additionally, compensation cost for the portion of awards

for which the requisite service has not been rendered that are outstanding as of the required effective date shall be recognized as the requisite service is rendered on or after the required effective date. The compensation cost for that portion of awards shall be based on the grant-date fair value of those awards as calculated for either recognition or pro-forma disclosures under FAS 123.

As a result of the adoption of FAS 123(R), the Company's results for the three and six-month periods ended June 30, 2007 include share-based compensation expense totaling \$123,740 and \$247,480, respectively. For the three and six-months ended June 30, 2006, share-based compensation expense totaled \$29,961 and \$53,274, respectively. Such amounts have been included in the Condensed Consolidated Statements of Operations within operating expenses.

Stock option compensation expense is the estimated fair value of options granted amortized on a straight-line basis over the requisite service period. The weighted average estimated fair value of stock options granted in the six-months ended June 30, 2007 and 2006 was \$1.16 and \$1.02, respectively.

The fair value of options at the date of grant was estimated using the Black-Scholes option pricing model. During 2007 and 2006, the Company took into consideration guidance under FAS 123(R) and SEC Staff Accounting Bulletin No. 107 (SAB 107) when reviewing and updating assumptions. The expected volatility is based upon historical volatility of our stock and other contributing factors. The expected term is based upon observation of actual time elapsed between date of grant and exercise of options for all employees. Previously such assumptions were determined based on historical data.

The assumptions are as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2007	2006	2007	2006
Expected term (in years)	-	3.0	4.0	2.7
Expected volatility	-	60.2%	56.8%	62.4%
Expected dividend yield	-	0.0%	0.0%	8.0%
Risk-free interest rate	-	4.9%	4.8%	4.5%

The Company granted 253,000 options under the Plan at an exercise price of \$2.40 per share during the first six months of 2007. During the first six months of 2006, the Company granted 500,000 and 120,000 options under the Plan at an exercise price \$2.70 and \$2.72, respectively.

The Company did not grant options under the Plan for the three months ended June 30, 2007.

The following table represents our stock options granted, exercised, and forfeited during the first six months of 2007:

**WIRELESS TELECOM GROUP, INC.
NOTES TO INTERIM CONDENSED CONSOLIDATED
FINANCIAL STATEMENTS
(unaudited)**

NOTE 9 - ACCOUNTING FOR STOCK OPTIONS (Continued)

Number of Shares	Weighted Average Exercise Price per share \$	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value \$
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Stock Options				
Outstanding at January 1, 2007	2,361,897	2.47		
Granted	253,000	2.40		
Exercised	(32,500)	2.33		
Forfeited/cancelled	-	-		
Outstanding at June 30, 2007	2,582,397	2.46	5.9	1,744,246
Exercisable at June 30, 2007	1,272,730	2.51	4.4	805,993

The Company's Amended and Restated 2000 Stock Option Plan, which authorizes the granting of options relating to an additional 2,000,000 shares of common stock, was approved by shareholder vote. During the second quarters of 2007 and 2006, 32,500 and 6,000 options were exercised, respectively.

NOTE 10 SEGMENT INFORMATION: REGIONAL ASSETS AND SALES

The Company, in accordance with SFAS No. 131 Disclosures about Segments of an Enterprise and Related Information, has disclosed the following segment information:

	As of June 30, 2007		As of December 31, 2006	
Long-lived assets	\$		\$	
United States	5,613,476		5,686,967	
Europe	883,226		799,863	
	6,496,702		6,486,830	

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
Revenues by region	2007	2006	2007	2006
	\$	\$	\$	\$
Americas	6,292,832	6,533,100	12,871,277	12,666,976
Europe	3,486,493	2,434,748	8,908,191	6,632,569
Asia	2,964,825	1,646,913	4,939,417	4,049,403
Other	1,530,097	1,540,596	1,683,969	2,629,081
	14,274,247	12,155,357	28,402,854	25,978,029

WIRELESS TELECOM GROUP, INC.
NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

NOTE 11 - COMMITMENTS AND CONTINGENCIES:

Following an investigation by the New Jersey Department of Environmental Protection (NJDEP) in 1982, of the waste disposal practices at a certain site formerly leased by Boonton, the Company put a ground water management plan into effect as approved by the NJDEP. Costs associated with this site are charged directly to income as incurred. The owner of this site has notified the Company that if the NJDEP investigation proves to have interfered with a sale of the property, the owner may seek to hold the Company liable for any loss it suffers as a result. However, corporate counsel has informed management that, in their opinion, the owner would not prevail in any lawsuit filed due to the imposition by law of the statute of limitations. Costs charged to operations in connection with the water management plan amounted to approximately \$18,000 for the year ended December 31, 2006.

The Company estimates the expenditures in this regard for the fiscal year ending December 31, 2007 will amount to approximately \$14,000. The Company will continue to be liable under the plan, in all future years, until such time as the NJDEP releases it from all obligations applicable thereto.

ITEM 2 . MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

INTRODUCTION

Wireless Telecom Group, Inc., and its operating subsidiaries, Boonton Electronics Corporation, Microlab/FXR and Willtek Communications GmbH, (collectively, the "Company"), develop, manufacture and market a wide variety of electronic noise sources, electronic testing and measuring instruments including power meters, voltmeters and modulation meters, high-power passive microwave components and handset production testers for wireless products. The Company's products have historically been primarily used to test the performance and capability of cellular/PCS and satellite communication systems and to measure the power of RF and microwave systems. Other applications include radio, radar, wireless local area network (WLAN) and digital television.

The financial information presented herein includes:

(i) Condensed Consolidated Balance Sheets as of June 30, 2007 (unaudited) and as of December 31, 2006 (ii) Condensed Consolidated Statements of Operations for the three and six month periods ended June 30, 2007 (unaudited) and 2006 (unaudited) and (iii) Condensed Consolidated Statements of Cash Flows for the six month periods ended June 30, 2007 (unaudited) and 2006 (unaudited).

FORWARD LOOKING STATEMENTS

The statements contained in this Quarterly Report on Form 10-Q that are not historical facts, including, without limitation, the statements under Management's Discussion and Analysis of Financial Condition and Results of Operations, are forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995. Such forward-looking statements may be identified by, among other things, the use of forward-looking terminology such as believes, expects, intends, plans, may, will, should, anticipates or continues or the negative thereof or thereon or comparable terminology, or by discussions of strategy that involve risks and uncertainties. These statements are based on the Company's current expectations of future events and are subject to a number of risks and uncertainties that may cause the Company's actual results to differ materially from those described in the forward-looking statements. These risks and uncertainties include, but are not limited to, product demand and development of competitive technologies in our market sector, the impact of competitive products and pricing, the loss of any significant customers, the effects of adoption of newly announced accounting standards, the effects of economic conditions and trade, legal and other economic risks, among others. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, estimated or projected. These risks and uncertainties are disclosed from time to time in the Company's filings with the Securities and Exchange Commission, the Company's press releases and in oral statements made by or with the approval of authorized personnel. The Company assumes no obligation to update any forward-looking statements as a result of new information or future events or developments.

CRITICAL ACCOUNTING POLICIES

Management's discussion and analysis of the financial condition and results of operations are based upon the Company's condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires

the Company to make estimates and judgments that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses for each period. The following represents a summary of the Company's critical accounting policies, defined as those policies that the Company believes are: (a) the most important to the portrayal of its financial condition and results of operations, and (b) that require management's most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effects of matters that are inherently uncertain.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Share-Based Compensation

In December 2004, the FASB issued a revision of SFAS No. 123 *Share-Based Payment* (No. 123R). The statement establishes standards for the accounting for transactions in which an entity exchanges its equity instruments for goods and services.

It also addresses transactions in which an entity incurs liabilities in exchange for goods or services that are based on the fair value of the entity's equity instruments or that may be settled by the issuance of those equity instruments. The statement does not change the accounting guidance for share-based payments with parties other than employees. The statement requires a public entity to measure the cost of employee service received in exchange for an award of equity instruments based on the grant-date fair value of the award (with limited exception).

That cost will be recognized over the period during which an employee is required to provide service in exchange for the award (usually the vesting period). The grant-date fair value of employee share options and similar instruments will be estimated using option-pricing models adjusted for the unique characteristics of these instruments. This new accounting standard, which was implemented during 2006, utilized the modified expected approach. The Company believes this standard will not have a material effect on its financial position and results of operations (see Note 9). Due to the Company's limited history with respect to forfeitures of incentive stock options, there is no estimate of expired or canceled options included in the option valuation.

Revenue Recognition

Revenue from product sales, net of trade discounts and allowances, is recognized once delivery has occurred provided that persuasive evidence of an arrangement exists, the price is fixed or determinable, and collectibility is reasonably assured. Delivery is considered to have occurred when title and risk of loss have transferred to the customer. Sales to international distributors are recognized in the same manner.

Valuation of Inventory

Raw material inventories are stated at the lower of cost (first-in, first-out method) or market. Finished goods and work-in-process are valued at average cost of production, which includes material, labor and manufacturing expenses.

Allowances for Doubtful Accounts

The Company maintains allowances for doubtful accounts for estimated losses resulting from the inability of its customers to make required payments. If the financial condition of any of its customers were to decline, additional allowances might be required.

Income Taxes

As part of the process of preparing the condensed consolidated financial statements, the Company is required to estimate its income taxes in each of the jurisdictions in which it operates. The process incorporates an assessment of the current tax exposure together with temporary differences resulting from different treatment of transactions for tax and financial statement purposes. Such differences result in deferred tax assets and liabilities, which are included within the condensed consolidated balance sheet. The recovery of deferred tax assets from future taxable income must be assessed and, to the extent that recovery is not likely, the Company establishes a valuation allowance. Increases in valuation allowances result in the recording of additional tax expense. Further, if the ultimate tax liability differs from the periodic tax provision reflected in the condensed consolidated statements of operations, additional tax expense may be recorded.

Valuation of Long-lived Assets

The Company assesses the potential impairment of long-lived tangible and intangible assets whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Changes in the operating strategy can significantly reduce the estimated useful life of such assets.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

RESULTS OF OPERATIONS

The following discussion of our financial condition and results of operations should be read in conjunction with our interim condensed consolidated financial statements and the notes to those statements included in Part I, Item I of this Quarterly Report on Form 10-Q and in conjunction with the consolidated financial statements contained in our Annual Report on Form 10-K for the year ended December 31, 2006.

For the six months ended June 30, 2007 as compared to the corresponding period of the previous year, net sales increased to approximately \$28,403,000 from approximately \$25,978,000 an increase of approximately \$2,425,000 or 9%. For the three months ended June 30, 2007 as compared to the corresponding period of the previous year, net sales increased to approximately \$14,274,000 from approximately \$12,155,000 an increase of approximately \$2,119,000 or 17%. These increases are primarily due to continued strong demand of our Willtek mobile terminal test, Boonton power meter and Microlab in-building wireless products.

Gross profit on net sales for the six months ended June 30, 2007 was approximately \$15,588,000 or 54.9% as compared to approximately \$14,113,000 or 54.3% of net sales for the six months ended June 30, 2006. Gross profit on net sales for the three months ended June 30, 2007 was approximately \$7,962,000 or 55.8% as compared to approximately \$6,571,000 or 54.1% of net sales for the three months ended June 30, 2006. Gross profit margins for these comparable periods are higher in 2007 due to a significant increase in sales contribution from Willtek, particularly in the second quarter, whose products generally contribute a higher gross profit margin within the mix of the Company's products. The Company can experience variations in gross profit based upon the mix of products sold as well as variations due to revenue volume and economies of scale. The Company continues to carefully monitor costs associated with material acquisition, manufacturing and production.

Operating expenses for the six months ended June 30, 2007 were approximately \$14,056,000 or 50% of net sales as compared to approximately \$12,467,000 or 48% of net sales for the six months ended June 30, 2006. Operating

expenses for the quarter ended June 30, 2007 were approximately \$7,220,000 or 51% as compared to approximately \$6,077,000 or 50% of net sales for the quarter ended June 30, 2006. Operating expenses are higher due to increases in both research and development expenses and sales and marketing expenses. Furthermore, this increase is consistent with the Company's strategic plan to focus its spending on these critical operational functions in order for the Company to further expand into the worldwide marketplace and continue to improve top-line revenue growth.

Interest expense increased by approximately \$57,000 for the three months ended June 30, 2007 as compared to the corresponding period of the previous year. Interest expense increased by approximately \$112,000 for the six months ended June 30, 2007. These changes are primarily due to a re-classification of interest, previously presented net of interest income, to expense.

Other income increased by approximately \$442,000 and approximately \$475,000 for the three and six months ended June 30, 2007, respectively, as compared to the corresponding periods of the previous year. These increases were primarily due to a realized gain on foreign currency exchange in the German subsidiary.

Net income increased to approximately \$1,667,000 or \$.06 per share (diluted) for the six months ended June 30, 2007 as compared to approximately \$1,206,000 or \$.05 per share (diluted) for the six months ended June 30, 2006. The Company realized net income for the quarter ended June 30, 2007 of approximately \$1,004,000 or \$.04 per share (diluted) as compared to approximately \$190,000 or \$.01 per share (diluted) for the three months ended June 30, 2006. The explanation of these changes in net income can be derived from the analysis given above of operations for the three and six month periods ending June 30, 2007 and 2006, respectively.

ITEM 2. MANGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

LIQUIDITY AND CAPITAL RESOURCES:

The Company's working capital has increased by approximately \$2,073,000 to approximately \$24,019,000 at June 30, 2007, from approximately \$21,946,000 at December 31, 2006. At June 30, 2007, the Company had a current ratio of 4.6 to 1, and a ratio of debt to tangible net worth of .82 to 1. At December 31, 2006, the Company had a current ratio of 2.6 to 1, and a ratio of debt to tangible net worth of 1.3 to 1. In 2007, the Company's ratio of debt to tangible net worth improved considerably due to the re-payment of the loan owed to Investcorp, which resulted in a significant decrease in current liabilities at June 30, 2007.

The Company used cash for operating activities of approximately \$1,842,000 for the six-month period ending June 30, 2007. The use of this cash was primarily due to a decrease in accounts payable and accrued liabilities of approximately \$2,539,000, an increase in inventories of approximately \$976,000, an increase in prepaid expenses and other assets of approximately \$342,000, and a decrease in income taxes payable of approximately \$313,000, partially off-set by net income of approximately \$1,667,000, a non-cash adjustment for depreciation and amortization of

approximately \$491,000, and a non-cash adjustment for amortization of intangible assets of approximately \$440,000.

The Company has historically been able to collect its account receivables approximately every two months. This average collection period has been sufficient to provide the working capital and liquidity necessary to operate the Company. The Company continues to monitor production requirements and delivery times while maintaining manageable levels of goods on hand.

Operating activities used \$551,000 in cash flows for the six-month period ending June 30, 2006. The use of these funds was primarily due to an increase in inventory of \$1,085,000, an increase in prepaid expenses and other assets of \$753,000, a decrease in other long-term liabilities of \$635,000, and an increase in accounts receivable of \$617,000, partially offset by net income of \$1,206,000, a non-cash adjustment for depreciation and amortization of \$548,000, an increase in accounts payable and accrued expenses of \$522,000, and a non-cash adjustment for amortization of intangible assets of \$440,000.

Net cash used for investing activities for the six months ended June 30, 2007 was approximately \$476,000. The use of these funds was for capital expenditures. For the six months ended 2006, net cash used for investing activities was approximately \$548,000. The use of these funds was also for capital expenditures.

Cash used for financing activities for the six months ended June 30, 2007 was approximately \$4,570,000. The primary use of these funds was due to a decrease in the note payable to Investcorp of approximately \$4,621,000, partially offset by proceeds from the exercise of stock options of approximately \$76,000. Cash provided by financing activities for the six months ended June 30, 2006 was approximately \$1,369,000. The primary source of these funds was from the sale of 250,000 shares of treasury stock for \$667,500 and an additional bank loan of approximately \$466,000 by Willtek, the proceeds of which must be used for research and development.

The Company does not anticipate that its use of cash for operations will adversely impact its ability to meet its financing requirements for at least the next twelve-month period. The Company does not believe it will need to borrow additional funds during the next twelve-month period.

INFLATION AND SEASONALITY

The Company does not anticipate that inflation will significantly impact its business or its results of operations nor does it believe that its business is seasonal.

ITEM 3 . QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Interest Rate Risk

The Company's bank loan and the associated interest expense are not sensitive to changes in the level of interest rates. The Company's note is interest free through June 2008 and will bear interest at the fixed annual rate of 4% beginning July 2008. The note requires twelve half yearly payments beginning December 2008 until maturity at June 2014. As a

result, the Company is not subject to significant market risk for changes in interest rates and will not be materially subjected to increased or decreased interest payments if market rates fluctuate and the Company is in a borrowing mode.

Foreign Exchange Rate Risk

The Company has one foreign subsidiary located in Germany. The Company does business in more than fifty countries and currently generates approximately 57% of its revenues from outside North America. The Company's ability to sell its products in foreign markets may be affected by changes in economic, political or market conditions in the foreign markets in which the Company does business.

The Company's total assets in its foreign subsidiary was approximately \$14,515,000 at June 30, 2007, translated into US dollars at the applicable exchange rates. The Company also acquires certain inventory from foreign suppliers and, as such, faces risk due to adverse movements in foreign currency exchange rates. These risks could have a material impact on the Company's results in future periods. The potential loss based on end of period balances and prevailing exchange rates resulting from a hypothetical 10% strengthening of the dollar against foreign currencies was not material in the periods ended June 30, 2007. The Company does not currently employ any currency derivative instruments, futures contracts or other currency hedging techniques to mitigate its risks in this regard.

Industry Risk

The electronic test and measurement industry is cyclical which can cause significant fluctuations in sales, gross profit margins and profits, from year to year. It is difficult to predict the timing of the changing cycles in the electronic test and measurement industry.

ITEM 4 . CONTROLS AND PROCEDURES

The Company maintains disclosure controls and procedures designed to ensure that information required to be disclosed in reports filed under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the specified time periods. As of the end of the period covered by this report, the Company's Chief Executive Officer and Chief Financial Officer evaluated, with the participation of the Company's management, the effectiveness of the Company's disclosure controls and procedures. Based on the evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective. There were no changes in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II OTHER INFORMATION

ITEM 1 . LEGAL PROCEEDINGS

The Company is not aware of any material legal proceeding against the Company or in which any of their property is subject.

ITEM 1 A. RISK FACTORS

The Company is not aware of any material changes from risk factors as previously disclosed in its Form 10-K for the year ended December 31, 2006.

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

None.

ITEM 3 . DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4 . SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None.

ITEM 5 . OTHER INFORMATION

(a) The Registrant held its Annual Meeting of Stockholders on July 17, 2007. The following proposal was adopted by the votes indicated.

(b) (c) (1) Seven directors were elected at the Annual Meeting to serve until the Annual Meeting of Stockholders in 2008. The names of these Directors and the votes cast in favor of their election and shares withheld are as follows:

NAME	VOTES FOR	VOTES WITHHELD
Savio W. Tung	22,215,595	1,559,900
James M. (Monty) Johnson	22,223,595	1,551,900
Hazem Ben-Gacem	22,220,495	1,555,000
Henry L. Bachman	22,782,237	993,258
Rick Mace	22,859,248	916,247
Adrian Nemcek	22,860,448	915,047
Joseph Garrity	22,859,948	915,547

ITEM 6 . EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>
11.1	Computation of per share earnings
31.1	Certification Pursuant to Section 302 of The Sarbanes-Oxley Act of 2002 (Principal Executive Officer)
31.2	Certification Pursuant to Section 302 of The Sarbanes-Oxley Act of 2002 (Principal Financial Officer)
32.1	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of The Sarbanes-Oxley Act of 2002 (Principal Executive Officer)
32.2	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of The Sarbanes-Oxley Act of 2002 (Principal Financial Officer)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

WIRELESS TELECOM GROUP, INC.
(Registrant)

/s/ JAMES M. JOHNSON
JAMES M. JOHNSON
Chief Executive Officer
August 10, 2007

/s/ PAUL GENOVA
PAUL GENOVA
President, Chief Financial Officer
August 10, 2007

EXHIBIT LIST

<u>Exhibit</u> <u>No.</u>	<u>Description</u>
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32.2	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of The Sarbanes-Oxley Act of 2002 (Principal Financial Officer)

EXHIBIT 11.1

**WIRELESS TELECOM GROUP, INC.
COMPUTATION OF PER SHARE EARNINGS
(Unaudited)**

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2007	2006	2007	2006
Net Income	\$1,003,747	\$189,868	\$1,666,990	\$1,206,373

BASIC EARNINGS:

Weighted average number of common shares outstanding	25,862,780	25,851,279	25,858,340	25,787,421
Basic earnings per common share	\$0.04	\$0.01	\$0.06	\$0.05

DILUTED EARNINGS:

Weighted average number of common shares outstanding	25,862,780	25,851,279	25,858,340	25,787,421
Assumed exercise of stock options	394,875	107,089	203,047	314,865
Weighted average number of common shares outstanding, as adjusted	26,257,655	25,958,368	26,061,387	26,102,286
Diluted earnings per common share	\$0.04	\$0.01	\$0.06	\$0.05

EXHIBIT 31.1**CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, James M. Johnson, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Wireless Telecom Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and to the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

/s/ JAMES M. JOHNSON
JAMES M. JOHNSON
Chief Executive Office
(Principal Executive Officer)
August 10, 2007

EXHIBIT 31.2

CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Paul Genova, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Wireless Telecom Group, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and to the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

/s/ PAUL GENOVA
PAUL GENOVA
President, Chief Financial Officer
(Principal Financial Officer)
August 10, 2007

EXHIBIT 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

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In connection with the Quarterly Report of Wireless Telecom Group, Inc. (the Company) on Form 10-Q for the quarter ending June 30, 2007 as filed with the Securities and Exchange Commission on the date hereof (the Periodic Report), I, James M. Johnson, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Periodic Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Periodic Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ JAMES M. JOHNSON
JAMES M. JOHNSON
Chief Executive Officer
August 10, 2007

The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350 and is not being filed as part of the Report or as a separate disclosure document.

EXHIBIT 32.2

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Wireless Telecom Group, Inc. (the Company) on Form 10-Q for the quarter ending June 30, 2007 as filed with the Securities and Exchange Commission on the date hereof (the Periodic Report), I, Paul Genova, President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Periodic Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Periodic Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ PAUL GENOVA
PAUL GENOVA
President, Chief Financial Officer

August 10, 2007

The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350 and is not being filed as part of the Report or as a separate disclosure document.