



**28 ENGELHARD DRIVE, SUITE B**

**MONROE TOWNSHIP, NJ 08831**

*(Address of principal executive offices, including zip code)*

**Registrant's telephone number, including area code: (609) 730-0400**

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

<b>Title of Each Class</b>	<b>Name of Exchange on Which Registered</b>
Common Stock, par value \$0.001	The Nasdaq Capital Market

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

**None**

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

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or

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information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [X]

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 [X]  
(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 [X]

Emerging growth company [ ]

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

The aggregate market value of the common stock of the registrant held by non-affiliates as of October 31, 2017, the last business day of the registrant’s most recently completed second fiscal quarter, was \$22.6 million based on the closing sale price of the registrant’s common stock on that date as reported on the NASDAQ Capital Market.

The number of shares outstanding of the registrant’s common stock as of July 5, 2018 was 18,368,286.

## EXPLANATORY NOTE

This Amendment No. 2 on Form 10-K/A (the “Form 10-K/A”) hereby amends the Annual Report on Form 10-K for the fiscal year ended April 30, 2018, which Ocean Power Technologies, Inc. (the “Company”) previously filed with the Securities and Exchange Commission (“SEC”) on July 17, 2018 (the “Original Form 10-K”). The sole purpose of this Form 10-K/A is, at the request of KPMG LLP, to update their opinion to include sentences inadvertently omitted by KPMG LLP stating specifically, “The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion.” These changes do not in any way change the conclusions expressed by KPMG LLP in the original report.

In accordance with applicable Securities and Exchange Commission (“SEC”) rules and as required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended, Amendment No. 2 includes new certifications from the Company’s Principal Executive Officer and Principal Financial Officer dated as of the date of filing of Amendment No. 2.

This Amendment No. 2 consists solely of the preceding cover page, this explanatory note, Part II., Item 8., “Financial Statements and Supplementary Data,” in its entirety, Part IV., Item 15., “Exhibits and Financial Statement Schedules,” in its entirety, the signature page, and the new certifications from the Company’s Principal Executive Officer and Principal Financial Officer.

Amendment No. 2 speaks as of the date of the Original 10-K, does not reflect events that may have occurred after the date of the Original 10-K and does not modify or update in any way the disclosures made in the Original 10-K, except as described above. Amendment No. 2 should be read in conjunction with the Original 10-K and with the Company’s subsequent filings with the SEC.

**PART II**

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

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## **Reports of Management**

### **Management's Report on Consolidated Financial Statements**

The accompanying consolidated financial statements have been prepared by the management of Ocean Power Technologies, Inc. (the Company) in conformity with generally accepted accounting principles to reflect the financial position of the Company and its operating results. The financial information appearing throughout this Annual Report is consistent with the consolidated financial statements. Management is responsible for the information and representations in such consolidated financial statements, including the estimates and judgments required for their preparation. The consolidated financial statements have been audited by KPMG LLP, an independent registered public accounting firm, as stated in their report, which appears herein.

The Audit Committee of the Board of Directors, which is composed entirely of directors who are not officers or employees of the Company, meets regularly with management and the independent registered public accounting firm. The independent registered public accounting firm has had, and continues to have, direct access to the Audit Committee without the presence of other management personnel and have been directed to discuss the results of their audit work and any matters they believe should be brought to the Committee's attention. The independent registered public accounting firm reports directly to the Audit Committee.

### **Management's Annual Report on Internal Control over Financial Reporting**

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles in the United States. The Company's internal control over financial reporting includes those policies and procedures that:

pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;  
provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and  
provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The Company's management assessed the effectiveness of the Company's internal control over financial reporting as of April 30, 2018. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control — Integrated Framework (2013)*. Based on this assessment using those criteria, management concluded that the Company's internal control over financial reporting was effective as of April 30, 2018.

*/s/ George H. Kirby III*

George H. Kirby III

President and Chief Executive Officer

*/s/ Matthew T. Shafer*

Matthew T. Shafer

Chief Financial Officer and Treasurer

Report of Independent Registered Public Accounting Firm

To the Stockholders and Board of Directors

Ocean Power Technologies, Inc.:

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheets of Ocean Power Technologies, Inc. and subsidiaries (the Company) as of April 30, 2018 and 2017, and the related consolidated statements of operations, comprehensive loss, stockholders' equity, and cash flows for each of the years in the two-year period ended April 30, 2018, and the related notes (collectively, the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of April 30, 2018 and 2017, and the results of its operations and its cash flows for each of the years in the two-year period ended April 30, 2018, in conformity with U.S. generally accepted accounting principles.

Going Concern

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 (b) to the consolidated financial statements, as of April 30, 2018 the Company has cash and cash equivalents of \$11.5 million, and the Company has suffered recurring losses from operations and has an accumulated deficit. These factors raise substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are described in Note 1 (b). The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.



We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

*/s/ KPMG LLP*

We have served as the Company's auditor since 2004.

Philadelphia, Pennsylvania

July 17, 2018

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**OCEAN POWER TECHNOLOGIES, INC. AND SUBSIDIARIES****Consolidated Balance Sheets****(in thousands, except share data)**

	April 30, 2018	April 30, 2017
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$11,499	\$8,421
Marketable securities	25	25
Restricted cash- short-term	572	334
Accounts receivable	171	48
Unbilled receivables	71	296
Litigation receivable	350	-
Other current assets	567	622
Total current assets	13,255	9,746
Property and equipment, net	712	170
Restricted cash- long-term	154	154
Other noncurrent assets	-	3
Total assets	\$14,121	\$10,073
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$290	\$586
Accrued expenses	2,261	3,059
Litigation payable	350	-
Warrant liabilities	201	323
Current portion of capital lease obligations	23	35
Unearned revenue	18	-
Deferred credits payable current	600	600
Total current liabilities	3,743	4,603
Long-term portion of capital lease obligations	-	23
Deferred rent	142	-
Total liabilities	3,885	4,626
Commitments and contingencies		
Ocean Power Technologies, Inc. stockholders' equity:		
Preferred stock, \$0.001 par value; authorized 5,000,000 shares, none issued or outstanding	-	-
Common stock, \$0.001 par value; authorized 50,000,000 shares, issued 18,424,939 and 6,313,996 shares, respectively	18	6
Treasury stock, at cost; 74,012 and 48,065 shares, respectively	(300 )	(263 )
Additional paid-in capital	208,216	193,234
Accumulated deficit	(197,538)	(187,370)
Accumulated other comprehensive loss	(160 )	(160 )

Total stockholders' equity	10,236	5,447
Total liabilities and stockholders' equity	\$ 14,121	\$ 10,073

See accompanying notes to consolidated financial statements.

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**OCEAN POWER TECHNOLOGIES, INC. AND SUBSIDIARIES****Consolidated Statements of Operations****(in thousands, except per share data)**

	Twelve months ended April 30,	
	2018	2017
Revenues	\$511	\$843
Cost of revenues	763	938
Gross loss	(252 )	(95 )
Operating expenses:		
Product development costs	4,320	5,029
Selling, general and administrative costs	6,988	6,563
Total operating expenses	11,308	11,592
Operating loss	(11,560 )	(11,687 )
Gain due to the change in fair value of warrant liabilities	122	1,491
Interest income, net	83	28
Other income	4	-
Foreign exchange gain/(loss)	75	(16 )
Loss before income taxes	(11,276 )	(10,184 )
Income tax benefit	1,119	698
Net loss	\$(10,157 )	\$(9,486 )
Basic and diluted net loss per share	\$(0.66 )	\$(2.23 )
Weighted average shares used to compute basic and diluted net loss per share	15,346,602	4,259,172

See accompanying notes to consolidated financial statements.

**OCEAN POWER TECHNOLOGIES, INC. AND SUBSIDIARIES**

**Consolidated Statements of Comprehensive Loss**

**(in thousands)**

	Twelve months ended April 30,	
	2018	2017
Net loss	\$(10,157)	\$(9,486)
Foreign currency translation adjustment	-	(38 )
Total comprehensive loss	\$(10,157)	\$(9,524)

See accompanying notes to consolidated financial statements.

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**OCEAN POWER TECHNOLOGIES, INC. AND SUBSIDIARIES**

**Consolidated Statements of Stockholders' Equity**

(in thousands, except share data)

	Common Shares	Amount	Treasury Shares	Amount	Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total Stockholders' Equity
Balances, April 30, 2016	2,352,100	\$ 2	(6,894)	\$(138)	\$ 181,670	\$(177,884)	\$ (122)	\$ 3,528
Net loss						(9,486)		(9,486)
Stock based compensation					278			278
Issuance of restricted stock, net	189,896	-			954			