UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-K

☒ ANNUAL REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended	FEBRUARY 29, 2012
Commission File Number	0-12305

REPRO-MED SYSTEMS, INC.
(Exact name of registrant as specified in its charter)

NEW YORK	13-3044880
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)
24 CARPENTER ROAD, CHESTER, NY	10918
(Address of principal executive offices)	(Zip Code)
Registrant's telephone number, including area code	(845) 469-2042

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

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

COMMON STOCK, $.01 PAR VALUE
(Title of Class)

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 during the past 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 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 the disclosure of delinquent filers pursuant to Item 405 of Regulation S-K, is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this form 10-K or any amendment to this Form 10-K. ☒

Indicate by check mark whether the registrant is a "large accelerated filer", an "accelerated filer" 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 ☒

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

Based on the closing sales price of August 31, 2011, the aggregate market value of the voting and nonvoting common equity held by non-affiliates of the registrant was $9,183,793.

The number of issued and outstanding shares of the registrant's common stock, $.01 par value was 35,196,667 at May 27, 2012, which excludes 2,275,000 shares of Treasury Stock.

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PART I

ITEM 1. BUSINESS

THE COMPANY

BUSINESS OF REGISTRANT

REPRO-MED SYSTEMS, INC., ("REPRO-MED," or "RMS Medical Products" or the "Company"), was incorporated in the State of New York in March of 1980. The Company designs, manufactures, and markets proprietary medical devices primarily for the ambulatory infusion market and emergency medical applications. The FDA regulates these products. The Company's development and marketing focus are primarily concentrated on the FREEDOM60(R) Syringe Infusion System and accessories, and the RES-Q-VAC(R) Emergency Medical Suction System.

CORPORATE HISTORY

REPRO-MED SYSTEMS, INC., was incorporated under the laws of the State of New York in March 1980. The corporate offices are located at 24 Carpenter Road, Chester, New York 10918. The telephone number is 845-469-2042, the fax is 845-469-5518, and the Internet site is www.rmsmedicalproducts.com.

PRODUCTS

FREEDOM60(R) SYRINGE INFUSION SYSTEM

The FREEDOM60(R) Syringe Pump uses an innovative "engine" to create a constant pressure drive system which we believe results in substantially greater safety, reliability, reduced discomfort for subcutaneous applications, and an overall higher quality infusion than other devices on the market - all at a lower cost. The basic drive mechanism used in the FREEDOM60(R) represents the first of a line of products, which we intend to develop to broaden the product applications and appeal.

FREEDOM60(R) uses precision rate-controlled tubing with standard slide clamp and luer-lock connector on the patient end. Our patented luer disc connector ensures that only the Company's FREEDOM60(R) tubing sets will function with the pump. Non-conforming tubing sets, without the patented disc connector, are ejected from the pump to prevent the danger of an overdose or runaway pump from injuring the patient. We are achieving our objective of building a product franchise with FREEDOM60(R) and the sale of patented disposable tubing sets.

Our proprietary technology employed in the FREEDOM60(R) uses constant pressure to administer drugs. FREEDOM60(R) avoids an important problem faced by electronic pumps currently on the market, which employ constant flow mechanisms that result in potentially dangerous, high pressure placed on indwelling catheters or under the skin. In order to protect the patients, these pumps must contain an overpressure sensor to shut the pump off when a potentially threatening pressure is detected. Some of these electronic pumps generate extremely high pressures exceeding 60psi before the overpressure system will activate. Also with these systems, the alarm can falsely trigger halting administration until a health professional can verify that the infusion is, in fact, safe and the pump may be reactivated. In either case, the patient is at risk from damaging pressures or not receiving the medication required.

Other unsafe conditions of conventional equipment include: runaway administrations, overdose due to programming errors or pump failure, and overpressure resulting in burst blood vessels or failed internal access devices. We believe that the increasing sales of pumps and tubing sets for the FREEDOM60(R) demonstrate that the FREEDOM60(R) eliminates these potential outcomes and ensures a safe, constant, controlled infusion. Electronic devices will increase infusion pressure while attempting to continue an infusion at the programmed rate, while the FREEDOM60(R) design maintains a safe constant pressure and thereby automatically reduces the flow rate as required, a process we refer to as "dynamic equilibrium," if any problems of administration occur.

The FREEDOM60(R) Syringe Infusion Pump is designed for ambulatory medication infusions. Ambulatory infusion pumps are most prevalent in the home care market although we believe there is potential in the hospital setting as well. Other potential applications for the FREEDOM60(R) include pain control, the infusion of specialized drugs such as IgG, and chemotherapy. The home infusion therapy market is comprised of approximately 4,500 sites of service, including local and national organizations, hospital-affiliated organizations, and national home infusion organizations, and produces approximately $11 billion in revenue annually*. With insurance reimbursement in a severe decline, there is a tremendous need for a low-cost, effective alternative to electronic and expensive disposable IV administration devices for home care. The FREEDOM60(R) provides a high-quality delivery to the patient at costs comparable to gravity-driven infusions and is targeted for the home health care industry, patient emergency transportation, and for any time a low-cost infusion is required.

*Ref: www.nhia.org/faqs.cfm and http://www.gao.gov/new.items/d10426.pdf

For the home care patient, FREEDOM60(R) is an easy-to-use lightweight mechanical pump using a 60cc syringe, completely portable, cost effective and maintenance free, with no batteries to replace and no cumbersome IV pole. For the infusion professional, FREEDOM60(R) delivers accurate infusion rates and uniform flow profiles providing consistent transfer of medication. The FDA approved a Form 510(k) Pre-market Notification for initial design of the FREEDOM60(R) as a Class II device in August 1994.

We have expanded the use of the FREEDOM60(R) to cover most antibiotics including the widely used and somewhat difficult to administer Vancomycin. We have also found a following for FREEDOM60(R) for use in treating thalassemia with the drug Desferal(R). In Europe, we found success in using the FREEDOM60(R) for pain control, specifically post-operative epidural pain administration. Our European market also uses the FREEDOM60(R) for chemotherapy and subcutaneous immune globulin.

The FREEDOM60(R) use for Primary Immune Deficiency by injecting immune globulin (IgG) under the skin as a subcutaneous administration (SCIG) has continued to increase during the past year. This method has provided patients with vastly improved quality of life with much fewer unpleasant side effects over the traditional intravenous route. The FREEDOM60(R) is an ideal system for this administration since the patient is able to self-medicate at home, the pump is easily configured for this application, and the FREEDOM60(R) is the lowest cost infusion system available in a heavily cost constrained market. We have begun to promote one of the main benefits of the FREEDOM60(R) for use with IgG, which is that it operates in “dynamic equilibrium”; that is the pump finds and maintains a balance between what a patient’s subcutaneous tissues are able to manage and what the pump infuses. This balance is created by a safe, limited, and controlled pressure, which adjusts the flow rate automatically to the patient’s needs providing a reliable, faster and more comfortable administration with fewer side effects for these patients.

THE MARKET FOR INFUSION PUMPS & DISPOSABLES

The ambulatory infusion market has been rapidly changing due to reimbursement issues. Insurance reimbursement has drastically reduced the market share of high-end electronic type delivery systems as well as high-cost disposable non-electric devices, providing an opportunity for the FREEDOM60(R). We believe market pressures have moved specialty pharmacies to consider alternatives to expensive electronic systems especially for new subcutaneous administrations, which usually cannot be done with gravity. For cost concerns, some patients have been trained to administer intravenous drugs through IV push where the drug is pushed into the vein directly from a syringe. This is a low-cost option but has been associated with complications and is considered by many to be a high-risk procedure. Thus, the overall trend has been towards syringe pumps due to the low-cost of disposables.

IMPORTANCE OF INSURANCE REIMBURSEMENT TO FREEDOM60(R) SALES

In order to receive more favorable Medicare reimbursement for our FREEDOM60(R) Syringe Infusion System, we had submitted a formal request for a HCPCS coding verification with the Statistical Analysis Durable Medical Equipment Regional Carrier (SADMERC). It was the determination of the Centers for Medicare & Medicaid Services that the Medicare HCPCS code(s) to bill the four Durable Medical Regional Carriers (DMERCs) should be: E0779 Ambulatory infusion pump, mechanical, reusable, for infusion 8 hours, or greater. The new code significantly increases the reimbursement for the FREEDOM60(R) for billable syringe pump applications approved by Medicare. Current approved uses under Medicare include among others, subcutaneous immune globulin, antivirals, antifungals, and chemotherapeutics. In June 2007, Medicare issued a letter of clarification stating in part:

“The FREEDOM60(R) Syringe Infusion Pump is the only allowable pump to be billed with the Subcutaneous Immune Globulin (SCIG). The code for this pump for dates of service 1/1/00 - 5/16/07 is E0780. For dates of service on or after 5/17/07, the correct code is E0779 per SADMERC. The items being billed must be supported by corresponding documentation. All other pumps or modifiers will result in a denial.”

ECONOMIC BENEFITS OF FREEDOM60(R) PUMP AND DISPOSABLE SALES

We have shipped approximately 22,400 pumps since March 2000 including approximately 4,800 pumps in the last year. Most of our current sales are made directly to health care providers, although we maintain distributors in both the domestic and foreign markets. The FREEDOM60(R) pump is designed for a minimum use of 4,000 times which at our list price is amortized at $.13 per use.

We estimate that each FREEDOM60(R) pump, when used for immune globulin administration, uses an average of four to six tubing sets per month per patient. Antibiotics may be administered much more frequently, occasionally up to four times per day. In some cases, a tubing set may be used for as long as 72 hours. We estimate tubing set usage for antibiotics to be as much as 10 sets per month per patient.

The pump has a minimum expected life of 4,000 operations. Thus, if the pump is operated up to four times per day as for some administrations of antibiotics, anticipated pump life may be more than six and one-half years. For immune globulin applications, an expected use of four to five times per month results in an anticipated life span of decades for the FREEDOM60(R) pump.

COMPETITION FOR THE FREEDOM60(R)

Competition for the FREEDOM60(R) for IgG is currently limited to electrically powered infusion devices, which are more costly and can create high pressures during delivery, which can cause complications for the administration of IgG. However, there can be no assurance that other companies with greater resources will not enter the market with competitive products, which will have an adverse effect on our sales.

There is the potential for new drugs to enter the market, such as using Hyaluronidase, which can facilitate absorption of IgG, making multiple site infusions unnecessary and changing the market conditions for devices such as the FREEDOM60(R). We believe the FREEDOM60(R) is ideal for all these new drug combinations, but there can be no assurance that these newer drugs will have the same needs and requirements as the current drugs being used.

There can be no assurance that Medicare will continue to provide reimbursement for the FREEDOM60(R), or they may allow reimbursement for other infusion pumps that are currently in the market or new ones that may enter shortly, which could adversely affect our sales into this market.

NEW PRODUCT ENHANCEMENTS FOR THE FREEDOM60(R)

During January 2010, a new subcutaneous immune globulin called Hizentra(R) with a greater concentration was approved by the FDA. We have performed significant testing of the new drug with the FREEDOM60(R) and have been recognized by the drug company for use with their drug. Based on initial reactions, the new formulation appears to be an improved drug at higher concentrations, and is expected to replace the previous offerings. We believe that Hizentra(R) will continue to create additional opportunities for the FREEDOM60(R) system for our fiscal year ending 2013. There are also other IgG drugs for subcutaneous route of administration being introduced into the market, which may expand the market for the FREEDOM60(R) and its accessories.

RMS HIGH-FLO™ SUBCUTANEOUS NEEDLE SETS

The introduction of RMS High-Flo™ Subcutaneous Needle Sets allows us to offer all of the elements needed for a complete subcutaneous infusion system, when combined with our Freedom60® pump and flow rate tubing. The needle sets received FDA approval for marketing in the U.S., on May 20, 2011. They were in the overseas market at that time.

The design of RMS High-Flo™ Subcutaneous Needle Sets provides maximum flow rates during the subcutaneous infusion of high viscosity immune globulin, such as the thickest 20% IgG medications, offering even flows of medication to each site. The performance of High-Flo™ provides what we believe is an advantage over competitive needle sets of comparable gauges for SCIg use. In addition, our manufacturing process includes numerous quality controls, resulting in consistent needle sharpness and smooth finish.

RES-Q-VAC(R) PORTABLE MEDICAL SUCTION

The RES-Q-VAC(R) Emergency Airway Suction System is a lightweight, portable, hand-operated suction device that removes fluids from a patient's airway by attaching the RES-Q-VAC(R) pump to various proprietary sterile and non-sterile single-use catheters sized for adult and pediatric suctioning. The one-hand operation makes it extremely effective and the product is generally found in emergency vehicles, hospital crash carts and wherever portable aspiration is a necessity, including backup support for powered suction systems. The full stop protection filter (FSP) and disposable features of the RES-Q-VAC(R) reduce the risk of exposing the health professional to HIV or SARS when suctioning a patient or during post treatment cleanup. All of the parts that connect to the pump are disposable.

We have introduced new, updated features including the FSP filter, new pediatric connectors, new graduated canister, new adult catheters, and new convenient carry pouch. It is also available with a flexible, portable LED white light source, which is attached to the top of the canister system and provides illumination for the medical professional during nighttime or low light conditions.

A critical component and advantage of the RES-Q-VAC(R) system is our Full Stop Protection filter, a patented filtering system that both prevents leakage and overflow of the aspirated fluids, even at full capacity, and traps virtually all air- and fluid-borne pathogens and potentially infectious materials within the sealable container. This protects users from potential exposure to disease and contamination. The Full Stop Protection meets the requirement of the Occupational Safety and Health Administration 'Occupational Exposure to Bloodborne Pathogens' CFR29 1910.1030. The Company has received a letter from OSHA confirming that the RES-Q-VAC(R) with the Full Stop Protection falls under the engineering controls of the Bloodborne Pathogen regulation and that the Products use would fulfill the regulatory requirements.

Recent concerns are for diseases that are easily transmitted by small aerosolized droplets such as Asian Bird Flu, Swine Flu, and resistant tuberculosis. Other concerns are hepatitis and HIV, among others.

On April 29, 2003, the Centers for Disease Control (CDC) issued additional guidelines for the control of SARS (Sudden Acute Respiratory Syndrome), which requires all suction systems to have filtration equivalent to a HEPA filter to prevent the spread of this disease. At the current time, we believe that the RES-Q-VAC(R) with Full Stop Protection(R) is the only portable device to comply with these CDC directives.

The new connectors added to our pediatric catheters allow them to connect directly to the adult canisters, enabling pediatric suctioning with the benefit of the Full Stop Protection(R) device as well as with sterile catheters. Many infants are born with contagious diseases and the new system eliminates this concern among paramedics during an emergency delivery.

One advantage of our RES-Q-VAC(R) airway suction system is versatility. With the addition of Full Stop Protection(R), we created specific custom RES-Q-VAC(R) kits for various vertical markets:

Emergency Medicine - we make several special kits for emergency use, which contain all the catheters necessary to treat adults as well as infants or children. These first responder kits are generally non-sterile. We also have special attachments available for the advanced paramedic to treat patients who are intubated.

Respiratory - in-home care, long-term care, situations requiring frequent suctioning such as cystic fibrosis patients, patients with swallowing disorders, elderly, patients on ventilators and with tracheostomies all benefit from the portability, cost and performance of the RES-Q-VAC(R). In hospitals, the RES-Q-VAC(R) provides emergency backup due to power loss or breakdown of the wall suction system.

Hospital Use - for crash carts, the emergency room, patients in isolation, patient transport (e.g., from ICU to Radiology) and backup for respiratory, RES-Q-VAC(R) is available sterile with Full Stop Protection(R) for the ultimate in performance and to meet all the OSHA regulations and CDC guidelines for use in treating patients in isolation, and in any location. Hospitals are required under the EMTALA regulations to provide emergency treatment to patients anywhere in the primary facility and up to 250 yards away. The RES-Q-VAC(R) ensures full compliance with these regulations and helps minimize unfavorable outcomes and potential lawsuits. We provide special hospital kits, which are fully stocked to meet all hospital applications for both adult and pediatric.

Nursing homes, hospice, sub-acute - we provide special configurations for dining areas and portable suctioning for outside events and travel. Chronic suction can be accommodated with RES-Q-VAC(R), which can be left by the bedside for immediate use during critical times.

Dental applications - we offer a version of the RES-Q-VAC(R), called DENTAL-EVAC(R), which addresses the needs of oral surgeons for emergency backup suction during a procedure. DENTAL-EVAC(R) is supplied with the dental suction attachments such as saliva ejector and high volume evacuator.

Military Applications -due to its lightweight, portability, and rapid deployment, we believe that the RES-Q-VAC(R) is ideal for any military situation. In addition, exposure to chemical weapons of mass destruction such as Sarin is best treated by rapid, aggressive, and repeated suctioning. We believe that the RES-Q-VAC(R)'s compact size, powerful pump, and full protection of the user from any contamination, gives us a competitive edge in this market.

We are actively pursuing a direct sales effort into the hospital market and continue our effort into nursing homes working with direct sales and several regional distributors in the respiratory market. We also work with national regional distributors who are well represented in the hospital respiratory market.

RES-Q-VAC(R) DISTRIBUTION

RES-Q-VAC(R) is sold domestically and internationally by emergency medical device distributors. These distributors generally sell to the end user and advertise these products in relevant publications and in their catalogs. We market the hospital RES-Q-VAC(R) system through regional distributors specializing in the hospital respiratory care market.

OSHA AND CDC REQUIREMENTS

The Full Stop Protection(R) meets the requirement of the Occupational Safety and Health Administration as described below. The Company has received a letter from OSHA confirming that the RES-Q-VAC(R) with the Full Stop Protection(R) falls under the engineering controls of the Bloodborne Pathogen regulation and that the Products use would fulfill the regulatory requirements.

OSHA 29 CFR 1910.1030 - Occupational Exposure to Bloodborne Pathogens requires that employers of "... emergency medical technicians, paramedics, and other emergency medical service providers; fire fighters, law enforcement personnel, and correctional officers ... must consider and implement devices that are appropriate [to contain blood-borne pathogens], commercially available and effective." These first responders risk exposure to serious disease, and the employers may risk OSHA violations and lawsuits if they fail to consider protective measures such as Repro-Med's Full Stop Protection(R) for RES-Q-VAC(R). The Company has received a letter from OSHA indicating the RES-Q-VAC(R) meets the intent of this regulation.

COMPETITION FOR THE RES-Q-VAC(R)

We believe that the RES-Q-VAC(R) is currently the performance leader for manual, portable suction instruments. In the emergency market, the primary competition is the V-Vac(TM) from Laerdal. The V-Vac(TM) is more difficult to use, cannot suction infants, and cannot be used while wearing heavy gloves such as in chemical warfare or in the extreme cold. Laerdal had more resources than REPRO-MED SYSTEMS and had begun marketing the V-Vac(TM) before RES-Q-VAC(R) entered the market. Another competitor is Ambu, with the Res-Cue brand pump, a product similar to our design, made in China. We believe that the product is not as well made or as versatile, and may not be purchased by the military segment of the market due to lines of supply concerns. We believe that the addition of Full Stop Protection(R) substantially separates the RES-Q-VAC(R) from competitive units, which tend to leak fluid when becoming full or could pass airborne pathogens during use. There is a heightened concern from health care professionals concerning exposure to disease and we believe the RES-Q-VAC(R) provides improved protection for these users.

SALES AND DISTRIBUTION

FREEDOM60(R) systems are sold through both direct sales efforts concentrated on large national accounts and a network of medical device distributors. Gynecological instruments are sold from the corporate offices primarily through repeat business. Distribution channels for the products are those generally common to their respective markets. In recent years, our emergency medical products are sold through a wide network of domestic and international distributors in over 40 countries.

The domestic emergency medical market has softened somewhat due to a decrease in Federal reimbursement to the states and cities for firefighters, police, and emergency services. We have concluded that we can have more effective market penetration with major master distributors who are able to better support our products.

For FREEDOM60(R), we have distributors in United Kingdom, Norway, Sweden, Denmark, Iceland, Finland, Estonia, Latvia, and Lithuania. We believe that one distributor in each country will be more predisposed to advertising, promotion, and building the product franchise. We are adding distributors in other European countries to expand our sales efforts. We work closely with our distributors to promote our products in each country.

During our fiscal year, we have expanded our efforts to market both of our main product lines at national and international trade shows. We support shows attended by our primary customers such as EMS Today, National Home infusion Association Conference, Immune Deficiency Foundation Annual Meeting, and MEDICA.

The table below presents the product mix for the last two fiscal years.

	FY 2012 Percentage of Sales	FY 2011 Percentage of Sales
Infusion Therapy	86.37%	81.69%
Medical Suction	12.33%	16.61%
Other	1.30%	1.70%

MANUFACTURING AND EMPLOYEES

The Company's employees perform at the Company's facility electromechanical assembly, calibration, pre- and post-assembly quality control inspection and testing, and final packaging for all products. Products are assembled using molded plastic parts acquired from several U.S. vendors and one supplier located in Taipei, Taiwan. The availability of parts has not been a problem. The cost and time required to fabricate molds to manufacture parts can slow the development of new products and might temporarily limit supply if we determine it is advisable to seek alternate sources of supply for existing products. Our policy has been to have multiple vendors as suppliers, where practicable, that also offer mold-building capabilities as a service.

As of February 29, 2012, we had 55 employees, 38 assigned to manufacturing operations, 8 to sales and customer support, 7 to administrative functions, 1 to quality assurance functions, and 1 Executive Officer. The Company is dependent on the services of Andrew Sealfon who serves as President, head of Research and Development and is instrumental in sales, marketing, and finance. The Company does not have insurance on the life of Andrew Sealfon and may not be able to replace him if the need arose.

REGULATIONS GOVERNING THE MANUFACTURING OPERATIONS

The Food, Drug, and Cosmetic Act governs the development and manufacturing of all medical products. The Act requires us to register the facility, list devices, file notice of intent to market new products, track the locations of certain products and to report any incidents of death or serious injury relating to the products with the FDA. We are subject to civil and criminal penalties and/or recall seizure or injunctions if we fail to comply with regulations of the FDA.

We are required to comply with federal, state, and local environmental laws; however, there is no significant effect of compliance on capital expenditures, earnings, or competitive position. We do not use significant amounts of hazardous materials in the assembly of these products.

Periodically we are subject to inspections and audits by FDA inspectors. The last quality review by the FDA was in September 2010, which included, among others, a review of complaints, quality controls, and documentation. The primary complaints for the FREEDOM60(R) relate to a lack of training on the part of the patient and medical support staff. The FDA inspection did not find any violations and no DD483 was issued. The Company always is subject to further audits by the FDA and could be impacted by adverse findings.

PATENTS AND TRADEMARKS

We have filed and received U.S. protection for many of our products and, in some cases where it was no longer deemed economically beneficial, we have allowed certain patent protections to lapse. The RES-Q-VAC(R) is susceptible in the international market to imitation. In 2002, a competitor had introduced a competitive product to the RES-Q-VAC(R) into the market. We responded with the introduction of new innovative features for the RES-Q-VAC(R) that enhanced the product and placed it well above the competition in safety.

On June 10, 2003, we received patent #6,575,946 for our new Full Stop Protection(R). This addition to the RES-Q-VAC(R) system prevents any fluids from exiting the system. It also serves to trap airborne and fluid pathogens. We believe that the addition of the flow block design substantially separates the RES-Q-VAC(R) from competitive units, which tend to leak fluid when becoming full or could pass airborne pathogens during use. There is a heightened concern from health care professionals concerning exposure to disease, and the filtered RES-Q-VAC(R) provides improved protection for these users.

We also hold patent #5,336,189 for a "Combination IV Pump & Disposable Syringe" which confers a unique syringe to IV pump interface design. This patent is for the FREEDOM60(R) Infusion System, an infusion therapy product. The cost of filing and maintaining applications has deterred pursuing international patents.

The patent position of small companies is highly uncertain and involves complex legal and factual questions. Consequently, there can be no assurance that patent applications relating to products or technology will result in patents being granted or that, if issued, the patents will afford protection against competitors with similar technology. Furthermore, some patent licenses held may be terminated upon the occurrence of certain events or become non-exclusive after a specified period. There can be no assurance that we will have the financial resources necessary to enforce any patent rights we may hold.

There can be no assurance that patents or trademarks will provide competitive advantages for the products covered or that they will not be challenged or circumvented by competitors.

ITEM 1A. RISK FACTORS

Not applicable as the Company is a smaller reporting Company.

ITEM 1B. UNRESOLVED STAFF COMMENTS

Not applicable as the Company is a smaller reporting Company.

ITEM 2. PROPERTY

We currently rent a masonry and steel frame building erected on 3.27 acres of land located at 24 Carpenter Road, Chester, New York 10918. This facility is our only location and is used as our headquarters and manufacturing operations.

Currently we are in year 13 of a 20-year lease and are responsible for all repairs, maintenance, and upkeep of the space occupied. The terms of the lease call for monthly lease payments of $11,042, and we contribute payments of 65% of the building's annual property taxes, amounting to $42,989 for the year ended February 29, 2012.

ITEM 3. LEGAL PROCEEDINGS

We are, from time to time, subject to claims and suits arising in the ordinary course of business, including claims for damages for personal injuries, breach of management contracts, and employment related claims.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

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

We are authorized to issue 50,000,000 shares of Common Stock, $.01 par value. As of February 29, 2012, 35,196,667 shares were issued and outstanding and there were approximately 1,040 shareholders as per transfer agent.

Our Common Stock is traded in the over-the-counter market and is quoted through the National Daily Quotation Service. The following table sets forth the high and low closing bid quotations for the Common Stock as reported by Commodity Systems, Inc., for the periods indicated. These quotations do not include retail mark-up, markdown, or commission and may not represent actual transactions.

	High	Low
2012 QUARTER ENDED		
February 29, 2012	$ 0.30	$ 0.22
November 30, 2011	$ 0.36	$ 0.20
August 31, 2011	$ 0.42	$ 0.28
May 31, 2011	$ 0.36	$ 0.15
2011 QUARTER ENDED		
February 28, 2011,	$ 0.19	$ 0.06
November 30, 2010	$ 0.21	$ 0.09
August 31, 2010	$ 0.16	$ 0.07
May 31, 2010	$ 0.18	$ 0.11

ITEM 6. SELECTED FINANCIAL DATA

Not applicable as the Company is a smaller reporting company.

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

This Annual Report on Form 10-K contains certain "forward-looking" statements (as such, term is defined in the Private Securities Litigation Reform Act of 1995) and information relating to us that are based on the beliefs of the management, as well as assumptions made by and information currently available.

Our actual results may vary materially from the forward-looking statements made in this report due to important factors such as, recent operating losses, uncertainties associated with future operating results, unpredictability related to Food and Drug Administration regulations, introduction of competitive products, limited liquidity, reimbursement related risks, government regulation of the home health care industry, success of the research and development effort, expanding the market of FREEDOM60(R), availability of sufficient capital to continue operations and dependence on key personnel. When used in this report, the words "estimate," "project," "believe," "may," "will," "anticipate," "intend," "expect" and similar expressions are intended to identify forward-looking statements. Such statements reflect current views with respect to future events based on currently available information and are subject to risks and uncertainties that could cause actual results to differ materially from those contemplated in such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. These statements involve risks and uncertainties with respect to the ability to raise capital to develop and market new products, acceptance in the market place of new and existing products, ability to penetrate new markets, our success in enforcing and obtaining patents, obtaining required Government approvals and attracting and maintaining key personnel that could cause the actual results to differ materially. Our actual results, performance and achievements could differ materially from those expressed or implied in these forward-looking statements. Repro-Med does not undertake any obligation to release publicly any revision to these forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

ACCOUNTING POLICIES

We believe that we have no critical accounting estimates or assumptions. We do not believe that any of the standards adopted by the Financial Accounting Standards Board that are not yet effective will have a material effect on our financial reporting.

RESULTS OF OPERATIONS

2012 vs. 2011

Overall sales for the year ending February 2012 increased 29.9% to $6,390,534 from $4,920,723 for the same period last year.

We continue to focus our sales and marketing efforts mainly on our two core product lines, the FREEDOM60(R) Syringe Infusion System and the RES-Q-VAC(R) Medical Suction System.

The FREEDOM60(R) continues to lead our sales increases with an overall improvement of 31.9% going from $4,044,313 in 2011 to $5,333,000 for the current year. The increase is due to additional sales for use with immune globulin and antibiotics, and increased revenues from our line of RMS HIgH-Flo™ Subcutaneous Needle Sets. We have concentrated the majority of our efforts in the FREEDOM60(R) line, specifically towards the subcutaneous immune globulin (SCIG) market.

We anticipate these sales to continue to increase as the SCIG market continues to develop and as we work on new enhancements to the FREEDOM60(R) that we believe will expand this market even further. In addition, we expect many of the SCIG providers will see benefit in using the FREEDOM60(R) system for other uses, such as antibiotics, chemotherapeutics, and pain medications.

Our net income for the year ending February 29, 2012 was $815,893 as compared with net income of $704,085 for the previous year. Net income increased as a result of an increase in income before taxes of $88,065 combined with a reduction in the provision for state income taxes.

RES-Q-VAC(R)Hand Held Medical Suction sales decreased by 8% to $803,200 from $868,524. Our overall sales results in the domestic market increased over the prior year, however a one-time, large international purchase in fiscal year 2011 was not repeated in 2012.

RES-Q-VAC(R) is sold domestically and internationally by emergency medical device distributors. These distributors generally sell to the end user and advertise these products in relevant publications and in their catalogs. We market the hospital RES-Q-VAC(R) Hand Held Medical Suction system through regional distributors specializing in the hospital respiratory care market.

Combined sales of our non-core product lines decreased by 5.0% or $4,300.

Cost of goods sold increased from $1,657,184 for year ended February 28, 2011 to $2,251,398 for the current year primarily because of increased sales. Gross profit margin for the year ended February 29, 2012 decreased 1.5% to 64.8%, as compared with 66.3% for the previous year. Raw materials costs have been increasing as have production expenses. Selling, General & Administrative Expenses (SG&A) increased by $688,251 year over year from $1,967,417 to $2,655,668 due to additional marketing expenses associated with our increase in sales and general increases in payroll, including an enlarged sales staff.

Research and development expenses increased from $35,519 to $90,329 primarily due to the hiring of additional engineering staff to support development efforts. Our chief executive officer spends significant time on research and development. All of his compensation has been included in selling, general, and administrative costs.

Depreciation and amortization expense increased by 58.1% to $103,981 during the year ended February 29, 2012 as compared with $65,774 for the previous year 2011 as a result of increased investment in capital assets. Interest expense decreased from $36,392 to $31,540 due to lower debt levels.

LIQUIDITY AND CAPITAL RESOURCES

Our net operating profit for the year ended February 29, 2012 was $1,289,158 as compared with $1,194,829 for the previous year. For the year ended February 29, 2012 Net Cash provided from Operations was $560,601 as compared with $1,028,465 for the prior year. This change of $467,864 was due primarily to a smaller deferred tax asset adjustment and increased inventory levels.

Accounts Receivable, net of reserves, increased at February 29, 2012 to $884,727 as compared with $713,906 for the previous year because of our increased sales. Domestic sales are made primarily on net 30-day payment terms. A variety of terms continue to be employed for export sales including cash prepayments and net 45 days to allow for increased delays due to transportation and communications. Prepaid expenses increased to $188,902 from $112,937 due to the purchase of a new software system to be installed and on line at March 1, 2012.

Expenditures for capital equipment in 2012 were $236,235.

We currently lease a masonry and steel frame building erected on 3.27 acres of land located at 24 Carpenter Road, Chester, New York 10918. This facility is our only location and is used as our headquarters and manufacturing operations.

Currently, we are in year 13 of a 20-year lease and are responsible for all repairs, maintenance, and upkeep of the space occupied. The terms of the lease call for a monthly lease payment of $11,042 per month. We also contribute payments of 65% of the building's annual property taxes, amounting to $42,989 for the year ended February 29, 2012.

In the last year, we began to sell our new RMS Subcutaneous Needle Administration Sets in Europe. We received approval from the FDA on May 20, 2011, for domestic marketing. Therefore, we now have approval for Europe, Canada, and the United States. We believe that the RMS Needle sets represent an improvement in performance and safety over the current devices on the market. We believe we have sufficient resources to continue marketing the needles sets domestically. We have negotiated with a third party manufacturer for outside production for additional capacity and to establish an alternative source of supply for our customers.

We believe the FREEDOM60(R) continues to find a solid following in the subcutaneous immune globulin market and this market is expected to continue to increase both domestically and internationally. We continued to experience an increase in sales during the year ending February 29, 2012. With these increases and the capital we currently have, we will continue to meet or exceed the company's liquidity needs for the next twelve months.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable as the Company is a smaller reporting Company.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders
REPRO-MED SYSTEMS, INC.
Chester, New York

We have audited the accompanying balance sheet of Repro-Med Systems, Inc. as of February 29, 2012, and the related statements of operations, stockholders' equity and cash flows for the year then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Repro-Med Systems, Inc. as of February 29, 2012, and the results of its operations and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

/s/ Radin, Glass & Co., LLP

New York, New York
May 29, 2012

Francis J. Merkel, CPA
Joseph J. Quinn, CPA/ABV, CVA
Daniel J. Gerrity, CPA
Mary Ann E. Novak, CPA

McGrail Merkel Quinn & Associates, P.C.

CERTIFIED PUBLIC ACCOUNTANTS & CONSULTANTS

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders
REPRO-MED SYSTEMS, INC.
Chester, New York

We have audited the accompanying balance sheet of REPRO-MED SYSTEMS, INC. as of February 28, 2011, and the related statements of income, changes in stockholders' equity and cash flows for the year then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of REPRO-MED SYSTEMS, INC. as of February 28, 2011, and the results of their operations and their cash flows for the year then ended in conformity with U.S. generally accepted accounting principles.

/s/ McGrail Merkel Quinn
& Associates, P.C.

Scranton, Pennsylvania
May 27, 2011

Clay Avenue Professional Plaza, 1173 Clay Avenue, Scranton, PA 18510 570 961-0345 Fax: 570 961-8650
www.mmq.com

REPRO-MED SYSTEMS, INC.
BALANCE SHEETS

	February 29, 2012	February 28, 2011
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	$ 1,757,223	$ 1,322,250
Certificates of deposit	255,228	152,399
Accounts receivable less allowance for doubtful accounts of $17,718 and $12,128 for February 29, 2012, and February 28, 2011, respectively	884,727	713,906
Inventory	1,167,456	668,200
Prepaid expenses	188,902	112,937
Deferred tax asset	—	45,641
Total Current Assets	4,253,536	3,015,333
PROPERTY & EQUIPMENT, net	498,940	361,360
OTHER ASSETS		
Patents, net of accumulated amortization of $107,640 and $102,314 at February 29, 2012 and February 28, 2011, respectively	24,513	29,839
Security deposit	28,156	28,156
Total Other Assets	52,669	57,995
TOTAL ASSETS	$ 4,805,145	$ 3,434,688

The accompanying notes are an integral part of these Financial Statements.

REPRO-MED SYSTEMS, INC.
BALANCE SHEETS

	February 29, 2012	February 28, 2012
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Note payable - current portion	$ 2,077	$ 1,928
Notes payable to related parties - current portion	41,417	39,011
Deferred capital gain - current portion	22,481	22,481
Accounts payable	199,527	158,108
Accrued expenses	153,800	71,330
Accrued payroll and related taxes	41,551	21,195
Accrued income tax liability	98,000	—
Total Current Liabilities	558,853	314,053
OTHER LIABILITIES		
Note payable - less current portion	1,474	3,552
Note payable to related parties - less current portion	437,832	479,248
Deferred capital gain less current portion	134,895	157,375
Deferred tax liability	121,363	—
Total Other Liabilities	695,564	640,175
Total Liabilities	1,254,417	954,228
STOCKHOLDERS' EQUITY		
Common stock, $0.01 par value, 50,000,000 shares authorized and 37,471,667 and 36,577,667 shares issued; 35,196,667 and 34,302,667 shares outstanding at February 29, 2012 and February 28, 2011, respectively.	374,717	365,777
Additional paid-in capital	3,263,244	3,017,809
Retained earnings (accumulated deficit)	54,767	(761,126)
	3,692,728	2,622,460
Less: Treasury stock, 2,275,000 shares at cost at February 29, 2012 and February 28, 2011	(142,000)	(142,000)
Total Stockholders' Equity	3,550,728	2,480,460
Total Liabilities and Stockholders' Equity	$ 4,805,145	$ 3,434,688

The accompanying notes are an integral part of these Financial Statements.

REPRO-MED SYSTEMS, INC.
STATEMENTS OF OPERATIONS

	For the years ended	
	February 29, 2012	**February 28, 2011**
NET SALES	$ 6,390,534	$ 4,920,723
Cost and Expenses		
Cost of goods sold	2,251,398	1,657,184
Selling, general and administrative	2,655,668	1,967,417
Research and development	90,329	35,519
Depreciation and amortization	103,981	65,774
Total Costs and Expenses	5,101,376	3,725,894
Net Operating Profit	1,289,158	1,194,829
Other Income/(Expenses)		
Interest expense	(31,540)	(36,392)
Forgiveness of interest	—	28,425
Gain / (Loss) foreign currency exchange	10,718	(2,461)
Interest and other income	12,848	8,718
Total Other Expenses	(7,974)	(1,710)
INCOME BEFORE TAXES	1,281,184	1,193,119
Income Tax Expense	465,291	489,034
NET INCOME	$ 815,893	$ 704,085
NET INCOME PER SHARE		
Basic	$ 0.02	$ 0.02
Diluted	$ 0.02	$ 0.02
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING		
Basic	34,250,560	36,244,542
Diluted	35,102,446	36,850,760

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

REPRO-MED SYSTEMS, INC.
STATEMENT OF STOCKHOLDERS'EQUITY
FOR THE YEARS ENDED FEBRUARY 29, 2012 AND FEBRUARY 28, 2011

	Preferred Stock		Common Stock		Additional Paid-in	Retained Earnings (Accumulated	Treasury	
	Shares	Amount	Shares	Amount	Capital	Deficit)	Stock	Total
BALANCE, FEBRUARY 28, 2010	10,000	$ 100	35,584,286	$ 355,843	$ 3,008,162	$ (1,533,211)	$ (142,000)	$ 1,688,894
Reversal of accrued preferred stock dividends	—	—	—	—	—	68,000	—	68,000
Fair value of stock options issued and exercisable	—	—	—	—	12,511	—	—	12,511
Conversion of preferred stock into common stock by director per agreement at $0.105 per share	(10,000)	(100)	952,381	9,524	(9,424)	—	—	—
Issuance of common stock as employee incentives at $0.17 per share	—	—	6,000	60	960	—	—	1,020
Issuance of common stock as incentive for property owner maintenance at $0.17 per share	—	—	35,000	350	5,600	—	—	5,950
Net income for the year ended February 28, 2011,	—	—	—	—	—	704,085	—	704,085
BALANCE, FEBRUARY 28, 2011	—	—	36,577,667	365,777	3,017,809	(761,126)	(142,000)	2,480,460
Issuance of common stock for exercised stock options at $.06 per share	—	—	2,025,000	20,250	101,250	—	—	121,500
Excess tax benefit related to share-based compensation	—	—	—	—	132,875	—	—	132,875
Adjustment of shares outstanding	—	—	(1,131,000)	(11,310)	11,310	—	—	—
Net income for the year ended February 29, 2012,	—	—	—	—	—	815,893	—	815,893
BALANCE, FEBRUARY 29, 2012	—	$ —	37,471,667	$ 374,717	$ 3,263,244	$ 54,767	$ (142,000)	$ 3,550,728

The accompanying notes are an integral part of these Financial Statements.

REPRO-MED SYSTEMS, INC.
STATEMENTS OF CASH FLOWS

	For the Years Ended	
	February 29, 2012	**February 28, 2011**
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	$ 815,893	$ 704,085
Adjustments to reconcile net income to net cash from operating activities:		
Stock based compensation	—	12,511
Stock based -incentives	—	6,970
Depreciation and amortization	103,981	65,774
Deferred capital gain - building lease	(22,480)	(22,480)
Decrease in deferred tax	167,004	487,343
Changes in operating assets and liabilities:		
Increase in accounts receivable	(170,821)	(58,946)
Increase in inventory	(499,256)	(33,616)
Increase in prepaid expense	(75,965)	(45,326)
Increase in accounts payable	41,419	77,391
Increase in accrued payroll and related taxes	20,356	8,540
Increase (decrease) in accrued expense	82,470	(47,410)
Increase in accrued income tax liability	98,000	—
Decrease in warranty liability	—	(72,188)
Decrease in accrued interest	—	(54,183)
NET CASH PROVIDED BY OPERATING ACTIVITIES	560,601	1,028,465
CASH FLOWS FROM INVESTING ACTIVITIES		
Payments for property and equipment	(236,235)	(200,522)
Payments for patents	—	(450)
Purchase of certificates of deposit	(102,829)	(152,399)
NET CASH USED IN INVESTING ACTIVITIES	(339,064)	(353,371)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issuing common stock	121,500	—
Payments to note payable to related parties	(39,010)	(136,744)
Payments on note payable	(1,929)	(29,483)
Excess tax benefits from share - based payment arrangements	132,875	—
NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES	213,436	(166,227)
NET INCREASE IN CASH AND CASH EQUIVALENTS	434,973	508,867
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	1,322,250	813,383
CASH AND CASH EQUIVALENTS, END OF YEAR	$ 1,757,223	$ 1,322,250
Supplemental Information		
Cash paid during the years for:		
Interest	$ 31,540	$ 36,392
Taxes	$ 89,644	$ —
NON - CASH FINANCING AND INVESTING ACTIVITIES		
Issuance of common stock as incentives	$ —	$ 6,970
Conversion of preferred stock to common stock	$ —	$ 100,000

The accompanying notes are an integral part of these Financial Statements.

REPRO-MED SYSTEMS, INC.
NOTES TO FINANCIAL STATEMENTS
FEBRUARY 29, 2012 AND FEBRUARY 28, 2011

NOTE 1 NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

NATURE OF OPERATIONS

REPRO-MED SYSTEMS, INC. (the "Company") designs, manufactures and markets proprietary medical devices primarily for the ambulatory infusion market and emergency medical applications. The FDA regulates these products. The Company is in one line of business.

CASH AND CASH EQUIVALENTS

For purposes of the statement of cash flows, the Company considers all short-term investments with an original maturity of three months or less to be cash equivalents. Occasionally, the Company has cash held in excess of $250,000 at a single depository, which exceeds the FDIC insurance limits and is therefore uninsured.

At February 29, 2012, cash equivalents consisted of money market funds aggregated to $829,148.

CERTIFICATES OF DEPOSIT

The certificates of deposit are recorded at cost plus accrued interest. The certificates of deposit earn interest at a rate of 0.5% to 0.65% and mature in May 2012 and February 2013.

INVENTORY

Inventories of raw materials are stated at the lower of average cost or market value including allocable overhead. Work-in-process and finished goods are stated at the lower of average cost or market value and include direct labor and allocable overhead. Average cost is calculated using a rolling average based upon new purchases and quantities.

PATENTS

Costs incurred in obtaining patents have been capitalized and are being amortized over seventeen years.

INCOME TAXES

Deferred income taxes are provided using the liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss and tax credit carry forwards and deferred tax liabilities are recognized for taxable temporary differences.

The Company believes that it has no uncertain tax positions requiring disclosure or adjustment. Generally, tax years starting with 2008 are subject to examination by income tax authorities.

PROPERTY, EQUIPMENT, AND DEPRECIATION

Property and equipment is stated at cost and is depreciated using the straight-line method over the estimated useful lives of the respective assets.

STOCK-BASED COMPENSATION

The Company accounts for stock issued for services using the fair value method. The measurement date of shares issued for service is the date when the counterparty's performance is complete.

NET INCOME PER COMMON SHARE

Basic earnings per share are computed on the weighted average of common shares outstanding during each year. During the year ended February 28, 2011 the preferred shares were converted into common shares and therefore diluted earnings per share includes only an increase in the weighted average shares by the common shares issuable upon exercise of employee and director stock options (Note 7).

	Fiscal Year Ended	
	February 29, 2012	**February 28, 2011**
Net income	$ 815,893	$ $704,085
Weighted Average Outstanding Shares:		
Outstanding shares	34,250,560	36,244,542
Option shares includable	851,885	606,218
	35,102,446	36,850,760
Net income per share		
Basic	$ 0.02	$ 0.02
Diluted	$ 0.02	$ 0.02

USE OF ESTIMATES IN THE FINANCIAL STATEMENTS

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ from those estimates. Important estimates include but are not limited to, asset lives, valuation allowances, inventory, and accruals.

SUBSEQUENT EVENTS

The Company has evaluated subsequent events through May 29, 2012, the date on which the financial statements were issued.

REVENUE RECOGNITION

Sales of manufactured products are recorded when shipment occurs. The Company's revenue stream is derived from the sale of an assembled product. Other service revenues are recorded as the service is performed. Shipping and handling costs generally are billed to customers and are included in sales. The Company does not accept return of goods shipped unless it is a Company error. The only credits provided to customers are for defective merchandise.

EMERGING ACCOUNTING STANDARDS

Management does not believe that any of the standards adopted by the Financial Accounting Standards Board that have been adopted but are not yet effective will have a material effect on the Company's financial reporting.

FAIR VALUE OF FINANCIAL INSTRUMENTS

The carrying amounts reported in the balance sheet for cash, trade receivables, accounts payable and accrued expenses approximate fair value based on the short-term maturity of these instruments.

ACCOUNTING FOR LONG-LIVED ASSETS

The Company reviews its long-lived assets for impairment at least annually or whenever there circumstances and situations change such that there is an indication that the carrying amounts may not be recoverable. As of February 29, 2012 the Company does not believe that any of its assets are impaired.

NOTE 2 INVENTORY

Inventory consists of:

	February 29, 2012	February 28, 2011
Raw materials	$ 788,092	$ 443,077
Work in progress	55,067	50,902
Finished goods	324,297	174,221
	$ 1,167,456	$ 668,200

NOTE 3 PROPERTY AND EQUIPMENT

Property and equipment consists of the following at:

	February 29, 2012	February 28, 2011	Estimated Useful Lives
Furniture, office equipment, and leasehold improvements	$ 636,159	$ 553,093	3-10 years
Manufacturing equipment and tooling	1,278,258	1,125,089	3-12 years
	1,914,417	1,678,182	
Less: accumulated depreciation	1,415,477	1,316,822	
Property and equipment, net	$ 498,940	$ 361,360	

Depreciation expense was $98,655 and $60,205 for the years ended February 29, 2012 and February 28, 2011, respectively.

NOTE 4 RELATED PARTY TRANSACTIONS

LEASED AIRCRAFT

The Company leases an aircraft from a Company controlled by the President. The lease payments aggregated $21,500 for both the years ended February 29, 2012 and February 28, 2011. The original lease agreement has expired and the Company is currently on a month-to-month basis for rental payments.

BUILDING LEASE

In February 2011, the Company elected Mr. Mark Pastreich as a Director. Mr. Pastreich is a principal in the entity that owns the building leased by REPRO-MED SYSTEMS, INC. The Company is in year thirteen of a twenty-year lease. There have been no changes to lease terms since his directorship and none are expected through the life of the current lease.

NOTE 5 LONG-TERM DEBT

Long-term debt consists of the following at:

	February 29, 2012	February 28, 2011
In February 2009, the Company was granted a loan from a director of the Company for $672,663, payable in 144 monthly installments of $5,754 at a rate of 6.00% interest. The Company issued the director 755,000 shares of common stock at the price of $0.11 per share in June 2009 further to reduce the debt. The loan will mature in February 2021.	479,249	518,259
Other	3,551	5,480
	482,800	523,739
Less current portion	43,494	40,939
Long-term portion	$ 439,306	$ 482,800

Aggregate maturities as required on long-term debt at February 29, 2012 are:

2013	43,494
2014	45,445
2015	46,683
2016	49,562
2017	52,619
Thereafter	244,997
Total	$ 482,800

NOTE 6 STOCKHOLDERS' EQUITY

On June 21, 2010, the preferred stock owner of the Company elected to convert the 10,000 shares of preferred stock for 952,381 shares of common stock at a conversion rate of $0.105 per share. The shareholder, also a director of the Company, waived the payment of $68,000 of accrued preferred dividends. These dividends were reversed through the accumulated deficit account, the same way in which they were originally accrued.

On February 28, 2011, the Company issued 6,000 shares of stock at $0.17 per share to three employees for compensation incentives.

On February 28, 2011, the Company issued 35,000 shares of stock at $0.17 per share to the property owner as incentive for building maintenance.

NOTE 7 STOCK OPTIONS

On June 6, 2007, the Board of Directors approved the issuance of 4,360,000 stock options to key employees and directors of the Company. The options have an expiration date of 5 years from the date of grant and an exercise price of $0.06 per share.

The fair value of each option grant was calculated to be $.0272 on the date of grant using the Black-Schole Option pricing model with the following assumption used for grants during the applicable period.

Risk free rate	2.4%
Volatility	96.16%
Expected life	1.5 years
Dividend yield	0%

The following table summarizes the Company's stock options.

Options	Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term
Outstanding at March 1, 2011	2,150,000	$ 0.06	1.3
Granted	—	—	—
Exercised	(2,025,000)	$ 0.06	—
Forfeited or expired			
Outstanding at February 29, 2012	125,000	$ 0.06	0.3
Exercisable at February 29, 2012	125,000	$ 0.06	0.3

In August 2011, the president and one director exercised stock options. Total intrinsic value of options exercised during the period ended August 31, 2011 was $400,000. The Company recorded an excess tax benefit to APIC related to share-based compensation in the amount of $136,000 at August 31, 2011.

The Company's remaining outstanding options are all fully vested.

NOTE 8 SALE-LEASEBACK TRANSACTION - OPERATING LEASE

On February 25, 1999, the Company entered into a sale-leaseback arrangement whereby the Company sold its land and building at 24 Carpenter Road in Chester, New York and leased it back for a period of 20 years. The leaseback is accounted for as an operating lease. The gain of $449,617 realized in this transaction has been deferred and is amortized to income in proportion to rental expense over the term of the related lease.

At February 29, 2012 minimum future rental payments are:

Year	Minimum Rental Payments
2013	$ 132,504
2014	132,504
2015	132,504
2016	132,504
2017	132,504
Thereafter	265,008
	$ 927,528

Rent expense for the years ended February 29, 2012 and February 28, 2011 aggregated $132,504.

NOTE 9 FEDERAL AND STATE INCOME TAXES

The provision for income taxes consisted of at February 29, 2012 and February 28, 2011:

	2012	2011
State income tax:		
Deferred	$ —	$ 84,210
Current	2,000	1,691
Federal income tax:		
Deferred	167,004	403,133
Current, including credit to additional paid-in capital	296,287	—
Total	$ 465,291	$ 489,034

The Company had income tax carryforwards, all of which were fully utilized by February 29, 2012.

The reconciliation of income taxes shown in the financial statements and amounts computed by applying the Federal expected tax rate of 34% is as follows:

	2012	2011
Income before tax	$ 1,300,573	$ 1,193,119
Computed expected tax	$ 442,195	$ 405,661
State tax provision	2,000	80,479
Other	21,096	2,894
Provision for taxes	$ 465,291	$ 489,034

The components of deferred tax assets (liabilities) at February 29, 2012 and February 28, 2011, respectively, are as follows:

	2012	2011
Deferred Tax Assets (Liabilities):		
Net operating loss carry forward	—	$ 45,641
Primarily depreciation and amortization	(121,363)	—
Deferred tax assets (liabilities)	$ (121,363)	$ 45,641

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

On October 20, 2011 McGrail Merkel Quinn & Associates, P.C., was dismissed as REPRO-MED SYSTEMS, INC.'s (the "Company") independent registered public accounting firm, as approved by the board of directors. McGrail Merkel Quinn & Associates, P.C.'s, report on the Company's financial statements for the two fiscal years ended February 28, 2011 and 2010 did not contain an adverse opinion or disclaimer of opinion, and was not qualified or modified as to uncertainty, audit scope or accounting principles.

During the fiscal years ended February 28, 2011 and 2010, as well as the interim period preceding the dismissal of McGrail Merkel Quinn & Associates, P.C., there were no disagreements or reportable events of the kind described in Item 304(a)(1)(v) of Regulation S-K of the Securities and Exchange Commission (the "Commission") between the Company and McGrail Merkel Quinn & Associates, P.C., on any matters of accounting principles or practices, financial statement disclosure, or auditing scope or procedure which, if not resolved to the satisfaction of McGrail Merkel Quinn & Associates, P.C., would have caused McGrail Merkel Quinn & Associates, P.C., to make a reference to the subject matter of the disagreement or reportable event in connection with the issuance of its audit reports.

On October 20, 2011, the Board of Directors of REPRO-MED SYSTEMS, INC., approved the engagement of Radin, Glass & Co., LLP as the Company's independent registered public accounting firm for the year ending February 29, 2012. Radin Glass & Co., LLP's engagement as the Company's independent registered public accounting firm commenced on October 20, 2011.

During the years ended February 28, 2010 and February 28, 2011, and through October 20, 2011, neither the Company nor anyone on its behalf has consulted with Radin Glass & Co., LLP with respect to either (i) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company's financial statements, and neither a written report nor oral advice was provided to the Company that Radin Glass & Co., LLP concluded was an important factor considered by the Company in reaching a decision as to any accounting, auditing or financial reporting issue; or (ii) any matter that was either the subject of a disagreement (as defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions to Item 304 of Regulation S-K) or a reportable event (as defined in Item 304(a)(1)(v) of Regulation S-K).

ITEM 9A(T). CONTROLS AND PROCEDURES

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

An evaluation was performed under the supervision and with the participation of our management, including our Chief Executive Officer or CEO, and Chief Financial Officer or CFO, of the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act) as of February 29, 2012. Based on that evaluation, our management, including our CEO and CFO, concluded that our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and is accumulated and communicated to our management, including our CEO and CFO, to allow timely decisions regarding required disclosure.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting. The Company's internal control over financial reporting is a process designed under the supervision of the Company's Chief Executive Officer and Chief Financial Officer, and implemented in conjunction with management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company's consolidated financial statements for external purposes in accordance with generally accepted accounting principles.

There are inherent limitations in the effectiveness of any internal control, including the possibility of human error and the circumvention or overriding of controls. Accordingly, even effective internal control can provide only reasonable assurance with respect to financial statement preparation. Further, because of changes in conditions, the effectiveness of internal control may vary over time.

Management assessed the effectiveness of the Company's internal control over financial reporting as of February 29, 2012. This assessment was based on criteria for effective internal control over financial reporting described in "Internal Control - Integrated Framework," issued by the Committee of Sponsoring Organization of the Treadway Commission (COSO). Based on this assessment, management determined that, as of February 29, 2012, the Company maintained effective internal control over financial reporting.

This annual report does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to the Dodd-Frank Act that permits the Company to provide only management's report in the annual report.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

There has been no change in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) during the fiscal year ended February 29, 2012 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

None

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE

The following table sets forth-certain information with respect to the Executive Officers and Directors:

Name	Age	Position / Held Since
Andrew I. Sealfon	66	President 1980, Chairman 1989, Director 1980, CEO 1986
Michael R. Boscher	47	Treasurer 2012, CFO 2012
Paul Mark Baker	61	Director 1991
Remo Spagnoli	82	Director 1993
Mark Pastreich	82	Director 2011

Mr. Sealfon is deemed a "parent" and "promoter" as those terms are defined under the Securities Act of 1933 as amended.

All directors hold offices until the next annual meeting of shareholders or until their successors are elected. Executive Officers hold office at the discretion of the Board of Directors.

Mr. Sealfon co-founded REPRO-MED SYSTEMS, INC., in 1980. He is an electrical engineer and inventor and has been granted numerous United States patents. Mr. Sealfon is a graduate of Lafayette College.

Mr. Boscher, master in business administration from Durham University, United Kingdom, joined the company in 2011 as director of operations. Effective February 2012, he is Treasurer and Chief Financial Officer.

Dr. Baker earned a medical degree from Cornell University Medical College. He is a practicing pediatrician and is attending at Department of Pediatrics Horton Memorial Hospital, Middletown, New York, and attending at New York Hospital-Cornell Medical Center in New York City. Dr. Baker assisted us in the development of the RES-Q-VAC(R) Suction System. In addition, Dr. Baker has published results of use of the RES-Q-VAC(R) in a letter to LANCET, a medical journal.

Mr. Spagnoli is a principal founder and past President and Chairman of CRS, Inc., Newburgh, NY, a manufacturer of proprietary inventory control and point of sale software and distributor of computer equipment.

Mr. Pastreich is a businessman, and a longtime real estate investor and broker. He has served on numerous for-profit and not-for-profit boards. Among his other various real estate holdings, he is presently a partner in Casper Creek LLC, which owns the building leased by REPRO-MED SYSTEMS, INC.

ITEM 11. EXECUTIVE COMPENSATION

Andrew I. Sealfon, President, received $443,194 in salary from Repro-Med during the fiscal year ended February 29, 2012. Mr. Sealfon had been granted incentive stock options, which were issued on June 6, 2007, and were subsequently exercised per the Repro-Med Stock Option Agreement.

The officers are reimbursed for travel and other expenses incurred on behalf of REPRO-MED SYSTEMS, INC. We do not have pension or profit sharing plans.

	Summary Compensation		
Name & Position	**Year**	**Salary**	**Other ***
Andrew I. Sealfon, President	2012	$ 443,194	—
	2011	$ 163,917	—
	2010	$ 155,007	—
	2009	$ 122,499	—
	2008	$ 109,347	—
	2007	$ 116,757	—
Michael R. Boscher, Treasurer & CFO	2012	$ 103,175	—

(Appointed January 9, 2012; effective February 1, 2012)

* Other compensation includes car allowance (not itemized here).

Table of aggregated options exercised in the fiscal year and option values at year-end February 2012:

Name of Individual	**Shares Acquired On Exercise**	**Value Realized**	**Number of Unexercised Options at Year-end Exercisable/ Unexercisable**	**Value of Unexercised In-the-money Options at Year-end Exercisable/ Unexercisable**
A. I. Sealfon				
Exercisable	2,000,000	$ 400,000	0	$ 0
Unexercisable	0	$ 0	0	$ 0

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth, as of February 2012, the number of shares of Common Stock beneficially owned by each person owning more than 5% of the outstanding shares, by each officer and director, and by all officers and directors as a group:

Name of Principal Shareholders and Identity of Group	Number of Shares Owned	Percent of Class	Notes:
Andrew I. Sealfon*	7,267,250	21%	1
Dr. Paul Mark Baker	1,291,500	4%	2
Remo Spagnoli	1,072,381	3%	—
Mark Pastreich	176,500	1%	—
All Directors and Officers as a Group	9,807,631	28%	—

*Andrew I. Sealfon is deemed a "parent" and a "promoter" of REPRO-MED SYSTEMS, INC., as those terms are defined under the Securities Act of 1933, as amended.

(1) Does not include 690,000 shares of common stock owned by members of Mr. Sealfon's family, as to which Mr. Sealfon disclaims beneficial ownership.

(2) Includes beneficial shares owned by Andrea Baker.

Certain shares and/or options, which have been disclosed above, were issued to officers, directors, or 10% shareholders. The Company has reminded each of said directors to file an SEC Form 3, 4, or 5 as applicable, with respect to such stock issuances or option grants.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

To reduce corporate travel expenses, we maintain and operate a corporate aircraft. Since 1992, the aircraft has been leased from AMI Aviation, Inc. Mr. Sealfon is a majority shareholder in AMI Aviation. The lease expenses paid were $21,500 in each of 2012 and 2011. We believe the AMI lease is on terms competitive with those that could be obtained from unaffiliated third parties.

In February 2009, the Company borrowed $672,663 from a Director of the company, at 6% interest per annum. In June 2009, 755,000 shares of stock were issued to the director at $0.11 per share to reduce the debt. The remaining debt matures in February 2021.

In February 2011, the company added Mr. Mark Pastreich as a director. Mr. Pastreich is a principal in the company that owns the building leased by REPRO-MED SYSTEMS, INC. The Company is in year thirteen of a twenty-year lease. No changes have been made to the lease terms as a result of his directorship, and none are anticipated before the end of the lease.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The following is a summary of the fees billed to us by Radin, Glass & Co., LLP and McGrail Merkel Quinn & Associates, P.C., independent registered public accounting firms, for professional services rendered for the fiscal years ended February 29, 2012 and February 28, 2011, respectively.

Fee Category	Fiscal 2012 Fees	Fiscal 2011 Fees
Audit Fees (1)	$38,500	$48,500
Tax Returns	$10,000	

(1) Audit fees consist of aggregate fees billed for professional services rendered for the audit of our annual financial statements and review of the interim financial statements included in quarterly reports or services that are normally provided by the independent auditors in connection with statutory and regulatory filings or engagements for the fiscal years ended February 29, 2012 and February 28, 2011, respectively. All other fees, if any, consist of aggregate fees billed for products or services provided by Radin, Glass & Co. LLP, and McGrail Merkel Quinn & Associates, P.C., independent registered public accounting firms.

The Board of Directors is responsible for the appointment, compensation, and oversight of the work of the independent auditors and approves in advance any services to be performed by the independent auditors, whether audit-related or not. The Board of Directors reviews each proposed engagement to determine whether the provision of services is compatible with maintaining the independence of the independent auditors. All of the fees shown above were pre-approved by the Board of Directors.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a)

(1) Financial Statements - The following financial statements are incorporated by reference in Part II, Item 8 hereof:

Report of Independent Registered Public Accounting Firm
Balance Sheets
Statements of Operations
Statements of Stockholders' Equity
Statements of Cash Flows
Notes to Financial Statements

(2) Financial Statement Schedules - The Financial Statement Schedules are incorporated by reference in Part II, Item 8 hereof.

(3) Exhibits

The following exhibits are filed herewith or incorporated by reference as part of this Annual Report.

Exhibit No.	Description
3(i)	Articles of Incorporation, by reference from the Regulation and Offering Statement of REPRO-MED SYSTEMS, INC., dated November 12, 1982.
3(ii)	By-Laws, by reference from the Annual Report on Form10-K of REPRO-MED SYSTEMS, INC., for the fiscal year ended February 1987.
14.1	Acknowledgement of Receipt and Understanding of Code of Ethics for Officers, Directors, and Employees of REPRO-MED SYSTEMS, INC., and Federal Securities Law Prohibitions as to use of Insider Information
14.2	Code of Ethics for Officers, Directors, and Employees of REPRO-MED SYSTEMS, INC.
14.3	Federal Securities Law Considerations for Management of REPRO-MED SYSTEMS, INC.
31.1	Certification of the Principal Executive Officer of registrant required under Section 302of the Sarbanes-Oxley Act of 2002, filed herewith.
31.2	Certification of the Treasurer and Chief Financial Officer of registrant required under Section 302 of the Sarbanes-Oxley Act of 2002, filed herewith.
32.1	Certification of the Principal Executive Officer of registrant required under Section 906of the Sarbanes-Oxley Act of 2002, filed herewith.
32.2	Certification of the Treasurer and Chief Financial Officer of registrant required under Section 906 of the Sarbanes-Oxley Act of 202, filed herewith.
101	Interactive Data File (Annual Report on Form 10-K, for the fiscal year ended February 29, 2012), furnished in XBRL (eXtensible Business Reporting Language).

SIGNATURES

Pursuant to the requirements of Section 13 or 15 (d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on May 29, 2012.

REPRO-MED SYSTEMS, INC.

/s/ Andrew I. Sealfon
Andrew I. Sealfon, President

/s/ Michael R. Boscher
Michael R. Boscher, Treasurer & CFO

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities indicated on May 29, 2012.

/s/ Andrew I. Sealfon
Andrew I. Sealfon, President, Chairman of the Board, Director, and Principal Executive Officer

/s/ Dr. Paul Mark Baker
Dr. Paul Mark Baker, Director

/s/ Remo Spagnoli
Remo Spagnoli, Director

/s/ Mark Pastreich
Mark Pastreich, Director

Exhibit 14.1

Acknowledgment of Receipt
and Understanding of

Code of Ethics for Officers, Directors, and Employees
of REPRO-MED SYSTEMS, Inc. (the "Company")

and

Federal Securities Law Prohibitions
as to use of Insider Information

_____ I acknowledge that it is my responsibility to report to the company any situation where the Company's standards or the laws are being violated. I further acknowledge that failure to comply with this **Code of Ethics** will not be tolerated by the Company and those deviations there from or violations thereof will result in serious reprimand by the Company, including but not limited to immediate dismissal.

_____ I hereby certify that I have read and understand, and agree to comply with, the Company's policy on **Insider Trading** and tipping.

I have received and reviewed both the **Code of Ethics for Officers, Directors, and Employees of REPRO-MED SYSTEMS, Inc.,** and the **Federal Securities Law Prohibitions as to Use of Insider Information.**

(Print Name) (Print Title)

Signature

Date

Exhibit 14.2

Code of Ethics
for Officers, Directors, and Employees
of REPRO-MED SYSTEMS, Inc.

REPRO-MED SYSTEMS, Inc. (the "Company") is committed to conducting its business in compliance with all the applicable laws and regulations of the countries in which it operates and in accordance with high standards of business conduct. The Company strives to maintain the highest standard of accuracy, completeness, and disclosure in its financial dealings, records, and reports. These standards serve as the basis for managing the Company's business, for meeting the Company's duties to its shareholders and for maintaining compliance with financial reporting requirements. The Company's officers, directors, and employees must execute the following certification.

In my role as an officer, director, or employee of the Company, I hereby certify to the Company and the Audit Committee that I will adhere to and advocate the following principles and responsibilities governing my professional and ethical conduct. To the best of my knowledge and ability:

1. I will act with honesty and integrity, avoiding actual or apparent conflicts of interest in personal and professional relationships. I will avoid receiving, or permitting members of my immediate family to receive improper personal benefits from the Company. I will make full disclosure to the President, Chief Executive Officer or Chairman of the Audit Committee, if any, of any transaction or relationship that I reasonably expect could give rise to an actual or apparent conflict of interest with the Company. I will not vote in any decision relating to a matter that gives rise to an actual or apparent conflict of interest for me.

2. I will provide constituents with information that is accurate, complete, objective, relevant, timely, and understandable.

3. I will comply (and if I am a director, I will also seek to ensure that management complies) with rules and regulations of federal, state, provincial and local governments and other appropriate private and public regulatory agencies.

4. I will act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing my independent judgment to be subordinated.

5. I will use good business judgment in the processing and recording of all financial transactions involved in performing my duties with the Company.

6. I will respect the confidentiality of information acquired in the course of my work, except when authorized or otherwise legally obligated to disclose such information, and I will not use confidential information acquired in the course of my work for my personal advantage.

7. I will share knowledge and maintain skills important and relevant to my constituents' needs.

8. I will promote ethical behavior among constituents in my work environment.

9. I will seek to achieve (and if I am a director, I will endeavor to ensure that management achieves) responsible use of and control over all assets and resources employed or entrusted to me. I will endeavor to ensure that the Company's assets and resources entrusted to me are used only for legitimate business purposes of the Company.

10. In carrying out my duties and responsibilities, I will avoid: (a) appropriating corporate opportunities for myself that are discovered through the use of Company property or information or my position with the Company; (b) using Company property or information, or my position with the Company, for personal gain; and (c) competing with the Company. If I reasonably believe that a contemplated transaction might be a corporate opportunity or a competitive transaction, I will make full disclosure to the President, Chief Executive officer or Chairman of the Audit Committee. If any, and, if appropriate, seek its authorization to pursue such transaction.

11. I will maintain records that fairly and accurately reflect the Company's business transactions in which I am engaged, to the extent applicable to my duties with the Company.

12. I will sign only those documents that I believe to be accurate and truthful.

13. I will devise, implement and maintain sufficient internal controls to assure that financial record-keeping objectives are met, to the extent applicable to my duties with the Company.

14. I will prohibit the establishment of any undisclosed or unrecorded funds or assets for any purpose.

15. I will not knowingly be a party to any illegal activity or engage in acts that are discreditable to my profession or the Company.

16. I will respect and contribute to the legitimate and ethical objectives of the Company.

17. I will engage in only those services for which I have or I am using my best efforts to obtain the necessary knowledge, skills, and expertise.

18. I will, to the extent applicable to my duties with the Company, properly and promptly record, or cause to be properly and promptly recorded, all disbursements of funds and all receipts.

19. I will not make, or tolerate to be made, false or artificial statements or entries for any purpose in the books and records of the Company or in any internal or external correspondence, memoranda, or communication of any type, including telephone or wire communications.

I acknowledge that it is my responsibility to report to the Company any situation where the Company's standards or the laws are being violated. I further acknowledge that failure to comply with this Code of Ethics will not be tolerated by the Company and that deviations therefrom or violations thereof will result in serious reprimand by the Company, which may include immediate dismissal.

_____

(Print Name) (Print Title)

_____

Signature

_____

Date

Exhibit 14.3

MEMORANDUM

TO: Management
REPRO-MED SYSTEMS, INC.

FROM: Stephen Feinberg of counsel to Salon Marrow Dyckman Newman & Broudy LLP

DATE: March 16, 2011

RE: Federal Securities Law Considerations for Management of REPRO-MED SYSTEMS, INC.

The following is an explanation of certain federal securities laws issues relating to the purchase and sale of the Company's securities and other compliance matters. Federal legislation gives the Securities and Exchange Commission ("SEC") and courts powers in sanctioning and imposing penalties against individuals and companies for violations of the federal securities laws.

In light of the importance of preserving the Company's reputation for maintaining the highest legal and ethical standards as well as the detrimental impact of any failures to comply with applicable law, it is imperative that all officers and directors fully understand their responsibilities for complying with the relevant federal securities laws.

A. Insider Trading Restrictions

In the course of their employment with the Company or its subsidiaries, directors, officers and employees frequently come into possession of confidential and highly sensitive information concerning the Company, its customers, suppliers or other corporations with which the Company has contractual relationships or may be negotiating transactions. Much of this information has a potential for affecting the market price of securities issued by the corporations involved. Under some circumstances, federal securities law imposes potentially onerous civil and criminal penalties on persons who improperly obtain or use material non-public information, in connection with a purchase or sale of securities.

In 1988, Congress passed new insider trading legislation which explicitly empowers the SEC to seek substantial civil penalties from any person who, at the time of an insider trading violation, "directly or indirectly controlled the person who committed such violation," i.e., an employer. Civil penalties for persons who control violators can equal the greater of $1,000,000 or three times the profit gained or losses avoided. Employers may also be subject to criminal penalties of $2,500,000 for insider trading violations committed by employees. Accordingly, when the maximum criminal penalty is combined with the maximum civil penalty, employers of persons who trade on the basis of insider information may be liable for up to $3,500,000 -- even for employee violations that yield a small profit gained or loss avoided.

The statute provides that any "controlling person" may be liable for civil penalties up to the amount specified above if the controlling person both (i) knew or recklessly disregarded the fact that the employee was likely to engage in a violation and (ii) failed to take appropriate steps to prevent that violation before it occurred. Moreover, in recent years, the SEC and governmental prosecutors have been vigorously enforcing the insider trading laws against both individuals and institutions.

Given all of these factors, it is imperative that the Company provide specific guidance concerning the propriety of various persons' transactions, and to impose specific procedures in certain cases to attempt reasonably to ensure that neither the Company nor its employees violates insider trading laws.

1. Explanation of the Law

The federal securities laws and regulations have been held to prohibit the purchase or sale of a security at a time when the person trading in that security possesses material non-public information concerning the issuer of the security, or the market for the security, which has not yet become a matter of general public knowledge and which has been obtained or is being used in breach of a duty to maintain the information in confidence. Communication of non-public information to a third party, under circumstances where improper trading can be anticipated, is also prohibited.

Material non-public information includes information that is not available to the public at large which could affect the market price of the security and to which a reasonable investor would attach importance in deciding whether to buy, sell, or retain the security. Common examples of information that will frequently be regarding as material are: projections by a Corporation's officers of future earnings or losses; news of a pending or proposed merger or acquisition, or a tender offer or exchange offer; news of a significant sale of assets or the disposition of a subsidiary; impending bankruptcy or financial liquidity problems; changes in dividend policies or the declaration of a stock split or the offering of additional securities; changes in management; significant new products or the gain or loss of a substantial customer or supplier. It should be noted that either positive or adverse information may be material.

Information is considered to be available to the public only when it is has been released to the public through appropriate channels (e.g., by the filing of a statement or report with the SEC or release of a statement from one of the corporation's senior officers) and enough time has elapsed to permit the investment market to absorb and evaluate the information. Once public release has occurred, information will normally be regarded as absorbed and evaluated within two or three days thereafter.

2. Company Policy

As long as an officer, director or employee has material non-public information relating to the Company or any other corporation, including any of the Company's customers, it is Company policy that the officer, director or employee may not buy or sell the securities of the Company or the other corporation. Equally important, the information may not be passed along to others.

To avoid potential liability, under the Company's policy all officers, directors and employees of the Company must not purchase or sell securities of the Company at a time when the officers, director or employee is aware of any material non-public information about the Company, regardless of how that information was obtained. All employees sign an employee confidentiality agreement wherein they agree not to improperly use non-public information which they may become aware of due to their employment with the Company. The officer, director or employee also must not permit any member of his or her immediate family or anyone acting on his or her behalf, or anyone to whom she has disclosed the information, to purchase or sell such securities.

After the information has been publicly disclosed through appropriate channels, a reasonable time should be allowed to elapse (at least two business days) before trading in the security, to allow for public dissemination and evaluation of the information.

Since it is often difficult to determine whether the standards specified above have been satisfied, it is the Company's policy that officers, directors and employees must not purchase or sell securities of any company or publicly trading partnership known or believed to be a significant customer of or significant supplier to the Company, whether or not the officer, director or employee possesses specific material non-public information, unless the written permission of the Company is first received. For purposes of this policy, a company or partnership would be a significant customer or significant supplier if its business with this Company constituted either a material or important portion of this Company's business or a material or important portion of its own business.

A question arises as to the amount of time, after the release by the Company of its earnings, that officers, directors and senior management can purchase or sell Company stock without running into the period when they would have knowledge, or the appearance of knowledge, of the Company's results for the subsequent reporting period. The Company normally releases its quarterly results approximately forty five (45) days after the end of the quarter and ninety (90) days after the end of the fiscal year. Insiders should wait a period of time after release of information so as to assure that the information has been publicly disseminated. The Company has adopted a policy that insiders (officers, directors and senior management) shall not execute transactions in the Company's stock until two (2) days after the release of the information. The Company's policy would permit insiders a "window" to buy or sell Company securities of thirty (30) days, after the two day waiting period following the release of information, for quarterly results and of fourteen (14) days after the two (2) day waiting period following the release of information for year-end results. (The shorter "window" following year-end results is due to (i) the fact that earnings are released a month later than quarterly results and (ii) the first quarter ends one month after release of the year-end numbers and thus first quarter results are therefore known closer to the time of the release of the year end results then are subsequent quarterly results). Of course during the "window" periods if an insider becomes aware of any material undisclosed information regarding the Company it would be illegal for the insider to purchase or sell any Company stock.

In addition, it is the Company's policy that officers and directors should not engage in any of the following activities with respect to the securities of the Company:

(a) Trading in Company securities on a short-term basis. Any Company security purchased must be held for a minimum of six (6) months before sale, unless the security is subject to forced sale, e.g., as a consequence of merger or acquisition;

(b) Purchases on margin;

(c) Short sales; or

(d) Buying or selling put options or call options on Company common stock.

B. Section 16 Issues

Section 16 of the Securities Exchange Act of 1934 ("1934 Act") generally requires officers, directors and greater than ten (10%) percent stockholders of public corporations to file certain reports with the SEC, securities exchanges and their respective corporations disclosing ownership of, and transactions in, the corporation's securities. Moreover, in certain instances, Section 16 requires disgorgement to the corporation of "short-swing" profits from transactions in these securities.

To ensure compliance with Section 16's requirements, the Company requires that each officer and director confer with this firm, Salon Marrow Dyckman Newman & Broudy LLP, before purchasing or selling any securities that have been issued by the Company (including derivative securities such as options, puts and calls).

Moreover, under Section 16 the SEC requires that companies disclose, in proxy materials and/or Forms 10-K, the names of officers, directors and greater than ten (10%) percent shareholders who have failed to file required reports on a timely basis. To avoid the need to make such potentially embarrassing disclosures, it is particularly important that directors and officers understand and comply with the SEC's requirements.

1. Filing Reports

A person who becomes an officer or director of the Company must file a Form 3 (Initial Statement of Beneficial Ownership of Securities) with the SEC, and with the Company within ten (10) days after becoming an officer or director. (Note that directors and officers must file a Form 3 even if they own no securities of the Company -- the absence of beneficial ownership should be disclosed on the form.) A person who becomes an owner of more than ten (10%) percent of the Company's common stock also must file a Form 3 within ten (10) days after acquiring such an amount of stock.

Subsequent to a Form 3 filing, any change in the filing person's beneficial ownership of the Company securities must be reported on Form 4 (Statement of Changes in Beneficial Ownership of Securities). The Form 4 must be filed with the SEC, and the Company on or before the tenth day of the month following any such change. Please note the discussion of "beneficial ownership" and "pecuniary interest" further below.

In 1991, the SEC added an additional form, Form 5, which every person subject to Section 16 reporting is required to file within 45 days after the end of the Company's fiscal year. Form 5 serves as an annual reconciliation of the person's Section 16 reports, including disclosure of certain small acquisitions, exempted transactions, changes in ownership due to stock splits and stock dividends, and total beneficial ownership of the registrant's equity securities at year-end. As with Forms 3 and 4, copies of Form 5 must be filed with the SEC, with the Company. However, insiders with no reportable transactions during the fiscal year end need not file a Form 5. In those cases where no Form 5 is required the Company requests that officers and directors notify the Company of this fact. It has been Company policy to assist officers and directors in filing such forms.

Directors and officers should be alert to a potential trap: they will still be required to file a Form 4 for transactions after they cease to be a director or officer of the Company if the transactions occur within 6 months of their last transaction while a director or officer. Moreover, no later than 45 days after the end of the fiscal year in which the resignation occurs, a Form 5 may be required with respect to certain exempt transactions. On both of these forms, directors and officers should indicate that insider status has terminated. As noted above, failure to file these reports in a timely manner will result in potentially embarrassing disclosure in the Company's proxy statement or Form 10-K.

For purposes of these reports, the SEC rules generally defines "officer" to include the president, principal financial officer, controller or principal accounting officer and those officers in charge of a principal business unit, division or function of the Company and others who perform significant policy-making functions for the Company. In addition, under certain circumstances officers of the Company's subsidiaries could be required to file reports if they perform significant policy-making functions for the Company. In many cases, officers for purposes of Section 16 reporting are the same persons designated as "executive officers" in the Company's proxy statements and other periodic reports. Unless you have been designated an executive officer for the purposes of the Company's proxy statement, you are probably not an "officer" subject to Section 16's reporting requirements.

In addition, Section 16(a) of the 1934 Act speaks in terms of "beneficial ownership" rather than legal or record ownership. The SEC's rules essentially include two beneficial ownership concepts. The first, used in determining who is a greater than 10-percent shareholder required to file Section 16 reports, focuses on a person's voting or investment power over securities as a major factor in determining beneficial ownership. As a practical matter, if a person has sole or shared voting or investment power over securities, that will usually be sufficient to find that those securities are beneficially owned for purposes of Section 16.

Once a person is required to file Section 16 reports, the SEC uses a second beneficial ownership concept, based on a person's direct or indirect "pecuniary interest" in securities, to determine which transactions need to be reported and are subject to potential profit disgorgement. Essentially, this second test is predicated on an insider's ability to profit from purchases or sales of securities. In determining the existence of a pecuniary interest, there is a rebuttable presumption that a person has a pecuniary interest in securities held by members of his or her immediate family if they share the same household. A person may also be held to be the beneficial owner of securities registered In the name of a partnership, corporation, trust or other entity over which he or she has a controlling influence. Finally, special rules exist for fiduciaries and beneficiaries of trusts and partners of partnerships.

Given the difficulty of applying Section 16's "beneficial ownership" concepts, this firm is prepared to assist officers, directors and other filing persons in making such determinations.

Although the Company may help in the preparation and filing of the forms, the ultimate responsibility to file Form 3, 4 and 5's rests with the officer, director or greater than ten-percent shareholder. For each form three copies (at least one of which is manually signed by the individual) must be filed with the SEC and, as noted above, copies must be provided to the Company.

2. Disgorgement of Profits Under Section 16(b)

Supplementing the reporting requirements of Section 16(a) is the so-called short-swing trading provision contained in Section 16(b) of the 1934 Act. This section provides that any profit realized by an officer, director or more than ten-percent shareholder from any purchase and sale or sale and purchase of any equity security of the Company within any period of less than six months shall inure to and be recoverable by the Company. Unlike other provisions in the federal securities laws, intent to take unfair advantage of non-public information is not required for recovery under Section 16(b). In other words, transactions in the Company's securities within 6 months of one another can lead to disgorgement irrespective of the reasons for or purposes of the transaction.

It is irrelevant for Section 16(b) purposes whether the purchase or the sale comes first. Furthermore, the courts will match the lowest purchase price with the highest sale price. Thus, although the officer or director may have realized an economic loss, he may be treated for Section 16(b) purposes as having realized a "profit".

Potential profit disgorgement also may attach to transactions in derivative securities. For example, the purchase of a call option on the Company's stock and a sale of either the option or shares of the Company's stock within six months would be subject to potential disgorgement rule of Section 16(b).

In the past, Section 16(b) liability could also attach where an officer and director exercised an employee stock option granted many years previously and then sold the stock within six months of the option's exercise. Fortunately, the SEC has revised its rules to treat the grant or purchase of the option -- rather than its exercise -- as the date of acquisition for purposes of measuring the six-month period. Thus, in many cases an Option held for over six months can be exercised and the stock sold immediately without fear of profit disgorgement.

3. Prohibition of Short-Sales

Section 16(c) of the 1934 Act prohibits any short sale or short sale" against the box" of Company securities by any officers, directors of greater than ten percent shareholders. A short sale is the sale of a security not owned by the seller, or if owned, not delivered (the so-called short sale "against the box"), which involves the borrowing of shares by the seller's broker for the account of the seller and delivery of the borrowed shares to the buying broker. At some point in the future, the short seller must purchase the securities to cover the short position. Because the short seller hopes that he or she will be able to purchase at a price lower than the price which the short sale was made, a short seller expects a security to decline in market value from present levels.

C. 1933 Act Issues

Under the Securities Act of 1933 ("1933 Act"), an "affiliate" of the Company (i.e., all directors and almost all officers) may not sell securities of the Company unless such sale is covered by a 1933 Act registration statement or such sale is made pursuant to an exemption from the registration requirement. The usual exemption relied on by affiliates is Rule 144 under the 1933 Act which, among other conditions noted below, generally requires that the securities have been held for at least one year and any sales be made through transactions with broker-dealers. It is important that the broker-dealer through whom or to whom an affiliate is selling his securities be informed that the securities are being sold pursuant to Rule 144.

Rule 144 essentially restricts an affiliate of the Company from selling during any three-month period an amount of the Company's securities more than the greater of:

(a) one percent of the outstanding securities of that particular class of securities, or

(b) the average weekly trading volume of that class of securities during the four calendar weeks preceding the date a broker is directed to execute the transaction.

In addition, if the sale involves over 500 shares or other units, or a sales price exceeding $10,000, a Form 144 must be filed, at the time the sale order is placed or executed, with the SEC and securities exchanges where that class of the Company's securities trades.

ACKNOWLEDGEMENT

I acknowledge receiving a copy of a memorandum titled "Federal Securities Considerations for Management of REPRO-MED SYSTEMS, INC.

Date: _____

_____

Name:
Title:

Please return this acknowledgement to Andy Sealfon

EXHIBIT 31.1

RULE 13A-14(A) / 15D-14(A) CERTIFICATION OF
PRINCIPAL EXECUTIVE OFFICER

I, Andrew I. Sealfon, certify that:

1) I have reviewed this Annual Report on Form 10-K of REPRO-MED SYSTEMS, 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) I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e)) and 15d-15(e) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15a-15(f)) 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) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;

   (c) 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

   (d) 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 (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) I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:

   (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 control over financial reporting.

/s/ Andrew I. Sealfon
Andrew I. Sealfon
Principal Executive Officer
Date: May 29, 2012

EXHIBIT 31.2

RULE 13A-14(A) / 15D-14(A) CERTIFICATION OF
TREASURER / CHIEF FINANCIAL OFFICER

I, Michael R. Bosher, certify that:

1) I have reviewed this Annual Report on Form 10-K of REPRO-MED SYSTEMS, 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) I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e)) and 15d-15(e) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15a-15(f)) 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) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;

   (c) 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

   (d) 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 (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) I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:

   (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 control over financial reporting.

/s/ Michael R. Bosher
Michael R. Bosher
Treasurer and Chief Financial Officer
Date: May 29, 2012

EXHIBIT 32.1

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

In connection with the Annual Report of REPRO-MED SYSTEMS, INC. (the "Company") on Form 10-K (the "Report)for the period ended February 29, 2012 as filed with the Securities and Exchange Commission, I, Andrew I. Sealfon, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) the Report fully complies with the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the dates and for the periods expressed in the Report.

/s/ Andrew I. Sealfon
Andrew I. Sealfon
Principal Executive Officer
Date: May 29, 2012

EXHIBIT 32.2

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

In connection with the Annual Report of REPRO-MED SYSTEMS, INC. (the "Company") on Form 10-K (the "Report)for the period ended February 29, 2012 as filed with the Securities and Exchange Commission, I, Michael R. Boscher, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) the Report fully complies with the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the dates and for the periods expressed in the Report.

/s/ Michael R. Boscher
Michael R. Boscher
Treasurer and Chief Financial Officer
Date: May 29, 2012