

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) **February 25, 2020**

REPRO MED SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

New York
(State or other jurisdiction
of incorporation)

0-12305
(Commission
File Number)

13-3044880
(IRS Employer
Identification No.)

24 Carpenter Road, Chester, New York
(Address of principal executive offices)

10918
(Zip Code)

Registrant's telephone number, including area code **(845) 469-2042**

not applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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

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

| <u>Title of each class</u> | <u>Trading symbol(s)</u> | <u>Name of each exchange on which registered</u> |
|---------------------------------------|--------------------------|--------------------------------------------------|
| common stock, \$0.01 par value | KRMD | NASDAQ Capital Market |

ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On February 25, 2020, Rebro Med Systems, Inc. dba KORU Medical Systems (“KORU”) issued a press release announcing its operating and financial results for the fourth quarter and year ended December 31, 2019 and a related conference call to be held on February 26, 2020 at 9:00 am Eastern Time.

KORU is making reference to non-GAAP financial information in both the press release and the conference call. A reconciliation of GAAP to non-GAAP results is provided in the attached Exhibit 99.1 press release.

The information in Item 2.02 of this Current Report on Form 8-K, including Exhibit 99.1, is furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--------------------------------------------------------------|
| 99.1 | <u>Press release dated February 25, 2020</u> |

SIGNATURES

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

REPRO MED SYSTEMS, INC.
(Registrant)

Date: February 25, 2020

By: /s/ Karen Fisher
Karen Fisher
Chief Financial Officer

Exhibit 99.1

KORU Medical Systems Announces Record 2019 Fourth Quarter and Full Year Financial Results

Conference Call Scheduled for February 26 at 9:00 am ET

Q4 2019 Highlights

- Net sales rose 45.7% to \$6.2 million
- Gross margin of 63.4%
- Net loss narrowed to \$0.1 million
- Adjusted EBITDA increased 47.3% to \$1.1 million

Full Year 2019 Highlights

- Net sales rose 33.5% to a record \$23.2 million
- Gross margin increased to 64.1%
- Net income of \$0.6 million
- Adjusted EBITDA increased 55.9% to \$5.6 million
- Cash & cash equivalents increased to \$5.9 million

CHESTER, NY – February 25, 2020 – Repro Med Systems, Inc. dba KORU Medical Systems (NASDAQ: KRMD) (“KORU Medical” or the “Company”) today announced financial results for the fourth quarter (“Q4 2019”) and full year ended December 31, 2019.

“2019 was a milestone year for KORU Medical,” said Don Pettigrew, President and CEO. “Four consecutive quarters of comparative net sales growth produced record annual net sales, expanded gross margins, net income of \$0.6 million, and record Adjusted EBITDA of \$5.6 million. We continued our participation in multiple clinical trials, accelerated our international expansion plans, strengthened our leadership team, and capped off our Nasdaq up-listing by ringing the closing bell.”

He added, “As we look ahead to 2020, our focus is on capitalizing on multiple industry tailwinds in PIDD and CIDP, which combine to represent an estimated total addressable U.S. market of \$300 million. We are also growing our pharmaceutical relationships with an emphasis on new subcutaneous drugs coming to market, expanded indications beyond our primary disease states, and new geographic regions. We look forward to the U.S. launch of the HIG-H-Flo Super26™ Subcutaneous Safety Needle Set in Q1 2020, with anticipated full commercialization to follow shortly after.”

Q4 2019 Overview

Net sales rose 45.7% to \$6.2 million in Q4 2019 from \$4.3 million in Q4 2018, with growth in all product categories (pumps, needle sets, tubing). This growth was driven by the Company's continued success in expanding its U.S. presence in the Primary Immune Deficiency Disease ("PIDD") and Chronic Inflammatory Demyelinating Polyneuropathy ("CIDP") markets, higher international sales, greater clinical trial participation, and to a lesser extent price increases.

Gross profit in Q4 2019 rose to \$3.9 million from \$2.7 million in Q4 2018, primarily due to increased sales volume. Gross margin of 63.4% was stable compared to 63.5% in Q4 2018, reflecting the integration of new hires in production during the quarter partially offset by price increases.

Total operating expenses for Q4 2019 rose to \$4.1 million from \$3.2 million in Q4 2018. Selling, general & administrative expenses were \$2.8 million, or 44.9% of net sales, compared to \$2.7 million, or 62.8% of net sales in Q4 2018. Research and development expenses increased to \$0.3 million from \$0.1 million in Q4 2018, reflecting expanded product development initiatives and increased headcount. Litigation costs increased to \$0.9 million from \$0.3 million in Q4 2018, due to continued defense and increased legal activity against our competitor. We have had several favorable rulings in the New York and Texas courts dismissing those cases and have filed motions for court costs and attorney fees of which one fee motion has been recommended to be granted by the Magistrate Judge in New York, and the fee motion in Texas is stayed pending appeal of the case.

Net loss for Q4 2019 narrowed to less than \$0.1 million, or \$0.00 per diluted share, from a net loss of \$0.4 million, or \$0.01 per diluted share, in Q4 2018.

Q4 2019 Adjusted EBITDA rose 47.3% to \$1.1 million from Adjusted EBITDA of \$0.8 million in Q4 2018. Adjusted EBITDA excludes from net income: tax expense, depreciation and amortization, interest income, operating expenses associated with the Company's organizational changes prior to March 31, 2019, litigation costs, and stock option expense.

Cash and equivalents as of December 31, 2019 totaled \$5.9 million. Cash flow of \$2.1 million for the twelve months ended December 31, 2019 included a \$1.8 million increase in accounts receivable as well as a \$0.3 million increase in inventory both commensurate with sales growth. The increase also included \$1.5 million in proceeds realized from the maturation of a Certificate of Deposit in Q2 2019 and \$0.5 million associated with the exercise of warrants and options in 2019.

Non-GAAP Measures

This press release includes the non-GAAP financial measures of "Adjusted EBITDA" that are not in accordance with, nor an alternate to, generally accepted accounting principles and may be different from non-GAAP measures used by other companies. In addition, these non-GAAP measures are not based on any comprehensive set of accounting rules or principles. Non-GAAP financial measures should not be considered a substitute for, or superior to, measures of financial performance prepared in accordance with GAAP. They are limited in value because they exclude charges that have a material effect on our reported results and, therefore, should not be relied upon as the sole financial measures to evaluate our financial results. The non-GAAP financial measures are meant to supplement, and to be viewed in conjunction with, GAAP financial results. A reconciliation of our non-GAAP measures is included in an attachment to this press release.

Conference Call

Management will host a conference call on Wednesday, February 26, 2020 at 9:00 am ET to discuss Q4 2019 and full year 2019 results and business activities.

Interested parties may participate in the call by dialing:

- (877) 407-9753 (*Domestic*) or
- (201) 493-6739 (*International*)

Webcast registration: [Click Here](#)

Following the live call, a replay will be available for six months on the Company's website, www.korumedical.com under "Investor Relations."

About KORU Medical Systems

KORU Medical Systems manufactures and commercializes innovative and easy-to-use specialty infusion solutions that improve quality of life for patients around the world. The FREEDOM Syringe Infusion System currently includes the FREEDOM60[®] and FreedomEdge[®] Syringe Infusion Drivers, Precision Flow Rate Tubing[™] and HIGH-Flo Subcutaneous Safety Needle Sets[™]. These devices are used for infusions administered in the home and alternate care settings. For more information about the Company, please visit www.korumedical.com.

Forward-looking Statements

This press release may contain forward-looking statements that involve risks and uncertainties. Actual results may differ materially from the results predicted, and reported results should not be considered as an indication of future performance. The potential risks and uncertainties that could cause actual results to differ from the results predicted include, among others, those risks and uncertainties included under the captions "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2019, as amended, and our most recent Quarterly Report on Form 10-Q for the quarter ended September 30, 2019, which are on file with the SEC and are available on our website at www.korumedical.com/investors and on the SEC website at www.sec.gov. Additional information will also be set forth in our Annual Report on Form 10-K for the year ended December 31, 2019. All information provided in this release and in the attachments is as of February 25, 2020. Undue reliance should not be placed on the forward-looking statements in this press release, which are based on information available to us on the date hereof. We undertake no duty to update this information unless required by law.

Contacts:

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REPRO MED SYSTEMS, INC.
BALANCE SHEETS

| | December 31, 2019 | December 31, 2018 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------|----------------------|
| ASSETS | | |
| CURRENT ASSETS | | |
| Cash and cash equivalents | \$ 5,870,929 | \$ 3,738,803 |
| Certificates of deposit | — | 1,517,927 |
| Accounts receivable less allowance for doubtful accounts of \$32,645 and \$37,500 for December 31, 2019, and December 31, 2018, respectively | 3,234,521 | 1,425,854 |
| Inventory | 2,388,477 | 2,103,879 |
| Prepaid expenses | 387,396 | 246,591 |
| TOTAL CURRENT ASSETS | 11,881,323 | 9,033,054 |
| Property and equipment, net | 611,846 | 858,781 |
| Patents, net of accumulated amortization of \$288,967 and \$239,581 at December 31, 2019 and December 31, 2018, respectively | 807,135 | 632,156 |
| Right of use assets, net | 373,734 | — |
| Deferred tax asset | 188,241 | 1,466 |
| Other assets | 19,582 | 19,582 |
| TOTAL ASSETS | \$ 13,881,861 | \$ 10,545,039 |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| CURRENT LIABILITIES | | |
| Deferred capital gain - current | \$ — | \$ 3,763 |
| Accounts payable | 572,656 | 453,498 |
| Accrued expenses | 1,296,612 | 688,649 |
| Accrued payroll and related taxes | 190,265 | 421,714 |
| Accrued tax liability | 204,572 | 16,608 |
| Finance lease liability - current | 5,296 | — |
| Operating lease liability - current | 136,888 | — |
| TOTAL CURRENT LIABILITIES | 2,406,289 | 1,584,232 |
| Finance lease liability, net of current portion | 2,646 | — |
| | 236,846 | — |
| Operating lease liability, net of current portion | — | — |
| TOTAL LIABILITIES | 2,645,781 | 1,584,232 |
| STOCKHOLDERS' EQUITY | | |
| Common stock, \$0.01 par value, 75,000,000 shares authorized, 42,239,788 and 40,932,911 shares issued; 39,502,557 and 38,195,680 shares outstanding at December 31, 2019, and December 31, 2018, respectively | 422,398 | 409,329 |
| Additional paid-in capital | 6,293,069 | 4,595,214 |
| Retained earnings | 4,864,817 | 4,300,468 |
| | 11,580,284 | 9,305,011 |
| Less: Treasury stock, 2,737,231 shares at December 31, 2019 and December 31, 2018, respectively, at cost | (344,204) | (344,204) |
| TOTAL STOCKHOLDERS' EQUITY | 11,236,080 | 8,960,807 |
| TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY | \$ 13,881,861 | \$ 10,545,039 |

REPRO MED SYSTEMS, INC.
STATEMENTS OF OPERATIONS

| | For the Three Months Ended December 31, | | For the Twelve Months Ended December 31, | |
|-----------------------------------------------------------------|-----------------------------------------------|---------------------|------------------------------------------------|-------------------|
| | 2019 | 2018 | 2019 | 2018 |
| | <u>2019</u> | <u>2018</u> | <u>2019</u> | <u>2018</u> |
| NET SALES | \$ 6,222,134 | \$ 4,271,001 | \$ 23,162,621 | \$ 17,353,737 |
| Cost of goods sold | <u>2,274,850</u> | <u>1,557,489</u> | <u>8,308,811</u> | <u>6,543,249</u> |
| Gross Profit | 3,947,284 | 2,713,512 | 14,853,810 | 10,810,488 |
| OPERATING EXPENSES | | | | |
| Selling, general and administrative | 2,794,861 | 2,682,838 | 9,771,744 | 8,196,562 |
| Litigation | 934,412 | 306,215 | 3,415,683 | 899,003 |
| Research and development | 290,020 | 80,389 | 740,475 | 241,124 |
| Depreciation and amortization | <u>87,635</u> | <u>80,362</u> | <u>340,229</u> | <u>309,263</u> |
| Total Operating Expenses | <u>4,106,928</u> | <u>3,149,804</u> | <u>14,268,131</u> | <u>9,645,952</u> |
| Net Operating (Loss)/Profit | (159,644) | (436,292) | 585,679 | 1,164,536 |
| Non-Operating Income/(Expense) | | | | |
| Gain/(Loss) on currency exchange | 2,529 | (4,363) | (17,754) | (20,620) |
| (Loss)/Gain on disposal of fixed asset, net | (1,910) | (1,069) | 47,830 | 4,930 |
| Interest, net | <u>21,572</u> | <u>15,015</u> | <u>80,663</u> | <u>28,104</u> |
| TOTAL OTHER INCOME | <u>22,191</u> | <u>9,583</u> | <u>110,739</u> | <u>12,414</u> |
| INCOME BEFORE TAXES | (137,453) | (426,709) | 696,418 | 1,176,950 |
| Income Tax (Benefit)/Expense | <u>(57,197)</u> | <u>(71,576)</u> | <u>132,069</u> | <u>266,380</u> |
| NET (LOSS)/INCOME | <u>\$ (80,256)</u> | <u>\$ (355,133)</u> | <u>\$ 564,349</u> | <u>\$ 910,570</u> |
| NET INCOME PER SHARE | | | | |
| Basic | <u>\$ 0.00</u> | <u>\$ (0.01)</u> | <u>\$ 0.01</u> | <u>\$ 0.02</u> |
| Diluted | <u>\$ 0.00</u> | <u>\$ (0.01)</u> | <u>\$ 0.01</u> | <u>\$ 0.02</u> |
| WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING | | | | |
| Basic | <u>39,502,152</u> | <u>38,202,539</u> | <u>38,778,074</u> | <u>38,128,260</u> |
| Diluted | <u>39,729,309</u> | <u>39,028,511</u> | <u>39,061,310</u> | <u>38,921,622</u> |

REPRO MED SYSTEMS, INC.
STATEMENTS OF CASH FLOWS

| | For the Years Ended | |
|-----------------------------------------------------------------------------------|----------------------|----------------------|
| | December 31, 2019 | December 31, 2018 |
| CASH FLOWS FROM OPERATING ACTIVITIES | | |
| Net Income | \$ 564,349 | \$ 910,570 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Stock based compensation expense | 1,204,844 | 366,081 |
| Depreciation and amortization | 340,229 | 309,263 |
| Gain on sale of fixed asset | (47,830) | (4,930) |
| Deferred capital gain | (3,763) | (22,480) |
| Deferred taxes | (186,775) | (23,141) |
| Provision for returns and doubtful accounts | (4,855) | (39,567) |
| Changes in operating assets and liabilities: | | |
| (Increase)/ Decrease in accounts receivable | (1,803,812) | 475,662 |
| Increase in inventory | (284,598) | (445,198) |
| Increase in prepaid expense | (140,805) | (75,852) |
| Decrease in other assets | — | 12,000 |
| Increase/(Decrease) in accounts payable | 119,158 | (900) |
| (Decrease)/Increase in accrued payroll and related taxes | (231,449) | 86,811 |
| Increase in accrued expense | 607,963 | 30,589 |
| Increase/(Decrease) in accrued tax liability | 187,964 | (99,246) |
| NET CASH PROVIDED BY OPERATING ACTIVITIES | <u>320,620</u> | <u>1,479,662</u> |
| CASH FLOWS FROM INVESTING ACTIVITIES | | |
| Payments for capital expenditures | (201,174) | (297,018) |
| Payments for patents | (224,365) | (184,148) |
| Purchase of certificate of deposit | — | (1,500,000) |
| Proceeds from certificates of deposit | 1,517,927 | 245,342 |
| Proceeds on sale of fixed assets | 217,821 | 6,000 |
| NET CASH PROVIDED BY/(USED IN) INVESTING ACTIVITIES | <u>1,310,209</u> | <u>(1,729,824)</u> |
| CASH FLOWS FROM FINANCING ACTIVITIES | | |
| Stock issuances | 508,900 | 51,250 |
| Finance lease | (4,783) | — |
| Payment for cancelled shares | (2,820) | (36,821) |
| NET CASH PROVIDED BY FINANCING ACTIVITIES | <u>501,297</u> | <u>14,429</u> |
| Net Increase (Decrease) in CASH AND CASH EQUIVALENTS | 2,132,126 | (235,733) |
| CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR | 3,738,803 | 3,974,536 |
| CASH AND CASH EQUIVALENTS, END OF YEAR | <u>\$ 5,870,929</u> | <u>\$ 3,738,803</u> |
| Supplemental Information | | |
| Cash paid during the years for: | | |
| Interest | \$ 342 | \$ — |
| Taxes | \$ 130,879 | \$ 378,000 |
| NON-CASH FINANCING AND INVESTING ACTIVITIES | | |
| Issuance of common stock as compensation | \$ 316,525 | \$ 118,041 |

REPRO MED SYSTEMS, INC.
RECONCILIATION OF NON-GAAP MEASURES

| Reconciliation of GAAP Net Income to Non-GAAP Adjusted EBITDA: | Three Months Ended | | Twelve Months Ended | |
|---------------------------------------------------------------------------|---------------------------|-------------------|----------------------------|---------------------|
| | December 31, | | December 31, | |
| | 2019 | 2018 | 2019 | 2018 |
| GAAP (Loss)/Net Income | \$ (80,257) | \$ (355,133) | \$ 564,349 | \$ 910,570 |
| Tax (Benefit)/Expense | (57,197) | (71,576) | 132,069 | 266,380 |
| Depreciation/Amortization | 87,635 | 80,362 | 340,229 | 309,263 |
| Interest Income, Net | (21,572) | (15,015) | (80,663) | (28,104) |
| Reorganization Charges | — | 612,779 | 354,926 | 996,447 |
| Litigation | 934,412 | 306,215 | 3,415,683 | 899,003 |
| Stock Option Expense | 247,544 | 196,448 | 888,319 | 248,040 |
| Non-GAAP Adjusted EBITDA | <u>\$ 1,110,565</u> | <u>\$ 754,080</u> | <u>\$ 5,614,912</u> | <u>\$ 3,601,599</u> |