CRITICARE SYSTEMS INC /DE/
Form 10-Q
May 09, 2006

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

X QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended March 31, 2006

OR

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

For the transition period from ____________ to ____________

Commission file number 1-31943

CRITICARE SYSTEMS, INC.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	39-1501563 (IRS Employer Identification No.)
20925 Crossroads Circle, Suite 100, Waukesha, Wisconsin (Address of principal executive offices)	53186 (Zip Code)

Registrant's telephone number including area code (262) 798-8282

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

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

Yes X No ____

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act.

Large accelerated filer _____ Accelerated filer _____ Non-accelerated filer X

Indicate by check mark whether the registrant is a shell company (as defined in Exchange Act Rule 12b-2).

Yes ____ No __X__

Number of shares outstanding of each class of the registrant's classes of common stock as of March 31, 2006: Voting Common Stock, 12,274,054 shares.

CRITICARE SYSTEMS, INC.
CONSOLIDATED BALANCE SHEETS
MARCH 31, 2006 AND JUNE 30, 2005

(UNAUDITED)

ASSETS		March 31, 2006		June 30, 2005
CURRENT ASSETS:				
Cash and cash equivalents	$	3,246,560	$	3,680,965
Accounts receivable, less allowance for doubtful accounts of $300,000		7,182,864		6,847,432
Other receivables		604,688		645,479
Inventories		7,646,107		5,551,093
Prepaid expenses		217,138		255,104
Total current assets		18,897,357		16,980,073
Property, plant and equipment - net		2,395,925		2,010,417
License rights and patents - net		64,732		69,983
TOTAL ASSETS	$	21,358,014	$	19,060,473
LIABILITIES AND STOCKHOLDERS' EQUITY				
CURRENT LIABILITIES:				
Accounts payable	$	3,440,550	$	3,033,559
Accrued liabilities:				
Compensation and commissions		857,597		900,636
Product warranties		400,000		452,000
Obligations under capital lease		66,796		62,739
Other		182,075		191,807
Total current liabilities		4,947,018		4,640,741
LONG-TERM LIABILITIES:				
Obligations under capital lease		151,415		202,031
Other long-term obligations		2,635		8,561
Total long-term liabilities		154,050		210,592
TOTAL LIABILITIES		5,101,068		4,851,333
STOCKHOLDERS' EQUITY:				
Preferred stock - $.04 par value, 500,000 shares authorized no shares issued or outstanding		—		—
Common stock - $.04 par value, 15,000,000 shares authorized, 12,382,461 and 11,925,086 shares issued, and 12,274,054 and 11,812,493 shares outstanding, respectively		495,298		477,003
Additional paid-in capital		26,060,052		24,775,995
Common stock held in treasury at cost (108,407 and 112,593 shares, respectively)		(379,036)		(386,834)

Retained earnings (accumulated deficit)		(9,912,574)		(10,648,912)
Cumulative translation adjustment		(6,794)		(8,112)
Total stockholders' equity		16,256,946		14,209,140
TOTAL LIABILITIES AND STOCKHOLDERS’ EQUITY	$	21,358,014	$	19,060,473

See notes to consolidated financial statements.

CRITICARE SYSTEMS, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
NINE MONTHS ENDED MARCH 31, 2006 AND 2005

(UNAUDITED)

		2006		**2005**
NET SALES	$	24,254,956	$	18,760,733
COST OF GOODS SOLD		14,653,789		11,357,934
GROSS PROFIT		9,601,167		7,402,799
OPERATING EXPENSES:				
Sales and marketing		5,005,091		4,231,575
Research, development and engineering		1,913,355		1,899,752
Administrative		2,450,762		2,140,193
Total		9,369,208		8,271,520
INCOME (LOSS) FROM OPERATIONS		231,959		(868,721)
OTHER INCOME (EXPENSE):				
Interest expense		(15,360)		(23,091)
Interest income		66,999		38,311
Other income		452,740		59,987
Total		504,379		75,207
INCOME (LOSS) BEFORE INCOME TAXES		736,338		(793,514)
INCOME TAX PROVISION		—		—
NET INCOME (LOSS)	$	736,338	$	(793,514)
NET INCOME (LOSS) PER COMMON SHARE:				
Basic	$	0.06	$	(0.07)
Diluted	$	0.06	$	(0.07)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING:				
Basic		11,997,319		11,469,066
Diluted		12,215,149		11,469,066

See notes to consolidated financial statements.

CRITICARE SYSTEMS, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
THREE MONTHS ENDED MARCH 31, 2006 AND 2005

(UNAUDITED)

		2006		**2005**
NET SALES	$	7,811,830	$	6,054,370
COST OF GOODS SOLD		4,722,411		3,624,399
GROSS PROFIT		3,089,419		2,429,971
OPERATING EXPENSES:				
Sales and marketing		1,712,397		1,358,781
Research, development and engineering		613,688		724,817
Administrative		836,863		649,823
Total		3,162,948		2,733,421
LOSS FROM OPERATIONS		(73,529)		(303,450)
OTHER INCOME (EXPENSE):				
Interest expense		(4,794)		(6,064)
Interest income		25,024		18,238
Other income		45,323		46,405
Total		65,553		58,579
LOSS BEFORE INCOME TAXES		(7,976)		(244,871)
INCOME TAX PROVISION		—		—
NET LOSS	$	(7,976)	$	(244,871)
NET LOSS PER COMMON SHARE:				
Basic	$	0.00	$	(0.02)
Diluted	$	0.00	$	(0.02)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING:				
Basic		12,122,819		11,501,085
Diluted		12,122,819		11,501,085

See notes to consolidated financial statements.

CRITICARE SYSTEMS, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
NINE MONTHS ENDED MARCH 31, 2006 AND 2005

(UNAUDITED)

	2006	2005
OPERATING ACTIVITIES:		
Net income (loss)	$ 736,338	$ (793,514)
Adjustments to reconcile net income (loss) to net cash used in operating activities:		
Depreciation	488,231	448,691
Amortization	5,251	5,252
Provision for doubtful accounts	—	40,000
Provision for obsolete inventory	(93,300)	340,000
Changes in assets and liabilities:		
Accounts receivable	(335,432)	104,184
Other receivables	40,791	(86,427)
Inventories	(2,340,217)	683,561
Prepaid expenses	37,966	173,462
Accounts payable	406,991	(393,084)
Accrued liabilities	(110,697)	(702,326)
Net cash used in operating activities	(1,164,078)	(180,201)
INVESTING ACTIVITIES:		
Purchases of property, plant and equipment, net	(535,236)	(79,078)
Net cash used in investing activities	(535,236)	(79,078)
FINANCING ACTIVITIES:		
Retirement of obligations under capital lease	(46,559)	(42,828)
Proceeds from issuance of common stock	1,310,150	294,699
Net cash provided by financing activities	1,263,591	251,871
EFFECT OF EXCHANGE RATE CHANGES ON CASH	1,318	—
NET DECREASE IN CASH AND CASH EQUIVALENTS	(434,405)	(7,408)
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	3,680,965	3,738,825
CASH AND CASH EQUIVALENTS, END OF PERIOD	$ 3,246,560	$ 3,731,417
SUPPLEMENTAL CASH FLOW INFORMATION:		
Cash paid for:		
Income taxes paid-net	$ 4,385	$ 3,444
Interest	$ 15,360	$ 23,091

See notes to consolidated financial statements.

CRITICARE SYSTEMS, INC.
Condensed Notes to Consolidated Financial Statements
(Unaudited)

1. Basis of Presentation

The accompanying unaudited financial statements have been prepared by Criticare Systems, Inc. (the "Company") pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC") and, in the opinion of the Company, include all adjustments necessary for a fair statement of results for each period shown. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such SEC rules and regulations. The Company believes that the disclosures made are adequate to prevent the financial information given from being misleading. It is suggested that these financial statements be read in conjunction with the financial statements and notes thereto included in the Company's latest annual report and previously filed Form 10-K. The three and nine month results represent past performance, and are not necessarily indicative of results for an entire year. Certain amounts from the fiscal 2005 financial statements have been reclassified to conform to the 2006 presentation.

2. Inventory Valuation

Inventory is stated at the lower of cost or market, with cost determined on the first-in, first-out method. Components of inventory consisted of the following at March 31, 2006 and June 30, 2005, respectively:

	March 31, 2006	June 30, 2005
Component parts	$ 2,796,752	$ 3,573,396
Work in process	1,092,061	1,085,172
Finished units	4,102,294	1,330,825
Total inventories	7,991,107	5,989,393
Less: reserve for obsolescence	345,000	438,300
Net inventory	$ 7,646,107	$ 5,551,093

3. Property, Plant and Equipment

Property, plant and equipment consist of the following:

	March 31, 2006	June 30, 2005
Machinery and equipment	$ 3,072,258	$ 2,800,269
Furniture and fixtures	952,032	947,726
Leasehold improvements	243,604	220,407
Production tooling	2,245,553	2,009,809
Demonstration and loaner monitors	1,862,963	1,352,267
Property, plant and equipment - cost	8,376,410	7,330,478
Less: accumulated depreciation	(5,980,485)	(5,320,061)
Property, plant and equipment - net	$ 2,395,925	$ 2,010,417

The Company capitalizes and subsequently reports at the lower of unamortized cost or net realizable value, all software production costs once technological feasibility has been established for the product.

4. Stock Options

At the December 1, 2005 annual meeting of the stockholders of the Company, the stockholders approved an amendment of the Criticare Systems, Inc, 2003 Stock Option Plan to increase the number of shares of common stock available for future grants by 500,000 shares and to authorize grants of restricted stock and stock appreciation rights under the plan.

Prior to fiscal 2006, the Company had adopted the disclosure-only provisions of SFAS No. 123, “Accounting for Stock-Based Compensation” and SFAS No. 148, “Accounting for Stock-Based Compensation—Transition and Disclosure.” Effective July 1, 2005, the Company adopted the fair value recognition provisions of SFAS No. 123(R), “Share-Based Payment.” Under the modified prospective method of adoption selected by the Company under the provisions of SFAS No. 148, “Accounting for Stock-Based Compensation—Transition and Disclosure,” compensation cost recognized in fiscal 2006 is the same as that which would have been recognized had the recognition provisions of SFAS No. 123 been applied from its original effective date. Results for the prior year have not been restated. If the Company had elected to recognize compensation cost for the options granted for the three months and nine months ended March 31, 2005, consistent with the method prescribed by SFAS No. 123, net loss and net loss per share would have been changed to the pro forma amounts indicated below:

	Three Months Ended March 31				Nine Months Ended March 31			
		2006		2005		2006		2005
Net income (loss) - as reported	$	(7,976)	$	(244,871)	$	736,338	$	(793,514)
Add: Stock-based employee compensation expense included in reported net income		48,054		--		129,194		--
Deduct: Total stock-based employee compensation expense determined under fair value based method for all awards		(48,054)		(112,118)		(129,194)		(336,353)
Net income (loss) - pro forma	$	(7,976)	$	(356,989)	$	736,338	$	(1,129,867)
Basic net income (loss) per share - as reported	$	0.00	$	(0.02)	$	0.06	$	(0.07)
Diluted net income (loss) per share - as reported	$	0.00	$	(0.02)	$	0.06	$	(0.07)
Basic net income (loss) per share - pro forma	$	0.00	$	(0.03)	$	0.06	$	(0.10)
Diluted net income (loss) per share - pro forma	$	0.00	$	(0.03)	$	0.06	$	(0.10)

For the three months ended March 31, 2006, the Company granted options totaling 20,000 shares at a weighted average exercise price of $4.60, which are valued at $52,904. For the nine months ended March 31, 2006, the Company granted options totaling 45,000 shares at a weighted average exercise price of $4.90, which are valued at $126,122. The fair value of stock options used to compute pro forma net income (loss) and net income (loss) per share is the estimated present value at the grant date using the Black-Scholes option-pricing model. The assumptions used when calculating the option-pricing model include; the expected volatility of Critcare's common stock at 55.0%, the risk-free interest rate of 4.17%, the expected option life of 6.25 years and the forfeiture rate of option grants at 0%.

5. Income Taxes

No income tax provision has been made in the consolidated statements of operations due to federal and state net operating loss carry forwards that will be utilized to offset taxable income earned. At March 31, 2006, the Company had federal net operating loss carry forwards of approximately $17,661,000 (which expire from 2008 through 2025) and state net operating loss carry forwards of approximately $12,022,000 (which expire from 2005 through 2020) available to offset future taxable income. The Company has recorded a valuation allowance to offset the related deferred income tax assets arising from these net loss carry forwards due to the uncertainty of realizing the benefits of these assets in future years.

6. Line of Credit Facility

At March 31, 2006, the Company had a $2,000,000 demand line of credit facility with a commercial bank to meet its short-term borrowing needs. Borrowings against the line were payable on demand with interest payable monthly at the bank's reference rate, less 0.25% (7.50% as of March 31, 2006). As of March 31, 2006 and June 30, 2005 there were no borrowings against the line. Borrowings under the line of credit facility are collateralized by substantially all assets of the Company. The credit facility has covenants which require minimum income or liquidity levels. The Company was in compliance with the covenants at March 31, 2006.

7. Net Income (Loss) Per Common Share

Basic net income (loss) per share is computed using the weighted average number of common shares outstanding during the periods. Diluted net income per share is computed using the weighted average number of common and dilutive common equivalent shares outstanding during the periods. The basic and diluted weighted average number of common shares outstanding in the financial statements are the same for the three months ended March 31, 2006 and the three and nine months ended March 31, 2005 because including a diluted calculation in a loss position would produce an anti-dilutive per share amount. The number of diluted weighted average common shares outstanding would be higher by 214,545 shares for the three months ended March 31, 2006 and higher by 252,556 shares for the three months and 112,904 shares for the nine months ended March 31, 2005 without this anti-dilutive impact. Additionally, antidilution occurs when the exercise price of the option is higher than the average market price of the common stock. The diluted weighted average common shares outstanding would be higher by 28,000 shares for the three and nine months ended March 31, 2006 and by 618,413 shares for the three months and 660,920 shares for the nine months ended March 31, 2005 without this anti-dilutive impact.

CRITICARE SYSTEMS, INC.
Management's Discussion and Analysis of
Results of Operations and Financial Condition
Nine Months Ended March 31, 2006 and 2005

Results of Operations

Net sales of $24,254,956 for the nine months ended March 31, 2006 increased 29.3% from $18,760,733 for the same period in fiscal 2005. Criticare experienced a 27.8% increase in the average sales price and a 1.2% increase in the number of units shipped in the current period. The increased sales were in part the result of $2,667,181 in acute care sales, which are a successful result of Criticare’s business initiative to develop an acute care distribution network in the U.S. to sell to markets previously served through Alaris Medical Systems, Inc. Additionally, the increased sales were driven by a $1,842,440 increase in original equipment manufacturer ("OEM") sales and a $1,227,562 increase in international sales.

The gross profit percentage of 39.6% for the nine months ended March 31, 2006 was relatively flat as compared to 39.5% for the same period in fiscal 2005. The margins remained relatively flat in the current period as the positive effect of a slight change in product mix was offset by the adverse effect of increased overhead costs associated with the one-time manufacturing start-up costs related to our new portable cardiac monitor, the replacement of a key supplier and with an upward shift in the fixed overhead costs to meet the increased quality and production demands of our OEM customers.

Operating expenses for the nine months ended March 31, 2006 increased $1,097,688 from the same period in fiscal 2005. The increase of $773,516 in sales and marketing expenses was due mainly to a $297,535 increase in the commissions earned due to increased sales and a $193,421 increase in India operation expenses, combined with a $143,678 increase in advertising, trade shows and sales promotion, a $24,144 increase in travel and a $19,223 increase in license fees spending for the nine months ended March 31, 2006. Administrative expenses increased by $310,569 mainly due to $292,548 in compensation expenses of which $129,194 was recognized in conjunction with SFAS 123(R), an increase of $45,066 in license fees and an increase of $16,200 in board of director fees, which was partially offset by a $48,875 reduction in legal fees and a $25,495 reduction in recruiting fees. The Company has a receivable, which has been outstanding for over one year, with our distributor in Mexico in the amount of $1,200,805. If the distributor is unable to complete the tender with the Mexican government, the Company may need to reserve a portion of the receivable, which would increase operating expenses.

Total other income for the nine months ended March 31, 2006 increased $429,172 from the same period in fiscal 2005. This increase was mainly due to the $300,000 received pursuant to a patent license agreement, an increase of $47,753 in royalty fees, an increase of $28,688 in interest income and $45,000 paid in fiscal 2005 by the Company for the settlement with the U.S. government for import/export regulation issues.

The $2,198,368 and $429,172 increase in gross profit and total other income, respectively, partially offset by the increased operating expenses of $1,097,688, resulted in net income of $736,338 for the nine months ended March 31, 2006 as compared to a net loss of $(793,514) for the same period in fiscal 2005.

CRITICARE SYSTEMS, INC.
Management's Discussion and Analysis of
Results of Operations and Financial Condition
Three Months Ended March 31, 2006 and 2005

Results of Operations

Net sales of $7,811,830 for the three months ended March 31, 2006 increased 29.0% from $6,054,370 for the same period in fiscal 2005. A 29.5% increase in the average sales price and a 7.5% increase in the number of units shipped were partially offset by a 6.8% reduction in accessory sales in the current period. The increased sales were the result of $1,084,828 in acute care sales for the three months ended March 31, 2006 without any corresponding sales for the three months ended March 31, 2005 and an increase of $810,994 in international sales.

The gross profit percentage of 39.5% for the three months ended March 31, 2006 decreased from 40.1% for the same period in fiscal 2005. The decreased margins in the current period were mainly due to decreased manufacturing overhead absorption, resulting from the replacement of a key supplier and an upward shift in the fixed overhead costs to meet the increased quality and production demands of our OEM customers.

Operating expenses for the three months ended March 31, 2006 increased $429,527 from the same period in fiscal 2005. The increase of $353,616 in sales and marketing expenses was due mainly to a $119,859 increase in the commissions earned due to increased sales and a $138,719 increase in depreciation of our loaner equipment, combined with a $69,710 increase in India operation expenses and a $22,057 increase in advertising, trade shows and sales promotion spending for the three months ended March 31, 2006. Administrative expenses increased by $187,040 mainly due to $97,031 in compensation expenses of which $48,054 was recognized in conjunction with SFAS 123(R), an increase of $16,200 in board of director fees, an increase of $10,518 in travel expenses and an increase of $25,789 in license fees. The increase in operating expenses was partially offset by a decrease of $111,129 in research, development and engineering expenses. The Company has a receivable, which has been outstanding for over one year, with our distributor in Mexico in the amount of $1,200,805. If the distributor is unable to complete the tender with the Mexican government, the Company may need to reserve a portion of the receivable, which would increase operating expenses.

Total other income for the three months ended March 31, 2006 increased $6,974 from the same period in fiscal 2005. This increase was mainly due to the increased interest income received during the quarter.

The $659,448 and $6,974 increase in gross profit and total other income, respectively, partially offset by the increased operating expenses of $429,527, resulted in net loss of $(7,976) for the three months ended March 31, 2006 as compared to net loss of $(244,871) for the same period in fiscal 2005.

CRITICARE SYSTEMS, INC.
Management's Discussion and Analysis of
Results of Operations and Financial Condition

Liquidity and Capital Resources

As of March 31, 2006, the Company had a cash balance of $3,246,560, which was $434,405 lower than its balance at June 30, 2005 of $3,680,965. The Company continues to maintain a long-term bank debt free balance sheet since August 30, 2002 when it sold its building and used the proceeds from the sale to retire the long-term bank debt on the facility.

The Company’s cash position decreased by $434,405 for the nine months ended March 31, 2006 as $1,263,591 of cash provided by financing activities was more than offset by $535,236 of capital expenditures and $1,164,078 of cash used in operations. Cash used in operations was $1,164,078 for the nine months ended March 31, 2006 as an increase of $2,675,649 in receivables and inventory was partially offset by a $406,991 increase in accounts payable, depreciation of $488,231 and net income of $736,338.

The Company believes all future capital and liquidity requirements will be satisfied by cash generated from operations, proceeds received from the issuance of common stock related to the exercise of stock options, and its current cash balances. No major capital equipment expenditures are expected in the Company’s current fiscal year ending June 30, 2006. The Company also has a $2,000,000 line of credit currently in place that could be utilized, if necessary. At both March 31, 2006 and June 30, 2005, there were no borrowings outstanding under this line of credit. The credit facility has covenants that require minimum income or liquidity levels. The Company was in compliance with the covenants at March 31, 2006. This line expires in June 2006.

Forward Looking Statements

A number of the matters and subject areas discussed herein that are not historical or current facts deal with potential future circumstances and developments. These include anticipated product introductions, expected future financial results, liquidity needs, financing ability, management's or the Company's expectations and beliefs and similar matters discussed in Management's Discussion and Analysis or elsewhere herein. The discussions of such matters and subject areas are qualified by the inherent risk and uncertainties surrounding future expectations generally, and also may materially differ from the Company's actual future experience.

The Company's business, operations and financial performance are subject to certain risks and uncertainties which could result in material differences in actual results from management's or the Company's current expectations. These risks and uncertainties include, but are not limited to, general economic conditions, demand for the Company's products, costs of operations, the development of new products, the reliance on single sources of supply for certain components in the Company's products, government regulation, health care cost containment programs, the effectiveness of the Company's programs to manage working capital and reduce costs, competition in the Company's markets, compliance with product safety regulations and product liability and product recall risks, risks relating to international sales and compliance with U.S. export regulations, unanticipated difficulties in outsourcing the manufacturing of the majority of its products to foreign manufacturers and risks related to foreign manufacturing, including economic and political instability, trade and foreign tax laws, production delays and cost overruns and quality control.

Quantitative and Qualitative Disclosures about Market Risk

The Company has a demand line of credit facility with a commercial bank with interest payable monthly at 25 basis points below the bank's reference rate. The Company had no borrowings outstanding under this bank facility at March 31, 2006 and June 30, 2005. Due historically to the lack of need to borrow from this credit facility and due to the Company’s current cash position, the Company is not subject to financial risk on this obligation if interest rates in the market change significantly.

The Company’s net sales are primarily denominated in United States dollars, except for a small amount of net sales from the Company’s operation in India denominated in Indian rupees. As a result, part of the Company’s accounts receivable are denominated in rupees and translated into U.S. dollars for financial reporting purposes. A 10% change in the exchange rate of the U.S. dollar with respect to the Indian rupee would not have a material adverse effect on the Company’s financial condition or results of operations for the quarter ended March 31, 2006. The Company does not use any hedges or other derivative financial instruments to manage or reduce exchange rate risk.

Controls and Procedures

As of the end of the period covered by this report, the Company carried out an evaluation, under the supervision and with the participation of the Company’s management, including the Company’s Chief Executive Officer and the Company’s Vice President - Finance, of the Company’s disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended). Based on this evaluation, the Company’s Chief Executive Officer and Vice President - Finance concluded that, as of the end of such period, the Company’s disclosure controls and procedures were effective in recording, processing, summarizing and reporting, on a timely basis, information required to be disclosed by the Company in reports that the Company files with or submits to the Securities and Exchange Commission. It should be noted that in designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. The Company has designed its disclosure controls and procedures to reach a level of reasonable assurance of achieving the desired control objectives and based upon the evaluation described above, the Company’s Chief Executive Officer and Vice President -Finance concluded that the Company’s disclosure controls and procedures were effective at reaching that level of reasonable assurance.

There was no change in the Company’s internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934, as amended) during the Company’s most recently completed fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting.

PART II - OTHER INFORMATION

Item 6. Exhibits.

3.1 Restated Certificate of Incorporation of the Company (incorporated by reference to the Registration Statement filed on Form S-1, Registration No. 33-13050).

3.2 By-Laws of the Company (incorporated by reference to the Registration Statement filed on Form S-1, Registration No. 33-13050).

4.1 Specimen Common Stock certificate (incorporated by reference to the Registration Statement filed on Form S-1, Registration No. 33-13050).

4.2 Rights Agreement (incorporated by reference to the Company's Current Report on Form 8-K filed on April 18, 1997).

31.1 Certification of Emil H. Soika, President and Chief Executive Officer (Principal Executive Officer) pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2 Certification of Joel D. Knudson, Vice President - Finance and Secretary (Principal Financial Officer) pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32* Certification of Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. Section 1350.

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* This Certification is not "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

SIGNATURES

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

CRITICARE SYSTEMS, INC.
(Registrant)

Date: May 9, 2006 BY /s/ Joel D. Knudson
Joel D. Knudson
Vice President - Finance
(Chief Accounting Officer and
Duly Authorized Officer)