MERRIMAC INDUSTRIES INC
Form 10-Q/A
November 18, 2008

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

FORM 10-Q/A
(Amendment No. 1)

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

For the quarterly period ended June 28, 2008

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

For the transition period from to

Commission File No. 0-11201

Merrimac Industries, Inc.
(Exact Name of Registrant as Specified in Its Charter)

DELAWARE	22-1642321
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

41 FAIRFIELD PLACE
WEST CALDWELL, NEW JERSEY 07006
(Address of Principal Executive Offices) (Zip Code)

(973) 575-1300
(Registrant's Telephone Number)

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

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, a non-accelerated filer or a smaller reporting company. See definition of "accelerated filer, large accelerated filer and a smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer [ ]	Accelerated filer [ ]
Non-accelerated filer [ ]	Smaller reporting company [x]

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

Yes [__] No [X]

As of November 17, 2008, there were 2,951,324 shares of Common Stock, par value $.01 per share, outstanding.

Explanatory note

We are filing this Amendment No. 1 on Form 10-Q/A to Merrimac Industries, Inc. Quarterly Report on Form 10-Q for the quarterly period ended June 28, 2008, which was originally filed with the Securities and Exchange Commission ("SEC") on August 18, 2008 (the "Original Form 10-Q") to reflect the restatements of our consolidated balance sheet, at June 28, 2008; our consolidated statements of income for the quarter and six months ended June 28, 2008, our Consolidted Statement of Shareholders' Equity for the six months ended June 28,2008, our consolidated statements of cash flows for the six months ended June 28, 2008 and the related notes.

On November 17, 2008, the Audit Committee of Merrimac Industries, Inc. determined that reissuing the previously filed financial statements for the fiscal 2008 second quarter was appropriate to correct certain accounting errors. These errors arose from control deficiencies created by changes of accounting personnel and the failure to properly implement a new financial accounting system. The second quarter errors include a $33,937 overstatement of net sales and corresponding $33,937 understatement of customer deposits; a $211,603 understatement of inventory and corresponding $211,603 overstatement of cost of sales; and a $177,666 understatement of net income.

The Audit Committee concluded that the aggregate impact of these errors is material to the fiscal 2008 second quarter financial statements. Therefore, the Company is restating the previously filed financial statements and the financial statements contained in the Original Form 10-Q should no longer be relied upon.

As a result of the adjustments, the fiscal 2008 second quarter is restated as follows:

Consolidated Statement of Operations	**Three Months Ended June 28, 2008 ($)**		**Six Months Ended June 28, 2008 ($)**	
	Previously Reported	**Restated**	**Previously Reported**	**Restated**
Net Sales	7,524,203	7,490,266	13,281,889	13,247,952
Cost of Sales	4,308,912	4,097,309	7,760,872	7,549,269
Net Income	383,672	561,338	11,437	189,103
Net Income per Common Share - Basic	.13	.19	0	.06
Net Income per Common Share - Diluted	.13	.19	0	.06

Consolidated Balance	**As Of June 28, 2008 ($)**	
Sheet	**Previously Reported**	**Restated**
Inventories, Net	6,462,065	6,673,668
Total Current Assets	15,023,672	15,235,275
Total Assets	25,845,158	26,056,761
Customer Deposits	483,393	517,330
Total Current Liabilities	4,315,747	4,349,684
Total Liabilities	7,616,025	7,649,962
Retained Earnings	1,185,361	1,363,027

Total Stockholders' Equity	18,229,133	18,406,799
Total Liabilities and Stockholders' Equity	25,845,158	26,056,761

The Audit Committee also concluded that the Company's internal control over financial reporting were not effective for the second quarter of fiscal year 2008 due to material weaknesses in internal control. Accordingly, management's report on Controls and Procedures included in the Company's Quarterly Report on Form 10-Q for the period ended June 28, 2008 should no longer be relied upon.

This Form 10-Q/A amends and restates only certain information in the following sections as a result of the current restatement described above:

Part I —Item 1 - Financial Statements

Part I— Item 2 - Management's Discussion and Analysis of Financial Condition and Results of Operations

Part I— Item 4 - Controls and Procedures

In addition, we are also including currently dated Sarbanes Oxley Act Section 302 and Section 906 certifications of the Chief Executive Officer and Principal Financial Officer that are attached to this Form 10-Q/A as Exhibits 31.1 and 32.1.

For the convenience of the reader, this Amendment No. 1 on Form 10-Q/A sets forth the entire Form 10-Q for the quarterly period ended June 28, 2008. However, this Form 10-Q/A only amends and restates the Items described above to reflect the effects of the restatements and no attempt has been made to modify or update other disclosures presented in our Form 10-Q for the quarterly period ended June 28, 2008. Accordingly, except for the foregoing amended information, this Form 10-Q/A continues to speak as of August 18, 2008 (the original filing date of our Form 10-Q for the quarterly period ended June 28, 2008) and does not reflect events occurring after the filing of our Form 10-Q for the quarterly period ended June 28, 2008 and does not modify or update those disclosures affected by subsequent events. Forward looking statements made in the Form 10-Q for the quarterly period ended June 28, 2008 have not been revised to reflect events, results or developments that have become known to us after the date of the original filing (other than the current restatements described above), and such forward looking statements should be read in their historical context. Unless otherwise stated, the information in this Form 10-Q/A not affected by such restatements is unchanged and reflects the disclosures made at the time of the original filing.

MERRIMAC INDUSTRIES, INC.
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West Caldwell, NJ 07006
INDEX

	Page
PART I. FINANCIAL INFORMATION	
Item 1. Financial Statements (Restated)	
Consolidated Statements of Operations and Comprehensive Income (Loss) for the Quarters and Six Months Ended June 28, 2008 and June 30, 2007 (Unaudited	1
Consolidated Balance Sheets-June 28, 2008 (Unaudited) and December 29, 2007	2
Consolidated Statement of Stockholders' Equity for the Six Months Ended June 28, 2008 (Unaudited)	3
Consolidated Statements of Cash Flows for the Six Ended June 28, 2008 and June 30,2007 (Unaudited)	4
Notes to Consolidated Financial Statements.	5
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	16
Item 3. Quantitative and Qualitative Disclosures about Market Risk	27
Item 4. Controls and Procedures	27
PART II. OTHER INFORMATION	
Item 1. Legal Proceedings	28
Item 1A. Risk Factors	28
Item 4. Submission of Matters to a Vote of Security Holders	29
Item 5. Other Information	29
Item 6. Exhibits	29
Signatures	30

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

MERRIMAC INDUSTRIES, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS) (UNAUDITED)

	Quarters Ended		Six Months Ended	
	June 28, 2008 Restated	June 30, 2007	June 28, 2008 Restated	June 30, 2007
CONTINUING OPERATIONS				
Net sales	$ 7,490,266	$ 5,371,471	$ 13,247,952	$ 9,882,917
Costs and expenses:				
Cost of sales	4,097,309	3,004,761	7,549,269	5,818,881
Selling, general and administrative	2,353,395	1,976,729	4,597,965	4,193,731
Research and development	374,581	335,262	747,399	819,507
	6,825,285	5,316,752	12,894,633	10,832,119
Operating income (loss)	664,981	54,719	353,319	(949,202)
Interest and other (expense) income, net	(48,607)	4,231	(109,180)	16,401
Income (loss) from continuing operations before income taxes	616,374	50,488	244,139	(932,801)
Provision (benefit) for income taxes	-	-	-	-
Income (loss) from continuing operations	616,374	50,488	244,139	(932,801)
DISCONTINUED OPERATIONS				
Loss from discontinued operations, after income taxes in 2007	(55,036)	(3,519,411)	(55,036)	(3,799,924)
Net income (loss)	$ 561,338	$ (3,468,923)	$ 189,103	$ (4,732,725)
Income (loss) per common share from continuing operations-basic	$ .21	$ .02	$ .08	$ (.31)
Loss per common share from discontinued operations-basic	$ (.02)	$ (1.21)	$ (.02)	$ (1.27)
Net income (loss) per common share-basic	$ .19	$ (1.19)	$ .06	$ (1.58)
Income (loss) per common share from continuing operations-diluted	$ .21	$ .02	$ .08	$ (.31)
Loss per common share from discontinued operations-diluted	$ (.02)	$ (1.20)	$ (.02)	$ (1.27)
Net income (loss) per common share-diluted	$ .19	$ (1.18)	$ .06	$ (1.58)
Weighted average number of shares outstanding-basic	2,939,788	2,910,711	2,936,155	3,003,513

Weighted average number of shares outstanding-diluted		2,945,203		2,947,464		2,948,287		3,003,513
COMPREHENSIVE INCOME (LOSS)								
Net income (loss)	$	561,338	$	(3,468,923)	$	189,103	$	(4,732,725)
Comprehensive income (loss):								
Foreign currency translation adjustment		-		307,131		-		368,514
Comprehensive income (loss)	$	561,338	$	(3,161,792)	$	189,103	$	(4,364,211)

See accompanying notes.
1

MERRIMAC INDUSTRIES, INC.
CONSOLIDATED BALANCE SHEETS

ASSETS	June 28, 2008 Restated (UNAUDITED)	December 29, 2007 (Note 1)
Current assets:		
Cash and cash equivalents	$ 409,374	$ 2,004,471
Accounts receivable, net	7,609,252	5,299,753
Inventories, net	6,673,668	5,039,770
Other current assets	542,981	774,007
Due from assets sale contract	-	664,282
Total current assets	15,235,275	13,782,283
Property, plant and equipment	37,949,701	37,556,672
Less accumulated depreciation and amortization	27,650,605	26,600,240
Property, plant and equipment, net	10,299,096	10,956,432
Restricted cash	-	250,000
Other assets	470,390	531,633
Deferred tax assets	52,000	52,000
Total Assets	$ 26,056,761	$ 25,572,348
LIABILITIES AND STOCKHOLDERS’ EQUITY		
Current liabilities:		
Current portion of long-term debt	$ 1,050,000	$ 550,000
Accounts payable	1,085,015	943,481
Accrued liabilities	1,645,339	1,965,403
Customer deposits	517,330	363,296
Deferred income taxes	52,000	52,000
Total current liabilities	4,349,684	3,874,180
Long-term debt, net of current portion	3,237,500	3,762,500
Deferred liabilities	62,778	61,300
Total liabilities	7,649,962	7,697,980
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, par value $.01 per share:		
Authorized: 1,000,000 shares		
No shares issued		
Common stock, par value $.01 per share:		
20,000,000 shares authorized; 3,310,486 and 3,289,103 shares issued;		
and 2,947,581 and 2,926,198 shares outstanding, respectively	33,105	32,891
Additional paid-in capital	20,132,831	19,789,717
Retained earnings	1,363,027	1,173,924
	21,528,963	20,996,532
Less treasury stock, at cost - 362,905 shares at June 28, 2008 and		
December 29, 2007	(3,122,164)	(3,122,164)
Total stockholders' equity	18,406,799	17,874,368
Total Liabilities and Stockholders' Equity	$ 26,056,761	$ 25,572,348

See accompanying notes.

2

MERRIMAC INDUSTRIES, INC.
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
SIX MONTHS ENDED JUNE 28, 2008
(UNAUDITED)
Restated

	Common Stock		Additional Paid-in	Retained	Treasury Stock		
	Shares	Amount	Capital	Earnings	Shares	Amount	Total
Balance, December 29, 2007	3,289,103	$ 32,891	$ 19,789,717	$ 1,173,924	362,905	$ (3,122,164)	$ 17,874,368
Net income				189,103			189,103
Share-based compensation			257,480				257,480
Stock Purchase Plan sales	9,301	93	57,344				57,437
Exercise of stock options	4,082	41	28,290				28,331
Vesting of restricted stock	8,000	80					80
Balance, June 28, 2008	3,310,486	$ 33,105	$ 20,132,831	$ 1,363,027	362,905	$ (3,122,164)	$ 18,406,799

See accompanying notes.

3

MERRIMAC INDUSTRIES, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	Six Months Ended	
	June 28, 2008 Restated	June 30, 2007
Cash flows from operating activities:		
Net income (loss)	$ 189,103	$ (4,732,725)
Less, loss from discontinued operations	(55,036)	(3,799,924)
Income (loss) from continuing operations	244,139	(932,801)
Adjustments to reconcile income (loss) from continuing operations to net cash provided by (used in) operating activities:		
Depreciation and amortization	1,270,228	1,157,836
Amortization of deferred financing costs	16,080	14,716
Share-based compensation	257,560	132,496
Changes in operating assets and liabilities:		
Accounts receivable	(2,309,499)	644,552
Inventories	(1,633,898)	(825,915)
Other current assets	125,749	187,107
Other assets	125,891	(198,602)
Accounts payable	141,534	170,648
Accrued liabilities	(295,515)	9,204
Customer deposits	154,034	102,000
Deferred liabilities	1,479	11,730
Net cash provided by (used in) operating activities of continuing operations	(1,902,218)	472,971
Net cash (used in) operating activities of discontinued operations	(55,036)	(295,948)
Net cash provided by (used in) operating activities	(1,957,254)	177,023
Cash flows from investing activities:		
Purchases of capital assets	(612,893)	(755,796)
Cash proceeds from sale of discontinued operations	664,282	-
Net cash provided by (used in) investing activities of continuing operations	51,389	(755,796)
Net cash used in investing activities of discontinued operations	-	(171,265)
Net cash provided by (used in) investing activities	51,389	(927,061)
Cash flows from financing activities:		
Repurchase of common stock for the treasury	-	(2,148,300)
Borrowings under revolving credit facility	500,000	
Repayment of long-term debt	(525,000)	(275,000)
Restricted cash returned	250,000	-
Proceeds from the exercise of stock options	28,331	73,800
Proceeds from Stock Purchase Plan sales	57,437	7,495
Net cash provided by (used in) financing activities of continuing operations	310,768	(2,342,005)
Net cash used in financing activities of discontinued operations	-	(68,496)
Net cash provided by (used in) financing activities	310,768	(2,410,501)
Effect of exchange rate changes	-	16,410

Net decrease in cash and cash equivalents		(1,595,097)		(3,144,129)
Cash and cash equivalents at beginning of period, including $0 and $562,205 reported under assets held for sale		2,004,471		5,961,537
Cash and cash equivalents at end of period including $0 and $42,905 reported under assets held for sale	$	409,374	$	2,817,408
Supplemental disclosures of cash flow information:				
Cash paid during the period for-				
Interest on credit facilities	$	112,717	$	182,544

See accompanying notes.

4

MERRIMAC INDUSTRIES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
Restated

1. BASIS OF PRESENTATION

The accompanying unaudited consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and therefore do not include all information and footnote disclosures otherwise required by accounting principles generally accepted in the United States of America for a full fiscal year. The financial statements do, however, reflect all adjustments of a normal recurring nature which are, in the opinion of management, necessary for a fair presentation of the financial position of Merrimac Industries, Inc. ("Merrimac" or the "Company") as of June 28, 2008 and its results of operations and cash flows for the periods presented. Results of operations of interim periods are not necessarily indicative of results for a full year.

As discussed in Note 19, this second quarter restatement includes the following corrections of previous errors, a $33,937 decrease of net sales and corresponding $33,937 increase in customer deposits; a $211,603 increase in inventory and corresponding $211,603 decrease in cost of sales; and a $177,666 increase in net income.

In accordance with the provisions of Statement of Financial Accounting Standards No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets" (SFAS No. 144), the results of operations related to Filtran Microcircuits Inc. ("FMI") for the first quarter of 2007 prior period have been reported as discontinued operations.

The consolidated balance sheet at December 29, 2007 has been derived from the audited financial statements at that date but does not include all the information required by accounting principles generally accepted in the United States of America for complete financial statements. For further information, refer to the consolidated financial statements and footnotes thereto included in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 28, 2008 for the year ended December 29, 2007.

2. DISCONTINUED OPERATIONS

Company management determined, and on August 9, 2007 the Board of Directors approved, that the Company should divest its FMI operations. The divestiture should enable Merrimac to concentrate its resources on RF Microwave and Multi-Mix® Microtechnology product lines to generate sustainable, profitable growth. Beginning with the third quarter of 2007, the Company reflected FMI as a discontinued operation and the Company reclassified prior financial statements to reflect the results of operations, financial position and cash flows of FMI as discontinued operations.

On December 28, 2007, the Company sold substantially all of the assets of its wholly-owned subsidiary, FMI, to Firan Technology Group Corporation ("FTG"), a manufacturer of high technology/high reliability printed circuit boards, that has operations in Toronto, Ontario, Canada and Chatsworth, California. The transaction was effected pursuant to an asset purchase agreement entered into between Merrimac, FMI and FTG. The total consideration payable by FTG was $1,482,000 (Canadian $1,450,000) plus the assumption of certain liabilities of approximately $368,000 (Canadian $360,000). FTG paid $818,000 (Canadian $800,000) of the purchase price at closing and the balance was paid on February 21, 2008 following the conclusion of a transitional period.

Operating results of FMI, which were formerly represented as Merrimac's microwave micro-circuitry segment are summarized as follows:

	Quarter Ended		Six Months Ended	
	June 28, 2008	June 30, 2007	June 28, 2008	June 30, 2007

Net sales	$	0	$	854,000	$	0	$	1,766,000
Loss before provision for income taxes	$	(55,000)	$	(3,013,000)	$	(55,000)	$	(3,294,000)
Provision for income taxes		----		506,000		----		506,000
Net loss	$	(55,000)	$	(3,519,000)	$	(55,000)	$	(3,800,000)

5

MERRIMAC INDUSTRIES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
Restated

3. CONTRACT REVENUE RECOGNITION

The Company derives its revenues from sales of the following: customized products, which include amounts billable for non-recurring engineering services and in some instances the production and delivery of prototypes, and the subsequent production of delivery of units under short-term, firm-fixed price contracts; the design, documentation, production and delivery of a series of complex components under long-term firm-fixed price contracts; and the delivery of off-the-shelf, standard products.

The Company accounts for all contracts, except for the sale of off-the-shelf standard products, in accordance with AICPA Statement of Position No. 81-1, “Accounting for Performance of Construction-Type and Certain Production-Type Contracts” (“SOP 81-1”).

The Company recognizes all amounts billable under short-term contracts involving non-recurring engineering services for customization of products in net sales and all related costs in cost of sales under the completed-contract method when the customized units are delivered. The Company periodically enters into contracts with customers for the development and delivery of a prototype prior to the shipment of units. Under those circumstances, the Company recognizes all amounts billable for non-recurring engineering services in net sales and all related costs in cost of sales when the prototype is delivered and recognize all of the remaining amounts billable and the related costs when the units are delivered.

Periodically, the Company has complex, long-term contracts for the engineering design, development and production of space electronics products for which revenue is recognized under the percentage-of-completion method. Sales and related contract costs for design and documentation services under this type of contract are recognized based on the cost-to-cost method. Sales and related contract costs for products delivered under these contracts are recognized on the units-of-delivery method.

Pursuant to SOP 81-1, anticipated losses on all contracts are charged to operations in the period when the losses become known.

Sales of off-the-shelf, standard products and related costs of sales are recorded when title transfers to the customer, which is generally on the date of shipment, provided persuasive evidence of an arrangement exists, the sales price is fixed or determinable and collection of the related receivable is probable.

4. ACCOUNTING PERIOD

The Company's fiscal year is the 52-53 week period ending on the Saturday closest to December 31. The Company has quarterly dates that correspond with the Saturday closest to the last day of each calendar quarter and each quarter consists of 13 weeks in a 52-week year. Periodically, the
additional week to make a 53-week year (fiscal year 2008 will be the next) is added to the fourth quarter, making such quarter consist of 14 weeks.

5. COMPREHENSIVE INCOME (LOSS)

Comprehensive income (loss) is defined as the change in equity of a company during a period from transactions and other events and circumstances from non-owner sources. Accumulated other comprehensive income at June 30, 2007 was attributable solely to the effects of foreign currency translation. Following the sale of the Company’s discontinued

operations in December 2007, there is no foreign currency translation adjustment at June 28, 2008.

6. RECENT ACCOUNTING PRONOUNCEMENTS

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157 “Fair Value Measurements”. SFAS No. 157 establishes a single authoritative definition of fair value, sets out a framework for measuring fair value and requires additional disclosures about fair-value measurements. SFAS No. 157 applies only to fair-value measurements that are already required or permitted by other accounting standards and is expected to increase the consistency of those measurements. It will also affect current practices by nullifying Emerging Issues Task Force guidance that prohibited recognition of gains or losses at the inception of derivative transactions whose fair value is estimated by applying a model and by eliminating the use of “blockage” factors by brokers, dealers and investment companies that have been applying AICPA Guides. The Company adopted SFAS No. 157 on December 30, 2007. The adoption of SFAS No. 157 did not have an impact on its financial position and results of operations.

MERRIMAC INDUSTRIES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
Restated

In February 2007, the FASB issued Statement of Financial Accounting Standards No. 159 “The Fair Value Option for Financial Assets and Financial Liabilities”. SFAS No. 159 permits entities to choose to measure many financial assets and financial liabilities at fair value. Unrealized gains and losses on items for which the fair value option has been elected are reported in net income. The Company adopted SFAS No. 159 on December 30, 2007. The adoption of SFAS No. 159 did not have an impact on its financial position and results of operations.

In December 2007, the FASB issued Statement of Financial Accounting Standards No. 141 (revised 2007), “Business Combinations” (“SFAS 141R”). SFAS 141R established principles and requirements for how an acquiring company recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, any noncontrolling interest if the acquired company and the goodwill acquired. SFAS 141R also established disclosure requirements to enable the evaluation of the nature and financial effects of the business combination. SFAS 141R is effective for fiscal periods beginning after December 15, 2008. The Company is currently evaluating the impact that SFAS 141R will have on its financial position and results of operations.

In December 2007, the FASB issued Statement of Financial Accounting Standards No. 160 “ Noncontrolling Interests in Consolidated Financial Statements-an amendment of Accounting Research Bulletin No. 51” (“SFAS 160”). SFAS 160 establishes accounting and reporting standards of ownership interests in subsidiaries held by parties other than the parent, the amount of consolidated net income attributable to the parent and to the noncontrolling interest, changes in a parent’s ownership interest and the valuation of retained noncontrolling equity investments when a subsidiary is deconsolidated. SFAS 160 also establishes disclosure requirements that clearly identify and distinguish between the interests of the parent and the interests of the noncontrolling owners. SFAS 160 is effective for fiscal periods beginning after December 15, 2008. The Company is currently evaluating the impact that SFAS 160 will have on its financial position and results of operations.

7. SHARE-BASED COMPENSATION

On January 1, 2006, the start of the first quarter of fiscal 2006, the Company adopted the provisions of Statement of Financial Accounting Standards No. 123 (revised 2004), "Share-Based Payment" ("SFAS 123R") which requires that the costs resulting from all share-based payment transactions be recognized in the financial statements at their fair values. The Company adopted SFAS 123R using the modified prospective application method under which the provisions of SFAS 123R apply to new awards and to awards modified, repurchased, or cancelled after the adoption date. Additionally, compensation cost for the portion of the awards for which the requisite service has not been rendered that are outstanding as of the adoption date is recognized in the consolidated statement of operations over the remaining service period after the adoption date based on the award's original estimate of fair value.

Because of the Company’s net operating loss carryforwards, no tax benefits resulting from the exercise of stock options have been recorded, thus there was no effect on cash flows from operating or financing activities.

For the quarters and six months ended June 28, 2008 and June 30, 2007, share-based compensation expense related to the 2001 Employee Stock Purchase Plan and the various stock option plans was allocated as follows:

	Quarters Ended		Six Months Ended	
	June 28, 2008	June 30, 2007	June 28, 2008	June 30, 2007
Cost of sales	$ 45,000	$ 21,000	$ 90,000	$ 29,000
Selling, general and administrative	93,000	60,000	168,000	103,000

Total share-based compensation	$	138,000	$	81,000	$	258,000	$	132,000

The fair value of the options granted was estimated on the date of grant using the Black-Scholes option valuation model.

7

MERRIMAC INDUSTRIES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
Restated

The following weighted average assumptions for the quarter and six months ended June 28, 2008 and June 30, 2007 were utilized:

	2008	2007
Expected option life (years)	6.0	5.7
Expected volatility	37.56%	32.89%
Risk-free interest rate	3.14%	4.53%
Expected dividend yield	0.00%	0.00%

The Black-Scholes option valuation model was developed for use in estimating the fair value of traded options, which have no vesting restrictions and are fully transferable. In addition, option valuation models require the input of highly subjective assumptions including the expected stock price volatility.

Share-Based Compensation Plans:

On June 22, 2006, the Company's stockholders approved three share-based compensation programs as follows: (i) 2006 Stock Option Plan; (ii) 2006 Key Employee Incentive Plan; and (iii) 2006 Non-Employee Directors' Stock Plan.

The 2006 Stock Option Plan authorizes the grant of an aggregate of 500,000 shares of Common Stock to employees, directors and consultants of the Company. Under the 2006 Stock Option Plan, the Company may grant to eligible individuals incentive stock options, as defined in Section 422 of the Internal Revenue Code of 1986 (the "Code"), and/or non-qualified stock options. The purposes of the 2006 Stock Option Plan are to attract, retain and motivate employees, compensate consultants, and to enable employees, consultants and directors, including non-employee directors, to participate in the long-term growth of the Company by providing for or increasing the proprietary interests of such persons in the Company, thereby assisting the Company to achieve its long-range goals. The 2006 Stock Option Plan replaced the 2001 Stock Option Plan, and the remaining 19,700 unissued options under the 2001 Stock Option Plan are no longer available for grant.

At June 28, 2008, there were 328,100 options outstanding under the 2006 Stock Option Plan of which was 124,365 were exercisable. Options are granted at the closing price of the Company's shares on the American Stock Exchange on the date immediately prior to grant, pursuant to the 2006 Stock Option Plan. Options available for grant under the 2006 Stock Option Plan were 171,900 at June 28, 2008.

At June 28, 2008, the Company also maintains share-based compensation arrangements under the following plans: (i) 1993 Stock Option Plan; (ii) 1997 Long-Term Incentive Plan; and (iii) 2001 Stock Option Plan.

At June 28, 2008, there was 143,300 options outstanding under the 1997 Long Term Incentive Plan and the 2001 Stock Option Plan, of which all were exercisable. No options are available for future grant under the 1997 Long Term Incentive Plan or the 2001 Stock Option Plan.

A summary of all stock option activity and information related to all options outstanding follows:

	2008	
	Weighted average exercise	

	price		Shares
Outstanding at			
beginning of year	$ 9.30		594,747
Granted	5.15		17,500
Exercised	6.94		(4,082)
Expired	10.12		(72,965)
Forfeited	8.53		(63,800)
Outstanding at end of period	$ 9.14		471,400
Exercisable at end of period	$ 9.22		267,665
Option price range at end of period		$5.15-$17.00	
Weighted average estimated fair			
value of options granted during			
the year		$ 2.14	

8

MERRIMAC INDUSTRIES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
Restated

A summary of intrinsic and fair value stock option information follows:

Aggregate intrinsic value of all options at June 28, 2008	$	0
Aggregate intrinsic value of exercisable options at June 28, 2008	$	0
Intrinsic value of options exercised during 2008	$	9,000
Fair value of options vested during 2008	$	343,000

As of June 28, 2008, the total future compensation cost related to nonvested stock options and the employee stock purchase plan not yet recognized in the statement of operations was $674,000. Of that total, $197,000, $344,000, $128,000 and $5,000 are expected to be recognized in 2008, 2009, 2010 and 2011 respectively.

The 2006 Non-Employee Directors' Stock Plan is a plan that authorizes the grant of an aggregate of 100,000 shares of Common Stock to the non-employee directors of the Company. The plan authorizes each non-employee director to receive 1,500 shares of restricted stock beginning in 2006, and 1,500 shares or such other amount as the Board of Directors may, from time to time, decide for each year in the future following the Company's Annual Meeting of Stockholders.

On June 26, 2008, the Company issued a grant of 9,000 shares of restricted stock to six of its non-employee directors. The per share price of the grant was $5.15 (the closing price of the Company's shares on The American Stock Exchange on the date immediately prior to the grant, pursuant to the terms of the plan). One third of such restricted stock vests on the anniversary of the grant date over a three-year period. Share-based compensation expense for the quarter and six months ended June 28, 2008 related to the grants of restricted stock was approximately $32,000 and $47,000, respectively, which was based on a straight-line amortization. Share-based compensation expense for the quarter and six months ended June 30, 2007 related to the grants of restricted stock was approximately $7,000 and $14,000, respectively. Restricted shares of common stock available for grant under the 2006 Non-Employee Directors' Stock Plan were 71,500 at June 28, 2008.

A summary of unvested restricted stock activity and information related to all restricted stock outstanding follows:

	Weighted-Average Grant-Day Fair Value	Shares
Unvested at December 29, 2007.	$ 9.69	16,500
Granted	5.15	9,000
Vested	9.67	(8,000)
Unvested at June 28, 2008	$ 7.36	17,500

MERRIMAC INDUSTRIES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
Restated

8. INVENTORIES

Inventories are stated at the lower of cost or market, using the average cost method. Cost includes materials, labor, and manufacturing overhead related to the purchase and production of inventories.

Inventories consist of the following:

	June 28, 2008	December 29, 2007
Finished goods	$ 537,525	$ 239,503
Work in process	3,324,500	2,979,632
Raw materials and purchased parts	2,811,643	1,820,635
Total	$ 6,673,668	$ 5,039,770

9. LONG-LIVED ASSETS

The Company accounts for long-lived assets under SFAS 144, “Accounting for the impairment or disposal of long-lived assets” (“SFAS NO. 144”). Management assesses the recoverability of its long-lived assets, which consist primarily of fixed assets and intangible assets with finite useful lives, whenever events or changes in circumstances as described in SFAS No. 144 indicate that the carrying value may not be recoverable. Impairment charges would be included with costs and expenses in the Company's consolidated statements of operations, and would result in reduced carrying amounts of the related assets on the Company's consolidated balance sheets.

Fixed assets and intangible assets related to the Multi-Mix® product line have been tested for recoverability at least annually since 2002 following the guidance of SFAS No. 144. Based on the results of this testing we have concluded that the undiscounted cash flows expected to result from the use of these assets exceeds its carrying amount, and therefore there is no impairment loss.

10. CURRENT AND LONG-TERM DEBT

The Company was obligated under the following debt instruments at June 28, 2008 and December 29, 2007:

	2008	2007
Capital One N.A. (formerly North Fork Bank):		
Revolving line of credit, 2.00% above LIBOR or 0.50% below prime..	$ 500,000	$ -
Term loan, due October 1, 2011, 2.25% above LIBOR or 0.50% below prime	1,300,000	1,500,000
Mortgage loan, due October 1, 2016, 2.25% above LIBOR or 0.50% below prime	2,487,500	2,812,500
	4,287,500	4,312,500
Less current portion	1,050,000	550,000
Long-term portion	$ 3,237,500	$ 3,762,500

On October 18, 2006, the Company entered into a financing agreement with North Fork Bank (now Capital One, N.A.) which consists of a two-year $5,000,000 revolving line of credit, a five-year $2,000,000 machinery and equipment term loan due October 1, 2011 (“Term Loan”) and a ten-year $3,000,000 real estate term loan due October 1, 2016 (“Mortgage Loan”). This financing agreement replaced the prior financing agreement with CIT. Completion of the

financing agreement resulted in additional cash loan proceeds of approximately $2,900,000 plus the release of previously restricted cash of $1,500,000. The revolving line of credit is subject to an availability limit under a borrowing base calculation (85% of eligible accounts receivable plus up to 50% of eligible raw materials inventory plus up to 25% of eligible electronic components, with an inventory advance sublimit not to exceed $1,500,000, as defined in the financing agreement). Our revolving line of credit expires in October 2008. Capital One, N.A. (formerly North Fork Bank)has indicted to us that it does intend to renew the line of credit. We believe that we will be able to refinance the line of credit with another financial institution, but such refinancing likely will be on less favorable terms to us. The Company borrowed $500,000 under its revolving line of credit on May 1, 2008. At June 28, 2008, the Company had available

MERRIMAC INDUSTRIES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
Restated

borrowing capacity under its revolving line of credit of $4,500,000. Subsequent to the end of the second quarter of 2008, the Company borrowed an additional $500,000 under its revolving line of credit on July 1, 2008. The revolving line of credit bears interest at the prime rate less 0.50% (4.50% at June 28, 2008 and currently 4.50%) or LIBOR plus 2.00%. The principal amount of the Term Loan is payable in 59 equal monthly installments of $33,333 and one final payment of the remaining principal balance. The Term Loan bears interest at the prime rate less 0.50% (4.50% at June 28, 2008 and currently 4.50%) or LIBOR plus 2.25%. The principal amount of the Mortgage Loan is payable in 119 equal monthly installments of $12,500 and one final payment of the remaining principal balance. The Mortgage Loan bears interest at the prime rate less 0.50% (4.50% at June 28, 2008 and currently 4.50%) or LIBOR plus 2.25%. At June 28, 2008, the Company had no portion of its borrowings under LIBOR-based interest rates. The revolving line of credit, the Term Loan and the Mortgage Loan are secured by substantially all assets located within the United States and the pledge of 65% of the stock of the Company's subsidiaries located in Costa Rica and Canada.

Capital One, N.A. and the Company amended the financing agreement, as of May 15, 2007, which (i) eliminated the fixed charge coverage ratio covenant for the quarter ended June 30, 2007, (ii) added a covenant related to earnings before interest, taxes, depreciation and amortization (“EBITDA”) for the four quarters ended June 30, 2007 to require the Company to achieve a minimum level of EBITDA, and (iii) modified the fixed charge coverage ratio covenant for periods after the quarter ending September 29, 2007. The Company was in compliance with these amended covenants at June 28, 2008.

On August 9, 2007, Capital One N.A. and Merrimac entered into a Pledge and Security Agreement, under which Capital One N.A. consented to the guaranty by Merrimac of FMI's borrowings under the revolving credit agreement with The Bank of Nova Scotia in the amount of up to $250,000 (Canadian). In consideration for Capital One N.A. providing such consent, Merrimac deposited $250,000 into a controlled collateral account with Capital One N. A. and also agreed to prepay the mortgage loan portion of the credit facility with Capital One N.A. with fifty percent of the net proceeds from a sale of FMI, up to a maximum amount of $500,000. This agreement terminated in November 2007 when The Bank of Nova Scotia terminated FMI’s revolving credit agreement. Upon the termination of such agreement, the Company agreed to repay a portion of its Mortgage Loan with the funds in the controlled collateral account upon the expiration of the LIBOR contracts in January 2008. On January 18, 2008, Merrimac paid $250,000 of the Mortgage Loan using the funds previously deposited into the controlled collateral account.

At June 28, 2008 and December 29, 2007, the fair value of the Company's debt approximates carrying value. The fair value of the Company's long-term debt is estimated based on current interest rates.

11. WARRANTIES

The Company's products sold under contracts have warranty obligations. Estimated warranty costs for each contract are determined based on the contract terms and technology specific issues. The Company accrues estimated warranty costs at the time of sale and any additional amounts are recorded when such costs are probable and can be reasonably estimated. Warranty expense was approximately $15,000 and $28,000 for the quarters ended June 28, 2008 and June 30, 2007, respectively, and $65,000 and $79,000 for the six months ended June 28, 2008 and June 30, 2007, respectively. The warranty reserve at June 28, 2008 and December 29, 2007 was $200,000.

12. INCOME TAXES

The Company’s effective tax rate for the quarter and six months ended June 28, 2008, (which effective tax rate was zero percent), reflects U.S. Federal Alternative Minimum Tax and State income taxes that are due based on certain

statutory limitations on the use of the Company’s net operating loss carryforwards. No provision or benefit for income taxes was recorded based on management’s estimate of the minimal projected taxable income and the availability of net operating loss carryforwards that can be utilized.

MERRIMAC INDUSTRIES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
Restated

As of June 28, 2008, the Company has significant deferred tax assets resulting from net operating loss carryforwards, tax credit carryforwards, and deductible temporary differences, which should reduce taxable income in future periods. A valuation allowance is required when management assesses that it is more likely than not that all or a portion of a deferred tax asset will not be realized. The Company's 2002, 2003, 2006 and 2007 net losses have weighed heavily in the Company's overall assessments. The Company established a full valuation allowance for its remaining U.S. net deferred tax assets as a result of its assessment at December 28, 2002. This assessment continued unchanged from 2003 through the second quarter of 2008.

Internal Revenue Service Code Section 382 places a limitation on the utilization of net operating loss carryforwards when an ownership change, as defined in the tax law, occurs. Generally, an ownership change occurs when there is a greater than 50 percent change in ownership. If such a change should occur, the actual utilization of net operating loss carryforwards, for tax purposes, would be limited annually to a percentage of the fair market value of the Company at the time of such change. The Company may become subject to these limitations in 2008 depending on the extent of the changes in its ownership.

13. BUSINESS SEGMENT DATA

The Company's continuing operations are conducted through one business segment, electronic components and subsystems. This segment involves the design, manufacture and sale of electronic component devices offering extremely broad frequency coverage and high performance characteristics for communications, defense and aerospace applications. Of the identifiable assets, 85% are located in the United States and 15% are located in Costa Rica.

14. NET INCOME (LOSS) PER COMMON SHARE

Basic net income (loss) per common share is calculated by dividing net income (loss) by the weighted average number of common shares outstanding during the period.

The calculation of diluted net income (loss) per common share is similar to that of basic net income (loss) per common share, except that the denominator is increased to include the number of additional common shares that would have been outstanding if all potentially dilutive common shares, principally those issuable under stock options, were issued during the reporting period to the extent they are not anti-dilutive, using the treasury stock method.

The following table summarizes the calculation of basic and diluted net income (loss) per share:

	Quarters Ended		Six Months Ended	
	June 28, 2008	June 30, 2007	June 28, 2008	June 30, 2007
Net income (loss) available to common stockholders	$ 561,338	$ (3,468,923)	$ 189,103	$ (4,732,725)
Basic net income (loss) per share				
Weighted average number of shares outstanding for				
basic net income (loss) per share-				
Common stock .	2,939,788	2,910,711	2,936,155	3,003,513

Net income (loss) per common share - basic	$	.19	$	(1.19)	$	.06	$	(1.58)
Diluted net income (loss) per share								
Weighted average number of shares outstanding for								
diluted net income (loss) per share:								
Common stock		2,939,788		2,910,711		2,936,155		3,003,513
Effect of dilutive securities:								
Stock options (1)		5,415		36,753		12,132		-
Weighted average number of shares outstanding for								
diluted net income (loss) per share.		2,945,203		2,947,464		2,948,287		3,003,513
Net income (loss) per common share - diluted	$	.19	$	(1.18)	$	.06	$	(1.58)

(1) Represents additional shares resulting from assumed conversion of stock options less shares purchased with the proceeds therefrom.

Diluted net income (loss) per share excludes 456,000 and 228,000 shares underlying stock options for the quarters ended June 28, 2008 and June 30, 2007, respectively, as the exercise price of these options was greater than the average market value of the common shares, resulting in an anti-dilutive effect on net income (loss) per share. Diluted net

12

MERRIMAC INDUSTRIES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
Restated

income (loss) per share excludes 425,000 shares underlying stock options for the six-month period ended June 28, 2008, as the exercise price of these options was greater than the average market value of the common shares, resulting in an anti-dilutive effect on net income (loss) per share. Due to the net loss for the six months ended June 30, 2007, approximately 625,000 shares underlying stock options were excluded from the calculation of diluted net income (loss) per share as the effect would be anti-dilutive.

15. RELATED PARTY TRANSACTIONS

During the second quarter and first six months of 2008, the Company's outside general counsel Katten Muchin Rosenman LLP was paid $96,000 and $169,000, respectively, for providing legal services to the Company. During the second quarter and first six months of 2007, Katten Muchin Rosenman LLP was paid $108,000 and $196,000, respectively. A director of the Company is counsel to Katten Muchin Rosenman LLP but does not share in the fees that the Company pays to such law firm and his compensation is not based on such fees.

During 2008 and 2007 the Company retained Career Consultants, Inc. and SK Associates to perform executive searches and to provide other services to the Company. The Company paid an aggregate of $2,000 and $3,000 to these companies during the second quarter and first six months of 2008, respectively. The Company paid an aggregate of $5,000 and $21,000 to these companies during the second quarter and first six months of 2007, respectively. A director of the Company is the chairman and chief executive officer of these companies.

During the second quarter and first six months of 2008 and 2007, a director of the Company was paid $9,000 and $18,000, respectively, for providing technology-related consulting services to the Company.

The Company has an agreement with DuPont Electronic Technologies (“DuPont”), a stockholder and the employer of a director, for providing technological and marketing-related personnel and services on a cost-sharing basis to the Company under the Technology Agreement dated February 28, 2002. No payments were made to DuPont during the second quarter and first six months of 2008 or 2007. A director of the Company is an officer of DuPont, but would not share in these payments, if any.

Compensation of Directors: Each director, who is not an employee of the Company, receives a monthly director's fee of $1,500, plus an additional $500 for each meeting of the Board and of any Committees of the Board attended. In addition, the Chair of the Audit Committee receives an annual fee of $2,500 for his services in such capacity. The directors are also reimbursed for reasonable travel expenses incurred in attending Board and Committee meetings. In addition, pursuant to the 2006 Stock Option Plan, each non-employee director is granted an option to purchase 2,500 shares of the Common Stock of the Company on the date of each Annual Meeting of Stockholders. Such options have a three-year vesting period. Each such grant has an exercise price equal to the fair market value on the date of such grant and will expire on the tenth anniversary of the date of the grant. On June 26, 2008, non-qualified stock options to purchase an aggregate of 17,500 shares were issued to seven directors at an exercise price of $5.15 per share. Also on June 26, 2008, pursuant to the 2006 Non-Employee Directors’ Stock Plan, six directors each received a grant of 1,500 shares of restricted stock at a fair market value of $5.15 per share. One-third of such restricted stock vests on the anniversary of the grant date over a three-year period.

On December 13, 2004, Infineon Technologies AG (“Infineon”), at such time the beneficial owner of a portion of the Company’s common stock, sold 475,000 shares of the Company’s common stock to four purchasers in a privately-negotiated transaction. Two purchasers in such transaction, K Holdings, LLC and Hampshire Investments, Limited, each of which is affiliated with Ludwig G. Kuttner, who was President and Chief Executive Officer of

Hampshire Group, Limited (“Hampshire”), purchased 300,000 shares of the Company’s Common Stock. Mr. Kuttner was elected to the Company’s Board of Directors at its 2006 Annual Meeting of Stockholders. As a result of an ongoing investigation by Hampshire's audit committee, the Securities and Exchange Commission, and the Department of Justice of allegations of certain improprieties and possibly unlawful conduct involving Mr. Kuttner and other Hampshire executives, Mr. Kuttner's employment with Hampshire has been terminated and he remains as a director. Mr. Kuttner took a leave of absence from his position as a director of Merrimac. During his leave of absence, Mr. Kuttner was not entitled to any compensation from the Company. Mr. Kuttner rescinded his leave of absence from his position as a director of Merrimac as of June 20, 2007. Infineon also assigned to each purchaser certain registration rights to such shares under the existing registration rights agreements Infineon had with the Company. In connection with the transaction, the Company and

13

MERRIMAC INDUSTRIES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
Restated

Infineon terminated the Stock Purchase and Exclusivity Letter Agreement dated April 7, 2000, as amended, which provided that the Company would design, develop and produce exclusively for Infineon certain Multi-Mix® products that incorporate active RF power transistors for use in certain wireless base station applications, television transmitters and certain other applications that are intended for Bluetooth transceivers.

DuPont and two of the purchasers above hold registration rights, which currently give them the right in perpetuity to register an aggregate of 828,413 shares of Common Stock of the Company. There are no settlement alternatives and the registration of the shares of Common Stock would be on a “best efforts” basis.

16. REPURCHASE OF COMMON STOCK

On March 13, 2007, the Company repurchased in a private transaction 238,700 shares of its Common Stock for the treasury at $9.00 per share for an aggregate total of $2,148,300 from a group of investors.

17. LEGAL PROCEEDINGS

Merrimac is party to lawsuits, arising in the normal course of business. It is the opinion of management of Merrimac that the disposition of these various lawsuits will not individually or in the aggregate have a material adverse effect on the consolidated financial position or results of the Company.

On February 22, 2008, a statement of claim in Ontario Superior Court of Justice was filed by a former FMI employee against FMI seeking damages for approximately $77,000 ($75,000 Canadian) for wrongful dismissal following the sale of FMI’s assets to FTG. The Company settled this claim in May 2008 for a minimal amount.

On March 10, 2008, a statement of claim in Ontario Superior Court of Justice was filed by nineteen (19) former FMI employees against Merrimac, FMI and FTG seeking damages for wrongful dismissal for approximately $1,000,000 (Canadian $977,000) following the sale of FMI’s assets to FTG. The former FMI employees are alleging that an employment contract existed between FMI and the plaintiffs and are seeking additional damages for termination of the alleged contract. Merrimac believes it has been improperly named in this claim and is petitioning the Court to be removed as a defendant.

Merrimac has an Employment Practices Liability insurance policy that extends coverage to its subsidiaries. The insurance carrier agreed to provide a defense in this matter on April 24, 2008 and they retained Canadian counsel to defend against this claim. Merrimac made provision for the deductible amount of the insurance policy which is $25,000. In accordance with the requirements of SFAS No. 5, after discussions with counsel, Merrimac cannot presently determine if the likelihood of an unfavorable outcome is probable, reasonably possible or remote. In addition, Merrimac cannot reasonably estimate the amount of a probable loss, other than the minimal deductible amount under the insurance policy. The Company and its insurance carrier intend to defend against these claims vigorously.

18. SUBSEQUENT EVENT

On July 23, 2008, a Statement of Claim was filed in Ontario Superior Court of Justice by the lessor of the premises formerly occupied by FMI in Ontario, Canada, against FMI, Merrimac, and FTG. The Statement of Claim seeks damages of $150,612 in respect of the period from and after which FTG, which purchased the assets of FMI, removed operations from the premises through the term of the lease. In addition, the Statement of Claim seeks damages for

$110,319 for repairs to the premises, and seeks to set aside the transfer of assets from FMI to FTG for the failure to comply with the Bulk Sales Act Ontario.

Merrimac cannot presently determine if the likelihood of an unfavorable outcome is probable, reasonably possible or remote. In addition, Merrimac cannot reasonably estimate the amount of a probable loss. The Company intends to defend this claim vigorously.

14

MERRIMAC INDUSTRIES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
Restated

19. RESTATEMENT

On November 17, 2008, the Audit Committee of Merrimac Industries, Inc. determined that reissuing the previously filed financial statements for the fiscal 2008 second quarter was appropriate to correct certain accounting errors. These errors arose from control deficiencies created by changes of accounting personnel and the failure to properly implement a new financial accounting system. The second quarter errors include a $33,937 overstatement of net sales and corresponding $33,937 understatement of customer deposits; a $211,603 understatement of inventory and corresponding $211,603 overstatement of cost of sales; and a $177,666 understatement of net income.

As a result of the adjustments, the fiscal 2008 second quarter is restated as follows:

	Three Months Ended June 28, 2008 ($)		**Six Months Ended June 28, 2008 ($)**	
Consolidated Statement of Operations	**Previously Reported**	**Restated**	**Previously Reported**	**Restated**
Net Sales	7,524,203	7,490,266	13,281,889	13,247,952
Cost of Sales	4,308,912	4,097,309	7,760,872	7,549,269
Net Income	383,672	561,338	11,437	189,103
Net Income per Common Share - Basic	.13	.19	0	.06
Net Income per Common Share - Diluted	.13	.19	0	.06

	As Of June 28, 2008 ($)	
Consolidated Balance Sheet	**Previously Reported**	**Restated**
Inventories, Net	6,462,065	6,673,668
Total Current Assets	15,023,672	15,235,275
Total Assets	25,845,158	26,056,761
Customer Deposits	483,393	517,330
Total Current Liabilities	4,315,747	4,349,684
Total Liabilities	7,616,025	7,649,962
Retained Earnings	1,185,361	1,363,027
Total Stockholders’ Equity	18,229,133	18,406,799
Total Liabilities and Stockholders’ Equity	25,845,158	26,056,761

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

FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains statements relating to future results of Merrimac (including certain projections and business trends) that are "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. In this report, the words “we”, “us” and “our” refer to Merrimac and its subsidiaries. Actual results may differ materially from those projected as a result of certain risks and uncertainties. These risks and uncertainties include, but are not limited to: risks associated with demand for and market acceptance of existing and newly developed products as to which the Company has made significant investments, particularly its Multi-Mix® products; the possibilities of impairment charges to the carrying value of our Multi-Mix® assets, thereby resulting in charges to our earnings; risks associated with adequate capacity to obtain raw materials and reduced control over delivery schedules and costs due to reliance on sole source or limited suppliers; slower than anticipated penetration into the satellite communications, defense and wireless markets; failure of our Original Equipment Manufacturer, or OEM, customers to successfully incorporate our products into their systems; changes in product mix resulting in unexpected engineering and research and development costs; delays and increased costs in product development, engineering and production; reliance on a small number of significant customers; the emergence of new or stronger competitors as a result of consolidation movements in the market; the timing and market acceptance of our or our OEM customers’ new or enhanced products; general economic and industry conditions; the ability to protect proprietary information and technology; competitive products and pricing pressures; our ability and the ability of our OEM customers to keep pace with the rapid technological changes and short product life cycles in our industry and gain market acceptance for new products and technologies; risks relating to governmental regulatory actions in communications and defense programs; and inventory risks due to technological innovation and product obsolescence, as well as other risks and uncertainties as are detailed from time to time in the Company's Securities and Exchange Commission filings. These forward-looking statements are made only as of the date of the filing of this Form 10-Q, and the Company undertakes no obligation to update or revise the forward-looking statements, whether as a result of new information, future events or otherwise.

OVERVIEW

Continuing operations.

Merrimac Industries, Inc. is involved in the design, manufacture and sale of electronic component devices offering extremely broad frequency coverage and high performance characteristics, and microstrip, bonded stripline and thick metal-backed Teflon® (PTFE) and mixed dielectric multilayer circuits for communications, defense and aerospace applications. The Company's operations are conducted primarily through one business segment, electronic components and subsystems.

Merrimac is a versatile technologically oriented company specializing in radio frequency Multi-Mix®, stripline, microstrip and discreet element technologies. Of special significance has been the combination of two or more of these technologies into single components and integrated multifunction subassemblies to achieve superior performance and reliability while minimizing package size and weight. Merrimac components and integrated assemblies are found in applications as diverse as satellites, military and commercial aircraft, radar, cellular radio systems, medical and dental diagnostic instruments, personal communications systems and wireless connectivity. Merrimac maintains ISO 9001:2000 and AS 9100 registered quality assurance programs. Merrimac's components range in price from $0.50 to more than $10,000 and its subsystems range from $500 to more than $1,500,000.

For the second quarter and first six months of 2008, the Company returned to profitable results from continuing operations. Previously, the Company experienced losses from continuing operations in the first quarter of 2008 and

prior quarters. Improved orders and the increased opening backlog from 2007 provided the catalyst to increase sales for the second quarter of 2008 by $2,119,000 or 39.4% and 3,365,000 or 34.4% for the first six months of 2008 compared to 2007, particularly sales of Core and Multi-Mix® products to defense industry-related customers. The increased gross profit from the higher sales level coupled with most expenses, as a percentage of net sales, being lower than previous periods, resulted in income from continuing operations for the second quarter of 2008 as compared to losses in recent prior quarters. Backlog increased by $2,397,000 or 13.3% to $20,388,000 at the end of the first quarter of 2008 from the end of 2007. The June 28, 2008 backlog of $20,137,000,an increase of $2,146,000 or 11.9% compared to year-end 2007 backlog of $17,991,000, is slightly below the highest quarter-end backlog of $20,388,000 that the Company achieved in March 2008, because of the higher level of second quarter 2008 sales.

The Company markets and sells its products domestically and internationally through a direct sales force and manufacturers' representatives. Merrimac has traditionally developed and offered for sale products built to specific customer needs, as well as standard catalog items.

Cost of sales for the Company consists of materials, salaries and related expenses, and outside services for manufacturing and certain engineering personnel and manufacturing overhead. Our products are designed and manufactured in the Company's facilities. The Company's manufacturing and production facilities infrastructure overhead are relatively fixed and are based on its expectations of future net revenues. Should the Company experience a reduction in net revenues in a quarter, it could have difficulty adjusting short-term expenditures and absorbing any excess capacity expenses. If this were to occur, the Company's operating results for that quarter would be negatively impacted. In order to remain competitive, the Company must continually reduce its manufacturing costs through design and engineering innovations and increases in manufacturing efficiencies. There can be no assurance that the Company will be able to reduce its manufacturing costs.

The Company anticipates that depreciation and amortization expenses will exceed its revised capital expenditures for fiscal year 2008 by approximately $1,600,000. The Company intends to reduce its commitments to purchase capital equipment from various vendors to an amount of approximately $400,000 for the remainder of 2008. The Company anticipates that such equipment will be purchased and become operational during the remainder of 2008. The Company's planned equipment purchases and other commitments are expected to be funded through cash resources and cash flows expected to be generated from operations, and supplemented by the Company's $5,000,000 revolving credit facility, which expires October 18, 2008. Capital One N.A. has indicated to us that it does not intend to renew the line of credit. We believe that we will be able to refinance the line of credit with another financial institution, but such refinancing likely will be on less favorable terms to us.

Selling, general and administrative expenses consist of personnel costs for administrative, selling and marketing groups, sales commissions to employees and manufacturing representatives, travel, product marketing and promotion costs, as well as legal, accounting, information technology and other administrative costs. As discussed below, the Company expects to continue to make significant and increasing expenditures for selling, general and administrative expenses, especially in connection with implementation of its strategic plan for generating and expanding sales of Multi-Mix® products.

Research and development expenses consist of materials, salaries and related expenses of certain engineering personnel, and outside services related to product development projects. The Company charges all research and development expenses to operations as incurred. The Company believes that continued investment in research and development is critical to the Company's long-term business success. The Company intends to continue to invest in research and development programs in future periods, and expects that these costs will increase over time, in order to develop new products, enhance performance of existing products and reduce the cost of current or new products.

The Company anticipates 2008 orders from its defense and satellite customers will be comparable to fiscal year 2007 levels. Nevertheless, in times of armed conflict or war, military spending is concentrated on armaments build up, maintenance and troop support, and not on the research and development and specialty applications that are the Company's core strengths and revenue generators.

Discontinued operations.

Filtran Microcircuits Inc. ("FMI") was established in 1983, and was acquired by Merrimac in February 1999. FMI is a manufacturer of microwave micro-circuitry for the high frequency communications industry. FMI has been engaged in the production of microstrip, bonded stripline, and thick metal-backed Teflon® (PTFE) microcircuits for RF applications including satellite, aerospace, PCS, fiber optic telecommunications, automotive, navigational and defense applications worldwide. FMI has supplied mixed dielectric multilayer and high speed interconnect circuitry to meet

customer demand for high performance and cost-effective packaging.

Company management determined, and on August 9, 2007 the Board of Directors approved, that the Company should divest its FMI operations. The divestiture should enable Merrimac to concentrate its resources on RF Microwave and Multi-Mix® Microtechnology product lines to generate sustainable, profitable growth. Beginning with the second quarter of 2008, the Company reflected FMI as a discontinued operation and the Company reclassified prior financial statements to reflect the results of operations, financial position and cash flows of FMI as discontinued operations.

On December 28, 2007, the Company sold substantially all of the assets of its wholly-owned subsidiary, FMI, to Firan Technology Group Corporation (“FTG”), a manufacturer of high technology/high reliability printed circuit boards, that has operations in Toronto, Ontario, Canada and Chatsworth, California. The transaction was effected pursuant to an asset purchase agreement entered into between Merrimac, FMI and FTG. The total consideration payable by FTG was $1,482,000 (Canadian $1,450,000) plus the assumption of certain liabilities of approximately $368,000 (Canadian $360,000). FTG paid $818,000 (Canadian $800,000) of the purchase price at closing and the balance was paid on February 21, 2008 following the conclusion of a transitional period.

Operating results of FMI, which were formerly represented as Merrimac’s microwave micro-circuitry segment, are summarized as follows:

	Quarter Ended		Six Months Ended	
	June 28, 2008	June 30, 2007	June 28, 2008	June 30, 2007
Net sales	$ 0	$ 854,000	$ 0	$ 1,766,000
Loss before provision for income taxes	$ (55,000)	$ (3,013,000)	$ (55,000)	(3,294,000)
Provision for income taxes	-----	506,000	-----	506,000
Net loss	$ (55,000)	$ (3,519,000)	$ (55,000)	$ (3,800,000)

CRITICAL ACCOUNTING ESTIMATES AND POLICIES

The Company's management makes certain assumptions and estimates that impact the reported amounts of assets, liabilities and stockholders' equity, and revenues and expenses. The management judgments that are currently the most critical are related to the accounting for the Company's investments in Multi-Mix® Microtechnology, contract revenue recognition, inventory valuation and valuation of deferred tax assets.

Impairment of long-lived assets

Following is a summary of the carrying amounts of the Multi-Mix® Microtechnology net assets included in the Company's consolidated financial statements at June 28, 2008 and the related future planned purchases and lease obligation commitments through January 2011.

Net assets:	
Property, plant and equipment, at cost	$ 14,859,000
Less, accumulated depreciation and amortization	10,117,000
Property, plant and equipment, net	4,742,000
Inventories	740,000
Other assets, net	128,000
Total net assets at June 28, 2008	5,610,000

Commitments:		
Planned equipment purchases for the remainder of 2008		200,000
Lease obligations through January 2011		500,000
Total commitments		700,000
Total net assets and commitments	$	6,310,000

Approximately 34% of the property, plant and equipment may be utilized in other areas of our electronic components and subsystems operations.

18

Any future demand for Multi-Mix® for the wireless market is dependent on various third-party programs and is directly related to the timing of our customers' and potential customers' phase-out of existing programs and their migration, which is not assured and has not yet commenced commercially, toward new programs to meet their customers' new requirements. While these circumstances have resulted in the delay or cancellation of Multi-Mix® Microtechnology product purchases that had been anticipated from certain specific customers or programs, the Company has implemented a strategic plan utilizing product knowledge and customer focus to expand specific sales opportunities. However, continued extended delay or reduction from planned levels in new orders expected from customers for these products could require the Company to pursue alternatives related to the utilization or realization of these assets and commitments, the net result of which could be materially adverse to the financial results and position of the Company. In accordance with the Company's evaluation of Multi-Mix® under SFAS No. 144 at December 29, 2007, the Company has determined no provision for impairment is required at this time. Management will continue to monitor the recoverability of the Multi-Mix® assets.

Contract Revenue Recognition

The Company derives its revenues from sales of the following: customized products, which include amounts billable for non-recurring engineering services and in some instances the production and delivery of prototypes, and the subsequent production of delivery of units under short-term, firm-fixed price contracts; the design, documentation, production and delivery of a series of complex components under long-term firm-fixed price contracts; and the delivery of off-the-shelf, standard products.

The Company accounts for all contracts, except for the sale of off-the-shelf standard products, in accordance with AICPA Statement of Position No. 81-1, "Accounting for Performance of Construction-Type and Certain Production-Type Contracts" ("SOP 81-1").

The Company recognizes all amounts billable under short-term contracts involving non-recurring engineering services for customization of products in net sales and all related costs in cost of sales under the completed-contract method when the customized units are delivered. The Company periodically enters into contracts with customers for the development and delivery of a prototype prior to the shipment of units. Under those circumstances, the Company recognizes all amounts billable for non-recurring engineering services in net sales and all related costs in cost of sales when the prototype is delivered and recognize all of the remaining amounts billable and the related costs when the units are delivered.

Periodically, the Company has complex, long-term contracts for the engineering design, development and production of space electronics products for which revenue is recognized under the percentage-of-completion method. Sales and related contract costs for design and documentation services under this type of contract are recognized based on the cost-to-cost method. Sales and related contract costs for products delivered under these contracts are recognized on the units-of-delivery method.

Pursuant to SOP 81-1, anticipated losses on all contracts are charged to operations in the period when the losses become known.

Sales of off-the-shelf, standard products and related costs of sales are recorded when title transfers to the customer, which is generally on the date of shipment, provided persuasive evidence of an arrangement exists, the sales price is fixed or determinable and collection of the related receivable is probable.

Inventory Valuation

Inventories are valued at the lower of average cost or market. Inventories are periodically reviewed for their projected manufacturing usage utilization and, when slow-moving or obsolete inventories are identified, a provision for a

potential loss is made and charged to operations.

Procurement of inventory is based on specific customer orders and forecasts. Customers have certain rights of modification with respect to these orders and forecasts. As a result, customer modifications to orders and forecasts affecting inventory previously procured by us and our purchases of inventory beyond customer needs may result in excess and obsolete inventory for the related customers. Although the Company may be able to use some of these excess components and raw materials in other products it manufactures, a portion of the cost of this excess inventory may not be recoverable from customers, nor may any excess quantities be returned to the vendors. The Company also may not be able to recover the cost of obsolete inventory from vendors or customers.

19

Write offs or write downs of inventory generally arise from:

- declines in the market value of inventory;
- changes in customer demand for inventory, such as cancellation of orders; and
- our purchases of inventory beyond customer needs that result in excess quantities on hand that may not be returned to the vendor or charged back to the customer.

Valuation of Deferred Tax Assets

As of June 28, 2008, the Company has significant deferred tax assets resulting from net operating loss carryforwards, tax credit carryforwards and deductible temporary differences, which should reduce taxable income in future periods. A valuation allowance is required when management assesses that it is more likely than not that all or a portion of a deferred tax asset will not be realized. The Company's 2002, 2003, 2006 and 2007 net losses have weighed heavily in the Company's overall assessments. The Company established a full valuation allowance for its remaining U.S. net deferred tax assets as a result of its assessment at December 28, 2002. This assessment continued unchanged from 2003 through the first six months of 2008

20

CONSOLIDATED STATEMENTS OF OPERATIONS SUMMARY
(UNAUDITED)

The following table reflects the percentage relationships of items from the Consolidated Statements of Operations as a percentage of net sales.

CONTINUING OPERATIONS	Percentage of Net Sales Quarters Ended		Percentage of Net Sales Six Months Ended	
	June 28, 2008 Restated	June 30, 2007	June 28, 2008 Restated	June 30, 2007
Net sales	100.0%	100.0%	100.0%	100.0%
Costs and expenses:				
Cost of sales	. 54.7	55.9	57.0	58.9
Selling, general and administrative	31.4	36.8	34.7	42.4
Research and development	5.0	6.3	5.6	8.3
	91.1	99.0	97.3	109.6
Operating income (loss)	8.9	1.0	2.7	(9.6)
Interest and other (expense) income, net	(0.7)	(0.1)	(0.8)	0.2
Income (loss) from continuing operations before income taxes	8.2	0.9	1.9	(9.4)
Provision (benefit) for income taxes	-	-	-	-
Income (loss) from continuing operations	8.2	0.9	1.9	(9.4)
DISCONTINUED OPERATIONS				
Loss from discontinued operations after income taxes	(0.7)	(65.5)	(0.4)	(38.5)
Net income (loss)	7.5%	(64.6)%	1.5%	(47.9)%

SECOND QUARTER AND FIRST SIX MONTHS OF 2008 COMPARED TO THE SECOND QUARTER AND FIRST SIX MONTHS OF 2007-CONTINUING OPERATIONS

Net sales.

Net sales from continuing operations for the second quarter of 2008 were $7,490,000, an increase of $2,119,000 or 39.4 percent compared to the second quarter of 2007 net sales of $5,371,000. Net sales from continuing operations increased due to the higher level of orders received throughout fiscal year 2007, which resulted in a higher opening backlog at the beginning of the 2008 fiscal year, including higher sales of Multi-Mix® products to the defense industry-related customers, as well as a continuation of the favorable trend in orders received during the current year that have positively impacted backlog during 2008.

Net sales from continuing operations for the first six months of 2008 were $13,248,000, an increase of $3,365,000 or 34.0 percent compared to net sales of $9,883,000 for the first six months of 2007. The increase in net sales for the first six months of 2008 is primarily due to the same reasons that benefited the second quarter of 2008 increase in net sales.

Backlog represents the amount of orders the Company has received that have not been shipped as of the end of a particular fiscal period. The orders in backlog are a measure of future sales and determine the Company’s upcoming material, labor and service requirements. The book-to-bill ratio for a particular period represents orders received for that period divided by net sales for the same period. The Company looks for this ratio to exceed 1.0, indicating the backlog is being replenished by new orders at a higher rate than the sales being removed from the backlog.

The following table presents key performance measures that we use to monitor our operating results for the six months ended June 28, 2008 and June 30, 2007:

	2008 Restated	2007
Beginning backlog	$ 17,991,000	$ 11,490,000
Plus bookings	15,393,000	14,738,000
Less net sales	13,247,000	9,883,000
Ending backlog	$ 20,137,000	$ 16,345,000
Book-to-bill ratio	1.16	1.49

Orders of $7,238,000 were received during the second quarter of 2008, a decrease of $1,531,000 or 17.5 percent compared to $8,769,000 in orders received during the second quarter of 2007. Orders of $15,393,000 were received during the first six months of 2008, an increase of $655,000 or 4.4 percent compared to $14,738,000 in orders received during the first six months of 2007. Backlog increased by $2,146,000 or 11.9 percent to $20,137,000 at the end of the second quarter of 2008 compared to $17,991,000 at year-end 2007, due to the increased orders received during the first six months of 2008. The book-to-bill ratio for the second quarter of 2008 was 0.96 to 1 and for the second quarter of 2007 was 1.63 to 1. The book-to-bill ratio for the first six months of 2008 was 1.16 to 1 and for the first six months of 2007 was 1.49 to 1. The orders, backlog and book-to-bill data exclude FMI information for 2007.

The backlog of unfilled orders includes amounts based on signed contracts as well as agreed letters of intent, which we have determined are legally binding and likely to proceed. Although backlog represents only business that is considered likely to be performed, cancellations or scope adjustments may and do occur. The elapsed time from the award of a contract to completion of performance may be up to approximately four years. The dollar amount of backlog is not necessarily indicative of our future earnings related to the performance of such work due to factors outside our control, such as changes in project schedules, scope adjustments or project cancellations. We cannot predict with certainty the portion of backlog to be performed in a given year. Backlog is adjusted quarterly to reflect project cancellations, deferrals, revised project scope and cost, and sales of subsidiaries, if any.

Cost of sales and Gross profit.

The following table provides comparative gross profit information for the quarters and six months ended June 28, 2008 and June 30, 2007.

	Quarter ended June 28, 2008 Restated			Quarter ended June 30, 2007		
	$	Increase/ (Decrease) from prior period	% of Net Sales	$	Increase/ (Decrease) from prior period	% of Net Sales
Consolidated gross profit	$ 3,393,000	$ 1,026,000	45.3%	$ 2,367,000	$ (1,143,000)	44.1%

	Six Months ended June 28, 2008 Restated			Six Months ended June 30, 2007		
	$	Increase/ (Decrease) from prior period	% of Net Sales	$	Increase/ (Decrease) from prior period	% of Net Sales
Consolidated gross profit	$ 5,699,000	$ 1,635,000	43.0%	$ 4,064,000	$ (1,315,000)	41.1%

The increase in consolidated gross profit for the second quarter of 2008 was due to the higher level of sales, which improved the absorption of fixed manufacturing costs.

The increase in consolidated gross profit and consolidated gross profit percentage for the six months of 2008 was due to the impact of the higher level of sales allowing for a better absorption of fixed manufacturing costs.

Depreciation expense included in consolidated cost of sales for the second quarter of 2008 was $611,000, an increase of $60,000 compared to the second quarter of 2007. Depreciation expense included in consolidated cost of sales for the first six months of 2008 was $1,193,000, an increase of $125,000 compared to the first six months of 2007. For the second quarter and first six months of 2008, approximately $414,000 and $812,000, respectively, of depreciation expense was associated with Multi-Mix® Microtechnology capital assets. For the second quarter and first six months of 2007, approximately $383,000 and $758,000, respectively, of depreciation expense was associated with Multi-Mix® Microtechnology capital assets.

22

Selling, general and administrative expenses.

Selling, general and administrative expenses of $2,353,000 for the second quarter of 2008 increased by $377,000 or 19.1%, and when expressed as a percentage of net sales, decreased by 5.5 percentage points to 31.3% compared to the second quarter of 2007. The increase in such expenses for the second quarter of 2008 was due to higher sales commissions, increased selling costs from recent sales personnel hired to meet the demand of increased sales, higher professional fee costs, and higher share-based compensation from the grant of stock options in April 2007. Selling, general and administrative expenses of $4,598,000 for the first six months of 2008 increased by $404,000 or 9.6%, and when expressed as a percentage of net sales, by 7.8 percentage points to 34.6% compared to the first six months of 2007. the increase in such expenses for the first six months of 2008 was due to higher commissions on the increased sales level, higher selling and administrative costs, and higher share-based compensation from the grant of stock options in April 2007.

Research and development expenses.

Research and development expenses for new products were $375,000 for the second quarter of 2008, an increase of $39,000 or 11.7%, and when expressed as a percentage of net sales, decreased by 1.2 percentage points to 5.0% compared to the second quarter of 2007. Substantially all of the research and development expenses were related to Multi-Mix® Microtechnology products. Research and development expenses for new products were $747,000 for the first six months of 2008, a decrease of $72,000 or 8.8%, and when expressed as a percentage of net sales, decreased by 2.7 percentage points to 5.6% compared to the first six months of 2007. Substantially all of the research and development expenses were related to Multi-Mix® Microtechnology products. The Company anticipates that these expenses will increase in future periods in connection with implementation of our strategic plan for Multi-Mix®.

Operating income (loss) from continuing operations.

Operating income from continuing operations for the second quarter of 2008 was $665,000, compared to an operating income from continuing operations of $55,000 for the second quarter of 2007. The increase in operating income from continuing operations for the second quarter of 2008 as compared to the second quarter of 2007 was due to the improved gross profit from the increase in sales, partially offset by higher sales commissions and increased selling, general and administrative expenses, and higher research and development costs.

Operating income from continuing operations for the first six months of 2008 was $353,000 compared to an operating loss from continuing operations for the first six months of 2007 of $(949,000). The increase in operating income from continuing operations for the first six months of 2008 as compared to the first six months of 2007 was due to higher gross profit from the increase in sales, partially offset by higher sales commissions, and increased general and administrative expenses.

Interest and other (expense) income, net.

Interest and other (expense) income, net was $(49,000) for the second quarter of 2008 compared to interest and other (expense) income, net of $4,000 for the second quarter of 2007. Interest and other (expense) income, net was $(109,000) for the first six months of 2008 compared to interest and other (expense) income, net of $16,000 for the first six months of 2007. Interest expense for the second quarter and first six months of 2008 and 2007 was principally incurred on borrowings under the term loans which the Company refinanced in October 2006. Interest expense for the second quarter and first six months of 2008 was higher than the second quarter and first nine months of 2007 due to the lower levels of investable cash that generated less interest income to be received during 2008 when compared to 2007.

Income (loss) from continuing operations.

For the reasons set forth above, income from continuing operations for the second quarter of 2008 was $616,000 compared to income from continuing operations of $50,000 for the second quarter of 2007. Income per diluted share from continuing operations for the second quarter of 2008 was $.21 compared to income from continuing operations of $.02 per diluted share for the second quarter of 2007.

For the reasons set forth above, income from continuing operations for the first six months of 2008 was $244,000 compared to a loss from continuing operations of $(933,000) for the first six months of 2007. Income from continuing operations per diluted share for the first six months of 2008 was $.08 compared to a loss from continuing operations of $(.31) per share for the first nine months of 2006.

Income taxes.

The Company's effective tax rate for the quarter and six months ended June 28, 2008, (which effective tax rate was zero percent), reflects U.S. Federal Alternative Minimum Tax and State income taxes that are due based on certain statutory limitations on the use of the Company's net operating loss carryforwards. No provisions or benefit for income taxes was recorded based on management's estimate of the minimal projected taxable income and the availability of net operating loss carryforwards that can be utilized.

As of June 28, 2008, the Company has significant deferred tax assets resulting from net operating loss carryforwards, tax credit carryforwards, and deductible temporary differences, which should reduce taxable income in future periods. A valuation allowance is required when management assesses that it is more likely than not that all or a portion of a deferred tax asset will not be realized. The Company's 2002, 2003, 2006 and 2007 net losses have weighed heavily in the Company's overall assessments. The Company established a full valuation allowance for its remaining U.S. net deferred tax assets as a result of its assessment at December 28, 2002. This assessment continued unchanged from 2003 through the second quarter of 2008.

On December 31, 2006, the Company adopted FIN 48, which clarifies the accounting for uncertainty in tax positions. As of that date, the Company had no uncertain tax positions and did not record any additional benefits of liabilities. At June 28, 2008 and December 29, 2007, the company had no uncertain tax positions and did not record any additional benefits or liabilities. The Company will recognize any accrued interest or penalties related to unrecognized tax benefits or liabilities within the provision for income taxes.

Internal Revenue Service Code Section 382 places a limitation on the utilization of net operating loss carryforwards when an ownership change, as defined in the tax law, occurs. Generally, an ownership change occurs when there is a greater tha 50 percent change in ownership. If such a change should occur, the actual utilization of net operating loss carryforwards, for tax purposes, would be limited annually to a percentage of the fair market value of the company at the time of such change. The company may become subject to these limitations in 2007 depending on the extent of the changes in its ownership.

Discontinued operations.

Loss from discontinued operations for the second quarter and first six months of 2008 was $55,000 or $.02 per share, which consisted of certain ongoing professional fees, claim defense deductibles and certain other expenses. There was no loss from discontinued operations in the first quarter of 2008. Loss from discontinued operations for the second quarter of 2007 was $3,519,000 and for the first six months of 2007 was $3,800,000. Loss from discontinued operations includes a partial goodwill impairment charge of $2,630,000 and a charge of $506,000 to provide a full valuation allowance for a Canadian net deferred tax asset, for a total of $3,136,000 of non-cash charges. Loss from discontinued operations for the second quarter of 2007 was $1.21 per basic share, and $1.20 per diluted share, and for the first six months of 2007 was $1.27 per basic share.

Net income (loss).

For the reasons set forth above, net income for the second quarter of 2008 was $561,000 compared to a net loss of $(3,469,000) for the second quarter of 2007. Net income per diluted share for the second quarter of 2008 was $.19 compared to a net loss of $(1.18) per diluted share for the second quarter of 2007.

For the reasons set forth above, net income for the first six months of 2008 was $189,000 compared to a net loss of $(4,733,000) for the first six months of 2007. Net income per diluted share for the first six months of 2008 was $.06 compared to a net loss of $(1.58) per share for the first six months of 2007.

LIQUIDITY AND CAPITAL RESOURCES

The Company had liquid resources comprised of cash and cash equivalents totaling approximately $410,000 at the end of the first six months of 2008 compared to approximately $2,000,000 at the end of 2007. The principal reasons for the reduction in cash at June 28, 2008 from December 29, 2007 were capital expenditures of $613,000, cash used in operating activities of continuing operations of $1,902,000 as described below, and repayments of borrowings of $525,000 offset, in part, by the return of restricted cash to repay term debt of $250,000, the receipts of the remaining proceeds from the sale of FMI's assets of $664,000, proceeds from sales of stock to employees of $86,000, and revolving credit borrowings of $500,000 drawn down in the second quarter of 2008. The Company's working capital was approximately $10,900,000 and its current ratio was 3.5 to 1 at the end of the second quarter of 2008 compared to $9,900,000 and 3.5 to 1, respectively, at the end of 2007. At June 28, 2007, the Company had available borrowing

capacity under its revolving line of credit of $4,500,000, net of the $500,000 outstanding revolving credit borrowings.

The Company's activities from continuing operations used operating cash flows of $1,902,000 during the first six months of 2008 compared to generating $473,000 of operating cash flows during the first six months of 2007. The primary uses of operating cash flows from continuing operations for the first six months of 2008 were an increase accounts receivable of $2,309,000 from the higher sales level and an increase in inventories of $1,634,000 to meet the production needs of the increased backlog. These uses of operating cash flows were partly offset by income from continuing operations for the first six months of 2008 of $244,000 plus depreciation and amortization of $1,270,000 and share-based compensation of $258,000, coupled with an aggregate reduction in other assets of $252,000.

The primary sources of operating cash flows from continuing operations for the first six months of 2007 were a decrease in accounts receivable of $645,000, a decrease in other current assets of $187,000, and an aggregate increase in accounts payable, customer depostis and accrued liabilities of $282,000, partly offset by the loss from continuing operations of $933,000 and an increase in inventory of $826,000, which was reduced by depreciation and amortization of $1,158,000 and share-based compensation of $132,000.

The Company made net cash investments in property, plant and equipment of $613,000 during the first six months of 2008 compared to net cash investments made in property, plant and equipment of $756,000 during the first six months of 2007. These capital expenditures are related to new production and test equipment capabilities in connection with the introduction of new products and enhancements to existing products. The depreciated cost of capital equipment associated with Multi-Mix® Microtechnology was $4,742,000 at the end of the second quarter of 2008, a decrease of $739,000 compared to $5,481,000 at the end of fiscal year 2007.

The primary uses of cash flows from financing activities during the first six months of 2007 were the repurchase, in a private transaction on March 14, 2007, of 238,700 shares of common stock for the treasury at $9.00 per share for an aggregate total of $2,148,000 and the repayments of $275,000 of term loan borrowings.

The Company's remaining planned equipment purchases for the second half of 2008 have been reduced to approximately $400,000. The reduced capital expenditures and other commitments are expected to be funded through cash resources and cash flows expected to be generated from operations, and supplemented by the Company's $5,000,000 revolving credit facility, which expires October 18, 2008. Capital One, N.A. has indicated to us that it does not intend to renew the line of credit. We believe that we will be able to refinance the line of credit with another financial institution, but such refinancing likely will be on less favorable terms to us.

On October 18, 2006, the Company entered into a financing agreement with Capital One, N.A. which consists of a two-year $5,000,000 revolving line of credit, a five-year $2,000,000 machinery and equipment term loan due October 1, 2011 ("Term Loan") and a ten-year $3,000,000 real estate term loan due October 1, 2016 ("Mortgage Loan"). This financing agreement replaced the prior financing agreement with CIT. Completion of the financing agreement resulted in additional cash loan proceeds of approximately $2,900,000 plus the release of previously restricted cash of $1,500,000. The revolving line of credit is subject to an availability limit under a borrowing base calculation (85% of eligible accounts receivable plus up to 50% of eligible raw materials inventory plus up to 25% of eligible electronic components, with an inventory advance sublimit not to exceed $1,500,000, as defined in the financing agreement). The revolving line of credit expires October 18, 2008. The Company anticipates the revolving credit facility will be refinanced, under terms less favorable than its existing credit facilities. At June 28, 2008, the Company had available borrowing capacity under its revolving line of credit of $4,500,000. The revolving line of credit bears interest at the prime rate less 0.50% (4.50% at June 28, 2008 and currently 4.50%) or LIBOR plus 2.00%. The principal amount of the Term Loan is payable in 59 equal monthly installments of $33,333 and one final payment of the remaining principal balance of $33,333. The Term Loan bears interest at the prime rate less 0.50% (4.50% at June 28, 2008 and currently 4.50%) or LIBOR plus 2.25%. The principal amount of the Mortgage Loan is payable in 119 equal monthly installments of $12,500 and one final payment of the remaining principal balance. The Mortgage Loan bears interest

at the prime rate less 0.50% (4.50% at June 28, 2008 and currently 4.50%) or LIBOR plus 2.25%. At June 28, 2008, the Company had no portion of its borrowings under LIBOR-based interest rates. The revolving line of credit, the Term Loan and the Mortgage Loan are secured by substantially all assets located within the United States and the pledge of 65% of the stock of the Company's subsidiaries located in Costa Rica and Canada. The provisions of the financing agreement require the Company to maintain certain financial covenants.

Capital One, N.A. and the Company amended the financing agreement, as of May 15, 2007, which:

(i) eliminated the fixed charge coverage ratio covenant for the quarter ended June 30, 2007, (ii) added a covenant related to earnings before interest, taxes, depreciation and amortization (“EBITDA”) for the four quarters ended June 30, 2007 to require the Company to achieve a minimum level of EBITDA, and (iii) modified the fixed charge coverage ratio covenant for periods after the quarter ending September 29, 2007. The Company was in compliance with these amended covenants at June 28, 2008.

On August 9, 2007, Capital One, N.A. and Merrimac entered into a Pledge and Security Agreement, under which Capital One, N.A. consented to the guaranty by Merrimac of FMI's borrowings under the revolving credit agreement with The Bank of Nova Scotia in the amount of up to $250,000 (Canadian). In consideration for Capital One, N.A. providing such consent, Merrimac deposited $250,000 into a controlled collateral account with Capital One, N.A. and also agreed to prepay the mortgage loan portion of the credit facility with Capital One, N.A. with fifty percent of the net proceeds from a sale of FMI up to a maximum amount of $500,000. This agreement terminated in November 2007, when The Bank of Nova Scotia terminated FMI’s revolving credit agreement. Upon termination of such agreement, the Company agreed to repay a portion of its Mortgage Loan with the funds in the controlled collateral account upon the expiration of LIBOR contracts in January 2008. On January 18, 2008, Merrimac paid $250,000 of the Mortgage Loan using the funds previously deposited into the controlled collateral account.

Depreciation and amortization expenses exceeded capital expenditures for production equipment during the first six months of 2008 by approximately $660,000, and the Company anticipates that depreciation and amortization expenses will exceed capital expenditures in fiscal year 2008 by approximately $1,600,000. The Company intends to issue commitments to purchase up to $400,000 of capital equipment from various vendors for the remainder of 2008. The Company anticipates that such equipment will be purchased and become operational during 2008.

Related to the discontinued operations of FMI, there is a remaining lease commitment on its leased facility of approximately $160,000, however, the Company anticipates settling the remaining lease commitment for a reduced amount.

The functional currency for the Company’s Costa Rica operations is the United States dollar. The functional currency for the Company’s previously wholly-owned subsidiary FMI is the Canadian dollar. The change in accumulated other comprehensive income for 2007 reflects the changes in the exchange rates between the Canadian dollar and the United States dollar for those respective periods. Following the sale of Company’s discontinued operations in December 2007, there is no foreign currency translation adjustment at June 28, 2008.

RECENT ACCOUNTING PRONOUNCEMENTS

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157 “Fair Value Measurements”. SFAS No. 157 establishes a single authoritative definition of fair value, sets out a framework for measuring fair value and requires additional disclosures about fair-value measurements. SFAS No. 157 applies only to fair-value measurements that are already required or permitted by other accounting standards and is expected to increase the consistency of those measurements. It will also affect current practices by nullifying Emerging Issues Task Force guidance that prohibited recognition of gains or losses at the inception of derivative transactions whose fair value is estimated by applying a model and by eliminating the use of “blockage” factors by brokers, dealers and investment companies that have been applying AICPA Guides. The Company adopted SFAS No. 157 on December 30, 2007. The adoption of SFAS No. 157 did not have an impact on its financial position and results of operations.

In February 2007, the FASB issued Statement of Financial Accounting Standards No. 159 “The Fair Value Option for Financial Assets and Financial Liabilities”. SFAS No. 159 permits entities to choose to measure many financial assets and financial liabilities at fair value. Unrealized gains and losses on items for which the fair value option has been

elected are reported in net income. The Company adopted SFAS No. 159 On December 30, 2007. The adoption of SFAS No. 159 did not have an impact on its financial position and results of operations.

In December 2007, the FASB issued Statement of Financial Accounting Standards No. 141 (revised 2007), "Business Combinations" ("SFAS 141R"). SFAS 141R established principles and requirements for how an acquiring company recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, any noncontrolling interest if the acquired company and the goodwill acquired. SFAS 141R also established disclosure requirements to enable the evaluation of the nature and financial effects of the business combination. SFAS 141R is effective for fiscal periods beginning after December 15, 2008. The Company is currently evaluating the impact that SFAS 141R will have on its financial position and results of operations.

In December 2007, the FASB issued Statement of Financial Accounting Standards No. 160 “Noncontrolling Interests in Consolidated Financial Statements-an amendment of Accounting Research Bulletin No. 51” (“SFAS 160”). SFAS 160 establishes accounting and reporting standards of ownership interests in subsidiaries held by parties other than the parent, the amount of consolidated net income attributable to the parent and to the noncontrolling interest, changes in a parent’s ownership interest and the valuation of retained noncontrolling equity investments when a subsidiary is deconsolidated. SFAS 160 also establishes disclosure requirements that clearly identify and distinguish between the interests of the parent and the interests of the noncontrolling owners. SFAS 160 is effective for fiscal periods beginning after December 15, 2008. The Company is currently evaluating the impact that SFAS 160 will have on its financial position and results of operations.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

For quantitative and qualitative disclosures about the market risks affecting Merrimac, see “Quantitative and Qualitative Disclosures about Market Risk” in Item 7A of Part II of the Company’s Annual Report on Form 10-K for the fiscal year ended December 29, 2007, which is incorporated herein by reference. Our exposure to market risk has not changed materially since December 29, 2007.

ITEM 4. CONTROLS AND PROCEDURES

(a) Evaluation of Disclosure Controls and Procedures. Based on the material weaknesses in internal control identified below, as of June 28, 2008 (the end of the period covered by this report), the Company's management reevaluated, with the participation of the Company's Chief Executive Officer and Principal Financial Officer, the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) or 15d-15(e) of the Securities Exchange Act of 1934). Based upon that reevaluation, the Chief Executive Officer and Principal Financial Officer concluded that, as of June 28, 2008, the Company's disclosure controls and procedures were not effective.

(b) Material Weakness in Internal Control Over Financial Reporting. A material weakness is a control deficiency, or combination of control deficiencies, that results in a reasonably possible likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected. Management identified the following material weaknesses in its internal control over financial reporting as of June 28, 2008:

Personnel

Management identified changes in financial personnel that led to a lack of sufficient financial reporting experience to prepare accurate financial statements in a timely manner.

New Financial Reporting System

Management identified the failure to accurately implement the Company’s new financial reporting system which has led to errors in preliminary financial reports requiring additional resources and time to correct.

Potential Problem Areas

Management was unable to identify potential problem areas in financial reporting that required immediate attention by operational and financial personnel that were not identified on a timely basis.

Remediation

(a) The Company is currently seeking to hire an experienced chief financial officer and an experienced cost accountant. Until such personnel can be hired, the Company will be utilizing an accounting consulting firm to oversee,

test and support procedures and processes for financial reporting for the fourth quarter and year end of 2008.

(b) Management has identified procedures to enable the Company to better close work orders in the new financial reporting system, including the deployment of additional personnel to ensure that work orders are properly closed out.

(c) Personnel will be trained as to the importance of timely and accurate reporting to the labor system. Exception reports will be generated that provide operations and finance information regarding any discrepancies to the procedures on a daily basis.

Apart from the implementation of a new financial accounting system and changes in financial personnel, there were no changes that occurred during the quarter ended June 28, 2008 that materially affected, or are reasonably likely to materially affect, the Company’s internal controls over financial reporting.

PART II OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

Merrimac is a party to lawsuits, arising in the normal course of business. It is the opinion of Merrimac's management that the disposition of these various lawsuits will not individually or in the aggregate have a material adverse effect on the consolidated financial position or the results of operations of Merrimac.

On February 22, 2008, a statement of claim in Ontario Superior Court of Justice was filed by a former FMI employee against FMI seeking damages for approximately $77,000 ($75,000 Canadian) for wrongful dismissal following the sale of FMI’s assets to FTG. The Company agreed to settle this claim in May 2008 for a minimal amount.

On March 10, 2008, a statement of claim in Ontario Superior Court of Justice was filed by nineteen (19) former FMI employees against Merrimac, FMI and FTG seeking damages for wrongful dismissal for approximately $1,000,000 (Canadian $977,000) following the sale of FMI’s assets to FTG. The former FMI employees are alleging that an employment contract existed between FMI and the plaintiffs and are seeking additional damages for termination of the alleged contract. Merrimac believes it has been improperly named in this claim and is petitioning the Court to be removed as a defendant.

Merrimac has an Employment Practices Liability insurance policy that extends coverage to its subsidiaries. The insurance carrier agreed to provide a defense in this matter on April 24, 2008 and they retained Canadian counsel to defend this claim. Merrimac made provision for the deductible amount of the insurance policy which is $25,000. In accordance with the requirements of SFAS No. 5, after discussions with counsel, Merrimac cannot presently determine if the likelihood of an unfavorable outcome is probable, reasonably possible or remote. In addition, Merrimac cannot reasonably estimate the amount of a probable loss, other than the minimal deductible amount under the insurance policy. The Company and its insurance carrier intend to defend these claims vigorously.

On July 23, 2008, a Statement of Claim was filed in Ontario Superior Court of Justice by the lessor of the premises formerly occupied by FMI in Ontario, Canada, against FMI, Merrimac, and FTG. The Statement of Claim seeks damages of $150,612 in respect of the period from and after which FTG, which purchased the assets of FMI, removed operations from the premises through the term of the lease. In addition, the Statement of Claim seeks damages for $110,319 for repairs to the premises, and seeks to set aside the transfer of assets from FMI to FTG for the failure to comply with the Bulk Sales Act Ontario.

Merrimac cannot presently determine if the likelihood of an unfavorable outcome is probable, reasonably possible or remote. In addition, Merrimac cannot reasonably estimate the amount of a probable loss. The Company intends to defend this claim vigorously.

ITEM 1A. RISK FACTORS.

There have been no material changes to our Risk Factors from those presented in our Form 10-K for fiscal year 2007, except that the Risk Factor captioned “Our revolving line of credit expires in October 2008 and the failure to renew the revolving line of credit or a renewal on less favorable terms could have a material adverse effect on our business operations” is revised to read as follows:

Our revolving line of credit expires in October 2008 and the failure to refinance the revolving line of credit or a refinancing on less favorable terms could have a material adverse effect on our business operations.

Our revolving line of credit with Capital One, N.A. expires in October 2008. Capital One, N.A. has indicted to us that it does intend to renew the line of credit. We believe that we will be able to refinance the line of credit with another financial institution, but such refinancing likely will be o less favorable terms to us. In the event that we are unable to refinance the revolving line of credit with another financial institution or if we are required to refinance our line of credit on less favorable terms, our business operations could suffer a material adverse effect.

29

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

On June 26, 2008, the Company held its Annual Stockholders Meeting at which the stockholders elected two members to the Company's Board of Directors. The stockholders of the Company elected Mason N. Carter and Timothy P. McCann as Class III Directors whose terms expire at the 2011 Annual Meeting.

The following sets forth the number of votes cast for, against or withheld, as well as the number of abstentions and broker non-votes, voted upon at the Company's June 20, 2007 Annual Stockholders Meeting:

Election of Directors.

	For	Withheld
Mason N. Carter	2,302,252	216,104
Timothy P. McCann	2,484,169	34,187

Ratification of J.H. Cohn LLP as the Company's independent registered public accounting firm.

For	Against	Abstain
2,513,691	3,572	1,093

The Company’s three Class I directors, Fernando L. Fernandez, Joel H. Goldberg and Ludwig G. Kuttner and three Class II directors, Edward H. Cohen, Arthur A. Oliner and Harold J. Raveché, continued as directors after the Annual Stockholders Meeting and are serving terms expiring at the time of the Company's annual meetings in 2009 and 2010, respectively, and until their respective successors have been duly elected and qualified.

ITEM 5. OTHER INFORMATION.

None.

ITEM 6. EXHIBITS

Exhibits:

EXHIBIT NUMBER	DESCRIPTION OF EXHIBIT
31.1+	Certificate of Chief Executive Officer and Principal Financial Officer , pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1+	Certificate of Chief Executive Officer and Principal Financial Officer , pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

+ Indicates that exhibit is filed as an exhibit hereto.

SIGNATURES

In accordance with the requirements of Section 13 or 15 (d) of the Securities Exchange Act of 1934, the Registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

MERRIMAC INDUSTRIES, INC.

Date: November 18, 2008 By: /s/ Mason N. Carter
Mason N. Carter
Chairman, President,
Chief Executive Officer
And Principal Financial
Officer