

SCHMITT INDUSTRIES INC  
Form 10-Q  
October 10, 2013  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

**FORM 10-Q**

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended: August 31, 2013

Or

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

For the transition period from: \_\_\_\_\_ To: \_\_\_\_\_

Commission File Number: 000-23996

**SCHMITT INDUSTRIES, INC.**

(Exact name of registrant as specified in its charter)

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**Oregon**  
(State or other jurisdiction of  
incorporation or organization)  
**2765 NW Nicolai Street, Portland, Oregon 97210-1818**  
(Address of principal executive offices) (Zip Code)  
**(503) 227-7908**  
(Registrant's telephone number, including area code)

**93-1151989**  
(IRS Employer  
Identification Number)

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

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

Indicate by check mark 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 "smaller reporting company" in Rule 12b-2 of the Exchange Act. (check one):

Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller reporting company

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

The number of shares of each class of common stock outstanding as of September 30, 2013:

|                            |           |
|----------------------------|-----------|
| Common stock, no par value | 2,990,910 |
|----------------------------|-----------|

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**Table of Contents****PART I - FINANCIAL INFORMATION****Item 1. Financial Statements****SCHMITT INDUSTRIES, INC.****CONSOLIDATED BALANCE SHEETS****(UNAUDITED)**

|  | August 31, 2013      | May 31, 2013         |
|--|----------------------|----------------------|
| <b>ASSETS</b>  |                      |                      |
| <b>Current assets</b>  |                      |                      |
| Cash and cash equivalents  | \$ 1,959,659         | \$ 1,909,071         |
| Accounts receivable, net of allowance of \$30,835 and \$30,576 at August 31, 2013 and May 31, 2013, respectively                           | 2,153,434            | 1,980,685            |
| Inventories  | 4,792,460            | 5,054,087            |
| Prepaid expenses   | 162,269              | 219,492              |
| Income taxes receivable  | 48,752               | 48,095               |
|  | 9,116,574            | 9,211,430            |
| <b>Property and equipment</b>  |                      |                      |
| Land   | 299,000              | 299,000              |
| Buildings and improvements   | 1,805,951            | 1,805,951            |
| Furniture, fixtures and equipment  | 1,312,371            | 1,312,028            |
| Vehicles   | 121,835              | 121,835              |
|  | 3,539,157            | 3,538,814            |
| Less accumulated depreciation and amortization   | (2,258,502)          | (2,203,924)          |
|  | 1,280,655            | 1,334,890            |
| <b>Other assets</b>  |                      |                      |
| Intangible assets, net   | 1,044,619            | 1,078,278            |
| <b>TOTAL ASSETS</b>  | <b>\$ 11,441,848</b> | <b>\$ 11,624,598</b> |
| <b>LIABILITIES &amp; STOCKHOLDERS EQUITY</b>   |                      |                      |
| <b>Current liabilities</b>   |                      |                      |
| Accounts payable   | \$ 524,276           | \$ 918,094           |
| Accrued commissions  | 213,477              | 273,307              |
| Accrued payroll liabilities  | 103,900              | 131,772              |
| Other accrued liabilities  | 307,548              | 286,307              |
| Line of credit   | 400,000              | 0                    |
| <b>Total current liabilities</b>   | <b>1,549,201</b>     | <b>1,609,480</b>     |
| <b>Stockholders equity</b>   |                      |                      |
| Common stock, no par value, 20,000,000 shares authorized, 2,990,910 shares issued and outstanding at both August 31, 2013 and May 31, 2013 | 10,390,012           | 10,369,524           |
| Accumulated other comprehensive loss   | (328,324)            | (331,924)            |

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|   |                      |                      |
|---|----------------------|----------------------|
| Accumulated deficit                               | (169,041)            | (22,482)             |
| <b>Total stockholders' equity</b>                 | 9,892,647            | 10,015,118           |
| <b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b> | <b>\$ 11,441,848</b> | <b>\$ 11,624,598</b> |

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

**Table of Contents****SCHMITT INDUSTRIES, INC.****CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS****FOR THE THREE MONTHS ENDED AUGUST 31, 2013 AND 2012****(UNAUDITED)**

|   | Three Months Ended August 31, |                   |
|---|-------------------------------|-------------------|
|   | 2013                          | 2012              |
| Net sales   | \$ 2,899,447                  | \$ 3,680,665      |
| Cost of sales                                     | 1,568,325                     | 1,806,717         |
| <b>Gross profit</b>                               | <b>1,331,122</b>              | <b>1,873,948</b>  |
| Operating expenses:                               |                               |                   |
| General, administration and sales                 | 1,351,702                     | 1,632,815         |
| Research and development                          | 126,764                       | 115,309           |
| <b>Total operating expenses</b>                   | <b>1,478,466</b>              | <b>1,748,124</b>  |
| Operating income (loss)                           | (147,344)                     | 125,824           |
| Other income                                      | 3,453                         | 512               |
| Income (loss) before income taxes                 | (143,891)                     | 126,336           |
| Provision for income taxes                        | 2,668                         | 6,188             |
| <b>Net income (loss)</b>                          | <b>\$ (146,559)</b>           | <b>\$ 120,148</b> |
| Net earnings (loss) per common share:             |                               |                   |
| Basic   | \$ (0.05)                     | \$ 0.04           |
| Weighted average number of common shares, basic   | 2,990,910                     | 2,990,910         |
| Diluted   | \$ (0.05)                     | \$ 0.04           |
| Weighted average number of common shares, diluted | 2,990,910                     | 3,005,291         |
| <b>Comprehensive loss</b>                         |                               |                   |
| Net income (loss)                                 | \$ (146,559)                  | \$ 120,148        |
| Foreign currency translation adjustments          | 3,600                         | 11,373            |
| <b>Total comprehensive income (loss)</b>          | <b>\$ (142,959)</b>           | <b>\$ 131,521</b> |

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

**Table of Contents****SCHMITT INDUSTRIES, INC.****CONSOLIDATED STATEMENTS OF CASH FLOWS****FOR THE THREE MONTHS ENDED AUGUST 31, 2013 AND 2012****(UNAUDITED)**

|  | Three Months Ended August 31, |              |
|--|-------------------------------|--------------|
|  | 2013                          | 2012         |
| <b>Cash flows relating to operating activities</b>   |                               |              |
| Net income (loss)  | \$ (146,559)                  | \$ 120,148   |
| Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities: |                               |              |
| Depreciation and amortization  | 88,237                        | 86,649       |
| Stock based compensation   | 20,488                        | 22,641       |
| (Increase) decrease in:  |                               |              |
| Accounts receivable  | (167,920)                     | 91,809       |
| Inventories  | 266,220                       | 28,424       |
| Prepaid expenses   | 57,578                        | 15,978       |
| Income taxes receivable  | (657)                         | 1,259        |
| Increase (decrease) in:  |                               |              |
| Accounts payable   | (395,461)                     | (53,251)     |
| Accrued liabilities and customer deposits  | (67,036)                      | 33,802       |
| Net cash provided by (used in) operating activities  | (345,110)                     | 347,459      |
| <b>Cash flows relating to investing activities</b>   |                               |              |
| Purchase of property and equipment   | (343)                         | (55,189)     |
| Net cash used in investing activities  | (343)                         | (55,189)     |
| <b>Cash flows relating to financing activities</b>   |                               |              |
| Increase in line of credit   | 400,000                       | 0            |
| Net cash provided by financing activities  | 400,000                       | 0            |
| <b>Effect of foreign exchange translation on cash</b>  | (3,959)                       | (308)        |
| <b>Increase in cash and cash equivalents</b>   | 50,588                        | 291,962      |
| <b>Cash and cash equivalents, beginning of period</b>  | 1,909,071                     | 2,776,817    |
| <b>Cash and cash equivalents, end of period</b>  | \$ 1,959,659                  | \$ 3,068,779 |
| <b>Supplemental Disclosure of Cash Flow Information</b>  |                               |              |
| Cash paid during the period for income taxes   | \$ 3,325                      | \$ 4,929     |
| Cash paid during the period for interest   | \$ 1,733                      | \$ 0         |

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

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## SCHMITT INDUSTRIES, INC.

## CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY

FOR THE THREE MONTHS ENDED AUGUST 31, 2013

(UNAUDITED)

|                                 | Shares    | Amount        | Accumulated<br>other<br>comprehensive<br>loss | Accumulated<br>deficit | Total         |
|---------------------------------|-----------|---------------|---|------------------------|---------------|
| <b>Balance, May 31, 2013</b>    | 2,990,910 | \$ 10,369,524 | \$ (331,924)                                  | \$ (22,482)            | \$ 10,015,118 |
| Stock-based compensation        | 0         | 20,488        | 0   | 0                      | 20,488        |
| Net loss                        | 0         | 0             | 0   | (146,559)              | (146,559)     |
| Other comprehensive income      | 0         | 0             | 3,600   | 0                      | 3,600         |
| <b>Balance, August 31, 2013</b> | 2,990,910 | \$ 10,390,012 | \$ (328,324)                                  | \$ (169,041)           | \$ 9,892,647  |

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



**Table of Contents****SCHMITT INDUSTRIES, INC.****NOTES TO CONSOLIDATED INTERIM FINANCIAL STATEMENTS****Note 1:****SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES****Basis of Presentation**

The consolidated financial information included herein has been prepared by Schmitt Industries, Inc. (the Company or Schmitt) and its wholly owned subsidiaries. In the opinion of management, the accompanying unaudited Consolidated Financial Statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission and contain all adjustments, consisting only of normal recurring adjustments, necessary to present fairly its financial position as of August 31, 2013 and its results of operations and its cash flows for the periods presented. The consolidated balance sheet at May 31, 2013 has been derived from the Annual Report on Form 10-K for the fiscal year ended May 31, 2013. The accompanying unaudited financial statements and related notes should be read in conjunction with the audited financial statements included in our Annual Report on Form 10-K for the fiscal year ended May 31, 2013. Operating results for the interim periods presented are not necessarily indicative of the results that may be experienced for the fiscal year ending May 31, 2014.

**Revenue Recognition**

The Company recognizes revenue for sales and billing for freight charges upon delivery of the product to the customer at a fixed and determinable price with a reasonable assurance of collection, passage of title to the customer as indicated by shipping terms and fulfillment of all significant obligations, pursuant to the guidance provided by Accounting Standards Codification ( ASC ) Topic 605. For sales to all customers, including manufacturer representatives, distributors or their third-party customers, these criteria are met at the time product is shipped. When other significant obligations remain after products are delivered, revenue is recognized only after such obligations are fulfilled. In addition, judgments are required in evaluating the credit worthiness of our customers. Credit is not extended to customers and revenue is not recognized until we have determined that collectability is reasonably assured.

**Financial Instruments**

The carrying value of financial instruments potentially subject to valuation risk (principally consisting of cash and cash equivalents, accounts receivable, accounts payable and the line of credit) approximates fair value because of their short-term maturities.

**Note 2:****INVENTORY**

Inventory is valued at the lower of cost or market with cost determined on the average cost basis. Costs included in inventories consist of materials, labor and manufacturing overhead, which are related to the purchase or production of inventories. Write-downs, when required, are made to reduce excess inventories to their net realizable values. Such estimates are based on assumptions regarding future demand and market conditions. If actual conditions become less favorable than the assumptions used, an additional inventory write-down may be required. As of August 31, 2013 and May 31, 2013, inventories consisted of:

|                 | Aug. 31, 2013 | May 31, 2013 |
|-----------------|---------------|--------------|
| Raw materials   | \$ 2,310,073  | \$ 2,225,295 |
| Work-in-process | 971,649       | 1,132,534    |
| Finished goods  | 1,510,738     | 1,696,258    |
|                 | \$ 4,792,460  | \$ 5,054,087 |



**Table of Contents****Note 3:****LINE OF CREDIT**

In February 2012, the Company extended its bank line of credit secured by U.S. accounts receivable, inventories and general intangibles through March 1, 2014 and raised the lending limit from \$1.0 million to \$2.0 million. Interest is payable at the bank's prime rate (3.25% as of August 31, 2013) or LIBOR plus 2.0% (2.18% as of August 31, 2013). The outstanding balance on the line of credit was \$400,000 and \$0 at August 31, 2013 and May 31, 2013, respectively.

**Note 4:****STOCK OPTIONS AND STOCK-BASED COMPENSATION**

Stock-based compensation includes expense charges for all stock-based awards to employees and directors granted under the Company's stock option plan. Stock-based compensation recognized during the period is based on the portion of the grant date fair value of the stock-based award that will vest during the period, adjusted for expected forfeitures. Compensation cost for all stock-based awards is recognized using the straight-line method. The Company uses the Black-Scholes option pricing model as its method of valuation for stock-based awards. The Black-Scholes option pricing model requires the input of highly subjective assumptions, and other reasonable assumptions could provide differing results. These variables include, but are not limited to:

*Risk-Free Interest Rate.* The Company bases the risk-free interest rate on the implied yield currently available on U.S. Treasury issues with an equivalent remaining term approximately equal to the expected life of the award.

*Expected Life.* The expected life of awards granted represents the period of time that they are expected to be outstanding. The Company determines the expected life based on historical experience with similar awards, giving consideration to the contractual terms, vesting schedules and pre-vesting and post-vesting forfeitures.

*Expected Volatility.* The Company estimates the volatility of its common stock at the date of grant based on the historical volatility of its common stock. The volatility factor the Company uses is based on its historical stock prices over the most recent period commensurate with the estimated expected life of the award. These historical periods may exclude portions of time when unusual transactions occurred.

*Expected Dividend Yield.* The Company does not anticipate paying any cash dividends in the foreseeable future. Consequently, the Company uses an expected dividend yield of zero.

*Expected Forfeitures.* The Company uses relevant historical data to estimate pre-vesting option forfeitures. The Company records stock-based compensation only for those awards that are expected to vest.

No stock options were issued during the three months ended August 31, 2013 and 2012.

At August 31, 2013, the Company had a total of 251,666 outstanding stock options (204,998 vested and exercisable and 46,668 non-vested) with a weighted average exercise price of \$3.91. The Company estimates that \$41,532 will be recorded as additional stock-based compensation expense for all options that were outstanding as of August 31, 2013, but which were not yet vested.

| Number of<br>Shares | Outstanding Options |                     | Exercisable Options |                     |
|---------------------|---------------------|---------------------|---------------------|---------------------|
|                     | Weighted<br>Average | Weighted<br>Average | Number of<br>Shares | Weighted<br>Average |

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|         | Exercise Price | Remaining Contractual Life (yrs) |         | Exercise Price |
|---------|----------------|----------------------------------|---------|----------------|
| 41,666  | \$ 2.30        | 0.8                              | 41,666  | \$ 2.30        |
| 25,000  | 2.90           | 9.6                              | 0       | N/A            |
| 130,000 | 3.65           | 7.8                              | 108,332 | 3.65           |
| 5,000   | 5.80           | 2.2                              | 5,000   | 5.80           |
| 50,000  | 6.25           | 4.8                              | 50,000  | 6.25           |
| 251,666 | 3.91           | 6.1                              | 204,998 | 4.06           |

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Options granted, exercised, and forfeited or canceled under the Company's stock option plan during the three months ended August 31, 2013 and 2012 are summarized as follows:

|   | Three Months Ended<br>August 31, 2013 |                                       | Three Months Ended<br>August 31, 2012 |                                       |
|---|---------------------------------------|---------------------------------------|---------------------------------------|---------------------------------------|
|   | Number<br>of Shares                   | Weighted<br>Average<br>Exercise Price | Number<br>of Shares                   | Weighted<br>Average<br>Exercise Price |
| Options outstanding - beginning of period | 301,666                               | \$ 4.06                               | 281,666                               | \$ 4.16                               |
| Options granted                           | 0                                     | 0                                     | 0                                     | 0                                     |
| Options exercised                         | 0                                     | 0                                     | 0                                     | 0                                     |
| Options forfeited/canceled                | (50,000)                              | 4.82                                  | 0                                     | 0                                     |
| Options outstanding - end of period       | 251,666                               | 3.91                                  | 281,666                               | 4.16                                  |

**Note 5:****EPS RECONCILIATION**

|                                   | Three Months Ended<br>August 31, |           |
|-----------------------------------|----------------------------------|-----------|
|                                   | 2013                             | 2012      |
| Weighted average shares (basic)   | 2,990,910                        | 2,990,910 |
| Effect of dilutive stock options  | 0                                | 14,381    |
| Weighted average shares (diluted) | 2,990,910                        | 3,005,291 |

Basic earnings (loss) per share is computed using the weighted average number of common shares outstanding. Diluted earnings (loss) per share is computed using the weighted average number of common shares outstanding, adjusted for dilutive incremental shares attributed to outstanding options to purchase common stock. Common stock equivalents for stock options are computed using the treasury stock method. In periods in which a net loss is incurred, no common stock equivalents are included since they are antidilutive and as such all stock options outstanding are excluded from the computation of diluted net loss in those periods.

**Note 6:****INCOME TAXES**

The Company accounts for income taxes using the asset and liability method. This approach requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the carrying amounts and the tax basis of assets and liabilities. Deferred tax assets are reduced by a valuation allowance if, based on the weight of available evidence, it is more likely than not that some portion or all of the deferred tax assets will not be realized.

Each year the Company files income tax returns in the various national, state and local income taxing jurisdictions in which it operates. These tax returns are subject to examination and possible challenge by the taxing authorities. Positions challenged by the taxing authorities may be settled or appealed by the Company. As a result, there is an uncertainty in income taxes recognized in the Company's financial statements in accordance with ASC Topic 740. The Company applies this guidance by defining criteria that an individual income tax position must meet for any part of the benefit of that position to be recognized in an enterprise's financial statements and provides guidance on measurement, de-recognition, classification, accounting for interest and penalties, accounting in interim periods, disclosure, and transition.

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On June 1, 2007, the Company adopted the provisions of ACS Topic 740. Other long-term liabilities related to tax contingencies were \$0 as of both August 31, 2013 and May 31, 2013. Interest and penalties associated with uncertain tax positions are recognized as components of the Provision for income taxes. The liability for payment of interest and penalties was \$0 as of both August 31, 2013 and May 31, 2013.

Several tax years are subject to examination by major tax jurisdictions. In the United States, federal tax years for Fiscal 2010 and after are subject to examination. In the United Kingdom, tax years for Fiscal 2012 and after are subject to examination. In Canada, tax years for Fiscal 2005 and after are subject to examination.

**Effective Tax Rate**

The effective tax rate on consolidated net income was 1.6% for the three months ended August 31, 2013. The effective tax rate on consolidated net income differs from the federal statutory tax rate primarily due to the amount of income from foreign jurisdictions, changes in the deferred tax valuation allowance and certain expenses not being deductible for income tax reporting purposes offset by tax credits related to research and experimentation expenses. Management believes the effective tax rate for Fiscal 2014 will be approximately 6.6% due to the items noted above.

**Note 7:****SEGMENTS OF BUSINESS**

The Company has two reportable business segments: dynamic balancing and process control systems for the machine tool industry (Balancer) and laser and ultrasonic-based test and measurement systems (Measurement). The Company operates in three principal geographic markets: North America, Europe and Asia.

**Segment Information**

|                         | Three Months Ended August 31, |              |              |              |
|-------------------------|-------------------------------|--------------|--------------|--------------|
|                         | 2013                          |              | 2012         |              |
|                         | Balancer                      | Measurement  | Balancer     | Measurement  |
| Gross sales             | \$ 2,168,571                  | \$ 1,010,817 | \$ 2,433,704 | \$ 1,432,366 |
| Intercompany sales      | (266,756)                     | (13,185)     | (170,681)    | (14,724)     |
| Net sales               | \$ 1,901,815                  | \$ 997,632   | \$ 2,263,023 | \$ 1,417,642 |
| Operating income (loss) | \$ (113,195)                  | \$ (34,149)  | \$ 92,859    | \$ 32,965    |
| Depreciation expense    | \$ 37,956                     | \$ 16,622    | \$ 34,962    | \$ 18,028    |
| Amortization expense    | \$ 0                          | \$ 33,659    | \$ 0         | \$ 33,659    |
| Capital expenditures    | \$ 343                        | \$ 0         | \$ 39,830    | \$ 15,359    |

**Geographic Information-Net Sales by Geographic Area**

|               | Three Months Ended August 31, |              |
|---------------|-------------------------------|--------------|
|               | 2013                          | 2012         |
| North America | \$ 1,880,852                  | \$ 2,391,221 |
| Europe        | 309,131                       | 290,505      |
| Asia          | 677,785                       | 927,071      |
| Other markets | 31,679                        | 71,868       |

|                 |              |              |
|-----------------|--------------|--------------|
| Total Net Sales | \$ 2,899,447 | \$ 3,680,665 |
|-----------------|--------------|--------------|

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|                         | Three Months Ended August 31, |             |               |             |
|-------------------------|-------------------------------|-------------|---------------|-------------|
|                         | 2013                          |             | 2012          |             |
|                         | United States                 | Europe      | United States | Europe      |
| Operating income (loss) | \$ (129,592)                  | \$ (17,752) | \$ 151,110    | \$ (25,286) |
| Depreciation expense    | \$ 54,578                     | \$ 0        | \$ 52,990     | \$ 0        |
| Amortization expense    | \$ 33,659                     | \$ 0        | \$ 33,659     | \$ 0        |
| Capital expenditures    | \$ 343                        | \$ 0        | \$ 55,189     | \$ 0        |

Note Europe is defined as the European subsidiary, Schmitt Europe, Ltd.

**Segment and Geographic Assets**

|  | August 31, 2013      | May 31, 2013         |
|--|----------------------|----------------------|
| Segment assets to total assets         |                      |                      |
| Balancer                               | \$ 5,222,044         | \$ 5,489,976         |
| Measurement                            | 4,211,394            | 4,177,456            |
| Corporate assets                       | 2,008,410            | 1,957,166            |
| <b>Total assets</b>                    | <b>\$ 11,441,848</b> | <b>\$ 11,624,598</b> |
| Geographic assets to long-lived assets |                      |                      |
| United States                          | \$ 1,280,655         | \$ 1,334,890         |
| Europe                                 | 0                    | 0                    |
| <b>Total assets</b>                    | <b>\$ 1,280,655</b>  | <b>\$ 1,334,890</b>  |
| Geographic assets to total assets      |                      |                      |
| United States                          | \$ 10,594,889        | \$ 11,021,901        |
| Europe                                 | 846,959              | 602,697              |
| <b>Total assets</b>                    | <b>\$ 11,441,848</b> | <b>\$ 11,624,598</b> |



**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations  
Forward-Looking Statements**

This Quarterly Report filed with the SEC on Form 10-Q (the Report), including Management's Discussion and Analysis of Financial Condition and Results of Operations in this Item 2, contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 regarding future events and the future results of Schmitt Industries, Inc. and its consolidated subsidiaries (the Company) that are based on management's current expectations, estimates, projections and assumptions about the Company's business. Words such as expects, anticipates, intends, plans, believes, sees, estimates and variations of such words and similar expressions are intended to identify such forward-looking statements. These statements are not guarantees of future performance and involve risks, uncertainties and assumptions that are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in such forward-looking statements due to numerous factors, including, but not limited to, those discussed in the Risk Factors, Management's Discussion and Analysis of Financial Condition and Results of Operations and elsewhere in this Report as well as those discussed from time to time in the Company's other Securities and Exchange Commission filings and reports. In addition, such statements could be affected by general industry and market conditions. Such forward-looking statements speak only as of the date of this Report or, in the case of any document incorporated by reference, the date of that document, and we do not undertake any obligation to update any forward-looking statement to reflect events or circumstances after the date of this Report. If we update or correct one or more forward-looking statements, investors and others should not conclude that we will make additional updates or corrections with respect to other forward-looking statements.

**RESULTS OF OPERATIONS****Overview**

Schmitt Industries, Inc. (the Company), an Oregon corporation, designs, manufactures and sells high precision test and measurement products for two main business segments: the Balancer Segment and the Measurement Segment. The Company designs, manufactures and sells computer-controlled vibration detection, balancing and process control systems for the worldwide machine tool industry, particularly for grinding machines (the Balancer Segment). Through its wholly owned subsidiary, Schmitt Measurement Systems, Inc. (SMS), an Oregon corporation, the Company designs, manufactures and sells laser and white light sensors for distance, dimensional and area measurement for a wide variety of commercial applications, laser-based microroughness measurement products for the semiconductor wafer and hard disk drive industries and for other industrial applications, laser-based surface analysis and measurement products for a variety of scientific applications, and ultrasonic measurement products that accurately measure the liquid levels of propane tanks and transmit that data via satellite to a secure web site for display (the Measurement Segment). The Company also provides sales and service for Europe and parts of Asia through its wholly owned subsidiary, Schmitt Europe Limited (SEL), located in Coventry, England and through its sales representative office located in Shanghai, China. The Company's corporate office is located at 2765 N.W. Nicolai Street, Portland, Oregon.

SBS, SMS, Acuity, Xact, Lasercheck and AccuProfile are registered trademarks owned by the Company.

For the three months ended August 31, 2013, total sales decreased \$781,218, or 21.2%, to \$2,899,447 from \$3,680,665 for the three months ended August 31, 2012. The Balancer Segment product line consists of vibration detection and correction and process control products. Balancer Segment sales focus throughout the world on end-users, rebuilders and original equipment manufacturers of grinding machines with the target geographic markets in North America, South America, Asia and Europe. Balancer Segment sales decreased \$361,208, or 16.0%, to \$1,901,815 for the three months ended August 31, 2013 compared to \$2,263,023 for the three months ended August 31, 2012. The decrease in worldwide balancer sales is due to lower volumes of shipments primarily into China and also to a lesser extent into North America. The Measurement Segment product line consists of laser-based light-scatter, distance measurement and dimensional sizing products and remote tank monitoring products. Total Measurement Segment sales decreased \$420,010, or 29.6%, to \$997,632 for the three months ended August 31, 2013 compared to \$1,417,642 for the three months ended August 31, 2012. The decrease is primarily due to lower volumes of shipments of Acuity sensors and SMS laser-based surface measurement products offset by an increase in revenues associated with the Xact propane tank line.

Operating expenses decreased \$269,658, or 15.4%, to \$1,478,466 for the three months ended August 31, 2013 from \$1,748,124 for the three months ended August 31, 2012. General, administration and sales expenses decreased \$281,113, or 17.2%, to \$1,351,702 for the three months ended August 31, 2013 from \$1,632,815 for the same period in the prior year. Research and development expenses increased \$11,455, or 9.9%, to \$126,764 for the three months ended August 31, 2013 from \$115,309 for the three months ended August 31, 2012. Net loss was \$146,559, or \$(0.05) per fully diluted share, for the three months ended August 31, 2013 as compared to a net income of \$120,148, or \$0.04 per fully diluted share, for the three months ended August 31, 2012.

**Table of Contents****Critical Accounting Policies**

There were no material changes in our critical accounting policies as disclosed in our Annual Report on Form 10-K for the year ended May 31, 2013.

**Discussion of Operating Results**

|                                   | Three Months Ended August 31, |               |                   |               |
|-----------------------------------|-------------------------------|---------------|-------------------|---------------|
|                                   | 2013                          |               | 2012              |               |
| Balancer sales                    | \$ 1,901,815                  | 65.6%         | \$ 2,263,023      | 61.5%         |
| Measurement sales                 | 997,632                       | 34.4%         | 1,417,642         | 38.5%         |
| <b>Total sales</b>                | <b>2,899,447</b>              | <b>100.0%</b> | <b>3,680,665</b>  | <b>100.0%</b> |
| Cost of sales                     | 1,568,325                     | 54.1%         | 1,806,717         | 49.1%         |
| <b>Gross profit</b>               | <b>1,331,122</b>              | <b>45.9%</b>  | <b>1,873,948</b>  | <b>50.9%</b>  |
| Operating expenses:               |                               |               |                   |               |
| General, administration and sales | 1,351,702                     | 46.6%         | 1,632,815         | 44.4%         |
| Research and development          | 126,764                       | 4.4%          | 115,309           | 3.1%          |
| <b>Total operating expenses</b>   | <b>1,478,466</b>              | <b>51.0%</b>  | <b>1,748,124</b>  | <b>47.5%</b>  |
| Operating income (loss)           | (147,344)                     | -5.1%         | 125,824           | 3.4%          |
| Other income                      | 3,453                         | 0.1%          | 512               | 0.0%          |
| Income (loss) before income taxes | (143,891)                     | -5.0%         | 126,336           | 3.4%          |
| Provision for income taxes        | 2,668                         | 0.1%          | 6,188             | 0.2%          |
| <b>Net income (loss)</b>          | <b>\$ (146,559)</b>           | <b>-5.1%</b>  | <b>\$ 120,148</b> | <b>3.3%</b>   |

**Sales** Sales in the Balancer segment decreased \$361,208, or 16.0%, to \$1,901,815 for the three months ended August 31, 2013 compared to \$2,263,023 for the three months ended August 31, 2012. This decrease is primarily due to lower volumes of shipments primarily into China and also to a lesser extent into North America. North American sales decreased \$92,608, or 8.4%, in the three months ended August 31, 2013 compared to the same period in the prior year. Sales in Asia decreased \$247,149, or 27.6%, for the three months ended August 31, 2013 as compared to the three months ended August 31, 2012. European sales increased \$3,733, or 1.6%, in the first quarter of Fiscal 2014 compared to the first quarter of Fiscal 2013. Sales in other regions of the world decreased \$25,184, or 64.2%, in the first quarter of Fiscal 2014 as compared to the same quarter in the prior year. These decreases in Asia and North America are due to a reduction in orders as economic growth in Asia, and particularly China, continues to be slow and the uncertainty regarding the U.S. economy continues to have a negative impact on manufacturing in the markets we serve. The levels of demand for our Balancer products in any of the geographic markets cannot be forecasted with any certainty given current economic trends and the historical volatility experienced in the market.

Sales in the Measurement segment decreased \$420,010, or 29.6%, to \$997,632 in the three months ended August 31, 2013 compared to \$1,417,642 in the three months ended August 31, 2012. Sales of light-scatter laser-based surface measurement products in the three months ended August 31, 2013 decreased \$172,245, or 76.4%, as compared to the same period in the prior year primarily due to lower shipments of SMS laser-based surface measurement products. Sales of remote tank monitoring products increased \$23,055 to \$310,526 during the first quarter of Fiscal 2014 as compared to the same period in the prior year. Sales of laser-based distance measurement and dimensional sizing products decreased \$300,531, or 33.6%, in the three months ended August 31, 2013 as compared to the same period in the prior year primarily due to lower volumes of shipments of our Acuity® sensors. Future sales of laser-based or ultrasonic measurement products cannot be forecasted with any certainty given the historical volatility experienced in the market.



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**Gross profit** Gross profit for the three months ended August 31, 2013 decreased to 45.9% as compared to 50.9% for the three months ended August 31, 2012. This overall decrease in gross profit is primarily due to a shift in the product sales mix offset by the impact of lower sales volumes through our Asian distribution channels, which typically have higher discounts and lower margins.

**Operating expenses** Operating expenses decreased \$269,658, or 15.4%, to \$1,478,466 for the three months ended August 31, 2013 as compared to \$1,748,124 for the three months ended August 31, 2012. General, administrative and selling expenses decreased \$281,113, or 17.2%, for the three months ended August 31, 2013 as compared to the same period in the prior year primarily due to lower personnel costs, lower sales and marketing expenses and slightly lower stock-based compensation. Research and development expenses increased \$11,455, or 9.9%, as compared to the same period in the prior year due to new product development within our existing product lines.

**Other income** Other income consists of interest income (expense), foreign currency exchange gain (loss) and other income (expense). Interest income (expense), net was \$(1,683) and \$435 for the three months ended August 31, 2013 and 2012, respectively. Interest income decreased due to lower interest rates and decreased cash balances, and was offset by an increase in interest expense for the three months ended August 31, 2013 as a result of the draw on the line of credit. Foreign currency exchange gains (losses) were \$5,136 and \$77 for the three months ended August 31, 2013 and 2012, respectively. The changes in the gain (loss) are due to normal fluctuations of foreign currencies against the U.S. dollar during the current period.

**Income taxes** The Company's effective tax rate on consolidated net income was 1.6% for the three months ended August 31, 2013. The Company's effective tax rate on consolidated net income differs from the federal statutory tax rate primarily due to the amount of income from foreign jurisdictions and certain expenses not being deductible for income tax reporting purposes offset by changes in the deferred tax valuation allowance and tax credits related to research and experimentation expenses. Management believes the effective tax rate for Fiscal 2014 will be 6.6% due to the items noted above.

**Net income** Net loss was \$146,559, or \$(0.05) per diluted share, for the three months ended August 31, 2013 as compared to a net income of \$120,148, or \$0.04 per diluted share, for the three months ended August 31, 2012. Net income (loss) decreased due to lower sales and related gross profit and slightly higher research and development expenses offset by lower general, administrative and selling expenses during the three months ended August 31, 2013, as compared to the same period in the prior year.

**LIQUIDITY AND CAPITAL RESOURCES**

The Company's working capital remained consistent at \$7,567,373 as of August 31, 2013 as compared to \$7,601,950 as of May 31, 2013. Cash and cash equivalents increased \$50,588 to \$1,959,659 as of August 31, 2013 from \$1,909,071 as of May 31, 2013.

Cash used in operating activities totaled \$345,110 for the three months ended August 31, 2013 as compared to cash provided by operating activities of \$347,459 for the three months ended August 31, 2012. The decrease was primarily due to the decreases in net income and accounts payable and increases in accounts receivable offset by decreases in inventory.

At August 31, 2013, the Company had accounts receivable of \$2,153,434 as compared to \$1,980,685 at May 31, 2013. The increase in accounts receivable of \$172,749 was due to timing of receipts. Inventories decreased \$261,627 to \$4,792,460 as of August 31, 2013 compared to \$5,054,087 at May 31, 2013 due to the implementation of an inventory purchasing program. At August 31, 2013, total current liabilities decreased \$60,279 to \$1,549,201 as compared to \$1,609,480 at May 31, 2013. The decrease is primarily due to decreases in accounts payable offset by an increase in the line of credit.

During the three months ended August 31, 2013, net cash used in investing activities was \$343, which consisted of an addition to property and equipment.

The Company has a \$2.0 million bank line of credit agreement secured by U.S. accounts receivable, inventories and general intangibles. Interest is payable at the bank's prime rate (3.25% as of August 31, 2013), or LIBOR plus 2.0% (2.18% as of August 31, 2013), and the agreement expires on March 1, 2014. The outstanding balance on the line of credit was \$400,000 and \$0 at August 31, 2013 and May 31, 2013, respectively.

We believe that our existing cash and cash equivalents combined with the cash we anticipate to generate from operating activities and our available line of credit and financing available from other sources will be sufficient to meet our cash requirements for the foreseeable future. We do not have any significant commitments nor are we aware of any significant events or conditions that are likely to have a material impact on our liquidity or capital resources.



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### **Business Risks**

The following are important factors that could cause actual results or events to differ materially from those contained in any forward-looking statements made by or on behalf of the Company (see the forward-looking statements disclaimer at the beginning of Item 2 in this Report). In addition, the risks and uncertainties described below are not the only ones that the Company faces. Unforeseen risks could arise and problems or issues that the Company now views as minor could become more significant. If the Company were unable to adequately respond to known or unknown risks, the Company's business, financial condition or results of operations could be materially adversely affected. In addition, the Company cannot be certain that any actions taken to reduce known or unknown risks and uncertainties will be effective.

*The general economic conditions and uncertainties may adversely affect the Company's business, operating results and financial condition*

The Company's operations and performance depend significantly on worldwide economic conditions, particularly in the manufacturing and automotive sectors in the U.S. and Asia, and their impact on levels of capital investment, which have deteriorated significantly in the past and may become depressed, or be subject to further deterioration. Economic factors that could adversely influence demand for the Company's products include uncertainty about global economic conditions leading to reduced levels of investment, customers' and suppliers' access to credit, unemployment and other macroeconomic factors affecting commercial and industrial spending behavior.

The past distress in the global financial markets and global economy has resulted in reduced liquidity and a tightening of credit markets. As a result of these conditions, the Company could experience several potential adverse effects, including the inability of customers to obtain credit to finance purchases of the Company's products, the insolvency of customers resulting in reduced sales and bad debts, and the insolvency of key suppliers resulting in product development and production delays.

*The Company's primary markets are volatile and unpredictable*

The Company's business depends on the demand for our various products in a variety of commercial and industrial markets. In the past, demand for our products in these markets has fluctuated due to a variety of factors, some of which are beyond our control, including: general economic conditions, both domestically and internationally, the timing, number and size of orders from, and shipments to, our customers as well as the relative mix of those orders and variations in the volume of orders for a particular product line in a particular quarter.

*The Company's efforts to accelerate growth of the Xact Tank Monitoring System may not be successful*

In May 2009, the Company announced the introduction of the Xact Tank Monitoring System for measuring fill levels of industrial liquefied propane tanks and communicating that data via satellite to a secure web site. Although the initial acquisition and further development of the Xact product have negatively impacted recent operating results, the product should allow the Company to enter new measurement markets and is expected to add sales and profits to the Company in future years. However, the rate of growth of Xact sales has not been as rapid as initially forecasted. The Company's efforts to accelerate the growth of Xact may not be successful, anticipated market demand for the product may not materialize, and additional product or market opportunities may not be identified and developed and brought to market in a timely and cost-effective manner. Also, the Company may not be able to meet the manufacturing requirements of large orders in a timely and cost-effective manner. All of this could continue to negatively impact future operating results and result in large and immediate write-offs of recorded intangible asset balances.

*New products may not be developed to satisfy changes in consumer demands*

The failure to develop new products or enhance existing products or react to changes in existing technologies, could materially delay development of new products, which could result in decreased revenues and a loss of market share to competitors. Financial performance depends on the ability to design, develop, manufacture, assemble, test, market and support new products and enhancements on a timely and cost-effective basis. New product opportunities may not be identified and developed and brought to market in a timely and cost-effective manner. Products or technologies developed by other companies may render products or technologies obsolete or noncompetitive, or a fundamental shift in technologies in the product markets could have a material adverse effect on the Company's competitive position within historic industries.

*Competition is intense and the Company's failure to compete effectively would adversely affect its business*

Competition in the markets for the Company's products is intense. The speed with which companies can identify new applications for the Company's various technologies, develop products to meet those needs and supply commercial



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quantities at low prices to those new markets are important competitive factors. The principal competitive factors in the Company's markets are product features, performance, reliability and price. Many of the Company's competitors have greater financial, technical, research and development and marketing resources. No assurance can be given that the Company will be able to compete effectively in the future, and the failure to do so would have a material adverse effect on the Company's business, financial condition and results of operations.

*Production time and the overall cost of products could increase if any of the primary suppliers are lost or if a primary supplier increased the prices of raw materials*

Manufacturing operations depend upon obtaining adequate supplies of raw materials on a timely basis. The results of operations could be adversely affected if adequate supplies of raw materials cannot be obtained in a timely manner or if the costs of raw materials increased significantly.

*The Company may not be able to ramp up manufacturing to satisfy increasing orders, which may lead to the loss of significant revenue opportunities*

The Company manufactures several different product lines, all of which involve complicated technology and individual attention for each product made. The production time for each product can vary, depending on a variety of circumstances, including component availability, timing of delivery of components from suppliers and employee availability. Should the Company receive a large increase in orders, an increase in the size of orders or a shortening of the required delivery time on existing orders, the Company may not be able to ramp up manufacturing to satisfy customer expectations, which may lead to the loss of significant revenue opportunities.

*The Company maintains a significant investment in inventories in anticipation of future sales*

The Company believes it maintains a competitive advantage by shipping product to its customers more rapidly than its competitors. As a result, the Company has a significant investment in inventories. These inventories are recorded using the lower of cost or market method, which requires management to make certain estimates. Management evaluates the recorded inventory values based on customer demand, market trends and expected future sales, and changes these estimates accordingly. A significant shortfall of sales may result in carrying higher levels of inventories of finished goods and raw materials thereby increasing the risk of inventory obsolescence and corresponding inventory write-downs. As a result, the Company may not carry adequate reserves to offset such write-downs.

*The Company's existing cash and credit facilities may not be sufficient to fund future growth*

The Company had an operating line of credit of \$2.0 million and a cash balance of \$1,959,659 as of August 31, 2013; as of that date, the Company had a \$400,000 balance on its line of credit. The Company believes that its existing cash and investments combined with the cash from operating activities will be sufficient to meet its cash requirements for the near term. However, if sales continue to weaken and the Company is unable to reduce its operating costs in a timely manner, the Company may have to continue to reduce its cash balance or draw on its line of credit, both of which could significantly impact the liquidity or operations of the Company.

*Fluctuations in quarterly and annual operating results make it difficult to predict future performance*

Quarterly and annual operating results are likely to fluctuate in the future due to a variety of factors, some of which are beyond management's control. As a result of quarterly operating fluctuations, it is important to realize quarter-to-quarter comparisons of operating results are not necessarily meaningful and should not be relied upon as indicators of future performance.

*The Company may not be able to reduce operating costs quickly enough if sales decline*

Operating expenses are generally fixed in nature and largely based on anticipated sales. However, should future sales decline significantly and rapidly, there is no guarantee management could take actions that would further reduce operating expenses in either a timely manner or without seriously impacting the operations of the Company.

*Future success depends in part on attracting and retaining key management and qualified technical and sales personnel*

Future success depends on the efforts and continued services of key management, technical and sales personnel. Significant competition exists for such personnel and there is no assurance key technical and sales personnel can be retained or that other highly qualified technical and sales personnel as required can be attracted, assimilated and retained. There is also no guarantee that key employees will not leave and subsequently



compete against the Company. The inability to attract and retain key personnel could adversely impact the business, financial condition and results of operations.

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*Changes in the effective tax rate may have an adverse effect on the Company's results of operations*

The Company's future effective tax rate may be adversely affected by a number of factors including: the jurisdictions in which profits are determined to be earned and taxed; the resolution of issues arising from future, potential tax audits with various tax authorities; changes in the valuation of our deferred tax assets and liabilities; adjustments to estimated taxes upon finalization of various tax returns; increases in expenses not deductible for tax purposes; changes in available tax credits; changes in stock-based compensation expense; changes in tax laws or the interpretations of such tax laws and changes in generally accepted accounting principles.

*Failure to protect intellectual property rights could adversely affect future performance and growth*

Failure to protect existing intellectual property rights may result in the loss of valuable technologies or paying other companies for infringing on their intellectual property rights. The Company relies on patent, trade secret, trademark and copyright law to protect such technologies. There is no assurance any of the Company's U.S. patents will not be invalidated, circumvented or challenged by, or licensed to other companies.

*Changes in securities laws and regulations have increased and could continue to increase Company expenses*

Changes in the laws and regulations affecting public companies, including the provisions of the Sarbanes-Oxley Act of 2002 and rules promulgated by the Securities and Exchange Commission, have increased and will continue to increase Company expenses as the Company devotes resources to ensure compliance with all applicable laws and regulations. In addition, the NASDAQ Capital Market, on which the Company's common stock is listed, has also adopted comprehensive rules and regulations relating to corporate governance. These laws, rules and regulations have increased the scope, complexity and cost of corporate governance, reporting and disclosure practices. The Company may be required to hire additional personnel and use outside legal, accounting and advisory services to address these laws, rules and regulations. The Company also expects these developments to make it more difficult and more expensive for the Company to obtain director and officer liability insurance in the future, and the Company may be required to accept reduced coverage or incur substantially higher costs to obtain coverage. Further, the Company's board members, Chief Executive Officer and Chief Financial Officer could face an increased risk of personal liability in connection with the performance of their duties. As a result, we may have difficulty attracting and retaining qualified board members and executive officers, which would adversely affect the Company.

*The Company faces risks from international sales and currency fluctuations*

The Company markets and sells its products worldwide and international sales have accounted for and are expected to continue to account for a significant portion of future revenue. International sales are subject to a number of risks, including: the imposition of governmental controls; trade restrictions; difficulty in collecting receivables; changes in tariffs and taxes; difficulties in staffing and managing international operations; political and economic instability; general economic conditions; and fluctuations in foreign currencies. No assurances can be given that these factors will not have a material adverse effect on future international sales and operations and, consequently, on business, financial condition and results of operations.

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### **Item 3. Quantitative and Qualitative Disclosures about Market Risk Interest Rate Risk**

The Company did not have any derivative financial instruments as of August 31, 2013. However, the Company could be exposed to interest rate risk at any time in the future and, therefore, employs established policies and procedures to manage its exposure to changes in the market risk of its marketable securities.

The Company's interest income and expense are most sensitive to changes in the general level of U.S. and European interest rates. In this regard, changes in U.S. and European interest rates affect the interest earned on the Company's interest bearing cash equivalents and short term investments. The Company has a variable rate line of credit facility with a bank with an outstanding balance of \$400,000 as of August 31, 2013. There is no other long-term obligation whose interest rates are based on variable rates that may fluctuate over time based on economic changes in the environment. A 10% change in the interest rates would not have a material effect on the Company's results from operations.

### **Foreign Currency Risk**

The Company markets and sells its products worldwide and international sales have accounted for and are expected to continue to account for a significant portion of future revenue. The Company operates a subsidiary in the United Kingdom and acquires certain materials and services from vendors transacted in foreign currencies. Therefore, the Company's business and financial condition is sensitive to currency exchange rates or any other restrictions imposed on their currencies. For the three months ended August 31, 2013 and 2012, results of operations included gains (losses) on foreign currency translation of \$5,136 and \$79, respectively.

### **Item 4. Controls and Procedures Evaluation of Disclosure Controls and Procedures**

As of August 31, 2013, the Company carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and the Company's Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures, as such term is defined in Rule 13a-15(e) of the Securities Exchange Act of 1934 (the Exchange Act). Based on the evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of the period covered by this Report, the Company's disclosure controls and procedures are effective to ensure that information required to be disclosed in the Company's Exchange Act reports is (1) recorded, processed, summarized and reported in a timely manner, and (2) accumulated and communicated to the Company's management, including the Company's Chief Executive Officer and the Company's Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. There are inherent limitations to the effectiveness of any system of disclosure controls and procedures including the possibility of human error and the circumvention or overriding of the controls and procedures. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their control objectives, and management necessarily is required to use its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

### **Changes in Internal Control Over Financial Reporting**

There has been no change in the Company's internal control over financial reporting that occurred during the Company's fiscal quarter ended August 31, 2013 that has materially affected, or is reasonably likely to materially affect, such internal control over financial reporting.

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**PART II - OTHER INFORMATION**

**Item 6. Exhibits**

| Exhibit | Description  |
|---------|--|
| 3.1     | Second Restated Articles of Incorporation of Schmitt Industries, Inc. (the Company). Incorporated by reference to Exhibit 3(i) to the Company's Annual Report on Form 10-K for the fiscal year ended May 31, 1998. |
| 3.2     | Second Restated Bylaws of the Company. Incorporated by reference to Exhibit 3(ii) to the Company's Annual Report on Form 10-K for the fiscal year ended May 31, 1998.  |
| 4.1     | See exhibits 3.1 and 3.2 for provisions of the Articles of Incorporation and Bylaws defining the rights of security holders.   |
| 31.1    | Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.   |
| 31.2    | Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.   |
| 32.1    | Certification of Principal 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.*                            |
| 101.INS | XBRL Instance Document   |
| 101.SCH | XBRL Taxonomy Extension Schema Document  |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document  |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase Document   |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase Document  |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document   |

\* *Furnished herewith.*

**SIGNATURES**

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

SCHMITT INDUSTRIES, INC.  
(Registrant)

Date: October 10, 2013

/s/ James A. Fitzhenry  
James A. Fitzhenry, President and Chief Executive Officer