CSX CORP
Form S-8
July 19, 2018

As filed with the Securities and Exchange Commission on July 19, 2018

Registration No. 333-

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER THE SECURITIES ACT OF 1933

CSX CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Virginia **(State or Other Jurisdiction of** **Incorporation or Organization)**	**62-1051971** **(I.R.S. Employer** **Identification No.)**
500 Water Street, 15th Floor, Jacksonville, Florida **(Address of Principal Executive Offices)**	**32202** **(Zip Code)**

CSX Corporation 2018 Employee Stock Purchase Plan

(Full Title of the Plan)

Nathan D. Goldman

Executive Vice President, Chief Legal Officer

and Corporate Secretary

CSX Corporation

500 Water Street, 15th Floor

Jacksonville, Florida 32202

(Name and address of agent for service)

904-359-3200

(Telephone number, including area code, of agent for service)

Copies to:

Lawton B. Way, Esq.

Hunton Andrews Kurth LLP

Riverfront Plaza, East Tower

951 East Byrd Street

Richmond, Virginia 23219

(804) 788-8200

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company and emerging growth company in Rule 12b-2 of the Exchange Act.

Large accelerated filer		Accelerated filer
Non-accelerated filer	(Do not check if a smaller reporting company)	Smaller reporting company
		Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee(3)(4)
Common Stock, $1.00 par value per share	4,000,000 shares	$65.255	$261,020,000	$32,496.99

(1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the Securities Act), the Registration Statement shall be deemed to cover additional shares resulting from the split of, or a stock dividend on, the registered shares.

(2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and 457(h) under the Securities Act, based upon the average of the high and low prices for the Common Stock, $1.00 par value per share (Common Stock), of CSX Corporation (CSX or the Registrant) as reported on the NASDAQ Global Selec Market on July 16, 2018.

(3) Rounded up to the nearest penny.

(4) Pursuant to Rule 457(p) under the Securities Act, the registration fee of $32,496.99 with respect to the 4,000,000 shares of Common Stock to be registered hereunder is offset in full by the registration fee of $49,590.84 previously paid by CSX in connection with the registration of 8,000,000 shares of Common Stock pursuant to the CSX Special Executive Equity Award Program on Form S-8 (No. 333-221052) filed by CSX with the Securities and Exchange Commission (the Commission) on October 20, 2017 (the Prior Registration Statement). A post-effective amendment to the Prior Registration Statement to deregister such 8,000,000 shares of Common Stock is being filed contemporaneously with the filing of this Registration Statement. Accordingly, after the application of this offset, no registration fee is due with the filing of this Registration Statement.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed by CSX to register 4,000,000 shares of Common Stock that may be issued pursuant to the CSX Corporation 2018 Employee Stock Purchase Plan (the ESPP).

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The document(s) containing the information specified in this Part I will be sent or given to employees as specified by Rule 428(b)(1) of the Securities Act. Such documents and the documents incorporated by reference herein pursuant to Item 3 of Part II hereof, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed with the Commission (File No. 001-08022) are incorporated by reference in, and made a part of, this Registration Statement (other than documents or information included in such documents deemed to have been furnished and not filed in accordance with Commission rules):

(i) CSX s Annual Report on Form 10-K for the year ended December 31, 2017;

(ii) CSX s Quarterly Report on Form 10-Q for the quarters ended March 31, 2018 and June 30, 2018;

(iii) CSX s Current Reports on Form 8-K, filed with the Commission on January 12, 2018, February 12, 2018, February 13, 2018, February 20, 2018, February 28, 2018, March 22, 2018 (as amended), May 22, 2018, and July 19, 2018;

(iv) All other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), since the end of the fiscal year covered by the Annual Report on Form 10-K for the year ended December 31, 2017 referred to in clause (i) above; and

(v) The description of CSX s Common Stock, which is contained in CSX s Current Report on Form 8-K, filed with the Commission on July 19, 2018.

In addition, all documents filed by CSX under Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Registration Statement and before the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in, and to be a part of, this Registration Statement from the date of filing of such documents (other than documents or information included in such documents deemed to have been furnished and not filed in accordance with Commission rules). Any statement contained in a document incorporated by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in this Registration Statement or in any other subsequently filed document that is incorporated by reference in this Registration Statement modifies or supersedes such earlier statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Article 10 of the Virginia Stock Corporation Act (VSCA) allows, in general, for indemnification, in certain circumstances, by a corporation of any person threatened with or made a party to any action, suit or proceeding by reason of the fact that he or she is, or was, a director or officer of such corporation or, while a director or officer, is or was serving at such corporation s request as a director, officer, manager, partner, trustee, employee or agent of another entity, if such person acted in good faith and believed his or her conduct to be in the best interests of such corporation. Indemnification is also authorized with respect to a criminal proceeding where the person had no reasonable cause to believe that his or her conduct was unlawful. Article 10 of the VSCA also provides that a corporation may make any other or further indemnity (including indemnity with respect to a proceeding by or in the right of the corporation) if authorized by its articles of incorporation or a shareholder-adopted bylaw, except an indemnity against willful misconduct or a knowing violation of the criminal law. Article 9 of the VSCA authorizes the elimination of liability of, and provides limitations on damages payable by, officers and directors, except in cases of willful misconduct or knowing violation of criminal law or any federal or state securities law.

CSX s Amended and Restated Articles of Incorporation provides for mandatory indemnification of any director or officer of CSX who is, was or is threatened to be made a party to any proceeding (including any proceeding by or on behalf of CSX) by reason of the fact that he or she is or was a director or officer of CSX or was serving any other legal entity in any capacity at the request of CSX against all liabilities and reasonable expenses incurred in the proceeding, except such liabilities and expenses as are incurred because of such director s or officer s willful misconduct or knowing violation of the criminal law.

CSX s Amended and Restated Articles of Incorporation also provide that in every instance permitted under the VSCA in effect from time to time, the liability of a director or officer of CSX to CSX or CSX s shareholders arising out of a single transaction, occurrence or course of conduct will be limited to one dollar.

CSX maintains a standard policy of officers and directors liability insurance.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The exhibits to this Registration Statement are listed in the Exhibit Index below and are incorporated by reference herein.

Item 9. Undertakings.

(a) The Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change in such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of its annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of the ESPP s annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

EXHIBIT INDEX

Exhibit No.	**Description**
4.1	Amended and Restated Articles of Incorporation of the Registrant, effective as of December 16, 2014 (incorporated herein by reference to Exhibit 3.1 to the Registrant s Annual Report on Form 10-K for the year ended December 31, 2014 filed with the Commission on February 11, 2015).
4.2	Amended and Restated Bylaws of the Registrant, effective as of July 7, 2017 (incorporated herein by reference to Exhibit 3.1 to the Registrant s Current Report on Form 8-K filed with the Commission on July 11, 2017).
5.1	Opinion of Hunton Andrews Kurth LLP as to the legality of the securities being registered (filed herewith).
23.1	Consent of Hunton Andrews Kurth LLP (included in Exhibit 5.1).
23.2	Consent of Ernst & Young LLP, independent registered public accounting firm (filed herewith).
24.1	Powers of Attorney (filed herewith).
99.1	CSX Corporation 2018 Employee Stock Purchase Plan (incorporated herein by reference to Annex A to the Registrant s definitive proxy statement filed on Schedule 14A with the Commission on April 5, 2018).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Jacksonville, State of Florida, on July 19, 2018.

CSX CORPORATION

By: /s/ NATHAN D. GOLDMAN
Name: Nathan D. Goldman
Title: Executive Vice President, Chief Legal Officer and Corporate Secretary

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated on July 19, 2018.

Signature	Title
/s/ JAMES M. FOOTE	Chief Executive Officer and Director
James M. Foote	(Principal Executive Officer)
/s/ FRANK A. LONEGRO	Executive Vice President and Chief Financial Officer
Frank A. Lonegro	(Principal Financial Officer)
/s/ ANGELA C. WILLIAMS	Vice President and Controller
Angela C. Williams	(Principal Accounting Officer)
*	Director
Donna M. Alvarado	
*	Director
John B. Breaux	
*	Director
Pamela L. Carter	
*	Director
Steven T. Halverson	

*	Director
Paul C. Hilal	
*	Director
Edward J. Kelly, III	
*	Director
John D. McPherson	
*	Director
David M. Moffett	

*	Director
Dennis H. Reilley	
*	Director
Linda H. Riefler	
*	Director
J. Steven Whisler	
*	Director
John J. Zillmer	

* By: /s/ NATHAN D. GOLDMAN
Nathan D. Goldman
Attorney-in-fact

without retail markup, mark down, or commission, and may not represent actual transactions.

		BID PRICES	
YEAR	PERIOD	HIGH	LOW
2004			
	First Quarter	$0.35	0.20
	Second Quarter	0.43	0.24
	Third Quarter	0.42	0.28
	Fourth Quarter	0.46	0.28
2005			
	First Quarter	0.43	0.22
	Second Quarter	0.30	0.13
	Third Quarter	0.24	0.11
	Fourth Quarter	0.20	0.10
2006			
	First Quarter	0.15	0.09
	Second Quarter	0.10	0.03
	Third Quarter	0.08	0.02

Fourth Quarter	0.09	0.03

As of March 15, 2006, the reported bid price for our common stock was $0.04 per share.

Shareholders

As of December 31, 2006, we had 96,972,540 shares of common stock outstanding, held by 203 shareholders of record.

Dividends

We have not paid cash dividends on our common stock in the past and we do not anticipate doing so in the foreseeable future.

Item 6. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion contains certain forward-looking statements that are subject to business and economic risks and uncertainties, and our actual results could differ materially from those forward-looking statements. The following discussion regarding our financial statements should be read in conjunction with the financial statements and notes to those financial statements.

Overview

Our principal business began in 1993 with the organization of Ferris Productions, Inc. Ferris designed, developed, distributed, and operated virtual reality products for the entertainment, simulation, promotion, and education markets. In September of 2001, Ferris merged into GameCom, Inc., a publicly held Texas company whose principal

business at the time was the development and marketing of an internet-enabled video game system. We subsequently adopted our present name.

Prior to the merger of Ferris and GameCom, both companies had incurred substantial debt, much of which was eliminated in December of 2004 in a debt for equity conversion. However, there can be no assurances that we will be able to successfully implement our expansion plans. As we enter the training/simulation market, we face all of the risks, expenses, and difficulties frequently encountered in connection with the expansion and development of a new business, difficulties in maintaining delivery schedules if and when volume increases, the need to develop support arrangements for systems at widely-dispersed physical locations, and the need to control operating and general and administrative expenses.

Critical Accounting Policies

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect reported amounts and related disclosures. Actual results could differ from those estimates.

Revenue Recognition

Revenue from custom application contracts are recognized on a percentage-of-completion basis, measured by the percentage of costs incurred to date to total estimated costs for each contract. Contract costs include all direct material and labor costs, and those indirect costs related to contract performance, such as indirect labor, supplies, tools, repairs, and depreciation costs. General and administrative costs are charged to expense as incurred.

Provisions for estimated losses on uncompleted contracts are made in the period in which such losses are determined. Changes in job performance, job conditions, and estimated profitability may result in revisions to costs and income, and are recognized in the period in which the revisions are determined. An amount equal to contract costs attributable to claims is included in revenue when realization is probable and the amount can be reliably estimated.

Costs and estimated earnings in excess of billings on uncompleted contracts represent revenue recognized in excess of amounts billed. Billings in excess of costs and estimated earnings on uncompleted contracts represent amounts billed in excess of revenue recognized.

Stock-Based Compensation

We account for our stock compensation arrangements under the provisions of Accounting Principles Board (APB) No. 25 Accounting for Stock Issued to Employees. We provide disclosure in accordance with the disclosure-only provisions of Statement of Financial Accounting Standard (SFAS) No. 123R Accounting for Stock-Based Compensation, as amended by SFAS No. 148, Accounting for Stock-Based Compensation-Transition and Disclosure . Effective January 1, 2006, we adopted FAS 123R using the modified prospective transition method as defined. Under the modified prospective method we will record compensation cost prospectively for the unvested portion as of January 1, 2006, of previously issued and outstanding awards over the remaining vesting period of such awards.

Derivative Financial Instruments

We do not use derivative instruments to hedge exposures to cash flow, market, or

foreign currency risks.

Derivative financial instruments are initially measured at their fair value. For derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at it fair value and is then re−valued at each reporting date, with changes in the fair value reported as charges or credits to income. For option−based derivative financial instruments, we use the Black−Scholes model to value the derivative instruments. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is reassessed at the end of each

reporting period. Derivative instrument liabilities are classified in the balance sheet as current or non−current based on whether or not net−cash settlement of the derivative instrument could be required within 12 months of the balance sheet date.

<u>Results of Operations</u>

Fiscal year ended December 31, 2006 compared to fiscal year ended December 31, 2005.

Total revenue for the year ended December 31, 2006 was $1,887,768, 93% above 2005 revenues of $977,358. Both the training/simulation and advertising/promotion sectors showed healthy growth.

	2006	2005	%
Training/Simulation	$ 1,279,654	$ 714,435	79.1
Advertising/Promotion	$ 545,216	$ 167,969	224.5

Cost of sales and services rose only $65,946, or less than 10%, to $729,322, for the year ended December 31, 2006, from $663,376 for the year ended December 31, 2005. Component costs of the finished products were reduced through modifications to the software and optics employed in the IVR products.

General and administrative grew $670,106 to $2,807,575, or 31.3%. During 2006, the company s stock price significantly declined. We repay the principal amount on our convertible debentures by issuing stock to the lender. The lower stock price resulted in far more shares being converted in order to reduce the principal, with the result being that the company exhausted its authorized capital. Although we were successful in obtaining a vote of the shareholders to increase the authorized capital from 100,000,000 shares to 500,000,000 shares, there was nonetheless a period whereby we could not fulfill our contractual conversion commitments. Penalties from the lender totaled $601,239.

Other income and expense grew to $175,622 from a loss of $401,569 in 2005. The most significant changes from the prior year were in interest expenses and a gain on the sale of real estate. Our interest expense and finance charges fell to $708,656 from $1,321,211 in the prior year. Not only had we reduced the principal amount of our convertible debentures measurably (before the authorized capital was exhausted), the sale of the company s office building in Phoenix, AZ resulted in a gain of $521,305. Virtra Systems also recorded a $212,782 gain on the forgiveness of debt income from the real estate sale, although we had a gain in the prior year of $516,220 from the exchange of certain notes payable and obligations under product financing agreements.

Liquidity and Plan of Operations

As of December 31, 2006, our liquidity position was extremely precarious. We had current liabilities of $4,601,937, including $454,980 in obligations remaining under the lease financing for the old Ferris Productions virtual reality systems, $3,233,438 in accounts payable and accrued liabilities, and short-term notes payable of $133,145. As of December 31, 2006, there was only $498,005 in current assets available to meet those liabilities.

We met our 2006 capital requirements primarily from private placement offerings of equity. During the year we sold 17,454,541 shares of common stock, and another 9,690,138 were issued upon conversion of our debentures.

For the year ended December 31, 2006, our net loss was $1,303,857. After taking into account the non-cash items included in that loss, our cash requirements for operations were approximately $1,100,000. In addition, we made capital expenditures of $11,865, and repaid notes and certain advances in the amount of $1,027,898. To cover these cash requirements, we issued common stock for net cash proceeds of $704,784 and sold real estate for $1,210,430.

The opinion of our independent auditor for the year ended December 31, 2006 expressed substantial doubt as to our ability to continue as a going concern. Although our revenues have begun to grow consistently and we approach a break-even point in terms of profitability, we will need substantial additional capital in order to build new systems and reduce our debt load. During 2005 we completed two private placements with Dutchess for $1,250,000 in convertible debentures and management believed that this equity line would allow us to continue our operations for at least the next 12 months and it did. During 2006, we did not borrow any more money except for comparatively minor working capital needs. All financings needed were funded through the sale of equity. During the year we also took bona fide steps to address the tax deficiency to the Internal Revenue Service.

Item 7. Financial Statements

VIRTRA SYSTEMS, INC.

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James B. McElravy, CPA, P.C.

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of

VirTra Systems, Inc.

We have audited the accompanying balance sheet of VirTra Systems, Inc. (the Company) as of December 31, 2006, and the related statement of operation, stockholders deficit and cash flow for the year ended December 31, 2006. These financial statements are the responsibility of the Company s management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of VirTra Systems, Inc. as of December 31, 2006, and the results of its operations and its cash flow for the year ended December 31, 2006 in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming the Company will continue as a going concern. As discussed in Note 2 to the financial statements, the Company has suffered recurring losses from operations and at December 31, 2006 is in a negative working capital position and a stockholders deficit position. These factors raise substantial doubt about the Company s ability to continue as a going concern. Management s plans in regard to these matters are also described in Note 2. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

As discussed in Note 11 to the financial statements, the Company has restated its financial statements as of and for the year ended December 31, 2006 to correct errors in its accounting for convertible notes payable and related warrants to purchase common stock.

/s/ James B. McElravy, CPA, P.C.

Houston, Texas

March 29, 2007, except for note 11 which is August 17, 2007

HAM,

LANGSTON &

BREZINA, L.L.P.

Certified Public Accountants

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of

VirTra Systems, Inc.

We have audited the accompanying statement of operations, stockholders deficit and cash flows for the year ended December 31, 2005. These financial statements are the responsibility of the Company s management. Our responsibility is to express an opinion on these financial statements based on our audit.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the results of operations and cash flows of the Company for the year ended December 31, 2005 in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming the Company will continue as a going concern. As discussed in Note 2 to the financial statements, the Company has suffered recurring losses from operations and at December 31, 2005 is in a negative working capital position and a stockholders deficit position. These factors raise substantial doubt about the Company s ability to continue as a going concern. Management s plans in regard to these matters are also described in Note 2. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

As discussed in Note 11 to the financial statements, the Company has restated its financial statements as of and for the year ended December 31, 2005 to correct errors in its accounting for convertible notes payable and related warrants to purchase common stock.

/s/ Ham Langston & Brezina, L.L.P.

Houston, Texas

April 17, 2006, except for note 12 which is August 17, 2007

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VIRTRA SYSTEMS, INC.

BALANCE SHEET

December 31, 2006

		December 31, 2006
ASSETS		
Cash and cash equivalents	$	91,221
Accounts receivable		406,784
Total current assets		498,005
Property and equipment, net		141,386
Capitalized development cost, net		88,074
Total non-current assets		229,460
TOTAL ASSETS	$	727,465
LIABILITIES AND STOCKHOLDERS' DEFICIT		
LIABILITIES		
Notes payable	$	133,145
Obligations under product financing arrangements		454,980
Convertible debentures, net of discount of $255,792		214,325
Derivative liability		342,486
Accounts payable		848,380
Accrued liabilities		2,390,048
Advanced held on deposit		39,625
Other current liabilities		71,750
Billings in excess of costs and estimated earnings on uncompleted contracts		24,946
Payable to related party		82,252
Total current liabilities		4,601,937
Redeemable common stock		1,859
Total non-current liabilities		1,859

Total liabilities		4,603,796
SHAREHOLDERS' DEFICIT		
Common stock, $.005 par value, 100,000,000 shares authorized, 65,983,600 shares issued and outstanding		483,663
Common stock committed		150,000
Additional paid in capital		10,215,949
Accumulated deficit		(14,725,943)
Total shareholders' deficit		(3,876,331)
TOTAL LIABILITIES AND SHAREHOLDERS' DEFICIT	$	727,465

See accompanying notes to financial statements.

VIRTRA SYSTEMS, INC.

STATEMENTS OF OPERATIONS

for the years ended December 31, 2006 and 2005

	2006	**2005**
REVENUE		
Custom applications:		
Training/simulation	$ 1,279,654	$ 714,435
Advertising/promotion	545,216	167,969
Other revenue	62,898	94,954
Total Revenues	1,887,768	977,358
Cost of sales and services	729,322	663,376
Gross margin	1,158,446	313,982
OPERATING EXPENSES		
Gain on legal settlement	-	(230,000)
General and administrative expenses	2,807,575	2,137,469
Loss from operations	(1,649,129)	(1,593,487)
OTHER INCOME AND EXPENSE ITEMS:		
Forgiveness of debt income	212,782	516,220
Interest income	72	66
Interest expense and finance charges	(708,656)	(1,321,211)
Gain on embedded derivative liability	350,362	708,184
Gain on sales of assets	521,305	-
Other income	(30,593)	21,958
Total other income and expense items	345,272	(74,783)
Net income/(loss)	(1,303,857)	(1,668,270)
Weighted average shares outstanding - basic and fully diluted	81,186,290	62,221,809

Net loss per share - basic and fully diluted	$	(0.02)	$	(0.03)

See accompanying notes to financial statements.

VIRTRA SYSTEMS, INC.

STATEMENTS OF CASH FLOWS

for the years ended December 31, 2006 and 2005

	2006	2005
Cash flows from operating activities:		
Net income/(loss)	(1,301,857)	(1,668,270)
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation and amortization	81,363	163,231
Forgiveness of debt income	(212,782)	(516,220)
Gain on sale of assets	(521,305)	(18,000)
Derivative liability gain	(350,362)	(708,184)
Expense related to derivative liability	-	215,504
Bad debt expense	56,910	175,926
Common stock and options issued for services	180,216	155,720
Gain on settlement of litigation	-	(230,000)
Amortization of debt discount	355,494	572,242
Changes in operating assets and liabilities:		
Accounts receivable and other	(207,814)	(175,474)
Billings in excess of costs and estimated earnings	(84,650)	(39,446)
Accounts payable	(384,389)	224,190
Accrued liabilities and other	1,677,816	373,722
Product finance obligations	(39,392)	55,974
Net cash used in operating activities	(750,752)	(1,419,085)
Cash flows from investing activities:		
Capital expenditures	(11,865)	(14,536)
Proceeds from sale of assets	105,747	18,000
Common stock redeemed	-	(173)
Net cash provided by/(used in) investing activities	93,882	3,291
Cash flows from financing activities:		
Proceeds from issuance of notes payable and other advances	7,692	405,640

Proceeds from issuance of common stock	839,784	76,143
Payments on notes payable and other advances	(100,149)	(475,791)
Proceeds from convertible debentures	-	1,250,000
Net cash provided by financing activities	747,327	1,255,992
Increase (decrease) in cash and cash equivalents	90,457	(159,802)
Cash and cash equivalents, beginning of year	764	160,566
Cash and cash equivalents, end of year	91,221	764

Supplemental disclosure of cash flow information:		
Cash paid for interest expense	3,563	90,473
Cash paid for income taxes	-	-
Non-cash investing and financing activity		
Common stock issued upon conversion of debentures	449,427	475,954
Common stock issued in exchange for payable from CaPnet	135,000	159,782
Exchange of building for notes payable	1,029,399	
-		

See accompanying notes to financial statements.

VIRTRA SYSTEMS, INC.

STATEMENTS OF STOCKHOLDERS DEFICIT

for the years ended December 31, 2006 and 2005

	Common Stock					
	Shares	**Amount**	**Common Stock Committed**	**Additional Paid In Capital**	**Accum. Deficit**	**Total**
Balance at December 31, 2004	60,438,152	302,191		8,210,395	(11,753,816)	(3,241,230)
Common stock issued for services	394,334	1,971		113,498	-	115,469
Common stock issued for cash	246,352	1,232		74,911	-	76,143
Common stock issued upon conversion of obligations under financing arrangements	393,400	1,967		157,815	-	159,782
Stock warrants issued for services	-	-		40,251	-	40,251
Common stock issued upon conversion of debentures	4,511,362	22,557		453,397	-	475,954
Net loss					(1,668,270)	(1,668,270)
Balance at December 31, 2005	65,983,600	329,918	-	9,050,267	(13,422,086)	(4,041,901)

Common stock issued for services	604,320	3,022	-	27,194	-	30,216
Common stock issued for cash	17,454,541	87,273	-	617,511	-	704,784
Common stock committed for issuance	-	-	150,000		-	150,000
Common stock issued for debt reduction	3,000,000	15,000	-	120,000	-	135,000
Common stock issued upon conversion of debentures	9,690,138	48,450	-	400,977	-	449,427
Net loss					(1,303,857)	(1,303,857)
Balance at December 31, 2006	96,732,599	483,663	150,000	10,215,949	(14,725,943)	(3,876,331)

See accompanying notes to financial statements.

VIRTRA SYSTEMS, INC.

NOTES TO FINANCIAL STATEMENTS

1.

Background and Summary of Significant Accounting Policies

Background

GameCom, Inc. (GameCom), a Texas corporation, was founded in 1996. Effective September 21, 2001 GameCom merged with Ferris Productions, Inc. (Ferris) (together the Company) and the Company changed its name to VirTra Systems, Inc. (VirTra). The Company is headquartered in Houston, Texas, with a production facility located in Phoenix, Arizona. The Company develops, manufactures and operates technically advanced personal computer and non-personal computer based products including virtual reality (VR) products for the training/simulation and advertising/promotion markets.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect reported amounts and related disclosures. Actual results could differ from those estimates.

Revenue Recognition

Revenue from custom application contracts are recognized on a percentage-of-completion basis, measured by the percentage of costs incurred to date to total estimated costs for each contract. Contract costs include all direct material and labor costs and those indirect costs related to contract performance, such as indirect labor, supplies, tools, repairs and depreciation costs. General and administrative costs are charged to expense as incurred.

Provisions for estimated losses on uncompleted contracts are made in the period in which such losses are determined. Changes in job performance, job conditions, and estimated profitability may result in revisions to costs and income and are recognized in the period in which the revisions are determined. An amount equal to contract costs attributable to claims is included in revenue when realization is probable and the amount can be reliably estimated.

Costs and estimated earnings in excess of billings on uncompleted contracts represent revenue recognized in excess of amounts billed. Billings in excess of costs and estimated earnings on uncompleted contracts represent amounts billed in excess of revenue recognized.

Concentrations of Credit Risk

Financial instruments which subject the Company to concentrations of credit risk include cash and cash equivalents and accounts receivable.

The Company maintains its cash in well known banks selected based upon management s assessment of the banks financial stability. Balances periodically exceed the $100,000 federal depository insurance limit; however, the Company has not experienced any losses on deposits.

Accounts receivable generally arise from sales of equipment and services to various companies throughout the world. Collateral is generally not required for credit granted. During the years ended December 31, 2006 and 2005 the Company had three customers representing 33% and 36% of its custom application revenue, respectively. Included in accounts receivable at December 31, 2006 is $222,630 or 55% due from these three customers.

Cash Equivalents

For purposes of reporting cash flows, the Company considers all short-term investments with an original maturity of three months or less to be cash equivalents.

Property and Equipment

Property and equipment are recorded at cost. Depreciation is provided on the straight-line method over the estimated useful lives of the assets, which range from three to seven years. Expenditures for major renewals and betterments that extend the original estimated economic useful lives of the applicable assets are capitalized. Expenditures for normal repairs and maintenance are charged to expense as incurred. The cost and related accumulated depreciation of assets sold or otherwise disposed of are removed from the accounts, and any gain or loss is included in operations.

Capitalized Development Costs

Capitalized development costs consist of direct costs incurred in developing proprietary technology exclusively used in its products and costs incurred in obtaining a patent on such technology. The intangible assets are being amortized on a straight-line basis over a five-year period. As of December 31, 2006, accumulated amortization of these intangible assets is $125,358. During the years ended December 31, 2006 and 2005, the Company recorded amortization expense of $59,950 and $65,408, respectively. During the year ended December 31, 2006 the Company did not capitalize any additional development costs.

Debt Issuance Costs

Debt issuance costs are deferred and recognized, using the interest method, over the term of the related debt.

Shipping and Delivery Costs

The cost of shipping and delivery is charged directly to cost of sales and service at the time of shipment.

Income Taxes

The Company uses the liability method of accounting for income taxes. Under this method, deferred income taxes are recorded to reflect the tax consequences on future years of temporary differences between the tax basis of assets and liabilities and their financial amounts at year-end. The Company provides a valuation allowance to reduce deferred tax assets to their net realizable value.

Income (Loss) Per Share

Basic income (loss) per share is computed on the basis of the weighted average number of shares of common stock outstanding during each period. Diluted income (loss) per share is calculated by adjusting the outstanding shares by common equivalent shares from common stock options and warrants. There were no commons stock equivalents included in diluted EPS at December 31, 2006 and 2005 as the effect would be anti-dilutive.

Stock-Based Compensation

On January 1, 2006, the Company adopted SFAS No. 123 Revised 2004, Share-Based Payment, which establishes accounting for stock-based payment transactions for employee services and goods and services received from non-employees. SFAS 123(R) is a revision of SFAS No. 123, Accounting for Stock-Based Compensation ("SFAS 123"), and supersedes APB No. 25, Accounting for Stock Issued to Employees. Under the provisions of SFAS 123(R), stock-based compensation cost is measured at the date of grant, based on the calculated fair value of the award, and is recognized as expense over the employee's or non-employee's service period, which is generally the vesting period of the equity grant.

Prior to January 1, 2006, the Company accounted for stock-based compensation in accordance with FAS 123. As allowed under SFAS 123, the Company accounted for its stock-based compensation to employees using the intrinsic value method of accounting which bases compensation expense on the difference between the quoted market price of the award at the measurement date less the amount, if any, the employee is required to pay for the stock. As of December 31, 2004 all options were vested and no options were granted during the calendar year ended December 31, 2005.

The Company adopted SFAS 123(R) using the modified prospective application method and, accordingly, no prior periods have been restated as a result of the adoption of this pronouncement. Under this method, compensation cost recognized during the year ended December 31, 2006 included: (a) compensation cost for all stock-based payments granted prior to, but not yet vested as of January 1, 2006, based on the grant-date fair value estimated in accordance with the original provisions of SFAS 123; and (b) compensation cost for all stock-based payments granted on or after January 1, 2006, based on the grant-date fair value estimated in accordance with SFAS 123(R). SFAS 123(R) requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods to reflect actual forfeitures. The Company's forfeiture estimates were not changed as a result of adopting SFAS 123(R). " Proforma information is not presented as there would be no change in the amounts reported in the periods ending December 31, 2006 and 2005, respectively.

Impairment of Long-Lived Assets

In the event that facts and circumstances indicate that the carrying value of a long-lived asset, including associated intangibles, may be impaired, an evaluation of recoverability is performed by comparing the estimated future undiscounted cash flows associated with the asset or the asset s estimated fair value to the asset s carrying amount to determine if a write-down to market value or discounted cash flow is required.

Fair Value of Financial Instruments

The Company includes fair value information in the notes to financial statements when the fair value of its financial instruments is different from the book value. When the book value approximates fair value, no additional disclosure is made.

Reclassification

Certain amounts reported in the prior period financial statements have been reclassified to the current period presentation.

Derivative Financial Instruments

The Company does not use derivative instruments to hedge exposures to cash flow, market, or foreign currency risks. Derivative financial instruments are initially measured at their fair value. For derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at it fair value and is then re−valued at each reporting date, with changes in the fair value reported as charges or credits to income. For option−based derivative financial instruments, the Company uses the Black−Scholes model to value the derivative instruments. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is reassessed at the end of each reporting period. Derivative instrument liabilities are classified in the balance sheet as current or non−current based on whether or not net−cash settlement of the derivative instrument could be required within 12 months of the balance sheet date.

Recently Issued Accounting Pronouncements

On January 1, 2006, we adopted the provisions of SFAS No. 123 (revised 2004), "Share-Based Payment," (SFAS No. 123(R)), which revises SFAS No. 123, "Accounting for Stock-Based Compensation," (SFAS No. 123) and supersedes Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees," (APB No. 25).

2.

Going Concern Considerations

During the years ended December 31, 2006 and 2005, the Company has defaulted on its notes payable and obligations under product financing arrangements, has continued to accumulate payables to its vendors and has experienced negative financial results as follows:

	2006	**2005**
Net income (loss)	$(1,303,857)	$1,668,270
Negative cash flows from operations	$(750,752)	$(1,419,085)
Negative working capital	$(4,103,932)	$(5,122,487)
Accumulated deficit	$(14,725,943)	$(13,422,086)
Stockholders deficit	$(3,876,331)	$(4,041,901)

These conditions create an uncertainty as to Virtra's ability to continue as a going concern.

Management is trying to raise additional capital through various funding arrangements. The financial statements did not include any adjustment that might be necessary if Virtra is unable to continue as a going concern.

3.

Accounts Receivable

Accounts receivable consist primarily of amounts due from certain companies for the purchase of equipment and services. An allowance for doubtful accounts is provided, when appropriate, based on past experience and other factors which, in management s judgment, deserve current recognition in estimating probable bad debts. Such factors include circumstances with respect to specific accounts receivable, growth and composition of accounts receivable, the relationship of the allowance for doubtful accounts to accounts receivable and current economic conditions. As of December 31, 2006 all accounts receivable are considered collectible and the allowance for doubtful accounts is $0.

On September 19, 2006, we entered into a factoring arrangement intended to provide additional working capital through factoring of our accounts receivable. At the time, we were moving toward a merger with VirTra Merger Corporation, separate company that had been formed to acquire Chrysalis Manufacturing Corporation, (a/k/a Altatron EMS) and another company. Our accounts receivable have been recorded at the net realizable amount net of any applicable factoring fees if any.

4.

Custom Application Contracts

Costs, estimated earnings and billings on uncompleted custom application contracts at December 31, 2006 are summarized below.

Costs incurred on uncompleted contracts	369,024
Estimated earnings	770,352
	1,139,376
Billings to date	1,164,222
	-
	($24,946)

These amounts are included in the accompanying balance sheet under the following captions:

Costs and estimated earnings in excess of billings on uncompleted contracts	
Billings in excess of costs and estimated earnings on uncompleted contracts	$ 24,946

5.

Property and Equipment

Property and equipment consisted of the following at December 31, 2006

:

Land	
Building	
Computer equipment	158,860
Office furniture and equipment	347,119
	505,979
Less: accumulated depreciation	(364,593)

Property and equipment, net	141,386

Depreciation expense for the years ended December 31, 2006 and 2005 was $53,806 and $97,823, respectively.

6.

Notes Payable

Notes payable consist of the following at December 31, 2006:

Note payable to a bank, non-interest bearing,, payable in one installment of $10,000 on February 28, 2007, one installment of $10,000 payable May 31, 2007, and one final installment of $110,000 payable in one installment on August 31, 2007.	$130,000
Note payable to insurance premium finance company bearing interest at a rate of 10.59% and payable in monthly installments of $806.91	$ 3,145
Total notes payable	$ 133,145

Certain notes payable to banks contain various financial and non-financial covenants, which require the Company, among other things, to maintain certain levels of stockholders equity and to comply with certain financial ratios. The Company was in violation of these covenants as of December 31, 2006 and the banks could demand full payment of all principal and interest.

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7.

Obligations Under Product Financing Arrangements

In financing the production of its arcade equipment, the Company had entered into agreements whereby an entity or individual advanced funds to the Company to produce specific arcade equipment. Under this arrangement, the Company had agreed to make monthly payments for a specified amount for three years, with an automatic renewal for an additional three years unless cancelled in writing, from the origination date as specified in the agreement. In addition, the entity or individual advancing the funds had the right to exercise a buy-out whereby the Company has 180 days to repay the obligation upon exercise of the buy-out. Interest is payable monthly at an annual rate of approximately 16%.

In connection with these financing arrangements, the Company had incurred debt issuance costs of approximately 21% of the total obligation. These costs were amortized over a three year period using the interest method resulting in an effective annual interest rate of approximately 29% on these obligations.

As of December 31, 2006, the Company was in default on its remaining obligations under the product financing arrangements (See Note 9) totaling $454,980, which included accrued interest. The Company has not made any interest payments on these obligations since September 2001 and has received notices from various individuals and entities demanding buyouts of these obligations.

8.

Debt Exchange Agreement

During 2004, the Company presented an exchange offer to the holders of certain of its notes payable and obligations under product financing arrangements whereby the debt holders were allowed to convert the principal and accrued interest related to its debt to common stock of the Company under one of three options. Under Option A, the debt holder could receive common stock equal to 0.6 shares per dollar of principal amount he or she was owed, and was not required to lock up any of the shares he or she receives in the exchange. Under Option B, each debt holder could receive common stock equal to 0.9 shares per dollar of principal amount he or she was owed, but could not sell any of the shares for a period of six months, after which the shares could be sold in six equal monthly installments. Under Option C, each debt holder could receive common stock equal to 1.2 shares per dollar of principal amount he or she was owed, but could not sell any of the shares for a period of one year, after which the shares could be sold in six equal monthly installments.

During the years ended December 31, 2006 and 2005, the Company issued 0 and 393,400 shares of its common stock in exchange for principal and accrued interest. As a result of these conversion base d upon the market price of the Company s common stock at the exchange date compared to the principal and accrued interest exchanged the Company recorded a gain of $0 and $516,220 in the statement of operations for the years ended December 31, 2006 and 2005, respectively.

9.

Forgiveness of Debt

The company was in default on its building and equipment debt to Arizona Business Bank. We sold the property in on September 15, 2006. Negotiations with the bank resulted in an income item of $212,782 for the year ending December 31, 2006 as a result of debt forgiveness. As result of our sale of this property we recorded a gain on disposal of $521,305.

10.

Accrued Liabilities

Included in accrued liabilities as of December 31, 2006 is as follows:

Accrued payroll tax, including penalties and interest	$ 769,213
Accrued property tax	18,252
Accrued interest payable	541,172

Deferred revenue	58,511
Accrued commissions payable	929
Accrued law suit liabilities	620.802
Other	381,169
	$2,390,048

11. Convertible Debentures

During February 2005 and August 2005 the Company issued $750,000 and $500,000, respectively, in convertible debentures. The debentures bear interest at 8% per year payable in cash or registered common stock at the Company s option. The debentures mature in February and August 2008 and are convertible, at the option of the holder, to shares of the company s common stock at a conversion price per share equal to the lower of (i) 80% of the lowest closing bid price for the common stock for the fifteen days prior to the conversion date; or (ii) 125% of the volume weighted average price on the closing date.

In addition the Company issued to the holders of the convertible debentures warrants to purchase 750,000 and 500,000 shares of the Company s common stock (See Note 14).

Based on the guidance in SFAS 133 and EITF 00-19, the Company concluded that these instruments were required to be accounted for as derivatives. SFAS 133 and EITF 00-19 require the Company to bifurcate and separately account for the conversion features of the convertible debentures and warrants issued as

embedded derivatives.

Pursuant to SFAS 133, the Company bifurcated the conversion feature from the debentures because the conversion price is not fixed and the debentures are not convertible into a fixed number of shares. Accordingly, the embedded derivative must be bifurcated and accounted for separately.

Furthermore, the Company concluded that the exercise price and the number of shares to be issued under the warrants are not fixed. Therefore, exercise of these warrants and these debentures might result in issuing an indeterminate number of shares, and it cannot be concluded that the Company has a sufficient number of authorized shares to settle these warrants. As such, the warrants were accounted for as derivative instrument liabilities. The Company is required to record the fair value of the conversion features and the warrants on its balance sheet at fair value with changes in the values of these derivatives reflected in the statement of operations as "Gain (loss) on embedded derivative liability." The derivative liabilities were not previously classified as such in the Company's historical financial statements. In order to reflect these changes, the Company is concurrently restating its financial statements for the year ended December 31, 2005 and 2006.

The impact of the application of SFAS No. 133 and EITF 00-19 on the balance sheet as of December 31, 2006 is as follows:

	2006	2005
Convertible debentures, face amount	470,117	774,046
Unamortized discount of conversion feature	(255,792)	(613,286)
Embedded derivative liability - warrants	342,486	692,848
Total	556,811	853,608

The impact on statements of operations for this restatement for the year ended December 31, 2006 is as follows:

	As previously reported	Adjustments		Restated 12/31/2006
Interest Expense	(527,944)	180,712	(a)	(708,656)
Gain on embedded derivative liability	-	(350,362)	(b)	350,362
Net Loss	$1,473,507	(169,650)		$1,303,857
EPS	$(0.02)	-		$(0.02)

(a)To adjust interest expense for discount amortization associated with the bifurcation of the embedded derivatives.

(b) To record the fair value of derivatives from inception through December 31, 2006 net of bifurcation.

12.

Income Taxes

The Company has incurred losses since its inception and, therefore, has not been subject to federal income taxes. As of December 31, 2006, the Company had net operating loss (NOL) carryforwards for income tax purposes of approximately $12,848,500 which expire in various tax years through 2026. Under the provisions of Section 382 of the Internal Revenue Code the ownership change in the Company that resulted from the merger of the Company could severely limit the Company s ability to utilize its NOL carryforward to reduce future taxable income and related tax liabilities. Additionally, because United States tax laws limit the time during which NOL carryforwards may be applied against future taxable income, the Company may be unable to take full advantage of its NOL for federal income tax purposes should the Company generate taxable income.

The composition of deferred tax assets and liabilities and the related tax effects at December 31, 2006 are as follows:

Deferred tax assets:	
Net operating losses	$4,158,907
Valuation allowance	(4,153,991)
Total deferred tax assets	4,916.00
Deferred tax liabilities:	
Property and equipment	(4,916)
Total deferred tax liability	(4,916)
Net deferred tax asset (liability)	$ -

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The difference between the income tax benefit in the accompanying statement of operations and the amount that would result if the U.S. Federal statutory rate of 34% were applied to pre-tax loss for the years ended December 31, 2006 and 2005 is as follows:

	2006		2005	
	Amount	%	Amount	%
Provision (benefit) for income tax at federal statutory rate	($500,992)	(34)	($567,211)	(34)
Increase (decrease) in valuation allowance	290,664	28.2	562,758	33.7
Non-deductible interest and financing costs	156,096	6.9	27,050	1.6
Non-deductible compensation expense	52,700	2.6	52,945	3.2
Non-deductible lawsuit (gain) loss		(3.9)	(78,200)	(4.7)
Other	1,532.00	0.2	2658.00	0.2
	$ 0	0	$ -	0

13.

Common Stock

The Company had the following common stock transaction during the 12 month period ended December 31, 2006.

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604,320 shares of stock were issued to consultants and others recorded at the fair market value of the shares issued based upon the closing price of the Company s stock resulting in $30,216 of expense in the statement of operations.

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17,454,541 shares were issued for cash, approximately 11,000,000 shares were issued at $0.04 as part of a private placement transaction with the reminder representing shares to Dutchess as discussed in note 15.

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3,000,000 shares were issued to shareholder for amounts due to CapNet (see note 16), the transaction was valued at the closing price of the Company s stock resulting in $135,000 being recorded as amounts due from CapNet.

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9,690,138 shares were issued for the conversion of the Company s convertible debentures resulting in $449,427 of conversions.

14.

Redeemable Common Stock

In 1997 the Company entered into an agreement to redeem 1,505,399 shares of common stock from certain stockholders at par value of $.005 per share with the consideration for such redemption to be paid pro-rata to such stockholders by March 31, 1998. During 2000 the Company and stockholders released 727,108 shares of common stock from the redemption requirement and 287,531 shares were redeemed. During 2004 the Company released an additional 16,559 shares of common stock from the redemption requirement and 67,743 shares of common stock were redeemed. During 2005, the Company redeemed 34,624 shares of common stock. None were redeemed in 2006 As of December 31, 2006, 371,834 shares remain to be redeemed at the option of the Company.

15.

Stock Options and Warrants

The Company periodically issues incentive stock options to key employees, officers, directors and outside consultants to provide additional incentives to promote the success of the Company s business and to enhance the ability to attract and retain the services of qualified persons.

In an employment agreement entereded into with Major General Perry Dalby (USA-ret.), the company on June 1, 2006 granted General Dalby options to purchase 1,000,000 shares of the company s common stock at a strike price of $0.035 per share. The Board of Directors also granted stock options on an additional 2,000,000 shares at $0.035 per share to be vested as follows: (i) 500,000 shares if the stock price averages $.10 per share for one quarter, (ii) 500,000 shares if the stock price averages $.25 or higher for one quarter, (iii) 500,000 shares if the stock price averages $.50 per share for one quarter and (iv) 500,000 shares if the stock price averages $1.00 or higher for one quarter.

A summary of the Company s stock option activity and related information for the years ended December 31, 2006 and 2005 follows:

	Number of Shares Under Options	Weighted-Average Exercise Price
Outstanding December 31, 2004	6,100,000	$0.22
Granted	-	-
Exercised	-	-
Forfeited/cancelled	(300,000)	$0.10
Outstanding December 31, 2005	5,800,000	$0.23
Exercisable December 31, 2005	4,300,000	$0.30
Granted	3,000,000	$0.035
Exercised	(500,000)	$0.10
Forfeited/cancelled		

Outstanding	December 31, 2006	8,300,000	$0.16

Following is a summary of outstanding stock options at December 31, 2006:

Number of Shares	Vested	Expiration Date	Weighted Average Exercise Price
100,000	100,000	2012	$0.21
200,000	200,000	2009	$0.10
1,000,000	-	2009	$0.005
4,000,000	4,000,000	2009	$0.31
3,000,000	1,000,000	2010	$.035
8,300,000	5,300,000		

In July 2002, the Company entered into an agreement for up to a maximum $5,000,000 sale of its common stock to Dutchess Private Equities Fund, LP (Dutchess). Under this investment agreement the Company has the right to issue a put notice to Dutchess to purchase the Company s common stock. Put notices cannot be issued more frequently than every seven days. The required purchase price is equal to 92% of the average of the four lowest closing bid prices of the common stock during the five-day period immediately following the issuance of the put notice. Each individual put notice is subject to a maximum amount equal to 175% of the daily average volume of the common stock for the 40 trading days before the issuance of the put notice multiplied by the average of the closing bid prices of the common stock for the three trading days immediately preceding the put notice date. Regardless of the amount stated in a put notice, the maximum amount that Dutchess is required to purchase is the lesser of the amount stated in the put notice or an amount equal to 20% of the aggregate trading volume of the common stock during the five days immediately following the date of the put notice times 92% of the average of the four lowest closing bid prices of the common stock during this five-day period. During the year ended December 31, 2005, the Company received $76,142 of net proceeds from the issuance of 246,352 shares of its common stock related to this agreement.

In February 2005, the Company entered into a new investment agreement with Dutchess for up to a maximum $6,000,000 sale of its common stock. Under this investment agreement the Company has the right to issue a put notice to Dutchess to purchase the Company s common stock. Put notices cannot be issued more frequently than every seven days. The required purchase price is equal to 92% of the average of the four lowest closing bid prices of the common stock during the five-day period immediately following the issuance of the put notice. Each individual put notice is subject to a maximum amount equal to 175% of the daily average volume of the common stock for the 40 trading days before the issuance of the put notice multiplied by the average of the closing bid prices of the common stock for the three trading days immediately preceding the put notice date. Regardless of the amount stated in a put notice, the maximum amount that Dutchess is required to purchase is the lesser of the amount stated in the put notice or an amount equal to 20% of the aggregate trading volume of the common stock during the five days immediately following the date of the put notice times 92% of the average of the four lowest closing bid prices of the common stock during this five-day period. During the year ended December 31, 2006, approximately 6,500,000 shares of common stock were issued under this agreement for proceeds of approximately $264,784.

Upon accepting employment in 2006, General Dalby was awarded options to purchase $1,000,000 shares of common stock of the company at a strike price of $0.035. At the time of the grant, the market price of the stock was $.04. The company recorded an expense of $5,000.

A summary of the Company s stock warrant activity and related information is as follows:

	Number of Shares	Weighted Average Exercise Price

Outstanding at December 31, 2004	996,703	$0.38
Granted	1,750,000	$0.29
Exercised	-	-
Forfeited	-	-
Outstanding at December 31, 2005	2,746,703	$0.29
Granted	-	
Exercised	-	
Forfeited	-	
Outstanding at December 31, 2006	2,746,703	$0.29

In connection with the issuance of Convertible Debentures in 2005 (see note 11) the Company issued stock warrants to purchase 500,000 shares of the Company s common stock at $0.33, 250,000 shares of the Company s common stock at the lowest market price five days prior to funding and 500,000 shares of the Company s common stock at $0.19 per share. These warrants are exercisable over a 5 year period.

During August of 2005, the Company issued stock warrants to a consultant to purchase 500,000 shares of the Company s common stock at prices ranging from $0.25 to $0.40 per share. These warrants vest upon grant and are exercisable over a three-year period. Using the Black-Scholes Option Pricing Model with the following assumptions: (i) volatility of 71%, and (ii) interest rate of 3.5%, the value of the warrants were estimated to be $40,251 which was recorded as selling, general and administrative expense in the statement of operations for the year ended December 31, 2005. For the accounting treatment of this investment agreement, see Note 11.

16.

Commitments and Contingencies

Lease Obligations

The Company rents office space in Houston, Texas on a month-to-month basis at $2,139 per month and in Tempe at $7,611 per month. Both facilities are leased from third parties.

In prior years, the company leased office space in Arlington, Texas from the law firm of Jones & Cannon. No payments were made during the years ended December 31, 2006 and 2005. Included in accounts payable at December 31, 2005 is $75,750 owed to the officer and stockholder for this rent. Included in the statement of operations for the years ended December 31, 2005 is rent expense of $18,000.

These lease charges were a component of the lawsuit against us by Jones & Cannon. The company has reserved adequate amounts on its books for this liability.

Employment Contract

Effective September 1, 2003, the Company entered into a contract with an employee whereby the employee is to receive a base salary and a four percent cash commission on all sales originated by the employee. In addition, the employee is entitled to receive options to purchase 1,000,000 shares of the Company s common stock with an exercise price of $0.10 per share, if certain sales targets are achieved for each of the next three years. If the sales targets are not achieved, the stock options will not be exercisable. As of December 31, 2004 the sales target in the first year was achieved, therefore, options to purchase 200,000 shares of common stock became exercisable. During December 31, 2006 and 2005 the sales target in the second and third year was not achieved, therefore, options to purchase 300,000 and 500,000 respectively, shares of common stock were cancelled (See Note 14).

Litigation

The Company is involved in litigation related to its delinquent repayment of certain of its obligations under product financing arrangements, notes payable to stockholder and accounts payable to vendors. Management believes that such litigation will not have a material impact on the Company s financial position, results of operations or cash flows as the amounts owed to these individuals and entities have been accrued in the accompanying balance sheet.

During the course of 2006, the prospectus covering the registration of shares for conversion by Dutchess Private Equities lapsed, unbeknown either to VirTra Systems or Dutchess. From July through October, Dutchess continued to convert and Virtra honored their conversions to common stock in an apparent violation of securities laws. However it was not Virtra, but a selling shareholder that was selling the unregistered stock. There is no way to know whom the end buyers were so no formal offer of recission, the normal remedy in such cases, can be made. However, certain shareholders who acquired this stock during that period could seek recission. The company s potential liability could be up to $250,000. We do not consider this loss probable at this time.

The Company is currently a party to certain other litigation arising in the normal course of business. Management believes that such litigation will not have a material impact on the Company s financial position, results of operations or cash flows.

Guarantees

On September 19, 2006, we entered into a factoring arrangement intended to provide additional working capital through factoring of our accounts receivable. At the time, we were moving toward a merger with VirTra Merger Corporation, separate company that had been formed to acquire Chrysalis Manufacturing Corporation, (a/k/a Altatron EMS) and another company. Upon consummation of those acquisitions, VMC was to be acquired by VirTra Systems, Inc.

The lender did not regard either VirTra Systems, Inc. or VMC as sufficiently creditworthy to grant a credit line without guarantees. As a result, we entered into an arrangement whereby CapNet Securities Corporation would be the borrower under the factoring arrangement, would secure its borrowings by accounts receivable of VirTra Systems and VMC, and would relend the borrowed funds to us and to VMC. We, VMC and Daniel L. Ritz, Jr., , a principal of CapNet, jointly and severally guaranteed payment of amounts drawn under the credit arrangement up to $1,000,000.

We borrowed $100,000 under the arrangement described above, an amount which is still outstanding. We understand that VMC and/or another company associated with CapNet borrowed additional amounts under the arrangement, and that the total amount due the lender currently stands at approximately $500,000.

The expected merger with VMC did not occur. We do not intend to borrow any more money from Charter Capital/CapNet under the arrangement and VMC (now known as ComCon Manufacturing Services, Inc.) informs us that they also do not intend to borrow additional amounts under the arrangement. Charter Capital has been notified that the parties intend to discontinue the facility altogether..

Charter Capital has agreed in principle to a modification which would limit the amount of our guaranty to $200,000.

In addition to the $100,000 borrowed by the company under this arrangement, we also have unsecured advances $96,650 from other companies largely owned and/or controlled by Daniel L. Ritz, Jr. No further payments will be made on those advances until we have been released from our guaranty to Charter Capital.

On February 28, 2007 VirTra Systems, Inc. formalized the credit arrangement directly with Charter Capital for repayment over 90 days, at which time the company will be unconditionally released from the guarantee. As of March 30, 2007, we are current with Charter Capital.

17.

Related Party Transactions

Included in other current liabilities on the balance sheet are $82,252 owed to an officer of the company for advances he has made to Virtra Systems over the years.

18.

Restatement

The Company has restated its annual financial statements from amounts previously reported on December 31, 2006. The Company previously recorded the convertible features of its debt as a beneficial conversion feature and reflected such discount as a reduction in the debt as a discount. The Company has determined that certain financial instruments issued by the Company contain features that require the Company to account for these features as derivative instruments. Accordingly, the debentures and associated warrants have been accounted for as derivative instrument liabilities rather than as equity. Additionally, the embedded conversion features of the debentures and warrants related to the debt have been bifurcated from the debt and accounted for separately as derivative instrument liabilities. Note 11 was amended to disclose the derivative instrument liabilities and provide information on subsequent changes.

The Company is required to record the fair value of the conversion features and the warrants on the balance sheet at fair value with changes in the values of these derivatives reflected in the statement of operations as "Gain (loss) on derivative instrument liabilities." The effect of the (non-cash) changes related to accounting separately for these derivative instrument liabilities and modifying the estimated volatility, on the statement of operations for the year ended December 31, 2006 and 2005 was a decrease in the net loss attributable to common shareholders of $169,650 and $326,786, respectively. This restatement had no material impact on net loss per share available to common shareholders for either year.

Item 8. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

Not applicable.

Item 8A. Controls and Procedures.

Based upon an evaluation performed within 90 days of this report, our chief executive officer and chief financial officer has concluded that our disclosure controls and procedures are not effective to ensure that material information relating to our company is made known to management, including the chief executive officer and chief financial officer, particularly during the period when our periodic reports are being prepared, and that our internal controls are effective to provide reasonable assurance that our financial statements are fairly presented in conformity with generally accepted accounting principles.

In accord with SEC requirements, the chief executive officer and chief financial officer notes that, since the date of his evaluation to the date of this annual report, there have been no significant changes in internal controls or in other factors that could significantly affect internal controls, including any corrective actions with regard to significant deficiencies and material weaknesses.

Item 8B. Other Information.

N/A

PART III

Item 9. Directors, Executive Officers, Promoters and Control Persons; Compliance With Section 16(a) of the Exchange Act.

The following table sets forth the names and ages of our current directors and executive officers, the principal offices and positions held by each person, and the date such person became our director or executive officer.

Name	Age	Positions	Date became director or executive officer
Perry V. Dalby	63	Chief Executive Officer and Chairman of the Board of Directors	June 20, 2006
Bob Ferris	36	President and Director	September 21, 2001
J. David Rogers	53	Chief Financial Officer	February 1, 2007
H. Frank Stanley	43	Director	July 28,2006
Thomas J. Cloud	43	Director	November 29, 2006

The members of our board of directors are elected annually and hold office until their successors are elected and qualified. Our officers are chosen by and serve at the pleasure of its board of directors. Some of the officers and directors have positions of responsibility with other businesses and will devote only such time as they believe necessary on our business.

There are no family relationships between any of the directors and executive officers. There was no arrangement or understanding between any executive officer and any other person pursuant to which any person was selected as an executive officer.

We do not have a separate audit committee.

Major General Perry V. Dalby (retired), age 62, has served on our advisory board of directors since January of 2005. In December of 2000, General Dalby assumed command of the 75th Division (training support), and mobilized the division in support of the global war on terrorism in January, 2003. Previously, in 1983, General Dalby was assigned to the 75th Maneuver Area Command, and subsequently assumed command as chief of the Battle Simulation Center, Combat Arms Branch, and as the assistant deputy commander for the 75th Division (Exercise). General Dalby retired from the U.S. Army in May of 2004. General Dalby s 37 years of military service were highlighted by the Distinguished Service Medal, Legion of Merit, Distinguished Flying Cross, Bronze Star (two clusters), and the Purple Heart.

Bob Ferris became our president in September of 2001. He previously had been the president of the former Ferris Productions, Inc. since he founded that company in 1993. Mr. Ferris attended the United States Air Force Academy with a major in management. He received a degree in systems engineering from the University of Arizona.

J. David Rogers became our chief financial officer in February of 2007. Since 2005, he has served as vice-president of corporate finance for CapNet Securities Corporation, a Houston-based NASD broker/dealer and investment bank.. In October, 2005 he became Vice President of Corporate Finance at CapNet Securities. From January of 2004, Mr. Rogers previously served as an analyst for CapNet Securities, and, prior to that, for The Dorato Group, which was then an affiliated company of CapNet Securities. In July, 2002, he joined Institutional Capital Management, Inc. in its fixed income department. From 1998 through 2001, Mr. Rogers was with The Tribo Companies, Houston based group of independent oil and gas exploration and production companies. He was the assistant controller of Tri-Union Development Corporation and its subsidiary, and Controller of the other companies in the group. Mr. Rogers, 53, served earlier in his career in operating and staff management positions for divisions of Dresser Industries, NL Industries and The Hughes Tool Company. He holds bachelor of science and masters in business administration degrees from Southern Methodist University, and NASD licenses 7 (general securities), and 63.

H. Frank Stanley retired as a major in military intelligence from the U.S. Army after serving for over 20 years. His military experiences range from instruction and leadership in special operation tactics to weapons training. Stanley's military duties have taken him from service in the United States to Bosnia and Iraq. Most recently, he served in Baghdad, Iraq, as the Army's chief of intelligence leading the War Crimes Investigations Team, hunting Iraq's 52

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most-wanted war criminals. Mr. Stanley is presently a real estate development executive with Cushman & Wakefield in Houston.

Thomas J. Cloud was appointed as a director on December 19, 2006. Mr. Cloud has served as President, CEO, and Director, of Supreme Holdings, Inc. since May of 2002. Supreme Holdings, Inc. provides professional business services and solutions primarily to small and medium-sized businesses. Its shares are traded on the NASDAQ Bulletin Board under the symbol SUHO. From 1997 to 2001, Mr. Cloud served as founder, President and CEO of Oxford Financial Group, a boutique stock brokerage firm with headquarters in Houston, Texas. He holds a BA in Public Speaking and Debate from South Texas State University.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16 of the Securities Exchange Act of 1934, as amended ("Section 16"), requires that reports of beneficial ownership of capital stock and changes in such ownership be filed with the Securities and Exchange Commission (the "SEC") by Section 16 "reporting persons," including directors, certain officers, holders of more than 10% of the outstanding common stock and certain trusts of which reporting persons are trustees. We are required to disclose in this annual report on Form 10-K each reporting person whom we know to have failed to file any required reports under Section 16 on a timely basis during the fiscal year ended December 31, 2006 or prior fiscal years.

Code of Ethics

We have not adopted a code of ethics for our principal executive officer and senior financial officers. The board of directors intends to hold these officers to the highest ethical standards in their conduct of our business, but it does not believe that for a small company like ours formal exhortations to that effect are effective or contribute to that objective. The board of directors also believes that publishing a laundry list of specific prohibitions would be counter-productive, as it would detract from the board of director's objective by encouraging the attitude that all conduct not specifically prohibited is permitted.

Significant Employees

In addition to the officers and directors identified above, the following employees play a significant role in our operations.

Tom Milks, age 44, serves as our vice-president of advertising and promotion sales. Previously, Mr. Milks ran the North American operations office of Virtuality, a virtual reality company. Before joining our company, he was the Western United States sales director for BitFlash, a graphic technology company, based in Ottawa, Ontario, Canada.

Steve Haag, age 46, serves as our vice-president of investor relations. Mr. Haag received his bachelors degree in psychology, with a minor in organizational behavior, from Webster University in 1993, and his masters degree in education from the University of Missouri-St. Louis in 1995. Before joining us, he was employed at Connect Computer Group, Inc., the firm which was largely responsible for the development of our kiosk and computer systems.

Matt Burlend, age 32, serves as vice-president of production and senior engineer. Prior to his employment with the former Ferris Productions, Mr. Burlend was employed from 1996 until 1999 at Panduit Corporation, a designer of automated production equipment, as a machine design engineer. Mr. Burlend holds a mechanical engineering degree from Olivet Nazarene University.

Item 10. Executive Compensation

<u>Summary Compensation Table</u>

This summary compensation table shows certain compensation information for services rendered in all capacities during each of the last two completed fiscal years.

SUMMARY COMPENSATION TABLE

Name and principal position	Year	Salary ($)	Bonus ($)	Stock Awards ($)	Option Awards ($)	Non-Equity Incentive Plan Compensation ($)	Nonqualified Deferred Compensation Earnings ($)	All Other Compensation ($)	Total ($)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
Perry V. Dalby, CEO	2006	87,500	-	-	5,000	-	-	-	92,500
	2005	-	-	-	-	-	-	-	-
L. Kelly Jones, former CEO	2006	60,000	-	-	-	-	-	-	60,000
	2005	180,000	-	-	-	-	-	-	180,000
J. David Rogers, CFO	2006	-	-	-	-	-	-	-	-
	2005	-	-	-	-	-	-	-	-
Robert L. Ferris, President	2006	80,000	-	-	-	-	-	-	80,000
	2005	120,000	-	-	-	-	-	-	120,000

We have an employment agreement with General Dalby which expires in June of 2008. Under that employment agreement General Dalby is entitled to a salary of $150,000 per year, and to receive compensation of $10,000 per quarter while a member of the Board of Directors. Both the salary and the compensation for serving as a director may be paid in stock, cash or stock options. In addition to the salary and director's fees provided for in the agreement, if we report a profitable year of at least $100,000 in net profit, the General is to receive 7.5% of net profit in the form of cash or stock. Further, he is entitled to stock options under which he may purchase up to 2,000,000 shares of our common stock at a price of $0.035 per share upon achievement of the following goals:

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500,000 shares if our stock price averages $.10 or higher for one quarter

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an additional 500,000 shares if the stock price averages $.25 or higher for one quarter

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an additional 500,000 shares if the stock price averages $.50 or higher for one quarter, and

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an additional 500,000 shares if the stock price averages $1 or higher for one quarter.

2000 Incentive Stock Option Plan

In February, 2000, the board of directors adopted, and a majority of the shareholders approved, our 2000 Incentive Stock Option Plan, subject to approval of shareholders at the next annual meeting. The purpose of the plan is to enable us to attract, retain and motivate key employees who are important to the success and growth of our business, and to create a long-term mutuality of interest between our shareholders and those key employees by granting them options to purchase our common stock. Options granted under the plan may be either incentive stock options or non-statutory options. The plan is to be administered either directly by the board, or by a committee consisting of two or more outside directors (the **"Committee"**). Under the plan, options may be granted to our key employees. The option price is to be fixed by the Committee at the time the option is granted. If the option is intended to be an incentive stock option, the purchase price is to be not less than 100% of the fair market value of the common stock at the time the option is granted, or, if the person to whom the option is granted is the owner of 10% or more of our common stock, 110% of such fair market value. The Committee is to specify when and on what terms the options granted to key employees are to become exercisable. However, no option may be exercisable after the expiration of ten years from the date of grant or five years from the date of grant in the case of incentive stock options granted to a holder of ten percent or more of our common stock. In the case of incentive stock options, the aggregate fair market value of the shares with respect to which the options are exercisable for the first time during any calendar year may not exceed

$100,000 unless this limitation has ceased to be in effect under Section 422 of the Internal Revenue code. If there is a change of control of our company, all outstanding options become immediately exercisable in full. In the event of an employee's death, or following the employee's retirement at or after age 65 or before age 65 with the consent of the Committee, outstanding options may be exercised for a period of one year from the applicable date of death or retirement. If the employee's employment is terminated for reasons other than death or retirement, the options remain exercisable for a period of three months after such termination unless termination was for cause, in which case all outstanding options are immediately canceled. 1,500,000 shares of common stock have been initially authorized for issuance under the plan. Under the plan, eligible individuals may, at the discretion of the Committee, be granted options to purchase shares of common stock. However, no eligible individuals may be granted options for more than 500,000 shares in any calendar year. The option price and number of shares covered by an option will be adjusted proportionately in the event of a stock split, stock dividend, etc., and the Committee is authorized to make other adjustments to take into consideration any other event which it determines to be appropriate to avoid distortion of the operation of the plan. In the event of a merger or consolidation, option holders will be entitled to acquire the number and class of shares of the surviving corporation which they would have been entitled to receive after the merger or consolidation if they had been the holders of the number of shares covered by the options. If we are not the surviving entity in a merger and consolidation, the Committee may in its discretion terminate all outstanding options, and in that event option holders will have 20 days from the time they received notice of termination to exercise all their outstanding options. The plan terminates ten years from its effective date unless terminated earlier by the board of directors or the shareholders. Proceeds of the sale of shares subject to options under the plan are to be added to our general funds and used for its general corporate purposes.

On September 21, 2001, our shareholders approved the 2000 Incentive Stock Option Plan, and increased the shares authorized for the plan from 1,500,000 to 6,000,000.

In May of 2002, options for 150,000 shares under the plan, at an option price of $0.21, were granted to our corporate secretary and our then-current vice-president of operations. The former vice-president of operations has exercised his options.

In February of 2005, options for 1,700,000 shares under the plan, at an option price of $0.30, were granted to our vice-president of production and senior engineer; our vice-president of advertising/promotion; our vice-president of investor relations; our director of training; our corporate secretary; our senior engineer; our senior graphics designer; our videographer; and our graphic artist.

There were no stock options issued in 2006.

The following table shows certain information concerning equity awards which were outstanding as of December 31, 2006.

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END

	OPTION AWARDS					STOCK AWARDS			
Name (a)	Number of Securities Underlying Unexercised Options (#) Exercisable (b)	Number of Securities Underlying Unexercised Options (#) Unexercisable (c)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#) (d)	Option Exercise Price ($) (e)	Option Expiration Date (f)	Number of Shares or Units of Stock That Have Not Vested (#) (g)	Market Value of Shares or Units of Stock That Have Not Vested ($) (h)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#) (i)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (#) (j)
Perry V. Dalby, CEO	1,000,000	2,000,000		0.035	2011	-	-	-	-
Robert L. Ferris, President	2,000,000		-	0.310	2009	-		-	-
L. Kelly Jones, former CEO	3,000,000	1,000,000	-	0.310	2009			-	-

<u>Compensation of Directors</u>

Members of the Board of Directors are paid $10,000 per quarter, payable in common stock of the company.

Name (a)	Fees Earned or Paid in Cash ($) (b)	Stock Awards ($) (c)	Option Awards ($) (d)	Non-Equity Incentive Plan Compensation ($) (e)	Non-Qualified Deferred Compensation Earnings ($) (f)	All Other Compensation ($) (g)	Total ($) (j)
Perry V. Dalby	7,500	20,000	-	-	-	-	27,500
Michael Kitchen		23,330	-	-	-	-	23,330
H. Frank Stanley		23,330	-	-	-	-	23,330
Thomas Cloud		3,333	-	-	-	-	3,333

General Dalby's cash compensation was for his period as an advisory director, and prior to his appointment as CEO.

Item 11. Security Ownership of Certain Beneficial Owners and Management

The following table shows, as of March 15, 2007, information about equity securities we believe to be owned of record or beneficially by

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each of our directors;

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each person who owns beneficially more than 5% of any class of our outstanding equity securities; and

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all of our directors and executive officers as a group.

Shareholder s Name and Address	Number of Shares Owned	Percent
L. Kelly Jones 440 North Center Arlington, Texas 76011	7,088,752 (5)	7.1% (1)
Bob Ferris 1941 South Brighton Circle Mesa, Arizona 85208	7,860,240 (2)	7.9% (1)
L. Andrew Wells 1011 Compass Cove Circle Spring, Texas 77379	5,530,120(4)	5.6% (1)
Perry V. Dalby 1400 N Loop 121 Belton, Texas 76513	4,000,000 (3)	4.0% (1)
all officers and directors as a group (4 persons)	11,860,240	11.5% (1)

* less than 1%.

(1)

based on 96,972,540 shares outstanding, fully diluted to 105,772,540 if all options exercised

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(2)

Includes options for 2,800,000 shares exercisable within sixty days

(3)

Includes options for 3,000,000 shares exercisable within sixty days

(4)

Includes 2,000,000 shares owed for consulting services rendered, but yet to be distributed

(5)

includes incentive conditional options to purchase 3,000,000 shares of our common stock for $930,000, which are exercisable within 60 days.

The beneficial owners of securities listed above have sole investment and voting power with respect to such shares. Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission and generally includes voting or investment power with respect to securities. Shares of stock subject to options or warrants currently exercisable, or exercisable within 60 days, are deemed outstanding for purposes of computing the percentage of the person holding such options or warrants, but are not deemed outstanding for purposes of computing the percentage of any other person.

Item 12. Certain Relationships and Related Transactions

Mr. Ferris, our president, is the owner of Ferris Holdings, L.L.C., which was the landlord on the lease for our engineering, technical, and production facilities in Phoenix, Arizona. On December 31, 2004, we adopted FASB Interpretation No. 46R (FIN 46R), Consolidation of Variable Interest Entities (Revised) . This accounting change added assets and liabilities to the balance sheet as of that date resulting from the consolidation of Ferris Holdings, L.L.C., into our financial statements. Ferris Holdings, L.L.C. is an entity 100% owned by Mr. Ferris, and the entity s only asset is the land and building in Phoenix, Arizona, which we currently lease, Since we also guarantee the debt related to this property, we have an implicit variable interest in this entity. This accounting change resulted in $827,263 of additional property and equipment, net of accumulated depreciation, a $67,885 reduction in note receivable from a related party, and $805,856 of additional notes payable, but did not require an adjustment to earnings and is not expected to affect future earnings or cash flows. The accounting change did result in a loss of $(46,478), which is reported as a Cumulative effect of accounting change in the accompanying statement of operations. On September 15, 2006, the building was sold and Virtra was released from the lease without penalty. The company now leases space from an unrelated third party.

In December, 1997, we agreed to redeem at par value an aggregate of 1,505,399 shares of the common stock held by the ten former shareholders of First Brewery of Dallas, Inc., a company we acquired in April, 1997. The aggregate redemption price was $7,527.02. That redemption was to have occurred no later than March 31, 1998. However, we did not have sufficient funds to honor this commitment and are currently in default under the agreement as to a few of these shareholders. Mr. Jones and Ms. Biggs were among those whose shares were to have been redeemed. In February, 2000, we and Mr. Jones agreed that the shares that were to have been redeemed from Mr. Jones would not be redeemed. In September of 2004, we and Ms. Biggs agreed that the shares that were to have been redeemed from Ms. Biggs would not be redeemed. In February, 2002, we completed the redemption of 287,531 of these shares from one shareholder, and those shares when received were canceled. In December, 2004, and January, 2005, we completed the redemption of 67,743 and 34,624 of these shares from two shareholders. Demand has been made upon the remaining four shareholders for 371,834 shares.

During the period from July, 1997 through May, 1998 Mr. Jones, our chairman of the board and chief executive officer, lent us an aggregate of $90,000 for use as operating capital. Of this amount, $65,000 was subsequently eliminated when Mr. Jones accepted in full satisfaction of that debt certain equipment securing bank debt which Mr. Jones had guaranteed, leaving a balance of $25,000.00. This indebtedness was evidenced by an unsecured demand promissory note at an annual interest rate of 12 % per annum. During the period from November, 2000 through December, 2001, Mr. Jones lent us an aggregate of $81,000 for use as operating capital, for a total indebtedness of $106,000. This $81,000 indebtedness was evidenced by unsecured promissory notes without interest. All of this indebtedness was converted to 151,200 common shares, contractually locked up until as long as June of 2006, as part of our debt conversion plan approved on December 13, 2004.

Item 13. Exhibits

N/A

Item 14. Principal Accountant Fees and Services.

Audit fees.

The aggregate fees billed for each of the last two fiscal years for professional services rendered by our principal accountant for the audit of our annual financial statements and review of financial statements included in our Forms 10-QSB were $50,000 and $69,289 for each of the fiscal years ended December 31, 2005 and 2006, respectively.

Audit-Related Fees

N/A

Tax Fees

$3,000 per year.

All Other Fees

N/A

Pre-approval Policies and Procedures

All engagements of our auditors are approved by the board of directors before the accountant is engaged to render audit or non-audit services.

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Signatures

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

VIRTRA SYSTEMS, INC.

(Registrant)

By:

Perry V. Dalby, chief executive officer

Dated August 15, 2007

Pursuant to the requirements of the Securities Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
	Chief Executive Officer, Chief Financial Officer and Director	

Perry V. Dalby	
Bob Ferris	President and Director
H. Frank Stanley	Director
Thomas Cloud	Director

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