LIEMANDT JOSEPH
Form 4
October 24, 2017

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number:	3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person [*]
ESW Capital, LLC

(Last) (First) (Middle)

401 CONGRESS AVE., SUITE 2650

(Street)

AUSTIN, TX 78701

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
MARIN SOFTWARE INC [MRIN]

3. Date of Earliest Transaction (Month/Day/Year)
10/20/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director __X__ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/20/2017		P		42,088	A	$ 13.9999 (1)	5,273,152	D (2)	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ESW Capital, LLC 401 CONGRESS AVE., SUITE 2650 AUSTIN, TX 78701		X		
LIEMANDT JOSEPH 401 CONGRESS AVE., SUITE 2650 AUSTIN, TX 78701		X		

Signatures

/s/ Andrew Price, Chief Financial Officer of ESW Capital, LLC	10/24/2017
**Signature of Reporting Person	Date
/s/ Andrew Price, Attorney-in-Fact for Mr. Joseph Liemandt	10/24/2017
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Represents a weighted average purchase price per share. These shares were purchased in multiple transactions at prices ranging from $13.975 to $14.00. The Reporting Person undertakes to provide to the Issuer, the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of shares purchased at each separate price within the range.

(2) These shares are held directly by ESW Capital, LLC ("ESW"). Joseph Liemandt is the sole voting member of ESW and may be deemed to have beneficial ownership, for purposes of Section 13(d) of the Securities Exchange Act of 1934, of the shares held by ESW. Mr. Liemandt disclaims Section 16 beneficial ownership of the shares held by ESW, except to the extent, if any, of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. the Company's assets and the satisfaction of its liabilities in the normal course of operations.

6 The Company anticipates that present working capital balances and internally generated funds will be sufficient to meet our working capital needs for the next three months or longer based on management decisions and sales. The Company's independent accountants issued a "going concern" opinion on the Company's December 31, 2006 financial statements, since the Company has incurred significant losses over the past five years and generates a negative cash flow on a monthly basis. On July 1, 2005, the Company acquired Clinical Results, Inc. (CRI), a St. Petersburg, Florida-based company. CRI was a privately held product development laboratory and contract manufacturer of cosmaceutical and other personal care products. CRI's clients ranged from mass market retailers to marketers of high end brands, and certain health food store brands. Management believes that Hydron Technologies will benefit from lower manufacturing costs, and be better positioned to build its catalog and internet business, as well as expand the sale of its skin care treatments beyond its historical direct response TV and catalog operations, by utilizing CRI's broker network. The Company's ultimate ability to attain profitable operations is dependent upon obtaining additional financing or achieving a level of sales adequate to support its cost structure. Accordingly, there are no assurances that the Company will be successful in achieving the above objectives, or that such objectives, if realized, will enable the Company to obtain profitable operations or continue as a going concern. NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES Use of Estimates The preparation of financial statements in conformity with generally accepted accounting principles requires Management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates. Principles of Consolidation The consolidated financial statements include the accounts of Hydron Technologies, Inc. and its wholly-owned subsidiary CRI purchased as of July 1, 2005, and its majority owned limited liability limited partnership, Hydron Royalty Partners, LLLP. All significant inter-company transactions have been eliminated. Cash and Cash Equivalents The Company considers all highly liquid investments with an original maturity of three months or less to be cash equivalents. The credit risk associated with cash equivalents is considered low due to the credit quality of the issuers of the financial instruments. The cash and cash equivalent balances at March 31, 2007 are covered by the Federal Deposit Insurance Commission. Restricted cash At March 31, 2007, the Company had restricted cash of $82,497, all of which were covered by the Federal Deposit Insurance Commission, which represents funds from a consolidated entity, that are not available for use in the Company's normal operations. 7 Concentration of Credit Risk Trade accounts receivable are due primarily from contract manufacturing customers and are usually paid to the Company within 30 days after receipt of goods. The Company performs ongoing evaluations of its significant customers and does not require collateral, although in some cases it requires deposits or advances. Inventories Inventories are valued at the lower of cost or market, on a first-in, first-out (FIFO) basis and include finished goods, components and raw materials. Long-Lived Assets The Company reviews long-lived assets and certain identifiable intangibles held and used for possible impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. In evaluating the fair value and future benefits of its intangible assets, management performs an analysis of the anticipated undiscounted future net cash flows of the individual assets (or asset groups) over the remaining depreciation/amortization period. The Company recognizes an impairment loss if the carrying value of the asset exceeds the expected future cash flows. During the period ended March 31, 2007, management determined there was no impairment of long-lived assets. Property and Equipment Property and equipment, consisting primarily of furniture and equipment, is carried at cost. Depreciation is computed using the straight-line method over the estimated useful lives of the assets, ranging from four to six years. Deferred Product Costs Deferred product costs consist primarily of costs incurred for the purchase and development of patents and product rights. The deferred product costs are being amortized over their estimated useful lives of five to seventeen years using the straight-line method. Common Stock, Common Stock Options Prior to January 1, 2006, the Company accounted for employee stock-based compensation using the intrinsic value method supplemented by pro forma disclosures in accordance with APB 25 and SFAS 123 "Accounting for Stock-Based Compensation" ("SFAS 123"), as amended by SFAS No.148 "Accounting for Stock-Based Compensation--Transition and Disclosures." Under the intrinsic value method, the recorded stock-based compensation expense was related to the amortization of the intrinsic value of stock options issued and other equity-based awards issued by the Company. Options granted with exercise prices equal to the grant date fair value of the Company's stock have no intrinsic value and therefore no expense was recorded for these options under APB 25. Other equity-based awards for which stock-based compensation expense was recorded were generally grants of restricted stock awards which were measured at fair value on the date of grant based on the number of shares granted and the quoted price of the Company's common stock. Such value was

recognized as an expense over the corresponding service period. 8 Effective January 1, 2006 the Company adopted SFAS 123R using the modified prospective approach and accordingly prior periods have not been restated to reflect the impact of SFAS 123R. Under SFAS 123R, stock-based awards granted prior to its adoption will be expensed over the remaining portion of their vesting period. These awards will be expensed under the accelerated amortization method using the same fair value measurements which were used in calculating pro forma stock-based compensation expense under SFAS 123. For stock-based awards granted on or after January 1, 2006, the Company will amortize stock-based compensation expense on a straight-line basis over the requisite service period, which is generally a four year vesting period. SFAS 123R requires that the deferred stock-based compensation on the consolidated balance sheet on the date of adoption be netted against additional paid-in capital. For the period ended March 31, 2007, the Company recorded stock-based compensation expense of $1,365. For the period ended March 31, 2006, the Company recognized $5,214 of stock-based compensation expense under the intrinsic value method. Earnings (loss) Per Share The financial statements are presented in accordance with Statement of Financial Accounting Standards No. 128 ("SFAS 128"), "Earnings Per Share". Basic earnings per share is computed using the weighted average number of common shares outstanding during the period. Diluted earnings per share reflect the potential dilution from the exercise or conversion of securities into common stock. Revenue Recognition The Company recognizes revenue when: o Persuasive evidence of an arrangement exists, o Shipment has occurred, o Price is fixed or determinable, and o Collectibility is reasonably assured. Subject to these criterion, the Company recognizes revenue at the time of shipment of the relevant merchandise. The Company offers its individual consumer customers a thirty-day warranty and estimates an allowance for sales returns based on historical experience with product returns. For the Company's formulation and contract manufacturing business, revenue is recognized when the work is complete, the client approves the formula by written correspondence, and the product is shipped. Shipping and Handling Fees The Company follows the provisions of Emerging Issues Task Force Issue No. 00-10, "Accounting for Shipping and Handling Fees and Costs." Any amounts billed to third-party customers for shipping and handling is included as a component of revenue. Shipping and handling costs incurred are included as a component of cost of sales. 9 Cost of Sales Prior to the acquisition of CRI, products were manufactured through third parties under contract and cost of sales included the cost of ingredients, packaging material, assembly and processing costs. Currently, with manufacturing capability, most products are manufactured in house. Inbound freight, internal transfers, and component handling costs are charged to cost of sales. Costs associated with shipping product to customers is included in cost of sales. The cost of warehousing finished product that is available for sale is included in selling, general and administrative expenses. Research and Development Costs Research and development expenditures, consist of costs incurred in performing research and development activities, and are expensed as incurred. For the periods ended March 31, 2007 and 2006, expenses charged to Research and Development were $3,871 and $1,010, respectively. Advertising Advertising costs are expensed as incurred and are included in "Selling, general and administrative expenses." Advertising expenses amounted to approximately $469 and $31,635 for the periods ended March 31, 2007 and 2006, respectively. NOTE C - INVENTORIES Inventories consisted of the following at March 31, 2007: Finished Goods .... $ 17,632 Raw materials and components .... 523,338 --------- 540,970 Less : inventory valuation allowance .... (298,148) --------- Inventories, net .... $ 242,822 ========= NOTE D - ACCOUNTS RECEIVABLE Accounts receivable consisted of the following at March 31, 2007: Accounts Receivable .... $ 154,357 Less : Allowance for Doubtful accounts .... (20,000) --------- Accounts Receivable, Net .... $ 134,357 ========= 10 NOTE E - SHARE BASED COMPENSATION The Company recognized $1,365 in share based compensation expense for the three month period ended March 31, 2007. Options to purchase 10,000 shares were granted to employees during the three months ended March 31, 2007. For the stock-based awards granted on or after January 1, 2006, the Company is amortizing stock-based compensation expense on a straight-line basis over the requisite service period, which is generally a one year vesting period. The fair value for these options was estimated at the date of the grant using a Black-Scholes option pricing model with the following weighted-average assumptions for the period ended March 31, 2007: Risk-free interest rate .... 4.9% Expected life .... 5 years Expected volatility .... 338% Expected dividend yield .... 0% The Black-Scholes option valuation model was developed for use in estimating the fair value of traded options, which have no vesting restrictions and are fully transferable. In addition, option valuation models require the input of highly subjective assumptions including the expected stock price volatility. As the Company's stock options have characteristics significantly different than those of traded options, and because changes in the subjective input

assumptions can materially affect the fair value estimate, in Management's opinion, the existing models do not necessarily provide a reliable single measure of the fair value of its stock options. NOTE F - LOANS PAYABLE On June 14, 2005, the Company borrowed an aggregate of One Hundred Fifty Thousand Dollars ($150,000) (collectively, the "Loans") from three individual lenders (collectively, the "Lenders"), including individuals who are (i) the Chairman of the Board and Interim President, and (ii) a second director of the Company. In connection with the Loans, the Company issued to each of the Lenders a promissory note in the principal amount of Fifty Thousand Dollars ($50,000) (individually, a "Note" and collectively, the "Notes") providing for (a) quarterly payments of interest at ten percent (10%) per annum and (b) repayment of principal in a balloon payment on the second anniversary of the date of the Notes. Under the terms of the Notes, the Company may elect to pay quarterly interest to the holders of the Notes in shares of common stock, $.01 par value, of the Company (the "Common Stock"), in an amount calculated by dividing the amount of interest due and payable by ten cents ($.10). The Notes also provide that, in the event of a default by the Company under the Notes, the holders may elect to receive payment of principal and accrued and unpaid interest in shares of Common Stock, in an amount calculated by dividing the amount of principal and accrued and unpaid interest payable by the "Average Market Price" for a share of Common Stock. Under the terms of the Notes, "Average Market Price" means the average closing sale price for a share of Common Stock measured over the last ten trading days of the month preceding the interest payment date or, if no trading in the Common Stock has occurred during such period, the average closing sale price on the last date on which a share of Common Stock was sold in over-the-counter trading in the Common Stock. In the event that no shares of Common Stock have traded in the over-the-counter market for a period of six months or more, the Average Market Price shall be the fair market price for a share of Common Stock as determined in good faith by the Board of Directors of the Company. In October 2005, the Company elected to pay the accrued interest 11 due on the Notes of $11,040 in stock of the Company and issued 44,000 shares at $.25 to the Note holders. In January 2006, the Company elected to pay the accrued interest due on the Notes of $13,230 in stock of the Company and issued 37,800 shares at $.35 to the Note holders. In March 2006, the Company elected to pay the accrued interest due on the notes of $21,546 in stock of the Company and issued 37,800 shares at $.57 to the Note holders. In July 2006, the Company elected to pay the accrued interest due on the notes of $16,254 in stock of the Company and issued 37,800 shares at $.43 to the Note holders. In January 2007, the Company elected to pay the accrued interest due on the notes of $15,120 in stock of the Company and issued 37,800 shares at $.17 to the Note holders, and 37,800 shares at $.23 to the Note holders. At March 31, 2007, the Company had accrued $6,426 of interest on the notes due to the Note holders. In May 2007, the Company elected to pay the accrued interest due on the notes and issued 37,800 shares at $.17 to the Note holders. In addition, in connection with the Loans, each Lender received a Common Stock Purchase Warrant (collectively, the "Warrants") entitling the holder to purchase One Hundred Thousand (100,000) shares of Common Stock at an exercise price of ten cents ($.10) per share for a five-year period. The warrants were valued using the Black Scholes model at $24,000, which is being amortized as interest expense over the life of the notes. The Notes and the Warrants each provide that in the event that the Company shall grant "piggy back" registration rights to any other party to cause the Company's Common Stock or any security exercisable or exchangeable for, or convertible into, shares of Common Stock to be included in a registration statement filed by the Company for sale by any selling shareholder or by the Company, the Company will grant the holders of the Notes and Warrants similar registration rights. On May 20, 2007, the Company agreed to extend and amend certain of the terms of the loans (collectively, the "Loan Extension") made to the Company on June 14, 2005 (collectively, the "Original Loans") by Mr. Saul, Richard Banakus, the Chairman and a director of the Company, and Regis Synan (individually, a "Lender" and collectively, the "Lenders") in the amounts of $50,000, $50,000 and $50,000, respectively. Under the terms of the Loan Extension, the Lenders agreed to extend the maturity date of the Original Loans from June 14, 2007 to June 14, 2008. In consideration for the Loan Extension, the Company agreed to grant each Lender a common stock warrant (the "Loan Extension Warrants") exercisable for Seventy Five Thousand (75,000) shares of the Common Stock for a five-year period at an exercise price of $0.20 per share of Common Stock. In addition, the Lenders agreed to continue to allow the Company to pay quarterly interest in cash or in shares of Common Stock. In the case of interest paid in shares of Common Stock, the Company agreed to modify the valuation for such shares to $0.20 per share of Common Stock. The Board of Directors of the Company approved the Loan Extension and the Loan Extension Warrants unanimously with Messrs. Saul and Banakus abstaining from the vote, and agreed to reserve sufficient shares of Common Stock in the event of the exercise of the Loan Extension Warrant. Loans Payable consisted of the following at March 31, 2007: 2007 -------- Loan Payable

.... $150,000 Accrued interest .... 6,426 -------- $156,426 ======== 12 NOTE G - ACCRUED LIABILITIES Accrued liabilities represent expenses that apply to the reported period and have not been billed by the provider or paid by the Company. Accrued liabilities consisted of the following at March 31, 2007: Dividends payable .... $ 83,163 Director fees payable .... 116,020 Professional fees .... 38,844 Other .... 34,932 -------- $272,959 ======== NOTE H - EQUITY On February 1, 2007, the Company, commenced an offering ("Offering") of up to 3,300,000 units ("Units") comprised of one (1) share ("Share") of its Common Stock and one (1) warrant ("Warrant") for the purchase of one (1) share of Common Stock having a total gross purchase price of $330,000. On February 1, 2007 the Company closed on the sale of 2,100,000 Units resulting in gross proceeds to the Company of $210,000. On February 5, 2007, the Company closed on the sale of an additional 1,100,000 Units resulting in gross proceeds to the Company of $110,000. On February 8, 2007 the Company closed on the sale of an additional 100,000 Units resulting in gross proceeds to the Company of $10,000. On March 21, 2007 the Company closed on the sale of an additional 500,000 Units resulting in gross proceeds to the Company of $50,000. Under the terms of the Offering, the Company has agreed that in the event that the Company shall grant "piggy back" registration rights to any other party to cause the Company's Common Stock or any security exercisable or exchangeable for, or convertible into, shares of Common Stock to be included in a registration statement filed by the Company for sale by any selling shareholder or by the Company, the Company will grant the holders of the Shares and Warrants similar registration rights. Each purchaser of Units is an "accredited investor" as defined in Rule 501(a) under the Securities Act of 1933, as amended (the "Securities Act"). The Company issued the Shares and the Warrants without registration under the Securities Act in reliance on the exemptions from registration provided by Rule 506 of Regulation D and Section 4(2) of the Securities Act, as well as preemption from applicable state registration requirements under Section 18(a) of the Securities Act. The Company used the proceeds of the Offering to pay current obligations of the Company, including payments made to its landlord for outstanding rent. NOTE I - RELATED PARTY During the three month period ended March 31, 2007, the Company commenced and closed on an Offering (see Note H). Among the individuals purchasing Units in the Offering are (i) Richard Banakus, the Chairman acting President and a director of the Company, who purchased 350,000 Units, and (ii) Ronald J. Saul, a director of the Company who with his spouse purchased 1,350,000 Units. 13 On May 20, 2007, the Company agreed to extend and amend certain of the terms of the loans (collectively, the "Loan Extension") made to the Company on June 14, 2005 (collectively, the "Original Loans") by Mr. Saul, Richard Banakus, the Chairman and a director of the Company, and Regis Synan (individually, a "Lender" and collectively, the "Lenders") in the amounts of $50,000, $50,000 and $50,000, respectively. Under the terms of the Loan Extension, the Lenders agreed to extend the maturity date of the Original Loans from June 14, 2007 to June 14, 2008. In consideration for the Loan Extension, the Company agreed to grant each Lender a common stock warrant (the "Loan Extension Warrants") exercisable for Seventy Five Thousand (75,000) shares of the Common Stock for a five-year period at an exercise price of $0.20 per share of Common Stock. In addition, the Lenders agreed to continue to allow the Company to pay quarterly interest in cash or in shares of Common Stock. In the case of interest paid in shares of Common Stock, the Company agreed to modify the valuation for such shares to $0.20 per share of Common Stock. The Board of Directors of the Company approved the Loan Extension and the Loan Extension Warrants unanimously with Messrs. Saul and Banakus abstaining from the vote, and agreed to reserve sufficient shares of Common Stock in the event of the exercise of the Loan Extension Warrant. On May 20, 2007, the Board of Directors approved the grant to Mr. Saul of an option to purchase Two Hundred Thousand (200,000) shares of Common Stock (the "Option Grant"), with a grant date effective May 18, 2007, the last trading date for the Common Stock prior to the grant, for a five-year period at an exercise price of $0.2115 per share of Common Stock, being the average of the high and low sale prices for a share of Common Stock averaged over the last ten days on which the Common Stock traded and having such other terms as provided in the Company's 2003 Stock Plan. The Board made the Option Grant to compensate Mr. Saul for services provided and to be provided by him in connection with the Company's financial and treasury operations, as well as the production of its products. Mr. Saul will assume certain of Dr. Reitz's responsibilities on an interim basis. On May 22, 2007, Ronald J. Saul, a director of Hydron Technologies, Inc., a New York corporation (the "Company"), lent the Company One Hundred Thousand Dollars ($100,000) (the "Loan"). The term of the Loan is six months and bears interest at the rate of ten percent (10%). Interest on the Loan is payable monthly and may be paid in cash, or at the option of the Company, in shares of common stock of the Company ("Common Stock"), valued for this purpose at the average of the high and low sale prices for a share of Common Stock averaged over the last ten days on which the Common

Stock traded. In addition, in consideration of the Loan, the Company has granted Mr. Saul a common stock warrant (the "Loan Warrant") exercisable for One Hundred Thousand (100,000 shares of Common Stock for a five-year period at an exercise price of $0.2115 per share of Common Stock. The Board of Directors of the Company approved the Loan and the Loan Warrant unanimously with Mr. Saul abstaining from the vote, and agreed to reserve sufficient shares of Common Stock in the event of the exercise of the Loan Warrant. The purpose of the Loan was to provide the Company with additional cash to remain current on its operating expenses, help reestablish credit terms with the Company's vendors, reduce outstanding payables and purchase additional raw materials on more advantageous terms. 14 NOTE J - GOING CONCERN AND MANAGEMENT'S PLAN The accompanying consolidated financial statements were prepared assuming that the Company will continue as a going concern. This basis of accounting contemplates the recovery of the Company's assets and the satisfaction of its liabilities in the normal course of operations. The Company anticipated that present working capital balances and internally generated funds will not be sufficient to meet our working capital needs for the next three months. It will be necessary to sell selected assets, or obtain an infusion of capital. The Company's independent accountants issued a "going concern" opinion on the Company's December 31, 2006 financial statements, since the Company has incurred significant losses over the past five years and generates a negative cash flow on a monthly basis. On February 1, 2007, the Company, commenced an offering ("Offering") of up to 3,300,000 units ("Units") comprised of one (1) share ("Share") of its Common Stock and one (1) warrant ("Warrant") for the purchase of one (1) share of Common stock having a total gross purchase price of $330,000. On February 1, 2007 the Company closed on the sale of 2,100,000 Units resulting in gross proceeds to the Company of $210,000. On February 5, 2007, the Company closed on the sale of an additional 1,100,000 Units resulting in gross proceeds to the Company of $110,000. On February 8, 2007 the Company closed on the sale of an additional 100,000 Units resulting in gross proceeds to the Company of $10,000. On March 21, 2007 the Company closed on the sale of an additional 500,000 Units resulting in gross proceeds to the Company of $50,000. The Company used the proceeds of the Offering to pay current obligations of the Company, including payments made to its landlord for outstanding rent. The Company's working capital deficit was approximately ($416,000) at March 31, 2007, including cash and cash equivalents of $11,039. Cash used in operating activities was $369,705 and cash provided by financing activities was $373,804 during the period ended March 31, 2007. The Company does not have any material debt other than the loan payable of $150,000 borrowed from three shareholders in June 2005 (see Note F), the loan payable of $100,000 borrowed from a shareholder in May 2007 (see Note K), and two capital leases for equipment purchases of $44,379. The Company has a substantial overdue trade accounts payables balance. There are no capital expenditures under construction and no long-term commitments other than royalty payments under an agreement with Valera Pharmaceuticals, Inc. The Company does not have any lines of credit. There are no purchase order commitments that exceed 90 days. Management's plan includes implementing one or more of the following elements: o Emphasize and expand the marketing and manufacturing of private label products. o Implement new direct sales and networking initiatives. o Emphasize Catalog sales, including sales made over the Internet, since these sales have higher profit margins. o Evaluate the possibilities of increasing direct marketing and direct response television exposure to build brand awareness and revenues. 15 o Team with third parties to build the advertising and promotion of the Hydron(R) brand, as the Company does not have the financial resources to sustain a national advertising campaign to support distribution of its production into retail stores. o Develop and market new product lines based on the Company's proprietary technologies. o Continue to reduce overhead and operating costs. o Obtain an infusion of capital that will sustain the Company's operation until the newly established licensing initiatives can produce positive cash flow. There can be no assurances that management's plan will be successful and the Company's actual results could differ materially. No estimate has been made to the financial statements to account for the possibility that the plan may be unsuccessful. NOTE K - SUBSEQUENT EVENTS On May 20, 2007, the Company agreed to extend and amend certain of the terms of the loans (collectively, the "Loan Extension") made to the Company on June 14, 2005 (collectively, the "Original Loans") by Mr. Saul, Richard Banakus, the Chairman and a director of the Company, and Regis Synan (individually, a "Lender" and collectively, the "Lenders") in the amounts of $50,000, $50,000 and $50,000, respectively. Under the terms of the Loan Extension, the Lenders agreed to extend the maturity date of the Original Loans from June 14, 2007 to June 14, 2008. In consideration for the Loan Extension, the Company agreed to grant each Lender a common stock warrant (the "Loan Extension Warrants") exercisable for Seventy Five Thousand (75,000) shares of the Common Stock for a five-year period at an exercise price of $0.20 per share of Common Stock. In addition, the Lenders agreed to continue to allow

the Company to pay quarterly interest in cash or in shares of Common Stock. In the case of interest paid in shares of Common Stock, the Company agreed to modify the valuation for such shares to $0.20 per share of Common Stock. The Board of Directors of the Company approved the Loan Extension and the Loan Extension Warrants unanimously with Messrs. Saul and Banakus abstaining from the vote, and agreed to reserve sufficient shares of Common Stock in the event of the exercise of the Loan Extension Warrant. On May 22, 2007, Ronald J. Saul, a director of Hydron Technologies, Inc., a New York corporation (the "Company"), lent the Company One Hundred Thousand Dollars ($100,000) (the "Loan"). The term of the Loan is six months and bears interest at the rate of ten percent (10%). Interest on the Loan is payable monthly and may be paid in cash, or at the option of the Company, in shares of common stock of the Company ("Common Stock"), valued for this purpose at the average of the high and low sale prices for a share of Common Stock averaged over the last ten days on which the Common Stock traded. In addition, in consideration of the Loan, the Company has granted Mr. Saul a common stock warrant (the "Loan Warrant") exercisable for One Hundred Thousand (100,000) shares of Common Stock for a five-year period at an exercise price of $0.2115 per share of Common Stock. The Board of Directors of the Company approved the Loan and the Loan Warrant unanimously with Mr. Saul abstaining from the vote, and agreed to reserve sufficient shares of Common Stock in the event of the exercise of the Loan Warrant. The purpose of the Loan was to provide the Company with additional cash to remain current on its operating expenses, help reestablish credit terms with the Company's vendors, reduce outstanding payables and purchase additional raw materials on more advantageous terms. 16 Dr. R. Douglas Reitz, an Executive Vice President of the Company, who had responsibilities that included oversight over production of the Company's products, resigned on May 17, 2007. Dr. Reitz was employed by the Company pursuant to an employment agreement dated as of July 1, 2005 (the "Employment Agreement"). In connection with Mr. Reitz's resignation, on May 30, 2007 the Company provided him with a proposed Separation Agreement ("Separation Agreement") which, among other things, would provide Dr. Reitz with severance payments equal to his standard weekly salary as set forth in the Employment Agreement for a two-week period, payable weekly in accordance with the Company's payroll schedule commencing following the seven-day revocation period provided in the Separation Agreement, in consideration for certain releases and agreements. As of the date of this Report, Dr. Reitz has agreed to the terms of the Separation Agreement as of May 30, 2007, subject to the expiration of the seven-day revocation period which ends June 6, 2007. As a related matter, on May 20, 2007, the Board of Directors approved the grant to Mr. Saul of an option to purchase Two Hundred Thousand (200,000) shares of Common Stock (the "Option Grant"), with a grant date effective May 18, 2007, the last trading date for the Common Stock prior to the grant, for a five-year period at an exercise price of $0.2115 per share of Common Stock, being the average of the high and low sale prices for a share of Common Stock averaged over the last ten days on which the Common Stock traded and having such other terms as provided in the Company's 2003 Stock Plan. The Board made the Option Grant to compensate Mr. Saul for services provided and to be provided by him in connection with the Company's financial and treasury operations, as well as the production of its products. Mr. Saul will assume certain of Dr. Reitz's responsibilities on an interim basis. 17 ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FORWARD LOOKING INFORMATION The following discussion and analysis of the Company's financial condition and results of operations should be read with the consolidated financial statements and related notes contained in this quarterly report on Form 10-QSB ("Form 10-QSB"). All statements other than statements of historical fact included in this Form 10-QSB are, or may be deemed to be, forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, levels of activity, performance or achievements to be materially different than any expressed or implied by these forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as "may," "will," "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "potential," "continue," or the negative of these terms or other comparable terminology. Important factors that could cause actual results to differ materially from those discussed in such forward-looking statements include: 1. General economic factors including, but not limited to, changes in interest rates and trends in disposable income; 2. Information and technological advances; 3. Cost of products sold; 4. Competition; and 5. Success of marketing, advertising and promotional campaigns. The Company is subject to specific risks and uncertainties related to its business model, strategies, markets and legal and regulatory environment You should carefully review the risks described in this Form 10-QSB and in other documents the Company files from time to time with the SEC. You are

cautioned not to place undue reliance on the forward-looking statements, which speak only as of the date of this Form 10-QSB. The Company undertakes no obligation to publicly release any revisions to the forward-looking statements to reflect events or circumstances after the date of this document. BUSINESS During early 2005, the Company returned its focus to the development and sales of its skin care products. For several years prior, the Company's research and development efforts were concentrated on products and medical applications utilizing its patented tissue oxygenation technology, and on accumulating data for a Food & Drug Administration (FDA) application related to this technology. On January 10, 2005, the Company attended a Pre-Investigational Device Exemption meeting with the FDA in the belief that a clear pathway for safety and clinical research requirements could be determined at that time; however, a defined methodology could not be agreed upon at that time. As a result of that meeting, and in consideration of the Company's limited working capital, management decided to refocus its efforts on non-medical technologies. The Company continues to believe that its tissue oxygenation technology has significant potential, and expects to re-institute research and development in that area when working capital allows. The Company's current focus is on furthering development and sales of its other proprietary products, including a newly patented evaporating emulsifier technology for use in cosmetic treatments and acne products, a number of patented polymer skin care formulas using a moisture-attracting ingredient (the "Hydron(R) polymer") that provide superior skin moisturization benefits and sunscreen delivery, and a patented formula for a wrinkle reduction serum. 18 Currently, the Company markets a broad range of cosmetic and oral health care products using a moisture-attracting ingredient (the "Hydron(R) polymer") and a topical delivery system for active ingredients including pharmaceuticals. The Company holds U.S. and international patents on, what management believes is, the only known cosmetically acceptable method to suspend the Hydron polymer in a stable emulsion for use in personal care/cosmetic products. The Company is developing other personal care/cosmetic products for consumers using its patented technology and would, when appropriate, either seek licensing arrangements with third parties, or develop and market proprietary products through its own efforts. Management believes that because of their unique properties, products that utilize the Hydron polymer have the potential for wide acceptance in consumer and professional health care markets. On July 1, 2005, the Company purchased Clinical Results, Inc. ("CRI"), for two million (2,000,000) shares of the Company's common stock. Through the purchase of CRI the Company has entered the business of proprietary formulations and contract manufacturing for other consumer product companies. LIQUIDITY The Company anticipates that present working capital balances and internally generated funds will not be sufficient to meet our working capital needs for the next three months. It will be necessary to sell selected assets, or obtain an infusion of capital. The Company's independent accountants issued a "going concern" opinion on the Company's December 31, 2006 financial statements, since the Company has incurred significant losses over the past five years and generates a negative cash flow on a monthly basis. On February 1, 2007, the Company, commenced an offering ("Offering") of up to 3,300,000 units ("Units") comprised of one (1) share ("Share") of its Common Stock and one (1) warrant ("Warrant") for the purchase of one (1) share of Common stock having a total gross purchase price of $330,000. On February 1, 2007 the Company closed on the sale of 2,100,000 Units resulting in gross proceeds to the Company of $210,000. On February 5, 2007, the Company closed on the sale of an additional 1,100,000 Units resulting in gross proceeds to the Company of $110,000. On February 8, 2007 the Company closed on the sale of an additional 100,000 Units resulting in gross proceeds to the Company of $10,000. On March 21, 2007 the Company closed on the sale of an additional 500,000 Units resulting in gross proceeds to the Company of $50,000. The Company used the proceeds of the Offering to pay current obligations of the Company, including payments made to its landlord for outstanding rent. The Company's working capital deficit was approximately ($416,000) at March 31, 2007, including cash and cash equivalents of $11,039. Cash used in operating activities was $369,705 and cash provided by financing activities was $373,804 during the period ended March 31, 2007. The Company does not have any material debt other than the loan payable of $150,000 borrowed from three shareholders in June 2005 (see Note F), the loan payable of $100,000 borrowed from a shareholder in May 2007 (see Note K), and two capital leases for equipment purchases of $44,379. The Company has a substantial overdue trade accounts payables balance. There are no capital expenditures under construction and no long-term commitments other than royalty payments under an agreement with Valera Pharmaceuticals, Inc. The Company does not have any lines of credit. There are no purchase order commitments that exceed 90 days. 19 Management's plan includes implementing one or more of the following elements: o Emphasize and expand the marketing and manufacturing of private label products. o Implement new direct sales and networking initiatives. o Emphasize Catalog sales, including sales made over the Internet, since these sales have higher profit margins. o Evaluate the

possibilities of increasing direct marketing and direct response television exposure to build brand awareness and revenues. o Team with third parties to build the advertising and promotion of the Hydron(R) brand, as the Company does not have the financial resources to sustain a national advertising campaign to support distribution of its production into retail stores. o Develop and market new product lines based on the Company's proprietary technologies. o Continue to reduce overhead and operating costs. o Obtain an infusion of capital that will sustain the Company's operation until the newly established licensing arrangements can produce positive cash flow. There can be no assurances that management's plan will be successful and the Company's actual results could differ materially. No estimate has been made to the financial statements to account for the possibility that the plan may be unsuccessful. HYDRON(R) BRANDED SKIN CARE PRODUCTS The Company has been developing various consumer products using Hydron polymers since 1986. The Company's products are designed to address concerns about the visible signs of aging, and include Hydron(R) skincare, hair care, bath and body and sun care lines. The Company currently has forty three individual branded products available in the following product categories: skin care (34 products), hair care (6 products), bath and body (12 products), dental (3 products) and sun care (2 products). These products are also packaged into collections and sold at a more favorable value than the individual products sold separately. All of the products are available through the Hydron catalog and web site at www.hydron.com ("Catalog"). The Company also markets a number of customized formulations under private label and contract manufacturing for various outside brands. Management believes that the Company's moisturizers and skin treatments are unique and offer the following competitive benefits: they self-adjust to match the skin's optimal pH balance soon after they are applied to the skin; they become water-insoluble on the skin's surface, and unlike all other water-based cremes and lotions, are not removed by the skin's perspiration or plain water; they are oxygen-permeable, allowing the skin to breathe; they do not emulsify the skin's natural moisturizing agents, as do conventional cremes and lotions; and they attract and hold water, creating a cushion of moisture on the skin's surface that promotes penetration of other beneficial product ingredients, all while leaving no greasy after-feel. 20 The Company's products are independently tested by dermatologists and, in their opinion, are considered to be safe, non-irritating and applicable to most skin types. Products for use around the eye area are also ophthalmologist tested and safe for contact lens wearers. Most of the Company's branded moisturizing products are based on the Company's patented emulsion system, which permits the product ingredients to deliver their intended benefits over an extended period of time and in a more efficient manner. Management believes that the Hydron(R) emulsion system can enhance the effectiveness of topical over-the-counter medications. The emulsion system is designed to deposit a polymer film on the skin's surface which has a number of advantages over traditional lotions: it promotes hydration of the outer layer of skin, improves penetration into the skin's pores, and has good tactility and flexibility. The Company expects to continue to focus research and development resources on proprietary technology-based products as determined by management's assessment of consumer demand. Catalog and Web Sales - The Company offers personal care products for sale directly to consumers. Augmenting direct mail, the Company sells its products on the World Wide Web and regularly transmits E-mail broadcasts to its customer base. Catalog and Web sales represented approximately 43% of Hydron's total sales for the three months ended March 31, 2007 and 41% of sales the three months ended March 31, 2006. The Company is continuing to explore new ways to enhance Catalog and Web sales and operations, including direct sales initiatives. Private Label Contracting - Since March 1, 2001, the Company has been a supplier to Reliv International, Inc ("Reliv") to develop and manufacture a line of private label skin care products under their brand name, ReversAge(R). Reliv is a public company traded on NASDAQ (symbol RELV). Private label sales represented approximately 9% of Hydron's total sales for the three months ended March 31, 2007 and 23% of sales for the three months ended March 31, 2006. Contract Manufacturing - Through its acquisition of CRI, the Company now manufactures consumer products for a number of companies. Products include proprietary formulations for skin and hair care. During the three month period ending March 31, 2007, contract manufacturing revenue represented 42% of Hydron's total sales and 32% for the three months ended March 31, 2006. RESULTS OF OPERATIONS RESULTS OF OPERATIONS - 2007 VERSUS 2006 Total net sales for the three months ended March 31, 2007 were $317,133, an decrease of $58,334 or 16% from net sales of $375,467 for the three months ended March 31, 2006. Catalog and Web sales for the three months ended March 31, 2007 were $137,185, a decrease of $18,487 or 12% from sales of the three months ended March 31, 2006 of $155,672. Private Label and Contract Manufacturing net sales for the three months ended March 31, 2007 were $162,480, a decrease of $44,413 or 21% from sales the three months ended March 31, 2006 of $206,893. Shipping and handling revenues for the three months ended March 31, 2007 were $17,085, an increase of

$4,254 or 33% from shipping and handling revenues for the three months ended March 31, 2006 of $12,831. The decrease in catalog sales was the result of the slow attrition of the Company's customer base without marketing spending to replace those customers. Private Label Manufacturing sales decreased due to the timing of shipments to contact manufacturing customers. 21 Cost of sales was $134,280 for the three months ended March 31, 2007, a decrease of $11,443, or 8%, from cost of sales of $145,723 for the three months ended March 31, 2006. Cost of sales was 42% of total sales the three months ended March 31, 2007, compared to 39% for the three months ended March 31, 2006. The increase in the cost of sales percentage reflects the impact of decreased private label and contract manufacturing sales. Cost of sales for private label sales was in direct proportion to the sales level. Cost increases are not material to catalog sales and the private label contracts provide for a pass through of any cost increases incurred in that segment Shipping and handling costs for the first quarter of 2007 were $18,129, a decrease of $511, or 3%, from shipping and handling cost of $18,640 for the same period in 2006. This decrease reflects the decline in catalog sales plus savings realized by performing more of the shipping and handling tasks in-house. The Company's overall gross profit margin decreased to 58% of net sales for the three months ended March 31, 2006 versus 61% for the three months ended March 31, 2006. This reflects the costs discussed above. Royalty expenses for the three months ended March 31, 2007 were $0 and $7,500 for the three months ended March 31, 2006. An aggregate of $22,940 was accrued and unpaid as of March 31, 2007. This amount is adequate to cover any royalties that are payable through March 2007. Research and development ("R&D") expenses reflect the Company's efforts to identify new product opportunities, obtain regulatory approval, develop and package the products for commercial sale, perform appropriate efficacy and safety tests, and conduct consumer panel studies and focus groups. R&D expenses were $3,871 for the three months ended March 31, 2007, an increase of $2,861 or 283% from R&D expenses of $1,010 for the three months ended March 31, 2006. The amount of annual R&D expenses will vary year to year depending on the Company's research requirements. Selling, general and administrative ("SG&A") expenses for the three months ended March 31, 2007 were $312,833, representing a decrease of $50,693 or 14% from SG&A expenses of $363,526 for the three months ended March 31, 2006. Employment expense was $150,440 for the three months ended March 31, 2007, a decrease of $22,642, or 13%, from $173,082 for the three months ended March 31, 2006. This decrease is due primarily to staff reductions and pay cuts by management as cost cutting initiatives. Advertising and promotional expenses was $469 for the three months ended March 31, 2007, a decrease of $34,320, or 99% from $34,789 for the three months ended March 31, 2006. This decrease is due to all advertising is now done via email and the internet in 2007 versus new advertising initiatives which were taken by the Company in 2006 were ceased. Insurance expense was $6,557 for the three months ended March 31, 2007, a decrease of $15,361 or 70% from $21,918 for the three months ended March 31, 2006. The decrease was due to reducing certain insurance coverage's. Repairs and Maintenance expense was $25,002 for the three months ended March 31, 2007, an increase of $20,857 or 503% from $4,145 for the three months ended March 31, 2006. The increase is due to additional costs for CAM on the Company's three leases and charges associated with a clean up project. All other expenses were $130,532 for the three months ended March 31, 2007, an increase of $941 or 1% from $129,591 for the three months ended March 31, 2006. Depreciation and amortization expense was $23,459 for the three months ended March 31, 2006, a decrease of $1,951 from $25,410 for the three months ended March 31, 2006. 22 Net interest (expense) was ($10,160) for the three months ended March 31, 2007 compared to net interest (expense) of ($27,073) for the three months ended March 31, 2006. The decrease in interest expense was due primarily to the interest on the loan payable and amortization of related debt discount. Minority interest in net loss for the three months ended March 31, 2007 was $4,552 compared to $9,050 the three months ended March 31, 2006. This minority interest is created from a consolidated limited liability partnership, Hydron Royalty Partners, LLLP, established by the Company in August 2004. The Company had a net loss of $162,918 for the three months ended March 31, 2007, representing a decrease of $22,807 or 12% from the net loss of $185,725 for the three months ended March 31, 2006, primarily as a result of the factors discussed above. APPLICATION OF CRITICAL ACCOUNTING POLICIES The preparation of financial statements requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, sales and expenses, and related disclosure of contingent assets and liabilities. On an ongoing basis, management evaluates these estimates, including those related to bad debts, inventories, investments, intangible assets, income taxes, restructuring, and contingencies and litigation. Management bases these estimates on historical experience and on various other assumptions that management believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other

sources. Actual results may differ from these estimates under different assumptions or conditions. Management believes the following critical accounting policies are significant in preparation of our financial statements. Allowance for Sales Returns -------------------------- The Company records product sales when persuasive evidence of an arrangement exists, shipment has occurred, the price to the buyer is fixed or determinable, and collectibility is reasonably assured. Catalog sales are sold on a cash basis with a 30-day guarantee. Returns have been less than $10,000 annually for the last five years. A provision is made at the time sales are recognized for the estimated cost of product warranties. Private label sales are sold on account and are collected in 30 to 45 days. If there is a production or packaging problem, the Company would correct the problem and replace the product sold. To minimize that possibility, the Company inspects all production batches before they are packaged to ensure quality, efficacy, and consistency. Inventory Valuation ------------------ Shifting sales from one item in our product line to another or minimum production requirements may create a situation where inventory levels of specific items may exceed the annual sales of that item. This can create inventory levels in excess of net realizable value. Management regularly reviews inventory quantities on hand and, where necessary, records provisions for excess and obsolete inventory based on either estimated forecast of product demand or historical usage of the product. If sales do not materialize as planned or decline below historic levels, management increases the reserve for excess (quantities in excess of one year's sales) and obsolete inventory. This would reduce earnings and cash flows. 23 Packaging changes are planned far in advance in order to limit the impact of out-dated or obsolete components. Private label customers are required to prepay the cost of packaging materials in order to take advantage of volume discounts and protect the Company from any sudden packaging changes. ITEM 3. CONTROLS AND PROCEDURES As of the end of this period, the Company carried out an evaluation, under the supervision and with the participation of management, including its Chief Executive Officer whose responsibilities include serving as the Company's principal financing officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures pursuant to Exchange Act Rule 13a-15(e). Based upon that evaluation, the Chief Executive Officer concluded that the Company had material weaknesses associated with insufficient personnel resources with appropriate accounting experience and lack of controls relating to inventory valuation and segregation of inventory. On May 24, 2007, management of the Company concluded that the financial statements included in the Company's quarterly report on Form 10-QSB for the quarter ended March 31, 2007 should be restated and that they could no longer be relied upon. In connection with work being done on the Company's detailed financial forecasts for the second quarter and subsequent periods, management discovered an error relating to the premature recognition of a sale in the first quarter that should not have been recognized until the second quarter. The amount of the sale in question was $59,626 and reduced net sales by such amount for the quarter ended March 31, 2007 and also reduced the Company's gross profits by $50,682. The reversal of the sale had other financial statement impact on the Company's financial statements for the quarter ended March 31, 2007, including operating loss, loss before income taxes and minority interest and net loss. The inventories as of March 31, 2007 have been increased by $8,944. The statement of cash flows for the three months ended March 31, 2007 has also been restated. Management attributes the error to inadequacies in the Company's procedures for booking sales following receipt of firm commitments for orders and weaknesses in the controls for testing the adequacy of these procedures. Management believes that these inadequate procedures and weak controls are attributable in part to insufficient personnel resources with appropriate accounting experience. Management is currently seeking to add personnel with appropriate accounting experience and to implement improved procedures for sales recognition and inventory valuation and segregation of inventory, including a perpetual inventory system, and to implement controls that address these material weaknesses in 2007. Disclosure controls and procedures (as defined in the Exchange Act Rules 13a-15(e) and 15d-15(e)) are controls and other procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act are recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in our reports filed under the Exchange Act is accumulated and communicated to management to allow timely decisions regarding required disclosure. The Certifying Officer has also indicated that there were no significant changes in our internal controls or other factors that could significantly affect such controls subsequent to the date of their evaluation, and there were no corrective actions with regard to significant deficiencies and material weaknesses. 24 Our management, including the Certifying Officer, does not expect that our disclosure controls or our internal controls will prevent all error and fraud. A control system, no matter how well conceived and

operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. In addition, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people or by management override of the control. The design of any systems of controls also is based in part upon certain assumptions about the likelihood of future events, and their can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, control may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of these inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected. PART II. OTHER INFORMATION ITEM 1. LEGAL PROCEEDINGS The Company is not a party to, and its property is not the subject of, any material pending legal proceedings. ITEM 2. CHANGES IN SECURITIES AND USE OF PROCEEDS On February 1, 2007, the Company, commenced an offering ("Offering") of up to 3,300,000 units ("Units") comprised of one (1) share ("Share") of its Common Stock and one (1) warrant ("Warrant") for the purchase of one (1) share of Common stock having a total gross purchase price of $330,000. On February 1, 2007 the Company closed on the sale of 2,100,000 Units resulting in gross proceeds to the Company of $210,000. On February 5, 2007, the Company closed on the sale of an additional 1,100,000 Units resulting in gross proceeds to the Company of $110,000. On February 8, 2007 the Company closed on the sale of an additional 100,000 Units resulting in gross proceeds to the Company of $10,000. On March 21, 2007 the Company closed on the sale of an additional 500,000 Units resulting in gross proceeds to the Company of $50,000. The Company used the proceeds of the Offering to pay current obligations of the Company, including payments made to its landlord for outstanding rent. ITEM 3. DEFAULTS UPON SENIOR SECURITIES None. 25 ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS A Meeting of the Shareholders of the Company was held on November 15, 2004, in Boca Raton, Florida (the "Meeting"). At the Meeting, the shareholders of the Company voted on proposals to (i) elect a Board of four directors to serve until the Company`s next meeting of shareholders and until their successors are elected and qualified and approved the Company's 2003 Stock Plan. The results of the voting appointed the following Directors: Richard Banakus Joshua Rochlin Karen Gray Ronald J. Saul The Shareholders also approved the adoption of the Company's 2003 Stock Plan and ratified the Audit Committee's selection of Daszkal Bolton LLP as the Company's independent Certified Public Accountants for the year ended December 31, 2004. There was no shareholder meeting held in 2006. Mr. Joshua Rochlin resigned from the Board of Directors of Hydron Technologies, Inc. effective March 31, 2005 due to his increased commitments at Marc Ecko Enterprises. Mr. David Pollock was appointed to replace him on July 1, 2005. No meeting of shareholders of the Company was held in 2006. Directors elected by the shareholders at the last annual meeting, as well as David Pollock, the director elected by the Board of Directors, have continued in office. Moreover, in light of the absence of a meeting of shareholders, the Board of Directors has appointed Sherb & Co. as the Company's independent accounting firm. ITEM 5. OTHER EVENTS Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers. Dr. R. Douglas Reitz, an Executive Vice President of the Company, who had responsibilities that included oversight over production of the Company's products, resigned on May 17, 2007. Dr. Reitz was employed by the Company pursuant to an employment agreement dated as of July 1, 2005 (the "Employment Agreement"). In connection with Mr. Reitz's resignation, on May 30, 2007, the Company provided him with a proposed Separation Agreement ("Separation Agreement") which, among other things, would provide Dr. Reitz with severance payments equal to his standard weekly salary as set forth in the Employment Agreement for a two-week period, payable weekly in accordance with the Company's payroll schedule commencing following the seven-day revocation period provided in the Separation Agreement, in consideration for certain releases and agreements. As of the date of this Report , Dr. Reitz has agreed to the terms of the Separation Agreement as of May 30, 2007, subject to the expiration of the seven-day revocation period which ends June 6, 2007. 26 As a related matter, on May 20, 2007, the Board of Directors approved the grant to Mr. Saul of an option to purchase Two Hundred Thousand (200,000) shares of Common Stock (the "Option Grant"), with a grant date effective May 18, 2007, the last trading date for the Common Stock prior to the grant, for a five-year period at an exercise price of $0.2115 per share

of Common Stock, being the average of the high and low sale prices for a share of Common Stock averaged over the last ten days on which the Common Stock traded and having such other terms as provided in the Company's 2003 Stock Plan. The Board made the Option Grant to compensate Mr. Saul for services provided and to be provided by him in connection with the Company's financial and treasury operations, as well as the production of its products. Mr. Saul will assume certain of Dr. Reitz's responsibilities on an interim basis. ITEM 6. EXHIBITS The following documents are filed as a part of this report or are incorporated by reference to previous filings, if so indicated: 3.1 Restated Certificate of Incorporation of Dento-Med Industries, Inc. ("Dento-Med"), as filed with the Secretary of State of New York on March 4, 1981.(1) 3.2 Certificate of Amendment of the Certificate of Incorporation of Dento-Med as filed with the Secretary of State of New York on September 7, 1984.(2) 3.3 By-laws of the Company, as amended March 17, 1988.(3) 3.4 Certificate of Change of Dento-Med as filed with the Secretary of State of New York on July 14, 1988.(2) 3.5 Certificate of Amendment of the Restated Certificate of Incorporation of Dento-Med, as filed with the Secretary of State of New York on November 14, 1988.(4) 3.6 Certificate of Amendment of the Restated Certificate of Incorporation of Dento-Med, as filed with the Secretary of State of New York on July 30, 1993.(5) 3.7 Certificate of Amendment of the Restated Certificate of Incorporation of Hydron Technologies, Inc., as filed with the Secretary of State of New York on April 10, 2002.(2) 4.1 Non-Qualified Stock Option Plan.(6) 4.2 Registration Rights Agreement dated July 11, 2002, by and between Hydron Technologies, Inc. and Life International Products, Inc.(2) 4.3 Warrant Agreement dated November 14, 2003 between Hydron Technologies, Inc. and the parties named therein.(2) 7.1 Letter of Sherb & Co LLP dated May 25, 2007 addressed to the United States Securities Exchange Commission. (15) 10.1 Subscription Agreement dated November 22, 2002 between Hydron Technologies, Inc. and the subscribers named therein.(2) 10.2 Subscription Agreement dated September 31, 2003 between Hydron Technologies, Inc. and the subscribers named therein.(2) 27 10.3 Agreement dated July 11, 2002 between Hydron Technologies, Inc. and Life International Products, Inc.(2) 10.4 1997 Nonemployee Director Stock Option Plan.(7) 10.5 Bridge Loan Term Sheet for Interim Loans Between Hydron Technologies, Inc and Members of the Board of Directors.(2) 10.6 2003 Stock Plan(8) 10.7 Note dated June 14, 2005 in the principal amount of $50,000 payable to payable to Richard Banakus (9) 10.8 Note dated June 14, 2005 in the principal amount of $50,000 payable to Ronald J. Saul and Antonette G. Saul, jointly (9) 10.9 Note dated June 14, 2005 in the principal amount of $50,000 payable to Regis Synan (9) 10.10 Common Stock Purchase Warrant dated June 14, 2005 in favor of Richard Banakus (9) 10.11 Common Stock Purchase Warrant dated June 14, 2005 in favor of Ronald J. Saul and Antonette G. Saul, jointly (9) 10.12 Common Stock Purchase Warrant dated June 14, 2005 in favor of Regis Synan (9) 10.13 Purchase and Sale Agreement by and among Clinical Results, Inc., David Pollock and Douglas Reitz and Hydron Technologies, Inc., dated July 1, 2005 (10) 10.14 Employment Agreement for David Pollock (10) 10.15 Employment Agreement for Richard Douglas Reitz (10) 10.16 Form of Assignment (11) 10.17 Subscription Agreement dated January 31, 2007 between Hydron Technologies, Inc. and Richard Banakus (13) 10.18 Subscription Agreement dated January 31, 2007 between Hydron Technologies, Inc. and Ronald J. Saul and Antonette G. Saul, jointly (13) 10.19 Subscription Agreement dated February 5, 2007 between Hydron Technologies, Inc. and Ronald J. Saul and Antonette G. Saul, jointly (13) 10.20 Common stock Purchase Warrant dated February 1, 2007 in favor of Richard Banakus (13) 10.21 Common stock Purchase Warrant dated February 1, 2007 in favor of Ronald J. Saul and Antonette G. Saul, jointly (13) 10.22 Common stock Purchase Warrant dated February 5, 2007 in favor of Ronald J. Saul and Antonette G. Saul, jointly (13) 28 10.23 Subscription Agreement dated March 21, 2007 between Hydron Technologies, Inc. and Ronald J. Saul and Antonette G. Saul, jointly (14) 10.24 Common stock Purchase Warrant dated March 21, 2007 in favor of Ronald J. Saul and Antonette G. Saul, jointly (14) 16. Letter from Daszkal Bolton LLP dated December 4, 2006 to the Securities and Exchange Commission (12) 23.1 Consent of Independent Registered Public Accounting Firm- Daszkal Bolton LLP 23.2 Consent of Independent Registered Public Accounting Firm - Sherb & Co. LLP 31.1 Certification of Chief Executive Officer, Principal Financial and Accounting Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 and Item 307 of Regulation S-K (filed herewith) 32.1 Certification of Chief Executive Officer, Principal Financial and Accounting Officer Pursuant to 18 U.S.C., Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith) 99. Press Release dated July 6, 2005 incorporated by reference to Form 8-K filed on July 8, 2005. _________ (1) Incorporated by reference to the Company's report on Form 10-K for the year ended December 31, 1985. (2) Incorporated by reference to the Company's report on Form S-3 filed February 11, 2004. (3) Incorporated by reference to the Company's report on Form 10-K for the year ended December 31, 1987. (4) Incorporated by reference to the Company's report on Form 10-K for the year ended December 31, 1988. (5)

Incorporated by reference to the Company's report on Form 10-K for the year ended December 31, 1993. (6) Incorporated by reference to the Company's report on Form 10-K for the year ended December 31, 1986. (7) Incorporated by reference to the Company's Definitive Proxy Statement on Schedule 14A for the year ended December 31, 1996. (8) Incorporated by reference to the Company's Definitive Proxy Statement for the year ended December 31, 2003. (9) Incorporated by reference to Form 8-K filed June 20, 2005 (10) Incorporated by reference to Form 8-K filed July 8, 2005 (11) Incorporated by reference to Form 8-K filed November 2, 2005 29 (12) Incorporated by reference to Form 8-K filed December 5, 2006 (13) Incorporated by reference to Form 8-K filed February 7, 2007 (14) Incorporated by reference to Form 8-K filed March 21, 2007 (15) Incorporated by reference to Form 8-K filed May 20, 2007 SIGNATURES Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized. HYDRON TECHNOLOGIES, INC. /s/: David Pollock ------------------ David Pollock Chief Executive Officer Principal Financial and Accounting Officer Dated: June 5, 2007 30