

MESA LABORATORIES INC /CO

Form 10-Q

August 10, 2012

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 10-Q**

(Mark one)

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

For the quarterly period ended June 30, 2012

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No: 0-11740

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## MESA LABORATORIES, INC.

(Exact name of registrant as specified in its charter)

**Colorado**  
(State or other jurisdiction of  
incorporation or organization)

**84-0872291**  
(I.R.S. Employer  
Identification number)

**12100 West Sixth Avenue**  
**Lakewood, Colorado**  
(Address of principal executive offices)

**80228**  
(Zip Code)

Registrant's telephone number, including area code: **(303) 987-8000**

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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

Large accelerated filer

Accelerated filer

Non-accelerated filer   
(Do not check if a smaller reporting company)

Smaller reporting company

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

Indicate the number of shares outstanding of each of the Issuer's classes of common stock, as of the latest practicable date:

There were 3,346,145 shares of the Issuer's common stock, no par value, outstanding as of July 31, 2012.



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Certification of Chief Executive Officer Pursuant to Rule 13a-14(b) and 18 U.S.C. Section 1350  
Certification of Chief Financial Officer Pursuant to Rule 13a-14(b) and 18 U.S.C. Section 1350

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Table of Contents**Part I. Financial Information****Item 1. Financial Statements****Mesa Laboratories, Inc.****Condensed Balance Sheets**

(Dollars in thousands)

|   | <b>June 30, 2012</b> |    | <b>March 31, 2012</b> |
|---|----------------------|----|-----------------------|
|   | <b>(Unaudited)</b>   |    |                       |
| <b>ASSETS</b>   |                      |    |                       |
| Current assets:   |                      |    |                       |
| Cash and cash equivalents   | \$ 4,593             | \$ | 7,191                 |
| Accounts receivable, net  | 7,147                |    | 6,486                 |
| Inventories, net  | 5,575                |    | 4,438                 |
| Prepaid expenses and other  | 969                  |    | 1,046                 |
| Total current assets  | 18,284               |    | 19,161                |
| Property, plant and equipment, net  | 7,311                |    | 7,266                 |
| Intangibles and other, net  | 17,466               |    | 9,819                 |
| Goodwill  | 23,650               |    | 14,450                |
| Total assets  | \$ 66,711            | \$ | 50,696                |
| <b>LIABILITIES AND STOCKHOLDERS EQUITY</b>  |                      |    |                       |
| Current liabilities:  |                      |    |                       |
| Accounts payable  | \$ 985               | \$ | 573                   |
| Accrued salaries and payroll taxes  | 1,498                |    | 2,134                 |
| Other accrued expenses  | 572                  |    | 504                   |
| Taxes payable   | 1,899                |    | 1,051                 |
| Total current liabilities   | 4,954                |    | 4,262                 |
| Deferred income taxes payable   | 2,519                |    | 2,519                 |
| Contingent consideration  | 2,240                |    |                       |
| Long-term debt  | 11,000               |    |                       |
| Total liabilities   | 20,713               |    | 6,781                 |
| Stockholders' equity:   |                      |    |                       |
| Preferred stock, no par value   |                      |    |                       |
| Common stock, no par value; authorized 8,000,000 shares; issued and outstanding, 3,343,159 shares (June 30, 2012) and 3,321,965 shares (March 31, 2012) | 7,129                |    | 6,699                 |
| Employee loans to purchase stock  | (262)                |    | (396)                 |
| Retained earnings   | 39,131               |    | 37,612                |
| Total stockholders' equity  | 45,998               |    | 43,915                |
| Total liabilities and stockholders' equity  | \$ 66,711            | \$ | 50,696                |



Table of Contents**Mesa Laboratories, Inc.****Condensed Statements of Income**

(Unaudited)

(Dollars in thousands except earnings per share)

|                                    | <b>Three months ended June 30,</b> |             |
|------------------------------------|------------------------------------|-------------|
|                                    | <b>2012</b>                        | <b>2011</b> |
| Revenues                           | \$ 10,559                          | \$ 9,297    |
| Cost of revenues                   | 4,104                              | 3,909       |
| Gross profit                       | 6,455                              | 5,388       |
| Operating expenses                 |                                    |             |
| Selling                            | 1,002                              | 939         |
| General and administrative         | 1,854                              | 1,348       |
| Research and development           | 380                                | 408         |
| Total operating expenses           | 3,236                              | 2,695       |
| Operating income                   | 3,219                              | 2,693       |
| Other expense                      | 34                                 | 50          |
| Earnings before income taxes       | 3,185                              | 2,643       |
| Income taxes                       | 1,086                              | 964         |
| Net income                         | \$ 2,099                           | \$ 1,679    |
| Net income per share:              |                                    |             |
| Basic                              | \$ 0.63                            | \$ 0.51     |
| Diluted                            | 0.59                               | 0.49        |
| Average common shares outstanding: |                                    |             |
| Basic                              | 3,337                              | 3,274       |
| Diluted                            | 3,541                              | 3,414       |

Table of Contents**Mesa Laboratories, Inc.****Condensed Statements of Cash Flows**

(Unaudited))

(Dollars in thousands)

|   | <b>Three months ended June 30,</b> |             |
|---|------------------------------------|-------------|
|   | <b>2012</b>                        | <b>2011</b> |
| <b>Cash flows from operating activities:</b>          |                                    |             |
| Net income  | \$ 2,099                           | \$ 1,679    |
| Depreciation and amortization                         | 784                                | 541         |
| Stock based compensation                              | 149                                | 96          |
| Gain on loan settlement                               |                                    | (13)        |
| Change in assets and liabilities, net of acquisitions |                                    |             |
| Accounts receivable, net                              | (120)                              | 498         |
| Inventories   | (227)                              | 337         |
| Prepaid expenses and other                            | 105                                | 101         |
| Accounts payable                                      | 412                                | 55          |
| Accrued liabilities                                   | 210                                | (406)       |
| Net cash flows from operating activities              | 3,412                              | 2,888       |
| <b>Cash flows from investing activities:</b>          |                                    |             |
| Business acquisitions and intangibles                 | (16,660)                           |             |
| Capital expenditures                                  | (185)                              | (187)       |
| Net cash used in investing activities                 | (16,845)                           | (187)       |
| <b>Cash flows from financing activities:</b>          |                                    |             |
| Proceeds from debt                                    | 11,000                             |             |
| Payments on debt                                      |                                    | (250)       |
| Dividends paid  | (434)                              | (394)       |
| Treasury stock purchases                              | (43)                               | (27)        |
| Proceeds from stock options exercised                 | 312                                | 478         |
| Net cash (used in) provided by financing activities   | 10,835                             | (193)       |
| Net increase (decrease) in cash and cash equivalents  | (2,598)                            | 2,508       |
| Cash and cash equivalents at beginning of period      | 7,191                              | 3,546       |
| Cash and cash equivalents at end of period            | \$ 4,593                           | \$ 6,054    |
| <b>Cash paid for:</b>                                 |                                    |             |
| Income taxes  | \$ 408                             | \$ 50       |
| Interest  |                                    | 54          |

Supplemental disclosure of non-cash activity (dollars in thousands):

We issued employee loans totaling \$155 and \$220 for the exercise of stock options during the three month periods ended June 30, 2012 and 2011, respectively. Loans of \$289 and \$304, respectively, were retired in the three month period ended June 30, 2012 and 2011.



We recorded \$2,240 of Contingent consideration as part of the Bios Acquisition.

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**Mesa Laboratories, Inc. Notes to Condensed Financial Statements**

**1. Summary of Accounting Policies**

The summary of the Issuer's significant accounting policies are incorporated by reference to our annual report on Form 10-K, at March 31, 2012.

The accompanying unaudited condensed financial statements have been prepared in accordance with accounting principles for interim financial information and with the instructions to Form 10-Q, and reflect all adjustments which, in the opinion of management, are necessary for a fair presentation of the financial position, results of operations and cash flows. The results of the interim period are not necessarily indicative of the results for the full year.

**Reclassification** Approximately \$409,000 of customer payments for shipping was reclassified from cost of revenue to revenue in the condensed statement of income for the three month period ended June 30, 2011. This reclassification affects revenues and cost of revenues, but has no impact on other figures in the condensed statements of income.

**2. Acquisition**

On May 15, 2012, we completed a business combination ( Bios Acquisition ) by acquiring specific assets and assuming certain liabilities of Bios International Corporation ( Bios ), a New Jersey corporation. The Asset Acquisition Agreement (the Bios Agreement ) includes a provision for contingent consideration based on revenue growth over a three year earn-out period. The Bios Acquisition further diversifies and grows our Instruments segment, while maintaining our historic profitability measures.

The contingent consideration arrangement requires us to pay Bios if cumulative revenues from the acquisition for the three years subsequent to the acquisition exceed approximately \$22,127,000. The potential undiscounted future payments that we could be required to make is between \$0 and \$6,710,000. The preliminary fair value of the contingent consideration arrangement included in the purchase price below was estimated based on Bios' historic revenue growth.

We expect to achieve significant savings and income growth as we integrate the Bios operations and marketing functions. These factors, among others, contributed to a purchase price in excess of the estimated fair value of Bios' net identifiable assets and, as a result, we have recorded goodwill in connection with this transaction. The goodwill is expected to be deductible for tax purposes. All of the goodwill is assigned to our Instruments segment.

The Bios Acquisition was accounted for under the purchase method of accounting. Our acquisition constitutes the acquisition of a business and was recognized at fair value. Due to the recency of the transaction, the purchase price allocation was based on preliminary estimated fair value

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of the assets and liabilities acquired, including the preliminary contingent purchase price liability. We determined the preliminary estimated fair values using discounted cash flow analyses and estimates made by management. Upon completing our valuation analysis, the preliminary contingent purchase price liability, and the allocation between intangibles and goodwill may change. The following reflects our preliminary allocation of the consideration, subject to customary purchase price adjustments in accordance with the Bios Agreement (dollars in thousands):

|   |    |        |
|---|----|--------|
| Cash consideration                              | \$ | 16,660 |
| Preliminary contingent purchase price liability |    | 2,240  |
| Aggregate consideration                         | \$ | 18,900 |

The purchase price was allocated as follows:

|                                 |    |        |
|---------------------------------|----|--------|
| Accounts receivable, net        | \$ | 541    |
| Inventory                       |    | 910    |
| Other current assets            |    | 28     |
| Property, plant and equipment   |    | 63     |
| Intangibles                     |    | 8,228  |
| Goodwill                        |    | 9,200  |
| Current liabilities             |    | (70)   |
| Total purchase price allocation | \$ | 18,900 |

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Our condensed statement of income includes the results of the Bios Acquisition from the acquisition date of May 15, 2012. The pro forma effects of the acquisition on the results of operations as if the acquisition had been completed April 1, 2012 and 2011, are as follows:

| (Dollars in thousands, except earnings per share) | Three months ended June 30, |                     |
|---|-----------------------------|---------------------|
|   | 2012<br>(Unaudited)         | 2011<br>(Unaudited) |
| Total net revenue                                 | \$ 11,340                   | \$ 11,080           |
| Net income  | 2,120                       | 1,726               |
| Net income per common share:                      |                             |                     |
| Basic   | \$ 0.64                     | \$ 0.53             |
| Diluted   | 0.60                        | 0.51                |

The above pro forma results include adjustments for amortization of acquired intangibles, interest expense, and income tax expense. The pro forma information as presented above is for informational purposes only and is not indicative of results of operations that would have been achieved if the acquisition had taken place at the dates identified.

**3. Inventories**

| (Dollars in thousands) | June 30,<br>2012<br>(Unaudited) | March 31,<br>2012 |
|------------------------|---------------------------------|-------------------|
| Raw materials          | \$ 3,935                        | \$ 3,241          |
| Work-in-process        | 376                             | 331               |
| Finished goods         | 1,546                           | 1,091             |
| Less: reserve          | (282)                           | (225)             |
|                        | \$ 5,575                        | \$ 4,438          |

**4. Intangibles**

On September 30, 2011, we entered into a license agreement with Photonic Biosystems, Inc. for certain biological indicator technology. Under the terms of this agreement, we paid \$175,000 for rights to the technology, and up to \$225,000 of additional payments may be made in the future, depending on meeting certain development and performance milestones. The \$175,000, included in intangible assets on the condensed balance sheets, is being amortized over ten years. In addition, sales of products covered by this license agreement will be subject to royalty payments.

**5. Debt**

| (Dollars in thousands) | June 30,<br>2012<br>(Unaudited) | March 31,<br>2012 |
|------------------------|---------------------------------|-------------------|
|------------------------|---------------------------------|-------------------|

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|   |    |        |    |
|---|----|--------|----|
| Credit Facility (1.5% at June 30, 2012) | \$ | 11,000 | \$ |
| Less: current portion                   |    |        |    |
| Long-term portion                       | \$ | 11,000 | \$ |

In February 2012, we entered into a three year agreement for a \$20,000,000 revolving line of credit and up to \$1,000,000 of letters of credit (the Credit Facility ), maturing in February 2015. Funds from the Credit Facility may be used for general working capital and corporate needs, retiring existing debt, or to support acquisitions and capital expenditures.

Under the Credit Facility, indebtedness bears interest at either: (1) LIBOR plus an applicable margin, ranging from 1.25% to 2.00%.; or (2) the bank's commercial bank floating rate ( CBFRR ), which is the greater of the bank's prime rate or one month LIBOR + 2.50%, adjusted down, from 1.25% to 0.50%. Management elects the interest rate with each borrowing under the line of credit. There is also an unused capacity fee of 0.15% to 0.30%. The adjustments and unused capacity fee depend on the ratio

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of funded debt to the Company's trailing four quarters of EBITDA, as defined, with four tiers ranging from a ratio of less than one to greater than two. Letter of credit fees are based on the applicable LIBOR rate.

The Credit Facility is secured by all assets of the Company. The Credit Facility requires us to maintain a ratio of funded debt to the Company's trailing four quarters of EBITDA, as defined, of 2.5 to 1.0, and a minimum fixed charge coverage ratio of 1.5 to 1.0.

Future maturities of debt are as follows (dollars in thousands):

| Fiscal year |           |
|-------------|-----------|
| 2013        | \$        |
| 2014        |           |
| 2015        | 11,000    |
|             | \$ 11,000 |

In April 2010, we entered into a credit facility consisting of: a) 36 month reducing line of credit for \$3,000,000 and maturing at April 27, 2013, requiring quarterly principal payments of \$250,000 beginning July 27, 2010, which was retired in February 2012; and b) revolving line of credit for \$4,000,000 maturing on December 23, 2011, which was retired in December 2011. Both of these lines of credit were subject to a variable rate of interest and a rate floor.

## 6. Stock-based Compensation

Stock-based compensation costs for award grants to employees and directors are valued at fair value and recognized on a straight line basis over the service periods of each award. We estimate forfeiture rates for the year based on historical experience. Amounts recognized in the condensed financial statements related to stock-based compensation are as follows:

| (Dollars in thousands except earnings per share)                                  | Three months ended |         |
|---|--------------------|---------|
|   | June 30,           |         |
|   | 2012               | 2011    |
| Total cost of stock-based compensation charged against income before income taxes | \$ 149             | \$ 96   |
| Amount of income tax benefit recognized in earnings                               | 51                 | 35      |
| Amount charged against net income   | \$ 98              | \$ 61   |
| Impact on net income per common share:  |                    |         |
| Basic   | \$ 0.03            | \$ 0.02 |
| Diluted   | 0.03               | 0.02    |

Stock-based compensation expense is included in cost of revenues, and general and administrative expense in the condensed statements of income.

The fair value of each option grant is estimated on the date of grant using the Black-Scholes option-pricing model (Black-Scholes). We use historical data to estimate the expected price volatility, the expected option life and expected forfeiture rate. The risk-free interest rate is based on the U.S. Treasury yield curve in effect at the time of grant for the estimated life of the option. The dividend yield is calculated based upon the dividend payments made during the prior four quarters as a percent of the average stock price for that period. The following summarizes the Black-Scholes assumptions:

|                              | Three months ended June 30, |      |       |      |
|------------------------------|-----------------------------|------|-------|------|
|                              | 2012                        |      | 2011  |      |
| Volatility                   | 31.1%                       |      | 33.4% |      |
| Risk-free interest rate      | 0.6                         | 1.0% | 2.2   | 3.6% |
| Expected option life (years) | 5                           | 10   | 5     | 10   |
| Dividend yield               | 1.5%                        |      | 1.7%  |      |

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The following summarizes option activity:

|                               | Number of<br>Shares | Weighted-<br>average<br>Exercise Price<br>per Share | Weighted-<br>average<br>Remaining<br>Contractual<br>Term | Aggregate<br>Intrinsic Value<br>(000s) |
|-------------------------------|---------------------|---|--|--|
| Outstanding at March 31, 2012 | 433,785             | \$ 22.77  | 3.9  |  |
| Options granted               | 103,880             | 50.20   | 6.2  |  |
| Options forfeited             | (7,900)             | 30.36   |  |  |
| Options expired               |                     |   |  |  |
| Options exercised             | (29,780)            | 20.97   |  |  |
| Outstanding at June 30, 2012  | 499,985             | 28.46   | 4.3  | \$ 9,016                               |
| Exercisable at June 30, 2012  | 210,305             | 20.86   | 3.3  | 1,805                                  |

We issue new shares of common stock upon exercise of stock options. The total intrinsic value of options exercised was \$851,000 and \$495,000 during the three month periods ended June 30, 2012 and 2011, respectively.

A summary of the status of our unvested option shares as of June 30, 2012 is as follows:

|                            | Number of<br>Shares | Weighted-<br>average<br>Grant-Date<br>Fair Value |
|----------------------------|---------------------|--|
| Unvested at March 31, 2012 | 284,875             | \$ 7.23  |
| Options granted            | 103,880             | 12.37  |
| Options forfeited          | (7,900)             | 7.86   |
| Options vested             | (91,175)            | 6.80   |
| Unvested at June 30, 2012  | 289,680             | 9.19   |

As of June 30, 2012, there was approximately \$1,918,000 of total unrecognized compensation cost related to unvested stock options granted under our plans, which is expected to be recognized over a weighted-average period of 3 years.



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Basic net income per common share is computed by dividing net income by the weighted average number of shares of common stock outstanding during the period. Diluted net income per common share uses the treasury stock method to compute the weighted average common stock outstanding assuming the conversion of potentially dilutive common shares.

The following table presents a reconciliation of the denominators used in the computation of net income per common share - basic and diluted:

| (Amounts in thousands except earnings per share)    | Three Months Ended |          |
|---|--------------------|----------|
|   | June 30,           |          |
|   | 2012               | 2011     |
| Net income available for shareholders               | \$ 2,099           | \$ 1,679 |
| Weighted average outstanding shares of common stock | 3,337              | 3,274    |
| Dilutive effect of stock options                    | 204                | 140      |
| Common stock and equivalents                        | 3,541              | 3,414    |
| Earnings per share:                                 |                    |          |
| Basic   | \$ 0.63            | \$ 0.51  |
| Diluted   | 0.59               | 0.49     |

For the three months ended June 30, 2012, 101,433 outstanding stock options were excluded from the calculation of diluted earnings per share because the exercise prices of the stock options were greater than or equal to the average price of the common shares and, therefore, their inclusion would have been anti-dilutive. No stock options were excluded for the period ended June 30, 2011.

**8. Contingencies**

As part of our Bios Acquisition, the Bios Agreement includes a provision for contingent consideration based on revenue growth over a three year earn-out period. The contingent consideration arrangement requires us to pay the former owners of Bios if cumulative revenues from the acquisition for the three years subsequent to the acquisition exceed approximately \$22,127,000. The potential undiscounted future payments that we could be required to make is between \$0 and \$6,710,000. The preliminary fair value of the contingent consideration arrangement included in the purchase price was estimated based on Bios' historic revenue growth. We have recorded a contingent consideration liability of \$2,240,000 on the condensed balance sheet as of June 30, 2012. This amount may change as we finalize our purchase price allocation, with the difference affecting the allocation to the acquired assets and assumed liabilities. Any changes to the contingent consideration subsequent to our finalizing purchase accounting, however, would impact the income statement. An increase would be recorded as expense, while a decrease would be recorded as income. The contingent consideration is payable in the first quarter of fiscal 2016.

During the third quarter of fiscal 2012, we determined that the Company had a potential liability for state sales taxes. During the first quarter of fiscal 2013, we completed our analysis and determined that no additional liability is required.

**9. Subsequent Events**

In August 2012, our Board of Directors declared a quarterly cash dividend of \$0.13 per share of common stock, payable on September 17, 2012, to shareholders of record at the close of business on August 29, 2012.

Table of Contents**10. Segment Data**

Our operations are organized into two reporting segments: Biological Indicators and Instruments. The following tables set forth our segment information:

| (Dollars in thousands)           | Biological<br>Indicators |        | Instruments |        | Total |        |
|----------------------------------|--------------------------|--------|-------------|--------|-------|--------|
| Three months ended June 30, 2012 |                          |        |             |        |       |        |
| Revenue                          | \$                       | 5,118  | \$          | 5,441  | \$    | 10,559 |
| Operating Income                 |                          | 1,449  |             | 1,770  |       | 3,219  |
| Other (Income) and Expense       |                          | (2)    |             | 36     |       | 34     |
| Capital Expenditures             |                          | 33     |             | 152    |       | 185    |
| Bios Acquisition.                |                          |        |             | 18,900 |       | 18,900 |
| Depreciation                     |                          | 128    |             | 75     |       | 203    |
| Amortization                     |                          | 403    |             | 178    |       | 581    |
| Three months ended June 30, 2011 |                          |        |             |        |       |        |
| Revenue                          | \$                       | 4,668  | \$          | 4,629  | \$    | 9,297  |
| Operating Income                 |                          | 941    |             | 1,752  |       | 2,693  |
| Other (Income) and Expense       |                          | 53     |             | (3)    |       | 50     |
| Capital Expenditures             |                          | 125    |             | 62     |       | 187    |
| Depreciation                     |                          | 113    |             | 52     |       | 165    |
| Amortization                     |                          | 336    |             | 40     |       | 376    |
| Total assets                     |                          |        |             |        |       |        |
| June 30, 2012                    | \$                       | 31,077 | \$          | 35,634 | \$    | 66,711 |
| March 31, 2012                   |                          | 32,915 |             | 17,781 |       | 50,696 |

Revenues from external customers are attributed to individual countries based upon locations to which the product is shipped or exported, as follows:

| (Dollars in thousands)                    | Three months ended<br>June 30, |        |      |       |
|---|--------------------------------|--------|------|-------|
|   | 2012                           |        | 2011 |       |
| Net revenues from unaffiliated customers: |                                |        |      |       |
| United States                             | \$                             | 6,369  | \$   | 5,746 |
| Foreign (no country exceeds 10% of total) |                                | 4,190  |      | 3,551 |
|   | \$                             | 10,559 | \$   | 9,297 |

All long-lived assets are located in the United States.

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**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

**Overview**

Mesa Laboratories, Inc. has two segments. Our Instruments Division manufactures and markets quality control instruments and disposable products utilized in connection with the healthcare, pharmaceutical, food and beverage, medical device, and petrochemical industries. Our Biological Indicators Division manufactures and markets biological indicators and distributes chemical indicators used to assess the effectiveness of sterilization processes in the hospital, dental, medical device and pharmaceutical industries. We follow a philosophy of manufacturing a high quality product and providing a high level of on-going service for those products.

Our revenues come from two main sources—products sales, and parts and services. Product sales are dependent on several factors, including general economic conditions, both domestic and international, customer capital spending trends, competition, introduction of new products, and acquisitions. Biological indicator products are disposable and are used on a routine basis for quality control, thus product sales are less sensitive to general economic conditions. Instrument products have a longer life, and their purchase by our customers is somewhat discretionary, so sales are more sensitive to general economic conditions. Parts and service demand is driven by our customers' quality control and regulatory environments, which require periodic repair and recalibration or certification of our instrument products. We typically evaluate costs and pricing annually. Our policy is to price our products competitively and, where possible, we try to pass along cost increases in order to maintain our margins. As part of the integration of our biological indicator acquisitions we have been adjusting prices to achieve price parity for similar products.

Gross profit is affected by our product mix, manufacturing efficiencies and price competition. As we have integrated our acquisitions and taken advantage of manufacturing efficiencies, the Biological Indicator segment gross margins have improved and are now more comparable to the Instruments segment. The mix between segments, however, may continue to impact our overall gross margin.

Selling expense is driven primarily by labor costs, including salaries and commissions. Accordingly, they may vary with sales levels. Labor costs and amortization of intangible assets drive 70-80% of general and administrative expense. Research and development expense is predominantly comprised of labor costs.

**Discussion of Key Indicators and Trends**

In May 2012, we completed a business combination (the Bios Acquisition) by acquiring specific assets and assuming certain liabilities of Bios International Corporation (Bios), a New Jersey corporation. Consideration consisted of a \$15,660,000 closing payment and a future payment of \$1,000,000 held in escrow. Contingent consideration involves a three year earn-out period. If cumulative revenues from the acquisition for the three year period subsequent to acquisition exceed certain growth targets, additional consideration of up to \$6,710,000 will be required. We borrowed \$11,000,000 under our Credit Facility to finance the acquisition, with the balance being paid from available cash. Due to the recency of the transaction, the purchase price allocation was based on preliminary estimated fair value of the assets and liabilities acquired, including the preliminary contingent purchase price liability. Upon completing our valuation analysis, the preliminary contingent purchase price liability, and the allocation between intangibles and goodwill may change.

Acquisitions in May 2012, December 2010, April 2010 and December 2009, impacted our current assets and working capital, as we used available cash and incurred debt to complete those transactions. It typically takes us from six to twelve months to fully integrate acquisitions, which impacts the key indicators during that time frame.

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| (Dollars in thousands except earnings per share)  | Key Financial Indicators                      |          |          |           |           |
|---|---|----------|----------|-----------|-----------|
|   | As of and for the three months ended June 30, |          |          |           |           |
|   | 2012  | 2011     | 2010     | 2009      | 2008      |
| Cash and cash equivalents   | \$ 4,593                                      | \$ 6,054 | \$ 2,541 | \$ 10,759 | \$ 6,390  |
| Trade Receivables Gross   | \$ 7,519                                      | \$ 6,851 | \$ 5,350 | \$ 3,748  | \$ 3,768  |
| Days Revenues Outstanding (1)   | 57  | 67       | 58       | 66        | 63        |
| Inventory, Net  | \$ 5,575                                      | \$ 5,377 | \$ 5,936 | \$ 4,749  | \$ 4,498  |
| Inventory Turns   | 3.0   | 2.6      | 2.1      | 1.7       | 1.7       |
| Working Capital   | \$ 13,330                                     | \$ 9,254 | \$ 8,769 | \$ 18,005 | \$ 13,571 |
| Current Ratio   | 4:1   | 2:1      | 3:1      | 13:1      | 11:1      |
| Average Return On:  |   |          |          |           |           |
| Stockholder Investments (2)   | 19%   | 18%      | 17%      | 15%       | 17%       |
| Assets  | 13%   | 13%      | 14%      | 14%       | 16%       |
| Invested Capital (3)  | 17%   | 18%      | 19%      | 22%       | 22%       |
| Revenues (4)  | \$ 10,559                                     | \$ 9,297 | \$ 7,781 | \$ 5,245  | \$ 5,329  |
| Gross Profit (4)  | \$ 6,455                                      | \$ 5,388 | \$ 4,381 | \$ 2,983  | \$ 3,204  |
| Gross Margin (4)  | 61%   | 58%      | 56%      | 57%       | 60%       |
| Operating Income  | \$ 3,219                                      | \$ 2,693 | \$ 2,214 | \$ 1,608  | \$ 1,536  |
| Operating Margin (4)  | 30%   | 29%      | 28%      | 31%       | 29%       |
| Net Income  | \$ 2,099                                      | \$ 1,679 | \$ 1,320 | \$ 1,026  | \$ 1,016  |
| Net Profit Margin (4)   | 20%   | 18%      | 17%      | 20%       | 19%       |
| Earnings Per Diluted Share  | \$ 0.59                                       | \$ 0.49  | \$ 0.40  | \$ 0.31   | \$ .31    |
| Earnings Before Income Tax,<br>Depreciation, Amortization and<br>Impairment of intangible asset | \$ 3,969                                      | \$ 3,184 | \$ 2,619 | \$ 1,800  | \$ 1,756  |
| Capital Expenditures, Net   | \$ 185  | \$ 187   | \$ 2,346 | \$ 29     | \$ 63     |
| Employees (average for the period)  | 200   | 178      | 170      | 114       | 118       |
| Revenues Per Employee (annualized)  | \$ 211  | \$ 209   | \$ 183   | \$ 184    | \$ 181    |

(1) Days revenues outstanding is based on specific Revenues in that period, not average Revenues.

(2) Average return on stockholder investment is calculated by dividing total annualized net income by the average of end and beginning of period total stockholder's equity.

(3) Average return on invested capital (invested capital = total assets - current liabilities - cash and cash equivalents) is calculated by dividing total annualized net income by the average of end and beginning of period invested capital.

(4) Customer payments for shipping have been reclassified from cost of revenue to revenue for all five periods presented. This reclassification affects revenue, gross margin, gross margin percentage, operating margin percentage and net profit margin percentage, but has no impact on other figures in the income statement.

Table of Contents**Reconciliation of Non-GAAP Measure**

Earnings before income tax, depreciation and amortization is used by management as a supplemental performance and liquidity measure, primarily to assess financial performance without regard to historical cost basis, the ability of our assets to generate cash, and the evaluation of potential acquisitions.

Earnings before income tax, depreciation and amortization should not be considered an alternative to, or more meaningful than, net income, operating income, cash flow from operating activities or any other measure of financial performance presented in accordance with GAAP as measures of operating performance or liquidity.

The following table sets forth our reconciliation of Earnings before income tax, depreciation and amortization, a non-GAAP measure:

| (Dollars in thousands) | Three months ended June 30, |          |          |          |          |  |
|------------------------|-----------------------------|----------|----------|----------|----------|--|
|                        | 2012                        | 2011     | 2010     | 2009     | 2008     |  |
| Net income             | \$ 2,099                    | \$ 1,679 | \$ 1,320 | \$ 1,026 | \$ 1,016 |  |
| Income taxes           | 1,086                       | 964      | 882      | 588      | 549      |  |
| Depreciation           | 203                         | 165      | 167      | 82       | 65       |  |
| Amortization           | 581                         | 376      | 250      | 104      | 126      |  |
|                        | \$ 3,969                    | \$ 3,184 | \$ 2,619 | \$ 1,800 | \$ 1,756 |  |



Table of Contents**Results of Operations**

| (Dollars in thousands) | Three months ended June 30, |          | Change   | Percent Change |
|------------------------|-----------------------------|----------|----------|----------------|
|                        | 2012                        | 2011     |          |                |
| Revenues               | \$ 10,559                   | \$ 9,297 | \$ 1,262 | 14%            |
| Cost of revenues       | 4,104                       | 3,909    | 195      | 5%             |
| Gross profit           | 6,455                       | 5,388    | 1,067    | 20%            |
| Gross margin           | 61%                         | 58%      | 3%       |                |
| Operating expenses     | 3,236                       | 2,695    | 541      | 20%            |
| Net income             | 2,099                       | 1,679    | 420      | 25%            |
| Net profit margin      | 20%                         | 18%      | 2%       |                |

**Revenues**

The following table summarizes our revenues by source:

| (Dollars in thousands) | Three months ended June 30, |          | Change | Percent Change |
|------------------------|-----------------------------|----------|--------|----------------|
|                        | 2012                        | 2011     |        |                |
| Biological Indicators  |                             |          |        |                |
| Product                | \$ 5,118                    | \$ 4,668 | \$ 450 | 10%            |
| Instruments:           |                             |          |        |                |
| Product                | 3,607                       | 2,998    | 609    | 20%            |
| Parts and disposables  | 756                         | 698      | 58     | 8%             |
| Service                | 1,078                       | 933      | 145    | 16%            |
| Total Instruments      | 5,441                       | 4,629    | 812    | 18%            |
|                        | \$ 10,559                   | \$ 9,297 | 1,262  | 14%            |

Biological indicator product sales increased due to continued organic growth, achieved through existing customers and expanding into new markets. Instruments revenues increased primarily due to the Bios Acquisition in May 2012, while our other Instruments revenues were relatively flat.

**Cost of Revenues / Gross Profit**

Biological indicator gross profit increased approximately \$586,000 for the three month period ended June 30, 2012, compared to the prior year, due to improved manufacturing efficiencies and higher sales.

Gross profit for Instruments increased approximately \$481,000 for the three month period ended June 30, 2012, compared to the prior year, primarily due to the Bios Acquisition. Gross profit for other Instruments product lines was relatively unchanged.

**Operating Expenses**

Selling expenses increased approximately \$63,000 for the three month period ended June 30, 2012, compared to the prior year. The Bios Acquisition increased our costs, but we were able to offset these with cost savings elsewhere. As a percent of sales, selling expense remained relatively flat.

General and administrative expense increased approximately \$506,000 for the three month period ended June 30, 2012, compared to the prior year. The increase relates primarily to a) additional amortization of approximately \$200,000 from the Bios Acquisition and the amortization of trademarks, which we began in the fourth quarter of fiscal 2012; b) increased labor costs for additional personnel and salary adjustments; and c) professional fees of approximately \$80,000 associated with the Bios Acquisition.

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Research and development expense decreased approximately \$28,000 for the three month period ended June 30, 2012, compared to the prior year. Our internal costs increased, but our external consulting expense decreased. The cost of intangible assets that are purchased from others for use in research and development activities and have future use are capitalized and amortized over their expected useful lives. In fiscal 2012, we partially funded Biological Indicator research, which was capitalized as an intangible asset because it has alternative future uses. That project continues in fiscal 2013.

**Net Income**

Net income varied consistently with the growth in revenues and gross profit, as we managed our other expenses. Our effective income tax rate decreased period over period because the goodwill from the Bios acquisition is deductible for tax purposes.

**Liquidity and Capital Resources**

Our sources of liquidity may include cash generated from operations, working capital, capacity under our Credit Facility, and potential equity and debt offerings. We believe that cash generated from these sources will be sufficient to meet our short-term and long-term needs. Our more significant uses of resources include quarterly dividends to shareholders, payment of debt obligations, long-term capital equipment expenditures and potential acquisitions.

We invest surplus cash in various interest bearing instruments, including money market funds. All investments are fixed dollar investments with variable rates in order to minimize the risk of principal loss.

Working capital is the amount by which current assets exceed current liabilities. We had working capital of approximately \$13,330,000 and \$14,899,000, respectively, at June 30 and March 31, 2012. The decrease in working capital is due to the use of cash for the Bios Acquisition, offset by higher sales and net income.

In February 2012, we entered into a three year agreement for a \$20,000,000 revolving line of credit and up to \$1,000,000 of letters of credit (the Credit Facility ). Funds from the Credit Facility may be used for general working capital and corporate needs, retiring existing debt, or to support acquisitions and capital expenditures. In February 2012 we also extinguished our obligations under our previous debt agreement. In May 2012, we borrowed \$11,000,000 against the Credit Facility to partially finance the Bios Acquisition. At June 30, 2012, we had unused capacity under our Credit Facility of \$9,000,000.

We routinely evaluate opportunities for strategic acquisitions. Future material acquisitions may require that we obtain additional capital, assume third party debt or incur other long-term obligations. We have the option to utilize both equity and debt instruments as vehicles for the long-term financing of our investment activities and acquisitions.

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On November 7, 2005, our Board of Directors has authorized a program to repurchase up to 300,000 shares of our outstanding common stock. Under the plan, the shares may be purchased from time to time in the open market at prevailing prices or in negotiated transactions off the market. Shares purchased will be canceled and repurchases will be made with existing cash reserves. We do not maintain a set policy or schedule for our buyback program.

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On November 12, 2003, our Board of Directors instituted a policy of paying regular quarterly dividends. Dividends per share paid by quarter were as follows:

|                | Fiscal Year |      |      |      |
|----------------|-------------|------|------|------|
|                | 2013        |      | 2012 |      |
| First quarter  | \$          | 0.13 | \$   | 0.12 |
| Second quarter |             |      |      | 0.12 |
| Third quarter  |             |      |      | 0.13 |
| Fourth quarter |             |      |      | 0.13 |

On August 8, 2012, our Board of Directors declared a quarterly cash dividend of \$0.13 per share of common stock, payable on September 17, 2012, to shareholders of record at the close of business on August 29, 2012.

Cash Flow Operating, investing and financing activities were as follows:

| (Dollars in thousands)                              | Three months ended June 30, |          |      |       |
|---|-----------------------------|----------|------|-------|
|   | 2012                        |          | 2011 |       |
| Net cash provided by operating activities           | \$                          | 3,412    | \$   | 2,888 |
| Net cash used in investing activities               |                             | (16,845) |      | (187) |
| Net cash provided by (used in) financing activities |                             | 10,835   |      | (193) |

Net cash provided by operating activities changed primarily due to increased sales and improved net income, as well as management of working capital.

Net cash used in investing activities was driven by a \$16,660,000 acquisition in May 2012. Capital expenditures were \$185,000 and \$187,000, respectively, during the quarters ended June 30, 2012 and 2011.

Financing activity in the quarter ended June 30, 2012, included borrowing under our Credit Facility of \$11,000,000 and the payment of dividends of \$434,000, offset by proceeds from exercised stock options of \$312,000. Activity in the quarter ended June 30, 2011, included repayment of debt of \$250,000, payment of dividends of \$394,000, offset by proceeds from exercised stock options of \$478,000.

At June 30, 2012, we had contractual obligations for open purchase orders for routine purchases of supplies and inventory, which would be payable in less than one year. In September 2011, we entered into a license agreement for certain biological indicator technology and up to \$225,000 of additional payments may be made in the future, depending on meeting certain development and performance milestones. As part of our Bios Acquisition, the Bios Agreement includes a provision for contingent consideration based on revenue growth over a three year earn-out period. The contingent consideration arrangement requires us to pay the former owners of Bios if cumulative revenues from the acquisition for the three years subsequent to the acquisition exceed approximately \$22,127,000. The potential undiscounted future payments that we could be required to make is between \$0 and \$6,710,000.

**Forward Looking Statements**

All statements other than statements of historical fact included in this quarterly report regarding our Company's financial position and operating and strategic initiatives and addressing industry developments are forward-looking statements. Where, in any forward-looking statement, the Company, or its management, expresses an expectation or belief as to future results, such expectation or belief is expressed in good faith and believed to have a reasonable basis, but there can be no assurance that the statement of expectation or belief will result or be achieved or accomplished. Factors which could cause actual results to differ materially from those anticipated, include but are not limited to general economic, financial and business conditions; competition in the data logging market; competition in the kidney dialysis market; competition in the fluid measurement market; competition in the biological indicator market; competition in the bottlecap torque testing market; the business abilities and judgment of personnel; the impacts of unusual items resulting from ongoing evaluations of business strategies; and changes in business strategy. We do not intend to update these forward looking statements except to the extent required by federal securities laws. You are advised to review Item 1A. Risk Factors provided in our most recent Form 10-K filing with the SEC for more information about risks that could affect the financial results of Mesa Laboratories, Inc.

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**Item 3. *Quantitative and Qualitative Disclosures About Market Risk***

We are exposed to a variety of market risks, currently all investments are in dollar denominated accounts, such as money market funds, with variable interest rates. In the normal course of business, we employ established policies and procedures to manage our exposure to changes in the market value of our investments.

**Item 4. *Controls and Procedures***

**Evaluation of Disclosure Controls and Procedures**

We maintain disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) that are designed to reasonably ensure that information required to be disclosed by us in the reports we file or submit under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and that such information is accumulated and communicated to our management, including our principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Our management, including our Chief Executive Officer and Chief Financial Officer, is responsible for establishing and maintaining adequate internal control over financial reporting as required by Sarbanes-Oxley (SOX) Section 404(a). Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with generally accepted accounting principles in the United States. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance of achieving their control objectives. Management evaluated the effectiveness of our internal control over financial reporting based on the framework in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

Our management evaluated, with the participation of our Chief Executive Officer and Chief Financial Officer, the effectiveness of our internal control over financial reporting as of June 30, 2012. Based on that evaluation, our management concluded that our internal control over financial reporting was effective at June 30, 2012. As allowed, this evaluation excludes the operations of Bios due to the recency of the acquisition. Revenues related to the Bios Acquisition were approximately 7% of total revenues for the quarter ended June 30, 2012.

**Changes in Internal Control Over Financial Reporting**

There was no change in our internal control over financial reporting that occurred during the quarter ended June 30, 2012, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**Part II. Other Information**

**Item 1A. Risk factors**

We are affected by risks specific to us as well as factors that affect all businesses operating in a global market. The significant factors known to us that could materially adversely affect our business, financial condition or operating results are described in our annual report on Form 10-K for the fiscal year ended March 31, 2012, under the heading Part I Item 1A. Risk Factors. There has been no material change in those risk factors.



Table of Contents**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

We made the following repurchases of our common stock, including settlement of loans to employees for the exercise of stock options, within the first quarter of the fiscal year covered by this report.

|            | Shares Purchased | Avg. Price Paid | Total Shares Purchased as Part of Publicly Announced Plan | Remaining Shares to Purchase Under Plan |
|------------|------------------|-----------------|---|---|
| April 2012 | 3,281            | \$ 50.32        | 151,633   | 148,367                                 |
| May 2012   | 442              | 47.93           | 152,075   | 147,925                                 |
| June 2012  | 3,092            | 45.85           | 155,167   | 144,833                                 |
| Total      | 6,815            | 48.14           |   |   |

On November 7, 2005, the Board of Directors of Mesa Laboratories, Inc. adopted a share repurchase plan which allows for the repurchase of up to 300,000 of the Company's common shares. This plan will continue until the maximum is reached or the plan is terminated by further action of the Board.

**Item 6. Exhibits**

## a) Exhibits:

- 31.1 Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 31.2 Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 32.1 Certification of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 32.2 Certification of Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 101 The following financial information from the quarterly report on Form 10-Q of Mesa Laboratories, Inc. for the quarter ended June 30, 2012, formatted in XBRL (eXtensible Business Reporting Language): (i) Condensed Statements of Income, (ii) Condensed Balance Sheets, (iii) Condensed Statements of Cash Flows, and (iv) Notes to the Condensed Financial Statements.

## b) Reports on Form 8-K:

On July 27, 2012, the Registrant filed a Report on Form 8-K/A, under Item 9.01, providing financial statements of businesses acquired and pro forma financial information, related to the asset acquisition from Bios International Corporation.

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On July 10, 2012, the Registrant filed a Report on Form 8-K, under Item 5.02, reporting the departure of the Company's Executive Vice President of Operations - Biological Indicators, for personal reasons.

On May 23, 2012, the Registrant filed a Report on Form 8-K, under Item 2.02, reporting the issuance of a press release reporting revenues and earnings for the year ended March 31, 2012.

On May 21, 2012, the Registrant filed a Report on Form 8-K, under Items 1.01 and 2.01, reporting the asset acquisition from Bios International Corporation.

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**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.

MESA LABORATORIES, INC.  
(Registrant)

DATED: August 10, 2012

BY: /s/ John J. Sullivan, Ph.D.  
John J. Sullivan, Ph.D.  
Chief Executive Officer,  
President, Treasurer, and Director

DATED: August 10, 2012

BY: /s/ Steven W. Peterson  
Steven W. Peterson  
Vice President-Finance,  
Chief Financial and Accounting Officer and  
Secretary