

DGSE COMPANIES INC
Form 10-K
April 14, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 10-K

(Mark One)

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

For the fiscal year ended December 31, 2016

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

For the transition period from _____ to _____

Commission file number 001-11048

DGSE COMPANIES, INC.

(Exact Name of Registrant as Specified in Its Charter)

<u>Nevada</u>	<u>88-0097334</u>
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

13022 Preston Rd., Dallas, Texas 75240
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code 972-587-4049

Securities registered pursuant to Section 12(b) of the Act:

Title of each class Name of each exchange on which registered

Common Stock NYSE MKT

Securities registered pursuant to Section 12(g) of the Act:

None

(Title of Class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act.

Yes No

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

Edgar Filing: DGSE COMPANIES INC - Form 10-K

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 (§ 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

..

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

Large accelerated filer <input type="checkbox"/>	Accelerated filer <input type="checkbox"/>
Non-accelerated filer <input type="checkbox"/>	Smaller Reporting Company <input checked="" type="checkbox"/>

(Do not check if a smaller reporting company)

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

Yes No

As of June 30, 2016, which is the last business day of the registrant's most recently completed second fiscal quarter, the aggregate market value of voting and non-voting common equity held by non-affiliates computed by reference to the closing sales price at which the common equity was last sold on the NYSE MKT Exchange (the "Exchange") was \$5,595,030.

As of the close of business on March 31, 2017, there were 26,905,631 shares of DGSE Companies, Inc. common stock issued and outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Part III incorporates certain information by reference from the registrant's definitive proxy statement for the 2017 Annual Meeting of Stockholders, which definitive proxy statement will be filed by the registrant with the Securities and Exchange Commission within 120 days after the end of the registrant's fiscal year ended December 31, 2016.

TABLE OF CONTENTS

	<u>Page</u>
 <u>PART I</u>	
Item 1. <u>Business</u>	1
Item 1A. <u>Risk Factors</u>	6
Item 1B. <u>Unresolved Staff Comments</u>	13
Item 2. <u>Properties</u>	13
Item 3. <u>Legal Proceedings</u>	14
Item 4. <u>Mine Safety Disclosures</u>	14
 <u>PART II</u>	
Item 5. <u>Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</u>	15
Item 6. <u>Selected Financial Data</u>	16
Item 7. <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	16
Item 7A. <u>Quantitative and Qualitative Disclosures about Market Risk</u>	22
Item 8. <u>Financial Statements and Supplementary Data</u>	22
Item 9. <u>Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</u>	22
Item 9A. <u>Controls and Procedures</u>	22
Item 9B. <u>Other Information</u>	23
 <u>PART III</u>	
Item 10. <u>Directors, Executive Officers and Corporate Governance</u>	24
Item 11. <u>Executive Compensation</u>	24
Item 12. <u>Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>	24
Item 13. <u>Certain Relationships and Related Person Transactions, and Director Independence</u>	24
Item 14. <u>Principal Accountant Fees and Services</u>	24
 <u>PART IV</u>	
Item 15. <u>Exhibits and Financial Statement Schedules</u>	25
Item 16. <u>Form 10-K Summary</u>	28
 <u>Signatures</u>	

PART I

Unless the context indicates otherwise, references to “we,” “us,” “our,” “the Company” and “DGSE” refer to the consolidated business operations of DGSE Companies, Inc., the parent, and all of its direct and indirect subsidiaries.

Special Note Regarding Forward-Looking Statements

This Annual Report on Form 10-K for the fiscal year ended December 31, 2016 (this “Form 10-K”), including but not limited to the section of this Form 10-K entitled “Management's Discussion and Analysis of Financial Condition and Results of Operations,” information concerning our business prospects or future financial performance, anticipated revenues, expenses, profitability or other financial items, and our strategies, plans and objectives, together with other statements that are not historical facts, includes “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Forward-looking statements generally can be identified by the use of forward-looking terminology, such as “may,” “will,” “would,” “expect,” “intend,” “could,” “estimate,” “should,” “anticipate” or “believe.” We forward-looking statements be subject to the safe harbors created by these laws. All statements other than statements of historical information provided herein are forward-looking and may contain information about financial results, economic conditions, trends, and known uncertainties. All forward-looking statements are based on current expectations regarding important risk factors. Many of these risks and uncertainties are beyond our ability to control, and, in many cases, we cannot predict all of the risks and uncertainties that could cause our actual results to differ materially from those expressed in the forward-looking statements. Actual results could differ materially from those expressed in the forward-looking statements, and readers should not regard those statements as a representation by us or any other person that the results expressed in the statements will be achieved. Important risk factors that could cause results or events to differ from current expectations are described under the section of this Form 10-K entitled “Risk Factors” and elsewhere in this Form 10-K. These factors are not intended to be an all-encompassing list of risks and uncertainties that may affect the operations, performance, development and results of our business. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. We undertake no obligation to release publicly the results of any revisions to these forward-looking statements which may be made to reflect events or circumstances after the date hereon, including without limitation, changes in our business strategy or planned capital expenditures, store growth plans, or to reflect the occurrence of unanticipated events.

ITEM 1. BUSINESS.

Overview

We were originally formed as a corporation in the State of Nevada on September 16, 1965 under the name “Canyon State Mining Corporation of Nevada.” After several name changes through the years, in 2005 we changed our name to DGSE Companies, Inc. Our principal executive offices are located at 13022 Preston Rd., Dallas, Texas 75240. Our telephone number is 972-587-4049. Our primary commercial internet addresses are www.DGSE.com and www.CGDEinc.com, and we also maintain www.DGSECompanies.com primarily as a corporate information and investor relations website. We hold registered trademarks for the company name “Dallas Gold & Silver Exchange” and the corresponding logo.

We buy and sell jewelry, diamonds, fine watches, rare coins and currency, precious metal bullion products, scrap gold, silver, platinum and palladium as well as collectibles and other valuables. Our customers include individual consumers, dealers and institutions throughout the United States. Our operations are organized around two primary types of customers, retail customers and wholesale customers.

Customer Types

Retail

As of the end of the fiscal year ended December 31, 2016 (“Fiscal 2016”), our products and services were marketed through six retail locations in South Carolina and Texas. During the year ended December 31, 2014 (“Fiscal 2014”), we closed our Southern Bullion Coin & Jewelry (“Southern Bullion”) operations, which included locations in Alabama, Florida, Georgia, and Tennessee. During the year ended December 31, 2015 (“Fiscal 2015”), we closed three locations in the Dallas-Fort Worth (“DFW”) area and one in Summerville, South Carolina. In Fiscal 2016, we closed our Chicago Gold & Diamond Exchange (formerly Bullion Express) location and one location in the Dallas-Fort Worth DFW area. Our retail locations operate under several banners, including Charleston Gold & Diamond Exchange, and Dallas Gold & Silver Exchange, and are supported by websites at www.CGDEinc.com and www.DGSE.com.

Our retail footprint has evolved significantly in recent years, growing and contracting largely in line with changes in the precious metals market. In 2011, as we acquired Southern Bullion, precious metal prices hit all-time highs, but by 2012 the markets had softened significantly. During the year ended December 31, 2013 (“Fiscal 2013”), the precious metals market experienced a significant downturn, as evidenced by a nearly 30% decrease in the price of an ounce of gold, as measured by London PM Fix, between January 1 and December 31, 2013. While prices were more stable in 2014, they remained well below levels reached in 2011. This downturn significantly changed the economics of our business, and led us to further evaluate the number and locations of retail stores, resulting in the closure of all Southern Bullion locations in the first half of Fiscal 2014. The volatility in the price per ounce of gold continued in Fiscal 2015, which decreased 11.5% as compared to Fiscal 2014. The price per ounce of gold did rebound somewhat by August 2016 to \$1,350 an ounce, jumping 26%, only to fall to \$1,147 an ounce, by years end. Although this resulted in an 8% net gain, in gold prices from December 31, 2015 to December 2016, the volatility was still prevalent during Fiscal 2016.

As noted above, in 2016, we made the decision to close our Chicago store, and one DFW location. Notwithstanding a significant uptick in precious metals pricing, we do not expect to open incremental retail locations in the next 12 months. However, we did embark on a project to reconfigure our retail presence in DFW, which resulted in having fewer, but larger stores in the area. In January 2016, we opened a store in a new 4,400 square foot retail space in Euless, Texas, which replaced two smaller locations in the western part of DFW. In December 2016, we moved into a new 15,120 square foot retail space in Dallas, Texas, which replaced our main showroom and corporate offices.

Wholesale

Our Fairchild International (“Fairchild”) division is one of the country’s leading dealers of pre-owned fine watches. Fairchild supplies over 1,100 regional jewelry stores across the country, with pre-owned Rolexes and aftermarket Rolex accessories such as bands, bezels and dials. A dealer-only online catalog of Fairchild’s fine watch inventory can be found at our web site at www.Fairchildwatches.com.

In addition to our Fairchild operations, we transact a significant amount of business with wholesalers and other companies in our industry. This wholesale transactional activity occurs at industry-specific trade shows held periodically throughout the year, during in-person and telephonic sales calls, and on industry trade websites that facilitate wholesale trades for our industry.

Products and Services

Jewelry

We sell items in every major jewelry category, including bridal jewelry, fashion jewelry, custom-made jewelry, diamonds and other gemstones, watches and findings (jewelry components).

A substantial percentage of our jewelry inventory is purchased directly from our customers at one of our retail locations. These jewelry items and fine watches are then cleaned, serviced and repaired by our experienced jewelers so that they are in a like-new condition and suitable for resale.

The higher-quality diamonds and gemstones we purchase are certified by the Gemological Institute of America (“GIA”) and other third-party certifying authorities for an independent assessment of their quality. This process aides us in readily reselling these stones individually or as a component of our custom bridal and fashion jewelry. Mid-quality diamonds and gemstones are often utilized in custom fashion jewelry or packaged with lower quality stones and sold to wholesalers across the country and abroad.

We maintain relationships with numerous commercial consignment vendors across the country, which supply us with new and estate jewelry, which supplements jewelry that we purchase over the counter and enhances our overall jewelry offering. During Fiscal 2015 and continuing in 2016, we accepted consignment merchandise from individuals. Any sales made from this consignment jewelry stock are settled with our commercial and individual consignment vendors on a monthly or quarterly basis.

We also maintain jewelry repair centers in three of our locations and accept repair, polishing and service orders through all of our retail locations.

Jewelry retailing is highly fragmented and competitive. We compete for jewelry sales primarily against specialty jewelers such as Zales, Jared, and Kay’s, as well as other retailers that sell jewelry including department stores, discount stores, apparel outlets, and internet retailers. The jewelry category competes for a share of our customers’ disposable income with other consumer sectors such as electronics, clothing and furniture, as well as travel and restaurants. This competition for consumers’ discretionary spending is particularly relevant to gift giving, and also has some relevance with respect to bridal jewelry (e.g. engagement, wedding, and anniversary).

Bullion

Our bullion trading operation buys and sells all forms of gold, silver, platinum and palladium precious metals products, including United States and other government coins, private mint medallions, wafers, art bars and trade unit bars. Retail bullion transactions are conducted with individual consumers at all of our store locations and online at www.USBullionExchange.com. Wholesale bullion transactions are conducted through our main bullion trading operation in Dallas, Texas, which maintains numerous vendor relationships with major industry wholesalers, mints and institutions.

Bullion products are purchased and sold based on current market pricing for precious metals. This bullion inventory is subject to market value changes created by the underlying commodity markets. We periodically enter into futures contracts and utilize offsetting customer orders in order to hedge our exposure against changes in market prices. While we believe that we have effectively managed the commodity risk associated with our bullion activity, there are several national and international factors, which are out of our control but may affect margins, customer demand and transactional volume in our bullion business. These factors include but are not limited to: U.S. Federal Reserve policies, inflation rates, global economic uncertainty, governmental and private mint supply and other factors.

Elemetal, LLC (“Elemetal”) is our principal supplier of bullion products.

Rare Coins, Currency and Collectibles

We buy and sell most numismatic items, including rare coins, currency, medals, tokens and other collectibles. The majority of our rare coin, currency and collectible revenue is derived from individual customers selling their collections to us. We then consolidate these collections and resell them through our retail activities, on the wholesale market through national trade shows, through in-person and telephonic sales calls, and on industry trade websites.

Scrap

Individual and wholesale customers sell their unwanted jewelry and other precious metals items to us at all of our retail locations. After we have purchased these valuables, they are processed at a centralized clearing house, where expert jewelers, gemologists and watchmakers sort items into three main resale categories: Retail Appropriate, Wholesale Appropriate and Refiner Appropriate. Those items deemed appropriate for resale at one of our retail locations are cleaned, serviced and repaired by our experienced jewelers so that they are in a like-new condition. The vast majority of these items are then individually tagged and sent to one of our retail locations for future retail sales. Other items that are not appropriate for our retail locations are grouped into wholesale lots and liquidated at national trade shows or through in-person dealer to dealer transactions. Items that are not appropriate for either retail or wholesale purposes are sold to the refiner.

Elemetal is also the principal refiner of our scrap related products. Several other refiners compete for our business on a regular basis.

Relationship with Elemetal, LLC.

Elemetal is a global precious metals conglomerate based in Dallas, Texas. Its principal holdings include: Elemetal Refining, LLC (formerly known as OPM Metals or OPM), the Ohio-based, largest American-owned refiner of “good delivery” gold and silver; Elemetal Direct, a Texas-based wholesale dealer of precious metals; Elemetal Capital, LLC, a leading market maker in the bullion and precious metals industries; Provident Precious Metals LLC, an online retailer of bullion and precious metal products; and Elemetal Recycling, LLC (formerly known as Echo Environmental), a Texas-based firm focusing on electronic waste recycling and precious metal recovery.

Through a series of transactions beginning in 2010, NTR Metals, LLC (“NTR”) became the largest shareholder of our common stock, par value \$0.01 per share (“Common Stock”). In April 2012, NTR announced its merger with OPM, the largest American-owned refiner of “good delivery” gold and silver. The combined company was originally called Global Metals Holdings, LLC, and has since been rechristened as Elemetal. In January 2013, NTR announced it would contribute 4,393,142 of its shares of our Common Stock to Elemetal, in exchange for ownership units in Elemetal. NTR also agreed to contribute its option to buy 5,000,000 additional shares of DGSE Common Stock at \$15 a share, which expired unexercised on October 25, 2016. On December 9, 2016, DGSE and NTR closed the transactions contemplated by the Stock Purchase Agreement dated June 20, 2016 (the “Elemetal Agreement”) whereby DGSE issued NTR 5,948,560 shares of Common Stock for \$0.41 per share in exchange for the cancellation and forgiveness of indebtedness under a Loan Agreement dated July 19, 2012 and an associated Revolving Credit Note (which indebtedness and accrued interest was \$2,438,909). Also on the same date and pursuant to the Elemetal Agreement, DGSE issued Elemetal 8,536,585 shares of its Common Stock for \$0.41 per share and a warrant to purchase an additional 1,000,000 shares of Common Stock at an exercise price of \$0.65 per share, exercisable within

two years after December 9, 2016, in exchange for the cancellation and forgiveness of \$3,500,000 of trade payables owed to Elemetal as a result of bullion-related transactions. Following these stock issuances Elemetal owns 12,814,727 shares of Common Stock (47.7%) (excluding shares that may be purchased upon exercise of the warrant) and NTR owns 6,365,460 shares of Common Stock (23.7%).

In addition to being our largest shareholder, Elemetal is our primary supplier for bullion products and is our primary refiner of recyclable precious metal. These and other transactions with Elemetal are more fully described in Note 13 to our consolidated financial statements, Related Party Transactions.

Sales and Marketing

In Fiscal 2016, our advertising activities relied on radio, print, and digital media. Marketing activities centered on each of the major business categories, emphasizing our broad array of products, expertise, and price advantages compared to our local and regional competition. In Fiscal 2016, we spent approximately \$946,600 on advertising and marketing in our continuing operations, a 40% year-over-year decrease. Our advertising and marketing spending represents costs for traditional and digital media, in-store displays, brochures and informational pamphlets, production fees, and other related items.

In 2017, we anticipate our radio, digital, billboard and social media presence to be a substantially more important part of our marketing strategy. As digital commerce platforms continue double-digit growth, we will invest more funds to update our web presence to allow for online ordering and in-store pickup of items. Our website will be designed to be viewed on a variety of platforms across a multitude of digital devices. We believe this enhanced web platform also allows for personalization of the shopping experience, including recommending inventory, and delivers a seamless digital experience for product research, purchase, and social sharing. Additionally, we anticipate that social media will play an increasingly larger role in our overall advertising mix. We anticipate that social media advertising will allow us to target specific customer groups on a wider scale.

Seasonality

The retail and wholesale jewelry business is seasonal. We realized 25% and 27% of our annual jewelry sales in the fourth quarters of Fiscal 2016 and Fiscal 2015, respectively.

While our bullion, scrap and rare coin businesses are not as seasonal, we believe they are directly impacted by several national and international factors which are out of our control. These factors may affect margins, customer demand and transactional volume in our bullion and rare coin business. These factors include but are not limited to: U.S. Federal Reserve policies, inflation rates, global economic uncertainty, governmental and private mint supply and other factors.

Competition

We operate in a highly competitive industry where competition is based on a combination of price, service and product quality. Our jewelry and scrap activities compete with numerous other competitors in the markets in which we operate. These competitors include big box retailers, national jewelry chains, individual jewelry stores, web-only entities, pawn shops and other businesses who attempt to enter this industry as an add-on to their existing business lines.

The bullion and rare coin industry in which we compete is dominated by substantially larger enterprises, which retail and wholesale bullion, rare coin and other precious metal products through traditional store front locations and via the internet.

We compete in these industries by taking advantage of core competencies in the following areas:

- *Pricing* – We believe we offer competitive or industry leading price points across all of our product lines.
- Selection* – We offer a wide variety of inventory in each one of our product lines. We believe this diverse selection allows us to market to the widest variety of potential clients while immediately delivering items that competitors may have to back order.
- Brick and Mortar Locations* – We seek retail locations that simultaneously meet our client’s geographical needs while also providing a safe and attractive location to conduct business.
- Web Portals* – In the future, our websites allow clients who are located both inside and outside of our brick and mortar footprint to conduct business with us in an efficient and cost effective manner.
- Staff* – We employ a staff of experts with many years of experience in their respective fields, such as jewelry, diamonds, premium and vintage watches, bullion and numismatic coins. We believe that when coupled with our corporate training programs, management structure and incentives for continuing education, our client facing sales associates are among the nation’s best.
- Brand* – We have spent millions of dollars over several decades advertising our brands and have spent countless hours reinforcing that marketing message with our clients on an individual basis. As a result, we believe that current and prospective clients place a significant amount of trust in our brands. Additionally, we believe that consumers have additional confidence in our brands as a result of our public company status.
- Market Maker* – While many of our competitors limit their participation to either buying or selling in certain markets, we both buy and sell at a retail level across all of our product lines and in all markets, creating a unique service for our retail customers. Our model makes it easy for a customer to upgrade to a higher quality watch, diamond or jewelry item from one they already own, to move a precious metal investment easily into a different metal, or to receive cash for an unused or unwanted item.

Employees

As of December 31, 2016, we employed 77 individuals, 76 of whom were full time employees. None of our employees are represented by a labor union and we believe that our current relations with employees are good. Our management follows the policy of keeping employees informed of decisions and encourages and implements employee suggestions whenever practicable.

Available Information

Our primary commercial websites are located at www.DGSE.com and www.CGDEinc.com. Through the “DGSE Companies” section of these websites, as well as through www.DGSECompanies.com, we make available free of charge all of our filings with the Securities and Exchange Commission (“SEC”) and press releases. In addition, a complete copy of our Business Conduct and Ethics Policy, our Related Person Transactions Policy, our Whistleblower Policy and charters for our Audit Committee, our Compliance, Governance and Nominating Committee, and our Compensation Committee are available through www.DGSECompanies.com, as well as information on how to communicate with our Board of Directors (our “Board”).

Discontinued Operations

In February 2014, we elected to discontinue the operations of six of our Southern Bullion locations and in April 2014, we elected to discontinue the operations of the 17 remaining Southern Bullion locations, due to the lack of profitability and management's belief that it was unlikely that profitability would be reached in the foreseeable future. The significant change in the precious metals market in 2013, including a 30% decline in the spot price of gold since the acquisition of Southern Bullion in 2011, had a disproportionately negative impact on the customer traffic, transactional volume and profitability of the Southern Bullion operations. As a result, during 2013, the Southern Bullion operations generated a net loss of approximately \$1.9 million. The operating results for all Southern Bullion operations have been reclassified as discontinued operations in the consolidated statements of operations for Fiscal 2016 and Fiscal 2015.

Research & Development

We do not actively engage in research and development activities. As a result, we did not expend any amounts in Fiscal 2016 and Fiscal 2015 on research and development.

ITEM 1A. RISK FACTORS.

You should carefully review and consider the risks described below and the forward-looking statements contained in this Form 10-K before evaluating our business or making an investment decision. Our business, financial condition or results of operations could be materially adversely affected by these risks. The trading price of our Common Stock could decline due to any of these risks, and you may lose all or part of your investment. You should also refer to the other information included or incorporated by reference in this report, including our consolidated financial statements and the related notes thereto. These risks and uncertainties could cause actual results and events to differ materially from those anticipated. Additional risks which we do not presently consider material, or of which we are not currently aware, may also have an adverse impact on our business. Please also see the section of this Form 10-K entitled "Special Note Regarding Forward-Looking Statements" on page 1.

In Fiscal 2014, we came to an agreed settlement with the SEC, stemming from an investigation of accounting irregularities. As part of this settlement we agreed to a series of corporate governance reforms, which were independently verified in Fiscal 2015. If we are unable to fully implement the corporate governance reforms, we could face additional enforcement actions by the SEC or other governmental or regulatory bodies, as well as additional shareholder lawsuits, all of which could have significant negative financial or operational implications.

On April 16, 2012, we filed a Current Report on Form 8-K disclosing that our Board had determined the existence of certain accounting irregularities beginning approximately during the second calendar quarter of 2007 and continuing in periods subsequent thereto (the “Accounting Irregularities”). We brought the Accounting Irregularities to the attention of the SEC in a letter dated April 16, 2012. On June 18, 2012, we received written notice that the SEC had initiated a private investigation into the Accounting Irregularities, to determine whether any persons or entities had engaged in any possible violations of the federal securities laws. On June 2, 2014, we received notice of the entry of an agreed final judgment by the Honorable Judge Jane Boyle (the “Agreed Final Judgment”) in Civil Action No. 3:14-cv-01909-B, entitled Securities and Exchange Commission v. DGSE Companies Inc., et. al., filed on May 27, 2014 in Federal District Court for the Northern District of Texas (the “Civil Action”). We consented to the Agreed Final Judgment prior to the filing of the Civil Action by the SEC. The Agreed Final Judgment was entered in connection with the conclusion of the investigation against DGSE by the SEC regarding the Accounting Irregularities.

In connection with the Agreed Final Judgment and as remedial measures in connection with the Accounting Irregularities, we agreed to undertake certain corporate governance reforms, all of which we believe to be complete at this time (the “Corporate Governance Reforms”). The Corporate Governance Reforms include the appointment of two new independent directors to the Board, establishing the position of a Lead Independent Director on the Board and establishing reasonable term limits for members of the Board, among other reforms. We engaged a consultant satisfactory to the SEC to confirm implementation of the Corporate Governance Reforms. Due to Board member resignations in the latter half of Fiscal 2015, we were unable to complete our confirmation with the consultant by the initial deadline; however, with the addition of new independent directors, we regained compliance with the Corporate Governance Reforms. If we fall out of compliance with the Corporate Governance Reforms, we may be the subject of additional enforcement actions and further lawsuits, which could be debilitating. The costs of such investigations and of defending lawsuits could be significant and could exceed the amount of any available insurance coverage we have, and we may not have sufficient resources in the future to satisfy such costs. These matters may continue for some time, and we have no way of anticipating when or how they may be resolved. As a result of the investigation and settlement, as well as any future investigations or lawsuits, we could face loss of reputation, decline in confidence from investors, fall in the market price for our shares, inability to acquire capital and failure to continue as a going concern.

The voting power in our company is substantially controlled by a small number of stockholders, which may, among other things, delay or frustrate the removal of incumbent directors or a takeover attempt, even if such events may be beneficial to our stockholders.

Elemetal, including its affiliate NTR, is our largest shareholder. Elemetal and NTR owns 19,180,187 shares of our Common Stock, representing 71.4% of our total outstanding shares of Common Stock and hold a warrant pursuant to which Elemetal can purchase an additional 1,000,000 shares of Common Stock. Consequently, Elemetal is in a position to significantly influence any matters that are brought to a vote of the shareholders, including, but not limited to, the election of members of our Board and any action requiring the approval of shareholders, including any amendments to our governing documents, mergers or sales of all or substantially all of our assets. This concentration of ownership also may delay, defer or even prevent a change in control of our company and make some transactions more difficult or impossible without the support of Elemetal. These transactions might include proxy contests, tender

offers, mergers or other purchases of Common Stock that could give stockholders the opportunity to realize a premium over the then-prevailing market price for shares of our Common Stock.

In the past, our internal controls over financial reporting and procedures related thereto have been deficient. Although we have taken significant remedial measures, our previous deficiencies could have a material adverse effect on our business and on our investors' confidence in our reported financial information, and there is no guarantee that our internal controls over financial reporting and procedures will not fail in the future.

Effective internal controls over financial reporting and disclosure controls and procedures are necessary for us to provide reliable financial reports and to detect and prevent fraud. In the past, our internal controls and procedures have failed. The remedial measures taken by us may not be sufficient to regain the confidence of investors or any loss of reputation, which could in turn affect our finances and operations. Our disclosure controls and internal controls over financial reporting may not prevent all errors or all instances of fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. Further, 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 our business 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. Controls can also be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls is based in part upon certain assumptions about the likelihood of future events, and any design may not succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with policies or procedures. Because of the inherent limitation of a cost-effective control system, misstatements due to error or fraud may occur and not be detected. If there is a failure in any of our internal controls and procedures, we could face investigation or enforcement actions by the SEC and other governmental and regulatory bodies, litigation, loss of reputation and investor confidence, inability to acquire capital and other material adverse effects on our finances and business operations.

The market for precious metals is inherently unpredictable.

Bullion and scrap products are purchased and sold based on current market pricing for precious metals. This bullion and scrap inventory is subject to market value changes created by the underlying commodity markets. We periodically enter into futures contracts in order to hedge our exposure against changes in market prices. There are several national and international factors which are out of our control but which may affect margins, customer demand and transactional volume in our bullion business. These factors include but are not limited to: the policies of the U.S. Federal Reserve, inflation rates, global economic uncertainty, governmental and private mint supply and other factors. If we misjudge the commodity markets underlying the bullion inventory, our bullion business could suffer adverse consequences. Substantially lower precious metals prices could negatively affect our ability to continue purchasing significant volumes of precious metal scrap products which could negatively affect our profitability.

Adverse economic conditions in the U.S. or in other key markets, and the resulting declines in consumer confidence and spending, could have a material adverse effect on our operating results.

Our results are dependent on a number of factors impacting consumer confidence and spending, including, but not limited to: general economic and business conditions; wages and employment levels; volatility in the stock market; home values; inflation; consumer debt levels; availability and cost of consumer credit; economic uncertainty; solvency concerns of major financial institutions; fluctuations in foreign currency exchange rates; fuel and energy costs and/or shortages; tax issues; and general political conditions, both domestic and abroad.

Adverse economic conditions, including declines in employment levels, disposable income, consumer confidence and economic growth could result in decreased consumer spending that would adversely affect sales of consumer goods, particularly those, such as many of our products, which are viewed as discretionary items. In addition, events such as war, terrorism, natural disasters or outbreaks of disease could further suppress consumer spending on discretionary items. If any of these events should occur, our future sales could decline by driving up commodities prices, particularly gold.

We face intense competition.

The industry in which we operate is highly competitive, and we compete with numerous other companies, many of which are larger and have significantly greater financial, distribution, advertising and marketing resources. Our products compete on a number of bases, including price. Significant increases in these competitive influences could adversely affect our operations through a decrease in the number and dollar volume of sales.

For all of our products and services, we compete with a number of comparably sized and smaller firms, as well as a number of larger firms throughout the United States. Many of our competitors have the ability to attract customers as a result of their reputation and through their industry connections. Additionally, other reputable companies may decide to enter our markets to compete with us. These companies may have greater name recognition and have greater financial and marketing resources than we do. If these companies are successful in entering the markets in which we participate or if customers choose to go to our competition, we may attract fewer buyers and our revenue could decrease.

Our wholesale and jewelry business is seasonal, with sales traditionally greater during certain holiday seasons, so events and circumstances that adversely affect holiday consumer spending will have a disproportionately adverse effect on our results of operations.

Our wholesale and jewelry sales are seasonal by nature. Our sales are traditionally greater during significant local holidays that occur in late fall, winter or early spring. The amount of net sales and operating income generated during these seasons depends upon the general level of retail sales at such times, as well as economic conditions and other factors beyond our control. Given the timing of our annual seasonality, inclement weather can at times pose a substantial barrier to consumer retail activity, and have a material negative impact on our store traffic. If events or circumstances were to occur that negatively impact consumer spending during such holiday seasons, it could have a material adverse effect on our sales, profitability and results of operations.

If we misjudge the demand for our products, high inventory levels could adversely affect future operating results and profitability.

Consumer demand for our products can affect inventory levels. If consumer demand is lower than expected, inventory levels can rise causing a strain on operating cash flow. If the inventory cannot be sold through our wholesale or retail outlets, additional write-downs or write-offs to future earnings could be necessary. Conversely, if consumer demand is higher than expected, insufficient inventory levels could result in unfulfilled customer orders, loss of revenue and an unfavorable impact on customer relationships. In particular, volatility and uncertainty related to macro-economic factors make it more difficult for us to forecast customer demand in our various markets. Failure to properly judge consumer demand and properly manage inventory could have a material adverse effect on profitability and liquidity.

Changes in our liquidity and capital requirements and our ability to secure financing and credit could materially adversely affect our financial condition and results of operations.

We require continued access to capital, and a significant reduction in cash flows from operations or the availability of credit could materially and adversely affect our ability to achieve our planned growth and operating results. Similarly, if actual costs to build new stores significantly exceed planned costs, our ability to build new stores or to operate new stores profitably could be materially restricted. Credit and equity markets remain sensitive to world events and macro-economic developments. Therefore, our cost of borrowing may increase and it may be more difficult to obtain financing for our operations or to refinance long-term obligations as they become payable. In addition, our borrowing costs can be affected by independent rating agencies' short and long-term debt ratings which are based largely on our performance as measured by credit metrics including interest coverage and leverage ratios. A decrease in these ratings would likely also increase our cost of borrowing and make it more difficult for us to obtain financing. A significant increase in the costs we incur in order to finance our operations may have a material adverse impact on our business results and financial condition.

Interest rate fluctuations could increase our interest expense.

Interest rates could rise which would, in turn, increase our cost of borrowing or could make it difficult or impossible for us to secure financing.

A failure in our information systems could prevent us from effectively managing and controlling our business or serving our customers.

We rely on our information systems to manage and operate our stores and business. This includes our phone system, website, point of sale application, accounting package and other systems. Each store is part of an information network that permits us to maintain adequate cash inventory, reconcile cash balances daily and report revenues and expenses in a timely manner. Any disruption in the availability of our information systems could adversely affect our operation, the ability to serve our customers and our results of operations.

Our success depends on our ability to attract, retain and motivate qualified directors, management and other skilled employees. Recent changes in key personnel and directors could cause disruptions in our business.

Our future success and growth depend on the continued services of our directors, key management and employees. The loss of the services of any of these individuals or any other key employee or contractor could materially affect our business. The resignation of all three of our independent directors in August and September of 2015 caused us to be temporarily out of compliance with the continued listing requirements of the NYSE MKT, which require that 50% of the members of the Board are independent and that the audit committee of the Board be comprised of at least two members, all of whom are independent. As of December 31, 2015, we were also out of compliance with the Corporate Governance Reforms we agreed to make in connection with our Agreed Final Judgment with the SEC, which require us to have at least five Board members, at least three-fifths of whom are independent. The Board elected two new independent directors in 2015 and one new independent director in January 2016. On October 15, 2015, DGSE received a letter from the NYSE MKT confirming that, based on the addition of two new independent directors, DGSE has resolved the continued listing deficiencies described above and is now in compliance with the NYSE MKT's continued listing standards. With the addition of the new independent director in 2016, we regained compliance with the Corporate Governance Reforms set forth in our Agreed Final Judgment with the SEC. In January 2017, our three independent directors resigned, however, three new independent directors were appointed, as a result of which three of the five members of the Board are independent directors. Our future success also depends on our ability to identify, attract and retain additional qualified personnel. Competition for employees in our industry is intense and we may not be successful in attracting or retaining them. There are a limited number of people with knowledge of, and experience in, our industry. We do not have employment agreements with many of our key employees. We do not maintain life insurance policies on any of our employees. The loss of key personnel, especially without advance notice, or the inability to hire or retain qualified personnel, could have a material adverse effect on sales and operations. In recent months, our Chief Executive Officer and Chief Financial Officer have departed and we named a new Chief Executive Officer and new Chief Financial Officer. There can be no assurance that the recent changes in these two key positions, along with changes in the composition of our Board, will not cause disruption to our operations. We cannot guarantee that we will continue to retain our key management and skilled personnel, or that we will be able to attract, assimilate and retain other highly qualified personnel in the future.

We have not paid dividends on our Common Stock in the past and do not anticipate paying dividends on our Common Stock in the foreseeable future.

We have not paid Common Stock dividends since our inception and do not anticipate paying dividends in the foreseeable future. Our current business plan provides for the reinvestment of earnings in an effort to complete development of our technologies and products, with the goal of increasing sales and long-term profitability and value.

We are subject to new and existing corporate governance and internal control reporting requirements, and our costs related to compliance with, or our failure to comply with, existing and future requirements could adversely affect our business.

In addition to the Corporate Governance Reforms, we face corporate governance requirements under the Sarbanes-Oxley Act of 2002, and the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "Dodd-Frank Act"), as well as new rules and regulations subsequently adopted by the SEC, the Public Company Accounting Oversight Board and the Exchange. These laws, rules and regulations continue to evolve and may become increasingly stringent in the future. We cannot ensure that we will be able to fully comply with these laws, rules and regulations that address corporate governance, internal control reporting and similar matters. Failure to comply with these laws, rules and regulations could subject us to investigation and enforcement actions and could materially adversely affect our reputation, financial condition and the value and liquidity of our securities.

Our websites may be vulnerable to security breaches and similar threats, which could result in our liability for damages and harm to our reputation.

Despite the implementation of network security measures, our websites are vulnerable to computer viruses, break-ins and similar disruptive problems caused by internet users. These occurrences could result in our liability for damages, and our reputation could suffer. The circumvention of our security measures may result in the misappropriation of customer or other confidential information. Any such security breach could lead to interruptions and delays and the cessation of service to our customers and could result in a decline in revenue and income.

Fluctuations in the availability and pricing of commodities, particularly gold, which accounts for the majority of our merchandise costs, could adversely impact our earnings and cash availability.

While jewelry manufacturing is a major driver of demand for gold, management believes that the cost of gold is predominantly driven by investment transactions which have resulted in significant changes in its cost over the past decade. Our cost of merchandise and potentially our earnings may be adversely impacted by investment market considerations that cause the price of gold to significantly increase or decrease.

An inability to increase retail prices to reflect higher commodity costs would result in lower profitability. Historically jewelry retailers have been able, over time, to increase prices to reflect changes in commodity costs. However, in general, particularly sharp increases in commodity costs may result in a time lag before increased commodity costs are fully reflected in retail prices. There is no certainty that such price increases will be sustainable, so downward pressure on gross margins and earnings may occur. In addition, any sustained increases in the cost of commodities could result

in the need to fund a higher level of inventory or changes in the merchandise available to the customer.

A significant portion of our profit is generated from the buying and selling of pre-owned jewelry or other precious metal based products. Significant price fluctuations in precious metals, especially downward, can have a severe impact on this part of our business, as people are less likely to sell these products to us if they believe that their merchandise is being undervalued, or if they believe the value is uncertain.

The conflict mineral diligence process, the results from that process and the related reporting obligations could increase costs, adversely affect our reputation and adversely affect our ability to obtain merchandise.

In August 2012, the SEC, pursuant to the Dodd-Frank Act, issued final rules, which require annual disclosure and reporting on the source and use of certain minerals, including gold, from the Democratic Republic of Congo and adjoining countries. The gold supply chain is complex and, while our management believes that the rules only cover less than 1% of annual worldwide gold production (based upon current estimates), the final rules require certain jewelry retailers and manufacturers that file with the SEC to exercise reasonable due diligence in determining the country of origin of the statutorily designated minerals that are used in products sold by us. Jewelry retailers or manufacturers who meet certain criteria were required to file certain reports with the SEC beginning in May 2014, disclosing their due diligence measures related to country of origin, the results of those activities, and related determinations. In conjunction with legal counsel, we have determined that we do not have sufficient control over manufacturing of any of our products to be included in the group of companies required to provide conflict minerals disclosure and reporting.

If our sourcing processes should change or if there is a determination that our current practices should be covered by the conflict minerals reporting and disclosure guidelines, we would need to implement significant additional measures to comply with these rules. We cannot be certain of the costs that might be associated with such regulatory compliance. The final rules also cover tungsten, which is contained in a small portion of items that are sold by us. Other minerals, such as diamonds, could be added to those currently covered by these rules. We may incur reputational risks with customers and other stakeholders if, due to the complexity of the global supply chain, we are unable to sufficiently verify the origin for the relevant metals. Also, if the responses of parts of our supply chain to the verification requests were adverse, it could harm our ability to obtain merchandise and add to compliance costs.

Our customer concentration in one significant customer and vendor could have an adverse impact on our business.

A significant amount of revenue is sourced from sales to and purchases from one customer, Elemetal. Elemetal accounted for 25% of our sales and 27% of our purchases in Fiscal 2016 and for 24% of our sales and 26% of our purchases in Fiscal 2015. No other retail or wholesale customers accounted for more than 10% of our revenues as of December 31, 2016 and December 2015, respectively. Our loss of Elemetal as a customer or a vendor, or a reduction in the amount of purchases from or sales to Elemetal, could have a significant adverse impact on our liquidity, business, financial condition and results of operations.

We have received a notice of non-compliance with a continued listing standard from the NYSE MKT for our Common Stock. If we are unable to avoid the delisting of our Common Stock from the NYSE MKT, it could have a substantial negative effect on the liquidity and market price of our Common Stock, our access to capital markets and our liquidity and results of operations.

On April 12, 2016, we received a notice from the Exchange indicating that we did not meet continued listing standards of the Exchange. We were not in compliance with Section 1003(a)(ii) of the NYSE MKT Company Guide(the “Company Guide”) because we reported stockholders’ equity of \$3.87 million as of December 31, 2015, less than the required minimum of \$4.0 million, and had net losses in three out of four most recent fiscal years. As a result, we became subject to the procedures and requirements of Section 1009 of the Company Guide.

We submitted a plan of compliance to the Exchange on May 11, 2016, the Exchange accepted our compliance plan and granted DGSE an extension until October 12, 2017 to regain compliance with Section 1003(a)(ii) of the Company Guide. We will be subject to periodic review by the Exchange during the compliance plan period. Failure to make progress consistent with the compliance plan or to regain compliance with the continued listing standards of the Company Guide by the end of the extension period could result in DGSE being delisted from the Exchange.

Excluding the warrant, the closing of the transactions contemplated by the Elemetal Agreement resulted in a reduction in Current and Total Liabilities and an increase in Stockholders' Equity of \$ 5,938,420.

If our Common Stock ultimately were to be delisted for any reason, it could negatively impact us by (i) reducing the liquidity and market price of our Common Stock; and (ii) reducing the number of investors willing to hold or acquire our common stock, which could negatively impact our ability to raise equity financing, which could negatively affect our liquidity and results of operations.

ITEM 1B. UNRESOLVED STAFF COMMENTS.

Not applicable.

ITEM 2. PROPERTIES.

We owned a 20,456 square foot facility at 11311 Reeder Road, Dallas, Texas, which housed our largest retail operation. The land and buildings were subject to a mortgage maturing in August 2016, with a principal balance outstanding of \$1,587,106 as of July 26, 2016. We sold that facility on July 26, 2016 for \$2,250,000 to 2 DAK Investments, LLC.

We also lease various properties across the three markets in which we currently operate. These leases have a wide variety of terms, rents and expiration dates. We are constantly evaluating each of our locations in terms of profitability, effectiveness and fit with long-term strategy. During Fiscal 2014, we discontinued operations of all of our Southern Bullion locations, resulting in the closing of 23 stores. In Fiscal 2015, we closed three stores in the DFW market, as part of an initiative to move toward fewer, but larger retail locations and one store in South Carolina. In Fiscal 2016, we closed our Chicago location and another store in Dallas. In addition, we opened a new, larger retail space in Euless, Texas in January 2016, which offers a larger selection of merchandise, including an onsite jewelry repair department. .

In April 2013, we moved our principal corporate offices to office space at 15850 Dallas Parkway, Suite 140, Dallas, Texas. This property is owned by an affiliate of Elemetal and also serves as their headquarters. We leased space in the building subject to a lease that expired in December 2015. The Company continued to pay this lease on a month-to-month basis until moving into our new 15,120 square foot retail space in Dallas, Texas (“Midtown”) location in December 2016, which replaced our main showroom and two smaller locations in the Eastern part of the DFW area. The Midtown location is large enough to facilitate our large retail showroom and house our corporate offices.

The following table provides a summary of all materially significant locations out of which we and our subsidiaries operate as of December 31, 2016..

Location	State	Use	Rent/Own	Square Footage	Comments
Arlington	TX	Dallas Gold & Silver	Rent	2,824	

Edgar Filing: DGSE COMPANIES INC - Form 10-K

Eules	TX	Dallas Gold & Silver	Rent	4,400	Moved to new location January 2016
Southlake	TX	Dallas Gold & Silver	Rent	1,400	
Dallas	TX	Dallas Gold & Silver	Rent	15,120	New main showroom opened in December 2016
Dallas	TX	Dallas Gold & Silver	Rent	3,338	Closed & moved inventory February 2017
Mount Pleasant	SC	Charleston Gold & Diamond	Rent	2,678	

ITEM 3. LEGAL PROCEEDINGS.

On April 16, 2012, we filed a Current Report on Form 8-K disclosing that our Board had determined the existence of the accounting irregularities beginning approximately during the second calendar quarter of 2007 and continuing in periods subsequent thereto (the “Accounting Irregularities”), which could affect financial information reported since that time. On April 16, 2012, we also announced that we had engaged forensic accountants to analyze the Accounting Irregularities, and that financial statements and information reported since the inception of the Accounting Irregularities, believed to begin in the second calendar quarter of 2007, should not be relied upon. We brought the Accounting Irregularities to the attention of the SEC in a letter dated April 16, 2012. On June 18, 2012, we received written notice that the SEC had initiated a private investigation into the Accounting Irregularities, to determine whether any persons or entities had engaged in any possible violations of the federal securities laws.

On June 2, 2014, we received notice of the entry of an agreed final judgment by the Honorable Judge Jane Boyle (the “Agreed Final Judgment”) in Civil Action No. 3:14-cv-01909-B, entitled Securities and Exchange Commission v. DGSE Companies Inc., et. al., filed on May 27, 2014 in Federal District Court for the Northern District of Texas (the “Civil Action”). We consented to the Agreed Final Judgment prior to the filing of the Civil Action by the SEC. The Agreed Final Judgment was entered in connection with the conclusion of the investigation against us by the SEC regarding the Accounting Irregularities.

In connection with the Agreed Final Judgment and as remedial measures in connection with the Accounting Irregularities, we agreed to undertake certain corporate governance reforms, all of which we believe to be complete at this time (the “Corporate Governance Reforms”). The Corporate Governance Reforms include the appointment of two new independent directors to the Board, establishing the position of a Lead Independent Director on the Board and establishing reasonable term limits for members of the Board, among other reforms. We engaged a consultant satisfactory to the SEC to confirm implementation of the Corporate Governance Reforms. Due to Board member resignations in the latter half of Fiscal 2015, we were unable to complete our confirmation with the consultant by the initial deadline; however, with the addition of new independent directors, we regained compliance with the Corporate Governance Reforms. The Agreed Final Judgment did not require the payment of any civil damages by us in connection with the Accounting Irregularities.

Beginning in 2010, the Texas Comptroller conducted a sales and use tax audit of our operations in Texas with respect to the period March 1, 2006 through November 30, 2009 and subsequently sent a Notification of Audit Results, by letter dated December 17, 2010, asserting that DGSE owed an amount of tax due, plus penalties and interest (the “2010 Sales Tax Audit”). We submitted a request for redetermination to the Texas Comptroller by letter dated January 13, 2011. By letter dated August 25, 2011, the Texas Comptroller stated that our request for a redetermination hearing had been granted.

On July 15, 2014, we received final notice from the Texas Comptroller of its consent to the negotiated payment agreement (the "Payment Agreement") to pay amounts due by us under the Texas Comptroller's final decision in connection with the 2010 Sales Tax Audit (the "Decision"), as more fully discussed in our Current Report on Form 8-K, as filed with the Securities and Exchange Commission on July 17, 2014. The Decision dismissed our Petition for Redetermination and concluded the 2010 Sales Tax Audit based on an agreement between the Texas Comptroller and DGSE, whereby we agreed to pay: (i) tax due of \$800,397; (ii) a 10% penalty; and (iii) interest. The total amount due as of the date of the Payment Agreement was approximately \$1.1 million. Pursuant to the terms of the Payment Agreement, we paid an initial payment of \$325,000 in July 2014, and in August 2014 began making monthly payments of \$47,000 over an 18-month period, until all agreed tax amounts, penalty and accrued interest due under the Decision were paid. Interest accrued on the outstanding tax due, until all amounts were paid.

In Fiscal 2014, we recognized an additional expense of \$104,958, to bring the total accrual in this matter to the approximately \$1.1 million due, which was expected to cover all tax, penalty and interest through the term of the Payment Agreement. As of December 31, 2015, our remaining obligation under the Payment Agreement was \$47,000. The final payment of \$47,000 was submitted to the Texas Comptroller in January 2016 to fully satisfy the indebtedness associated with the 2010 Sales Tax Audit.

The Texas Comptroller conducted a second sales and use tax audit of our operations in Texas with respect to the period December 1, 2009 through June 30, 2013 and subsequently sent us a final assessment in November 2016 asserting that we owe an amount of \$220,007 plus penalties and interest of \$ 66,645 for a total payment due of \$286,652. On February 21, 2017, a Compromise and Settlement Agreement was reached between DGSE and the Comptroller's Office to pay a lump sum payment of \$261,490 on or before March 23, 2017. Payment was made in full on March 2, 2017.

ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable.

PART II**ITEM 5. MARKET FOR REGISTRANT’S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.**

Our Common Stock is traded on the NYSE MKT (the “Exchange”), under the symbol “DGSE”. As of March 31, 2017, we had 437 record holders of our Common Stock.

The following table sets forth for the periods indicated, the per share high and low sales prices for our Common Stock as reported on the Exchange. We have not declared any dividends with respect to our Common Stock. We intend to retain all earnings to finance future growth; accordingly, it is not anticipated that cash dividends will be paid to holders of Common Stock in the foreseeable future.

	2016		2015	
	High	Low	High	Low
First	\$0.63	\$0.27	\$1.75	\$1.21
Second	\$0.74	\$0.46	\$1.70	\$0.29
Third	\$1.15	\$0.60	\$0.77	\$0.26
Fourth	\$1.37	\$0.71	\$0.45	\$0.25

Securities authorized for issuance under equity compensation plans.

On June 21, 2004, our shareholders approved the adoption of the 2004 Stock Option Plan (the “2004 Plan”) which reserved 1,700,000 shares of our Common Stock for issuance upon exercise of options to purchase our Common Stock. We granted options to purchase an aggregate of 1,459,634 shares of our Common Stock under the 2004 Plan to certain of our officers, directors, key employees and certain other individuals who provided us with goods and services. Each option vested on either January 1, 2004 or immediately upon issuance thereafter. The exercise price of each option issued pursuant to the 2004 Plan is equal to the market value of our Common Stock on the date of grant, as determined by the closing bid price for our Common Stock on the Exchange on the date of grant or, if no trading occurred on the date of grant, on the last day prior to the date of grant on which our securities were listed and traded on the Exchange. Of the options issued under the 2004 Plan, as of December 31, 2016, 845,634 have been exercised, 599,000 have expired, and 15,000 remain outstanding. No further issuances can be made pursuant to the 2004 Plan.

On June 27, 2006, our shareholders approved the adoption of the 2006 Equity Incentive Plan (the “2006 Plan”), which reserved 750,000 shares for issuance upon exercise of options to purchase our Common Stock or other stock awards. We subsequently granted options to purchase 150,000 shares of our Common Stock pursuant to the 2006 Plan, of which 100,000 have been exercised, 50,000 have expired, and none remain outstanding as of December 31, 2016.

In January 2014, we granted 112,000 Restricted Stock Units (“RSUs”) to management and key employees, subject to the 2006 Plan. Under the terms of the RSU Award Agreements from January 2014, 25% of these RSUs vested immediately, with the remaining 75% to vest ratably over the next three years, pending the each recipient’s continued employment by DGSE. On September 24, 2014, the Board awarded the three independent directors a total of 42,600 RSUs as compensation for their Board service. 100% of these RSUs vested on the day prior to DGSE’s 2015 Annual Meeting of Stockholders. On December 10, 2014, the Board awarded DGSE’s former Chief Executive Officer, James D. Clem, 75,000 RSUs as part of his compensation package. 100% of these RSUs vested immediately, and pursuant to this vesting, 75,000 shares of DGSE common stock were issued to Mr. Clem on December 18, 2014. On February 18, 2015, the Company issued 15,000 shares of DGSE’s common stock to management and key employees pursuant to the RSU Award Agreements.

On March 24, 2016, the Board awarded the three independent directors on the Board at that time a total of 122,040 RSUs as compensation for their Board service. One-fourth (or 30,510) of the RSUs vested and were issued on March 31, 2016. The remaining RSUs vested ratably and were exercisable at the end of every quarter (June 30, September 30, and December 31, 2016). Each vested RSU converted into one share of our Common Stock, par value \$0.01, without additional consideration, on the applicable vesting date.

On April 27, 2016, the Board awarded Matthew Peakes, the Company's former Chief Executive Officer and Nabil J. Lopez, the Company's former Chief Financial Officer a total of 75,000 and 50,000 RSUs, respectively, as compensation for their service as executives of the Company. For Mr. Peakes, one-fourth (or 18,750), and for Mr. Lopez, one-fourth (or 12,500) of the RSUs were to vest ratably in equal annual installments over a four year period beginning on April 27, 2017, subject to a continued status as an employee on each such date and other terms and conditions set forth in the RSU Award Agreement, dated April 27, 2016. Each vested RSU is convertible into one share of our Common Stock, par value \$0.01, without additional consideration. Upon termination of service of the employee, other than by death or disability, any RSUs that have not vested will be forfeited and the award of such units shall terminate. As a result of his resignation effective August 15, 2016, 50,000 RSUs awarded to Mr. Lopez was forfeited. In addition to the RSU grant above for Matthew Peakes and Nabil Lopez, the compensation committee granted an additional 75,000 and 50,000, respectively, performance based RSUs to the executives that were to vest ratably over a four year period beginning April 27, 2017 if certain financial performance criteria are achieved. As a result of his resignation effective August 15, 2016, 50,000 RSUs awarded to Mr. Lopez were forfeited.

Subsequent to such grants, the 2006 Plan expired, as a result, no further issuances can be made pursuant to the 2006 Plan.

The following table summarizes options to purchase shares of Common Stock, Restricted Stock Units ("RSUs"), and Warrants outstanding as of December 31, 2016:

Plan Category	Column (a): Number of securities to be issued upon exercise of options/warrants	Column (b): Weighted average exercise price of outstanding options/ warrants	Column (c): Number of securities remaining available for future issuance under equity compensation plans excluding securities reflected in column (a)
Equity compensation plans approved by security holders	1,167,000	(1) 0.03	(2) -
Equity compensation plans not approved by security holders	None	0	None

1,167,000

0.03

-

- (1) Includes 152,000 RSUs that were not vested as of December 31, 2016.

Weighted average exercise price does not include 152,000 RSUs issued to employees, management and directors of DGSE as incentive compensation for their continued services. Pursuant to the terms of individual Restricted (2) Stock Unit Award Agreements, such RSUs will vest over time, or performance contingent upon the continued service to DGSE by the recipient. Each vested RSU may be converted into one share of Common Stock without additional consideration (other than such conversion and reduction in the number of RSUs held).

ITEM 6. SELECTED FINANCIAL DATA.

Not required because we are a “Smaller Reporting Company” as that term is defined in Rule 12b-2 promulgated under the Exchange Act.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

Unless the context indicates otherwise, references to “we,” “us,” “our,” “the Company” and “DGSE” refer to the consolidated business operations of DGSE Companies, Inc. (the parent) and all of its direct and indirect subsidiaries.

CAUTIONARY STATEMENT REGARDING RISKS AND UNCERTAINTIES THAT MAY AFFECT FUTURE RESULTS

Forward-Looking Statements

This Form 10-K, including but not limited to this Item 7, information concerning our business prospects or future financial performance, anticipated revenues, expenses, profitability or other financial items, and our strategies, plans and objectives, together with other statements that are not historical facts, includes “forward-looking statements” within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. Forward-looking statements generally can be identified by the use of forward-looking terminology, such as “may,” “will,” “would,” “expect,” “intend,” “co-estimate,” “should,” “anticipate” or “believe.” We intend that all forward-looking statements be subject to the safe harbors created by these laws. All statements other than statements of historical information provided herein are forward-looking and may contain information about financial results, economic conditions, trends, and known uncertainties. All forward-looking statements are based on current expectations regarding important risk factors. Many of these risks and uncertainties are beyond our ability to control, and, in many cases, we cannot predict all of the risks and uncertainties that could cause our actual results to differ materially from those expressed in the forward-looking statements. Actual results could differ materially from those expressed in the forward-looking statements, and readers should not regard those statements as a representation by us or any other person that the results expressed in the statements will be achieved. Important risk factors that could cause results or events to differ from current expectations are described under the section of this Form 10-K entitled “Risk Factors” and elsewhere in this Form 10-K. These factors are not intended to be an all-encompassing list of risks and uncertainties that may affect the operations, performance, development and results of our business. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. We undertake no obligation to release publicly the results of any revisions to these forward-looking statements which may be made to reflect events or circumstances after the date hereon, including without limitation, changes in our business strategy or planned capital expenditures, store growth plans, or to reflect the occurrence of unanticipated events.

Overview of Fiscal 2016

We buy and sell jewelry, diamonds, fine watches, rare coins and currency, precious metal bullion products, scrap gold, silver, platinum and palladium as well as collectibles and other valuables. Our customers include individual consumers, dealers and institutions throughout the United States.

Many aspects of our business are impacted by changes in precious metals pricing, with the greatest impact relating to gold. The price of gold fell heavily during 2013 but has stabilized the last three years to around \$1,200 per ounce as of December 31, 2016.

As seen in the previous years, the market for buying and selling of pre-owned or “scrap” gold remains low. According to the WGC, the supply of recycled gold was down an additional 5% in 2016 compared to a 7% decline during 2015, and is now at its lowest point since 2007. Scrap gold purchases have historically been a critical profit engine for all of our locations, and the downturn in this category has had significant impact on our revenue, profitability and long-term growth plans.

The impact of the precious metals market on DGSE mirrors much of what the WGC reports on a macroeconomic level. DGSE scrap purchases continued to deteriorate in Fiscal 2016. Our Fairchild International wholesale watch business continued to see growth in Fiscal 2016. While the precious metals industry continues to be a challenging environment for DGSE, our focus will be to continue in growing our jewelry, diamond and fine watch business, which we believe will be a growth and profit engine into the future.

As noted above, the scrap gold buying model has seen a substantial reduction in recent years, and as a result we continue to adapt our retail strategy to meet the demands of the now-current market. The focus of our marketing and merchandising efforts in Fiscal 2016 and 2015 was growing our jewelry, diamond and watch businesses, and we have not seen the results that we anticipated. We continue to believe that the most successful locations will be those that can sustain our full retail “exchange” model: engaging in both buying and selling of precious metals and related merchandise, while maintaining a robust and diverse inventory across all jewelry categories and providing critical services such as watch and jewelry repair. Those locations that have historically been primarily scrap buying shops simply no longer make economic sense in the current environment. In recent years, DGSE has had many small locations spread across the DFW area in order to provide multiple scrap collection sites. We are now focusing on developing larger, full-service stores, with broad inventory offerings across all categories, while also providing value-added services that help drive retail traffic. During Fiscal 2016 and 2015, we closed multiple stores in DFW, one store in South Carolina, one store in Chicago, and signed leases on new locations in the western part of the DFW area and our Midtown DFW location. We will continue to focus on evolving our business across all of our markets, in an effort to drive efficiency across our geographical footprint, and maximize profitability.

Critical Accounting Policies and Estimates

Our significant accounting policies are disclosed in Note 1 of our consolidated financial statements. The following discussion addresses our most critical accounting policies, which are those that are both important to the portrayal of our financial condition and results of operations and that require significant judgment or use of complex estimates.

Inventories. All inventory is valued at the lower of cost or market. We acquire a majority of our inventory from individual customers, including pre-owned jewelry, watches, bullion, rare coins and collectibles. We acquire these items based on our own internal estimate of the fair market value of the items at the time of purchase. We consider factors such as the current spot market price of precious metals and current market demand for the items being purchased. We supplement these purchases from individual customers with inventory purchased from wholesale vendors. These wholesale purchases can take the form of full asset purchases, or consigned inventory. Consigned inventory is accounted for on our balance sheet with a fully offsetting contra account so that consigned inventory has a net zero balance. The majority of our inventory has some component of its value that is based on the spot market price of precious metals. Because the overall market value for precious metals regularly fluctuates, these fluctuations could have either a positive or negative impact on the value of our inventory and could positively or negatively impact our profitability. We monitor these fluctuations to evaluate any necessary impairment to inventory.

Impairment of Long-Lived and Amortized Intangible Assets. We perform impairment evaluations of our long-lived assets, including property, plant and equipment and intangible assets with finite lives whenever business conditions or events indicate that those assets may be impaired. When the estimated future undiscounted cash flows to be generated by the assets are less than the carrying value of the long-lived assets, the assets are written down to fair market value and a charge is recorded to current operations. Based on our evaluations, no impairment was required as of December 31, 2016 or 2015.

Revenue Recognition. Revenue is generated from wholesale and retail sales of jewelry, rare coins, currency, collectibles, bullion and scrap. The recognition of revenue varies for wholesale and retail transactions and is, in large part, dependent on the type of payment arrangements made between the parties. The Company recognizes sales on a shipping point basis.

Revenues for monetary transactions (i.e., cash and receivables) with dealers are recognized when the merchandise is shipped to the related dealer.

We do offer a structured layaway plan. When a retail customer utilizes the layaway plan, we collect a minimum payment of 25% of the sales price, establish a payment schedule for the remaining balance and hold the merchandise as collateral as security against the customer's receivable until all amounts due are paid in full. Revenue for layaway sales is recognized when the merchandise is finally paid for in full and delivered to the retail customer.

In limited circumstances, we exchange merchandise for similar merchandise and/or monetary consideration with both dealers and retail customers, for which we recognize revenue in accordance with Accounting Standards Codification (“ASC”) 845, *Nonmonetary Transactions*. When we exchange merchandise for similar merchandise and there is no monetary component to the exchange, we do not recognize any revenue. Instead, the basis of the merchandise relinquished becomes the basis of the merchandise received, less any indicated impairment of value of the merchandise relinquished. When we exchange merchandise for similar merchandise and there is a monetary component to the exchange, we recognize revenue to the extent of the monetary assets received and determines the cost of sale based on the ratio of monetary assets received to monetary and non-monetary assets received multiplied by the cost of the assets surrendered.

We have a return policy (money-back guarantee). The policy covers retail transactions involving jewelry, graded rare coins and currency only. Customers may return jewelry, graded rare coins and currency purchased within 30 days of the receipt of the items for a full refund as long as the items are returned in exactly the same condition as they were delivered. In the case of jewelry, graded rare coins and currency sales on account, customers may cancel the sale within 30 days of making a commitment to purchase the items. The receipt of a deposit and a signed purchase order evidences the commitment. Any customer may return a jewelry item or graded rare coins and currency if they can demonstrate that the item is not authentic, or there was an error in the description of a graded coin or currency piece. Returns are accounted for as a reversal of the original transaction, with the effect of reducing revenues, and cost of sales, and returning the merchandise to inventory. We have established an allowance for estimated returns related to Fiscal 2016 sales, which is based on our review of historical returns experience, and reduces our reported revenues and cost of sales accordingly. As of December 31, 2016 and 2015, our allowance for returns remained the same at \$28,402 and \$28,402, respectively.

Accounts Receivable. We record trade receivables when revenue is recognized. When appropriate, we will record an allowance for doubtful accounts, which is primarily determined by an analysis of our trade receivables aging. The allowance is determined based on historical experience of collecting past due amounts, based on the degree of their aging. In addition, specific accounts that are doubtful of collection are included in the allowance. These provisions are reviewed to determine the adequacy of the allowance for doubtful accounts. Trade receivables are charged off when there is certainty as to their being uncollectible. Trade receivables are considered delinquent when payment has not been made within contract terms. As of December 31, 2016 and 2015, our allowance for doubtful accounts was \$90,800 and \$12,772, respectively.

Income Taxes. Income taxes are accounted for under the asset and liability method prescribed by ASC 740, *Income Taxes*. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. A valuation allowance is recorded to reduce the carrying amounts of deferred tax assets unless it is more likely than not such assets will be realized.

We account for our position in tax uncertainties in accordance with ASC 740, *Income Taxes*. The guidance establishes standards for accounting for uncertainty in income taxes. The guidance provides several clarifications related to uncertain tax positions. Most notably, a “more likely-than-not” standard for initial recognition of tax positions, a presumption of audit detection and a measurement of recognized tax benefits based on the largest amount that has a greater than 50 percent likelihood of realization. The guidance applies a two-step process to determine the amount of tax benefit to be recognized in the financial statements. First, we must determine whether any amount of the tax benefit may be recognized. Second, we determine how much of the tax benefit should be recognized (this would only apply to tax positions that qualify for recognition.) No additional liabilities have been recognized as a result of the implementation. We have not taken a tax position that, if challenged, would have a material effect on the financial statements or the effective tax rate during Fiscal 2016 and Fiscal 2015, respectively.

Results of Operations

Year Ended December 31, 2016 Compared to Year Ended December 31, 2015

Revenues. Revenues from continuing operations decreased by \$12,591,130 or 20.7% in Fiscal 2016, to \$48,326,609 compared to \$60,917,739 in the prior year. Jewelry sales decreased 22% compared to Fiscal 2015. Bullion sales decreased approximately 21% compared to Fiscal 2015, while rare coins and scrap sales were down approximately 32% and 16%, respectively, compared to Fiscal 2015. Our scrap business has historically been one of our largest revenue and profit drivers, and in Fiscal 2016 that business continued to suffer along with the industry.

Gross Margin. Gross margin decreased in Fiscal 2016 by \$1,417,997 to \$8,307,847 compared to \$9,725,844 in the prior year. The decrease in gross profit dollars was due to decreased sales. Gross margin as a percentage of revenue was 17.2% compared to 16.0% in the prior year, due to increased margin across the board except for scrap.

Selling, General and Administrative. Selling, general and administrative expenses decreased \$803,637 or 7.2% in Fiscal 2016, to \$10,345,557 compared to \$11,149,194 in the prior year. The overall decrease in SG&A was achieved primarily through continued efforts to reduce expenses at all levels, including store-level operating expenses, corporate overhead, and advertising expense. The decrease was primarily due to a combination of a decrease in advertising of \$729,025 from 2015 to 2016, a decrease of commissions by \$145,352 due to lower sales, and a reduction of employee benefits of \$100,000, partially offset by an increase of legal fees of \$183,807.

Depreciation and Amortization. Depreciation and amortization decreased by \$131,506 or 27% in Fiscal 2016, to \$403,716 compared to \$535,222 in Fiscal 2015. This decrease was due to a one-time write off of assets formerly utilized in four stores closed during Fiscal 2015.

Other Income. Other income decreased by \$3,824 in Fiscal 2016, to \$4,195 compared to \$8,019 in Fiscal 2015.

Interest Expense. Interest expense increased by \$16,565 or 5% in Fiscal 2016, to \$364,532 compared to \$347,967 in Fiscal 2015. The increase is primarily due to a higher balance in trade payables to Elemetal Capital, on which the Company pays interest.

Income (Loss) from Discontinued Operations. There was no income or loss generated from discontinued operations in Fiscal 2016 compared to a income of \$78,021 in 2015. For Fiscal 2015, the income relates to adjustments in accrued expenses related to the wind down of all Southern Bullion operations.

Net Loss. We recorded a net loss of \$4,005,814 in Fiscal 2016, compared to a net loss of \$2,252,301 in Fiscal 2015, an increase in net loss of \$1,735,513.

Liquidity and Capital Resources

During Fiscal 2016 and Fiscal 2015, cash provided by operating activities totaled \$251,498 and \$133,854, respectively, an increase of \$117,644. Cash provided by operating activities for the year ended December 31, 2016, was driven largely by an increase in Accounts Payable of \$3,192,385 and a net decrease in Customer Deposits and Other Liabilities of \$ 737,286.

During Fiscal 2016 and Fiscal 2015, cash provided (used) by investing activities totaled \$1,200,273 and (\$437,059), respectively, an increase of \$1,637,332. The cash used in 2015 was the result of purchases of property and equipment. In the current year, the net amount of \$1,200,273 is the combination of property and equipment purchases primarily related to the build out of the Company's new main store at 13022 Preston Road, Dallas, Texas, and the gross proceeds of \$2,250,000 for sale of the property located at 11311 Reeder Road, Dallas, Texas.

During Fiscal 2016 and Fiscal 2015, cash used in financing activities totaled \$1,601,591 and \$143,515, respectively, an increase of \$1,458,076. The increase of cash used in financing activities during 2016 is primarily the result of the retirement of the debt from the sale of the building located at 11311 Reeder Road, Dallas, Texas.

We expect our capital expenditures to total approximately \$300,000 during the next twelve months. These expenditures will be largely driven by the continued build out of the new location at 13022 Preston Rd, Dallas, Tx. and the purchase of a new point-of-sale system. As of December 31, 2016, there were no commitments outstanding for capital expenditures.

In the event of significant growth in retail and/or wholesale jewelry sales, our demand for additional working capital will increase due to a related need to stock additional jewelry inventory and increases in wholesale accounts receivable. Historically, vendors have offered us extended payment terms to finance the need for jewelry inventory growth and our management believes that we will continue to do so in the future.

We have historically renewed, extended or replaced short-term debt as it matures and management believes that we will be able to continue to do so in the near future. Prior to our mortgage payable becoming due on our largest retail location in August 2016, we sold the building receiving net proceeds from the sale of \$604,615.

From time to time, we have adjusted our inventory levels to meet seasonal demand or in order to meet working capital requirements. Management believes that if additional working capital is required, additional loans may be obtained from affiliates, including Elemetal or from other alternative sources. However, due to the Company's historical financial results and existing credit arrangements, there is substantial risk in obtaining alternative sources of debt at favorable terms, if at all. If necessary, inventory levels may be adjusted in order to meet unforeseen working capital requirements.

On July 19, 2012, we entered into the Loan Agreement with NTR, an affiliate of DGSE's majority stockholder Elemetal, pursuant to which NTR, agreed to provide us with a guidance line of revolving credit in an amount up to \$7,500,000. The Loan Agreement anticipated termination—at which point all amounts outstanding thereunder would be due and payable (such amounts, the “Obligations”)—upon the earlier of: (i) August 1, 2014; (ii) the date that is twelve months after we receive notice from NTR demanding the repayment of the Obligations; (iii) the date the Obligations are accelerated in accordance with the terms of the Loan Agreement; or (iv) the date on which the commitment terminates under the Loan Agreement. In connection with the Loan Agreement, we granted a security interest in the respective personal property of each of our subsidiaries. The loan carried an interest rate of two percent (2%) per annum for all funds borrowed pursuant to the Loan Agreement. Proceeds received by us pursuant to the terms of the Loan Agreement were used for repayment of all outstanding financial obligations incurred in connection with that certain Loan Agreement, dated as of December 22, 2005, between DGSE and Texas Capital Bank, and additional proceeds have been used as working capital in the ordinary course of business. We incurred debt issuance costs

associated with the Loan Agreement totaling \$56,150. The debt issuance costs were included in other assets in the consolidated balance sheet and were amortized to interest expense on a straight-line basis over two years, and were completely amortized as of Fiscal 2014. On February 25, 2014, we entered into a one-year extension of the Loan Agreement with NTR, extending the termination date to August 1, 2015, and on February 4, 2015, we entered into an additional two-year extension, extending the termination date to August 1, 2017, unless earlier terminated as described above. No debt issuance costs were incurred in relation to these extensions. All other terms of the agreement remain the same. As of December 31, 2016 and 2015, we had outstanding balances of \$0 and \$2,303,359, respectively, drawn on the NTR credit facility.

On December 9, 2016, DGSE and NTR Metals closed the transactions contemplated by the Elemetal Agreement whereby DGSE issued NTR 5,948,560 shares of common stock for \$0.41 per share in exchange for the cancellation and forgiveness of indebtedness and accrued interest totaling \$2,438,910.

On July 15, 2014, we received final notice from the Texas Comptroller of its consent to a payment agreement to pay amounts due by us under the Texas Comptroller's decision (the "Decision") in connection with the 2010 Sales Tax Audit (the "Payment Agreement"). As more fully discussed in the Legal Proceeding section of the this report, pursuant to the terms of the Payment Agreement, we agreed to pay approximately \$1.1 million in taxes, penalties and interest. Pursuant to the terms of the Payment Agreement, we were to pay the agreed amount provided in the Decision over an 18-month period, which began with an initial payment of \$325,000 in June 2014, followed by monthly payments of \$47,000 until all agreed tax amounts, penalty and accrued interest we paid. This expense was fully accrued in Fiscal 2014, but based on the terms of the Payment Agreement, DGSE made payments of \$47,000 per month through all of 2015. As of December 31, 2015, the balance of payments to the Texas Comptroller, related to the Decision, was \$47,000. The final payment of \$47,000 was submitted to the Texas Comptroller in January 2016 to fully satisfy the indebtedness associated with the 2010 Sales Tax Audit.

The Texas Comptroller conducted a second sales and use tax audit of our operations in Texas with respect to the period December 1, 2009 through June 30, 2013 and subsequently sent us a final assessment in November 2016 asserting that we owed an amount of \$220,007 plus penalties and interest of \$ 66,645 for a total payment due of \$286,652. On February 21, 2017, a Compromise and Settlement Agreement was reached between DGSE and the Comptroller's Office to pay a lump sum payment of \$261,490 on or before March 23, 2017. We paid the negotiated amount on March 2, 2017.

Off-Balance Sheet Arrangements.

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to our stockholders.

ITEM 7A. QUALITATIVE AND QUANTITATIVE DISCLOSURES ABOUT MARKET RISK.

Not required because we are a "Smaller Reporting Company" as that term is defined in Rule 12b-2 promulgated under the Exchange Act.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

For disclosure required by this Item, please see the section of this Form 10-K entitled "Financial Statements."

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

Not applicable.

ITEM 9A. CONTROLS AND PROCEDURES.

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our principal executive officer and principal financial officer, evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of December 31, 2016. We maintain disclosure controls and procedures that are designed to provide reasonable assurance that information required to be disclosed in our reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow for timely decisions regarding required disclosure. Our management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on the evaluation of our disclosure controls and procedures as of December 31, 2016, our principal executive officer and principal financial officer concluded that, as of such date, our disclosure controls and procedures were effective.

Management's Annual Report on Internal Control Over Financial Reporting

Our management has the responsibility for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rule 13a-15(f) and 15d-15(f) under the Exchange Act, as a process designed by, or under the supervision of, our principal executive and principal financial officer and effected by our board of directors, management and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America.

Because of its inherent limitations, internal control over financial reporting only provides reasonable assurance with respect to financial statement presentation and preparation. Projections of any evaluation of effectiveness to future periods are subject to the risks that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of our internal control over financial reporting as of December 31, 2016. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control—Integrated Framework (2013)*. Based on its assessments, management believes that, as of December 31, 2016, our internal control over financial reporting is effective.

This annual report does not include an attestation of the company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by our registered public accounting firm pursuant to rules of the SEC that permit the company to provide only management's report in this annual report.

Changes in Internal Control Over Financial Reporting

During the fiscal year ended December 31, 2016, no changes occurred that our management believes have materially affected, or are likely to affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION.

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.

Information with respect to this Item will be included in our definitive Proxy Statement with respect to our 2017 Annual Meeting, which we intend to file with the SEC no later than 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K.

ITEM 11. EXECUTIVE COMPENSATION.

Information with respect to this Item will be included in our definitive Proxy Statement with respect to our 2017 Annual Meeting, which we intend to file with the SEC no later than 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.

Information with respect to this Item will be included in our definitive Proxy Statement with respect to our 2017 Annual Meeting, which we intend to file with the SEC no later than 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED PERSON TRANSACTIONS, AND DIRECTOR INDEPENDENCE.

Information with respect to this Item will be included in our definitive Proxy Statement with respect to our 2017 Annual Meeting, which we intend to file with the SEC no later than 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES.

Information with respect to this Item will be included in our definitive Proxy Statement with respect to our 2017 Annual Meeting, which we intend to file with the SEC no later than 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K.

PART IV**ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.****Documents filed as part of this report****Index to Financial Statements**

Note: All financial statement schedules have been omitted, since the required information is not applicable or is not present in amounts sufficient to require submission of the schedule, or because the information required is included in the consolidated financial statements and notes thereto. The information required by this Item pursuant to Item 601 of Regulation S-K is set forth on the financial statement index and exhibit index that follows the signature page of this report.

Index to Exhibits

Exhibit Number	Description	Filed Herein	Incorporated by Reference	Form	Date Filed with SEC	Exhibit Number
3.1	Articles of Incorporation dated September 17, 1965		X	8-A12G	June 23, 1999	3.1
3.2	Certificate of Amendment to Articles of Incorporation, dated October 14, 1981		X	8-A12G	June 23, 1999	3.2
3.3	Certificate of Resolution, dated October 14, 1981		X	8-A12G	June 23, 1999	3.3
3.4	Certificate of Amendment to Articles of Incorporation , dated July 15, 1986		X	8-A12G	June 23, 1999	3.4
3.5	Certificate of Amendment to Articles of Incorporation, dated August 23, 1998		X	8-A12G	June 23, 1999	3.5
3.6	Certificate of Amendment to Articles of Incorporation, dated June 26, 1992		X	8-A12G	June 23, 1999	3.6
3.7	Certificate of Amendment to Articles of Incorporation, dated June 26, 2001		X	8-K	July 3, 2001	1.0
3.8	Certificate of Amendment to Articles of Incorporation, dated May 22, 2007		X	8-K	May 31, 2007	3.1

3.9	Certificate of Amendment to Articles of Incorporation, dated December 7, 2016	X			
3.10	By-laws, dated March 2, 1992	X	8-A12G	June 23, 1999	3.7
3.11	Amendment to By-laws, dated September 4, 2015	X	8-K	September 11, 2015	3.1

25

Exhibit Number	Description	Filed Herein	Incorporated by Reference	Form	Date Filed with SEC	Exhibit Number
3.12	Amendment to By-laws, dated October 9, 2015	X		8-K	October 9, 2015	3.1
4.1	Specimen Common Stock Certificate Warrant to Purchase Shares Of Common Stock of DGSE	X		S-4	January 6, 2007	4.1
4.2	Companies, Inc. issued to Elemetal, LLC dated December 9, 2016	X		8-K	December 13, 2016	4.1
10.1	Lock-up Agreement, dated September 11, 2012, by and among DGSE Companies, Inc. and certain shareholders	X		8-K	September 16, 2011	10.2
10.2	Form of Option Grant Agreement	X		8-K	September 16, 2011	10.4
10.3	Registration Rights Agreement, dated September 12, 2011, by and between DGSE Companies, Inc. and certain shareholders	X		8-K	September 16, 2011	10.5
10.4	Registration Rights Agreement, dated September 12, 2011, by and between DGSE Companies, Inc. and NTR Metals, LLC	X		8-K	September 16, 2011	10.7
10.5	Option Grant Agreement, dated October 25, 2011, by and between DGSE Companies, Inc. and NTR Metals, LLC	X		8-K	October 28, 2011	10.2
10.6	Loan Agreement, dated July 19, 2012, by and between DGSE Companies, Inc. and NTR Metals, LLC	X		8-K	July 20, 2012	10.1
10.7	Guaranty and Security Agreement, dated July 19, 2012, among DGSE Companies, Inc., its subsidiaries, and NTR Metals, LLC	X		8-K	July 20, 2012	10.2
10.8	Revolving Credit Note granted in favor of NTR Metals, LLC	X		8-K	July 20, 2012	10.3
10.9	Amendment to Loan Agreement and Revolving Credit Note, dated February 25, 2014, by and between the Company and NTR	X		8-K	March 5, 2014	10.1

Exhibit Number	Description	Filed Herein	Incorporated by Reference	Form	Date Filed with SEC	Exhibit Number
10.10	Office Space Lease, dated January 21, 2013, by and between 15850 Holdings, LLC and the Company	X		8-K	March 27, 2014	10.21
10.11	Separation & Release of Claims Agreement dated April 17, 2014, by and between the Registrant and James J. Vierling	X		8-K	April 21, 2014	10.1
10.12	Payment Agreement, dated July 11, 2014	X		8-K	July 17, 2014	10.1
10.13	Second Amendment to Loan Agreement and Revolving Credit Note, dated January 26, 2015, by and between the Company and NTR	X		8-K	February 6, 2015	10.1
10.14	Offer Letter by and between DGSE and Matthew M. Peakes, dated September 4, 2015	X		8-K	September 11, 2015	10.1
10.15	Consulting, Separation and Release of Claims Agreement by and between DGSE and James D. Clem, dated September 4, 2015	X		8-K	September 11, 2015	10.2
10.16	Offer Letter by and between DGSE and Nabil J. Lopez, dated October 29, 2015 Form of Indemnification	X		8-K	October 29, 2015	10.1
10.17	Agreement between DGSE Companies, Inc. and each Officer and director of DGSE Stock Purchase Agreement	X		8-K	February 12, 2016	10.1
10.18	by and between DGSE Companies, Inc., Elemetal, LLC and NTR Metals, LLC dated June 20, 2016	X		8-K	June 22, 2016	10.1
10.19	Registration Rights Agreement by and among DGSE Companies, Inc., Elemetal, LLC, and NTR Metals, LLC dated as of December 9, 2016	X		8-K	June 22, 2016	10.1
14.1	Business Conduct & Ethics Policy	X		10-K/A	December 19, 2012	10.1
21.1	Subsidiaries of the Registrant	X		10-K	March 27, 2014	21.1

Exhibit Number	Description	Filed Herein	Incorporated by Reference	Form	Date Filed with SEC	Exhibit Number
31.1	Certification pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934 implementing Section 302 of the Sarbanes-Oxley Act of 2002 by John R. Loftus	X				
31.2	Certification pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934 implementing Section 302 of the Sarbanes-Oxley Act of 2002 by Bret A. Pedersen	X				
32.1	Certification pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 by John R. Loftus	X				
32.2	Certification pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 by Bret A. Pedersen	X				
101.INS	XBRL Instance Document	X				
101.SCH	XBRL Taxonomy Extension Schema Document	X				
101.CAL	XBRL Taxonomy Calculation Linkbase Document	X				
101.DEF	XBRL Taxonomy Definition Linkbase Document	X				
101.LAB	XBRL Taxonomy Label Linkbase Document	X				
101.PRE	XBRL Taxonomy Presentation Linkbase Document	X				

ITEM 16. FORM 10-K SUMMARY

None

<u>Financial Statements</u>	Page #
<u>Report of Whitley Penn LLP, Independent Registered Public Accounting Firm</u>	F-1
<u>Consolidated Balance Sheets as of December 31, 2016 and 2015</u>	F-2
<u>Consolidated Statements of Operations for the years ended December 31, 2016 and 2015</u>	F-3
<u>Consolidated Statements of Stockholders' Equity for the years ended December 31, 2016 and 2015</u>	F-4
<u>Consolidated Statements of Cash Flows for the years ended December 31, 2016 and 2015</u>	F-5
<u>Notes to Consolidated Financial Statements</u>	F-6

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders

DGSE Companies, Inc.

We have audited the accompanying consolidated balance sheets of DGSE Companies, Inc. and subsidiaries (the “Company”), as of December 31, 2016 and 2015, and the related consolidated statements of operations, stockholders’ equity, and cash flows for the years then ended. The Company’s management is responsible for these consolidated financial statements. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company, as of December 31, 2016 and 2015, and the results of their operations and their cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

/s/ Whitley Penn LLP

Dallas, Texas
April 14, 2017

DGSE COMPANIES, INC. AND SUBSIDIARIES**CONSOLIDATED BALANCE SHEETS**

	December 31,	
	2016	2015
ASSETS		
Current Assets		
Cash and cash equivalents	\$1,412,082	\$1,752,711
Trade receivables, net of allowances	245,095	60,712
Trade receivables, net of allowances, related party	40,627	169,136
Inventories	9,384,136	9,565,506
Prepaid expenses	55,029	106,547
Total Current Assets	11,136,969	\$11,654,612
Property and equipment, net	1,665,103	4,281,388
Intangible assets	-	13,784
Other assets	110,605	204,226
Total Assets	\$12,912,677	\$16,154,010
LIABILITIES		
Current Liabilities		
Current maturities of long-term debt	\$-	\$1,589,522
Current maturities of capital leases	12,590	12,069
Accounts payable-Trade	1,103,022	1,513,019
Accounts payable-Trade, related party	4,107,425	4,176,037
Accrued expenses	1,209,902	1,174,458
Customer deposits and other liabilities	572,362	1,309,648
Liabilities related to discontinued operations	-	190,810
Total Current Liabilities	7,005,301	9,965,563
Line of Credit, related party	-	2,303,359
Capital leases, less current maturities	1,074	13,664
Total Liabilities	7,006,375	12,282,586
Commitments and contingencies		
STOCKHOLDERS' EQUITY		
Common stock, \$0.01 par value; 60,000,000 shares authorized; 26,905,631 and 12,296,446 shares issued and outstanding, respectively	269,056	122,964
Additional paid-in capital	40,162,177	34,267,577
Accumulated deficit	(34,524,931)	(30,519,117)

Edgar Filing: DGSE COMPANIES INC - Form 10-K

Total Stockholders' Equity	5,906,302	3,871,424
Total Liabilities and Stockholders' equity	\$12,912,677	\$16,154,010

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

F-2

DGSE COMPANIES, INC. AND SUBSIDIARIES**CONSOLIDATED STATEMENTS OF OPERATIONS**

	December 31,	
	2016	2015
Revenue:		
Sales	\$48,326,609	\$60,917,739
Cost of goods sold	40,018,762	51,191,895
Gross margin	8,307,847	9,725,844
Expenses:		
Selling, general and administrative expenses	10,345,557	11,149,194
Loss from sale of building and equipment	1,156,135	-
Depreciation and amortization	403,716	535,222
	11,905,408	11,684,416
Operating Loss	(3,597,561)	(1,958,572)
Other expense (income)		
Other income, net	(4,195)	(8,019)
Interest expense	364,532	347,967
	360,337	339,948
Loss from continuing operations before income taxes	(3,957,898)	(2,298,520)
Income tax expense	47,916	31,802
Loss from continuing operations	(4,005,814)	(2,330,322)
Discontinued operations:		
Income from discontinued operations, net of taxes	-	78,021
Net Loss	\$(4,005,814)	\$(2,252,301)
Basic net loss per common share:		
Loss from continuing operations	\$(0.30)	\$(0.19)
Income from discontinued operations	-	0.01
Net loss per share	\$(0.30)	\$(0.18)
Diluted net loss per common share:		
Loss from continuing operations	\$(0.30)	\$(0.19)
Income from discontinued operations	-	0.01
Net loss per share	\$(0.30)	\$(0.18)

Weighted-average number of common shares

Basic	13,214,835	12,275,525
Diluted	13,214,835	12,275,525

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

F-3

DGSE COMPANIES, INC. AND SUBSIDIARIES**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**

	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Equity
Balance at December 31, 2014	12,238,846	\$ 122,388	\$ 34,231,271	\$(28,266,816)	\$ 6,086,843
Stock issued to directors, officers and employees	57,600	576	36,306	-	36,882
Net loss	-	-	-	(2,252,301)	(2,252,301)
Balance at December 31, 2015	12,296,446	\$ 122,964	\$ 34,267,577	\$(30,519,117)	\$ 3,871,424
Stock issued to directors, officers and employees	124,040	1,240	100,542	-	101,782
Stock issued to NT R in exchange for debt settlement	5,948,560	59,486	2,379,424	-	2,438,910
Stock issued to Elemetal for settlement of payables	8,536,585	85,366	3,414,634	-	3,500,000
Net loss	-	-	-	(4,005,814)	(4,005,814)
Balance at December 31, 2016	26,905,631	\$ 269,056	\$ 40,162,177	\$(34,524,931)	\$ 5,906,302

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

DGSE COMPANIES, INC. AND SUBSIDIARIES**CONSOLIDATED STATEMENTS OF CASH FLOWS**

	December 31,	
	2016	2015
Cash Flows from Operating Activities		
Net Loss	\$(4,005,814)	\$(2,252,301)
Income from discontinued operations, net of tax	-	78,021
Loss from continuing operations, net of tax	(4,005,814)	(2,330,322)
Adjustments to reconcile loss from continuing operations to net cash provided by operating activities of continuing operations:		
Depreciation and amortization	403,716	535,222
Bad debt expense	78,028	-
Stock based compensation to employees, officers, and directors	101,782	36,882
Loss on sale of property and equipment	1,156,135	-
Changes in operating assets and liabilities:		
Trade receivables	(262,411)	809,021
Trade receivables, related party	128,509	(134,793)
Inventories	181,370	1,578,651
Prepaid expenses	51,518	(2,034)
Other assets	93,621	(75,870)
Accounts payable and accrued expenses	3,260,997	(964,636)
Accounts payable and accrued expenses, related party	(68,612)	454,863
Customer deposits and other liabilities	(737,286)	226,870
Net cash provided by operating activities of continuing operations	381,553	133,854
Cash Flows From Investing Activities:		
Proceeds from sale of property and equipment	2,250,000	-
Purchase of property and equipment	(1,179,782)	(437,059)
Net cash provided by (used) in investing activities of continuing operations	1,070,218	(437,059)
Cash Flows From Financing Activities:		
Payments on notes payable	(1,589,522)	(131,004)
Payments of capital lease obligations	(12,069)	(12,511)
Net cash used in financing activities of continuing operations	(1,601,591)	(143,515)
Cash Flows from Discontinued Operations:	(190,809)	