

NVE CORP /NEW/  
Form 10-Q  
July 20, 2016

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

**FORM 10-Q**

(Mark One)

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

For the quarterly period ended **June 30, 2016**

or

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

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

Commission File Number: **000-12196**

**NVE CORPORATION**

(Exact name of registrant as specified in its charter)

**Minnesota**

(State or other jurisdiction of incorporation or organization)

**41-1424202**

(I.R.S. Employer Identification No.)

**11409 Valley View Road, Eden Prairie, Minnesota**

(Address of principal executive offices)

**55344**

(Zip Code)

**(952) 829-9217**

(Registrant's telephone number, including area code)

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

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Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

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

Large accelerated filer

Accelerated filer

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

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

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

**Common Stock, \$0.01 Par Value 4,835,010 shares outstanding as of July 15, 2016**

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BALANCE SHEETS**

	<b>(Unaudited) June 30, 2016</b>	<b>March 31, 2016*</b>
<b>ASSETS</b>		
Current assets		
Cash and cash equivalents	\$ 1,905,697	\$ 7,534,593
Marketable securities, short-term	19,559,795	19,697,384
Accounts receivable, net of allowance for uncollectible accounts of \$15,000	2,651,926	2,244,086
Inventories	3,186,450	3,205,233
Prepaid expenses and other assets	701,867	734,524
Total current assets	28,005,735	33,415,820
Fixed assets		
Machinery and equipment	8,839,621	8,840,033
Leasehold improvements	1,539,965	1,539,965
	10,379,586	10,379,998
Less accumulated depreciation and amortization	8,882,264	8,688,285
Net fixed assets	1,497,322	1,691,713
Long-term deferred tax assets	-	51,188
Marketable securities, long-term	71,170,799	65,695,335
Total assets	\$ 100,673,856	\$ 100,854,056
<b>LIABILITIES AND SHAREHOLDERS EQUITY</b>		
Current liabilities		
Accounts payable	\$ 297,831	\$ 317,990
Accrued payroll and other	591,821	556,674
Income taxes payable	1,281,154	-
Deferred revenue	714,805	714,805
Total current liabilities	2,885,611	1,589,469
Long-term deferred tax liabilities	520	-
Shareholders' equity		
Common stock, \$0.01 par value, 6,000,000 shares authorized; 4,835,010 issued and outstanding as of June 30, 2016 and March 31, 2016	48,350	48,350
Additional paid-in capital	19,205,682	19,205,682
Accumulated other comprehensive income	676,962	451,359
Retained earnings	77,856,731	79,559,196
Total shareholders' equity	97,787,725	99,264,587
Total liabilities and shareholders' equity	\$ 100,673,856	\$ 100,854,056

\*The March 31, 2016 Balance Sheet is derived from the audited financial statements contained in our Annual Report on Form 10-K for the fiscal year ended March 31, 2016.

See accompanying notes.

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**NVE CORPORATION**  
**STATEMENTS OF INCOME**  
(Unaudited)

	<b>Quarter Ended June 30</b>	
	<b>2016</b>	<b>2015</b>
<b>Revenue</b>		
Product sales	\$ 5,851,214	\$ 7,735,865
Contract research and development	856,558	585,054
Total revenue	6,707,772	8,320,919
Cost of sales	1,385,178	1,993,928
Gross profit	5,322,594	6,326,991
<b>Expenses</b>		
Selling, general, and administrative	389,915	484,764
Research and development	758,368	681,001
Total expenses	1,148,283	1,165,765
Income from operations	4,174,311	5,161,226
Interest income	437,734	485,798
Income before taxes	4,612,045	5,647,024
Provision for income taxes	1,479,500	1,843,798
Net income	\$ 3,132,545	\$ 3,803,226
Net income per share basic	\$ 0.65	\$ 0.78
Net income per share diluted	\$ 0.65	\$ 0.78
Cash dividends declared per common share	\$ 1.00	\$ 1.00
<b>Weighted average shares outstanding</b>		
Basic	4,835,010	4,854,841
Diluted	4,837,095	4,860,848

**STATEMENTS OF COMPREHENSIVE INCOME**  
(Unaudited)

	<b>Quarter Ended June 30</b>	
	<b>2016</b>	<b>2015</b>
Net income	\$ 3,132,545	\$ 3,803,226
Unrealized gain (loss) from marketable securities, net of tax	225,603	(308,499)
Comprehensive income	\$ 3,358,148	\$ 3,494,727

See accompanying notes.

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**NVE CORPORATION**  
**STATEMENTS OF CASH FLOWS**  
**(Unaudited)**

	<b>Quarter Ended June 30</b>	
	<b>2016</b>	<b>2015</b>
<b>OPERATING ACTIVITIES</b>		
Net income	\$ 3,132,545	\$ 3,803,226
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	193,979	206,751
Excess tax benefits	-	(318,521)
Deferred income taxes	(77,021)	311,876
Changes in operating assets and liabilities:		
Accounts receivable	(407,840)	(75,764)
Inventories	18,783	571,891
Prepaid expenses and other assets	32,657	(271,633)
Accounts payable and accrued expenses	1,296,142	944,896
Net cash provided by operating activities	4,189,245	5,172,722
<b>INVESTING ACTIVITIES</b>		
Purchases of fixed assets	412	(23,057)
Purchases of marketable securities	(4,983,543)	136,978
Proceeds from maturities and sales of marketable securities	-	2,400,000
Net cash (used in) provided by investing activities	(4,983,131)	2,513,921
<b>FINANCING ACTIVITIES</b>		
Proceeds from sale of common stock	-	262,749
Excess tax benefits	-	318,521
Repurchase of common stock	-	(556,787)
Payment of dividends to shareholders	(4,835,010)	(4,857,953)
Net cash used in financing activities	(4,835,010)	(4,833,470)
(Decrease) increase in cash and cash equivalents	(5,628,896)	2,853,173
Cash and cash equivalents at beginning of period	7,534,593	9,437,262
Cash and cash equivalents at end of period	\$ 1,905,697	\$ 12,290,435
Supplemental disclosures of cash flow information:		
Cash paid during the quarter for income taxes	\$ -	\$ -

See accompanying notes.

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**NVE CORPORATION**  
**NOTES TO FINANCIAL STATEMENTS**  
**(Unaudited)**

**NOTE 1. DESCRIPTION OF BUSINESS**

We develop and sell devices that use spintronics, a nanotechnology that relies on electron spin rather than electron charge to acquire, store, and transmit information.

**NOTE 2. INTERIM FINANCIAL INFORMATION**

The accompanying unaudited financial statements of NVE Corporation are prepared consistent with accounting principles generally accepted in the United States and in accordance with Securities and Exchange Commission rules and regulations. In the opinion of management, these financial statements reflect all adjustments, consisting only of normal and recurring adjustments, necessary for a fair presentation of the financial statements. Although we believe that the disclosures are adequate to make the information presented not misleading, it is suggested that these unaudited financial statements be read in conjunction with the audited financial statements and the notes included in our latest annual financial statements included in our Annual Report on Form 10-K for the fiscal year ended March 31, 2016. The results of operations for the quarter ended June 30, 2016 are not necessarily indicative of the results that may be expected for the full fiscal year ending March 31, 2017.

**NOTE 3. RECENTLY ISSUED ACCOUNTING STANDARDS**

In June 2016, the Financial Accounting Standards Board ( FASB ) issued Accounting Standards Update ( ASU ) No. 2016-13, *Financial Instruments - Credit Losses (Topic 326), Measurement of Credit Losses on Financial Statements*. This ASU requires a financial asset (or a group of financial assets) measured at amortized cost basis to be presented at the net amount expected to be collected. The allowance for credit losses is a valuation account that is deducted from the amortized cost basis of the financial asset(s) to present the net carrying value at the amount expected to be collected on the financial asset. The amendment is effective for financial statements issued for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years, which will be fiscal 2021 for us. We have not yet evaluated the impact of ASU 2016-13 on our financial statements.

**NOTE 4. NET INCOME PER SHARE**

Net income per basic share is computed based on the weighted-average number of common shares issued and outstanding during each period. Net income per diluted share amounts assume exercise of all stock options. Options totaling 10,000 for the quarter ended June 30, 2016 were not included in the computation of diluted earnings per share because the exercise prices were greater than the market price of the common stock.

The following table shows the components of diluted shares:

		<b>Quarter Ended June 30</b>	
		<b>2016</b>	<b>2015</b>
Weighted average common shares outstanding	basic	4,835,010	4,854,841
Dilutive effect of stock options		2,085	6,007
Shares used in computing net income per share	diluted	4,837,095	4,860,848



**Table of Contents****NOTE 5. MARKETABLE SECURITIES**

Marketable securities with remaining maturities less than one year are classified as short-term, and those with remaining maturities greater than one year are classified as long-term. The fair value of our marketable securities as of June 30, 2016, by maturity, were as follows:

<b>Total</b>	<b>&lt;1 Year</b>	<b>1 3 Years</b>	<b>3 5 Years</b>
\$ 90,730,594	\$ 19,559,795	\$ 50,581,928	\$ 20,588,871

As of June 30 and March 31, 2016, our marketable securities were as follows:

	<b>As of June 30, 2016</b>				<b>As of March 31, 2016</b>			
	<b>Adjusted Cost</b>	<b>Gross Unrealized Gains</b>	<b>Gross Unrealized Losses</b>	<b>Fair Market Value</b>	<b>Adjusted Cost</b>	<b>Gross Unrealized Gains</b>	<b>Gross Unrealized Losses</b>	<b>Fair Market Value</b>
Corporate bonds	\$ 88,332,907	\$ 1,060,409	\$ -	\$ 89,393,316	\$ 83,339,487	\$ 717,206	\$ (10,824)	\$ 84,045,869
Municipal bonds	1,334,451	2,827	-	1,337,278	1,344,328	2,522	-	1,346,850
<b>Total</b>	<b>\$ 89,667,358</b>	<b>\$ 1,063,236</b>	<b>\$ -</b>	<b>\$ 90,730,594</b>	<b>\$ 84,683,815</b>	<b>\$ 719,728</b>	<b>\$ (10,824)</b>	<b>\$ 85,392,719</b>

No securities were in an unrealized loss position as of June 30, 2016. The following table shows the gross unrealized losses and fair value of our investments with unrealized losses, aggregated by investment category and length of time that individual securities had been in a continuous unrealized loss position as of June 30 and March 31, 2016:

	<b>Less Than 12 Months</b>		<b>12 Months or Greater</b>		<b>Total</b>	
	<b>Fair Market Value</b>	<b>Gross Unrealized Losses</b>	<b>Fair Market Value</b>	<b>Gross Unrealized Losses</b>	<b>Fair Market Value</b>	<b>Gross Unrealized Losses</b>
<b>As of June 30, 2016</b>						
Corporate bonds	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Municipal bonds	-	-	-	-	-	-
<b>Total</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>
<b>As of March 31, 2016</b>						
Corporate bonds	\$ 3,003,606	\$ (6,703)	\$ 2,599,870	\$ (4,121)	\$ 5,603,476	\$ (10,824)
Municipal bonds	-	-	-	-	-	-
<b>Total</b>	<b>\$ 3,003,606</b>	<b>\$ (6,703)</b>	<b>\$ 2,599,870</b>	<b>\$ (4,121)</b>	<b>\$ 5,603,476</b>	<b>\$ (10,824)</b>

Because we expect to recover the cost basis of investments held, we do not consider any of our marketable securities to be impaired as of June 30, 2016.

**Table of Contents****NOTE 6. INVENTORIES**

Inventories consisted of the following:

	<b>June 30, 2016</b>	<b>March 31, 2016</b>
Raw materials	\$ 703,983	\$ 810,987
Work in process	1,880,969	1,653,800
Finished goods	601,498	740,446
Total inventories	\$ 3,186,450	\$ 3,205,233

**NOTE 7. STOCK-BASED COMPENSATION**

There were no stock-based compensation expenses for the first quarters of fiscal 2017 or 2016.

**NOTE 8. INCOME TAXES**

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes.

We had no unrecognized tax benefits as of June 30, 2016, and we do not expect any significant unrecognized tax benefits within 12 months of the reporting date. We recognize interest and penalties related to income tax matters in income tax expense. As of June 30, 2016 we had no accrued interest related to uncertain tax positions. The tax years 1999 and 2013 through 2015 remain open to examination by the major taxing jurisdictions to which we are subject.

**NOTE 9. FAIR VALUE MEASUREMENTS**

Generally accepted accounting principles establish a framework for measuring fair value, provide a definition of fair value and prescribe required disclosures about fair-value measurements. Generally accepted accounting principles define fair value as the price that would be received to sell an asset or paid to transfer a liability. Fair value is a market-based measurement that should be determined using assumptions that market participants would use in pricing an asset or liability. Generally accepted accounting principles utilize a valuation hierarchy for disclosure of fair value measurements. The categorization within the valuation hierarchy is based on the lowest level of input that is significant to the fair value measurement. The categories within the valuation hierarchy are described as follows:

**Level 1** Financial instruments with quoted prices in active markets for identical assets or liabilities. Our Level 1 financial instruments consist of publicly-traded marketable corporate debt securities, which are classified as available-for-sale. On the balance sheets, these securities are included in Marketable securities, short term and Marketable securities, long term. The fair value of our Level 1 marketable securities was \$89,393,316 as of June 30, 2016 and \$84,045,869 as of March 31, 2016.

**Level 2** Financial instruments with quoted prices in active markets for similar assets or liabilities. Level 2 fair value measurements are determined using either prices for similar instruments or inputs that are either directly or indirectly observable, such as interest rates. We had one Level 2 financial instrument, a municipal debt security, which is classified as available-for-sale. The fair value of the Level 2 marketable security was \$1,337,278 as of June 30, 2016 and \$1,346,850 as of March 31, 2016. The security is included in Marketable securities, long term on the balance sheets.

**Level 3** Inputs to the fair value measurement are unobservable inputs or valuation techniques. We do not have any financial assets or liabilities being measured at fair value that are classified as Level 3 financial instruments.



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### **NOTE 10. STOCK REPURCHASE PROGRAM**

On January 21, 2009 we announced that our Board of Directors authorized the repurchase of up to \$2,500,000 of our Common Stock, and on August 27, 2015 we announced that our Board authorized \$5,000,000 of additional repurchases. We did not repurchase any of our Common Stock under the program during the quarter ended June 30, 2016. The remaining authorization was \$4,540,806 as of June 30, 2016. The Repurchase Program may be modified or discontinued at any time without notice.

### **NOTE 11. DIVIDENDS**

On July 20, 2016 we announced that our Board had declared a quarterly cash dividend of \$1.00 per share of Common Stock to be paid August 31, 2016 to shareholders of record as of the close of business August 1, 2016.

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

### **Forward-looking statements**

Some of the statements made in this Report or in the documents incorporated by reference in this Report and in other materials filed or to be filed by us with the Securities and Exchange Commission ( SEC ) as well as information included in verbal or written statements made by us constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are subject to the safe harbor provisions of the reform act. Forward-looking statements may be identified by the use of the terminology such as may, will, expect, anticipate, intend, believe, estimate, should, or continue, or the negatives of these terms or other variations on these words or comparable terminology. To the extent that this Report contains forward-looking statements regarding the financial condition, operating results, business prospects or any other aspect of NVE, you should be aware that our actual financial condition, operating results and business performance may differ materially from that projected or estimated by us in the forward-looking statements. We have attempted to identify, in context, some of the factors that we currently believe may cause actual future experience and results to differ from their current expectations. These differences may be caused by a variety of factors, including but not limited to our reliance on several large customers for a significant percentage of revenue, uncertainties related to the economic environments in the industries we serve, uncertainties related to future contract research and development revenue, uncertainties related to future stock repurchases and dividend payments, and other specific risks that may be alluded to in this Report or in the documents incorporated by reference in this Report.

Further information regarding our risks and uncertainties are contained in Part I, Item 1A Risk Factors of our Annual Report on Form 10-K for the year ended March 31, 2016.

### **General**

NVE Corporation, referred to as NVE, we, us, or our, develops and sells devices that use spintronics, a nanotechnology that relies on electron spin rather than electron charge to acquire, store and transmit information. We manufacture high-performance spintronic products including sensors and couplers that are used to acquire and transmit data. We have also licensed our spintronic magnetoresistive random access memory technology, commonly known as MRAM.

### **Critical accounting policies**

A description of our critical accounting policies is provided in Management's Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K for the year ended March 31, 2016. As of June 30, 2016 our critical accounting policies and estimates continued to include investment valuation, inventory valuation, and deferred tax assets estimation.



**Table of Contents****Quarter ended June 30, 2016 compared to quarter ended June 30, 2015**

The table shown below summarizes the percentage of revenue and quarter-to-quarter changes for various items:

	Percentage of Revenue Quarter Ended June 30		Quarter- to-Quarter Change
	2016	2015	
<b>Revenue</b>			
Product sales	87.2%	93.0%	(24.4)%
Contract research and development	12.8%	7.0%	46.4%
Total revenue	100.0%	100.0%	(19.4)%
Cost of sales	20.7%	24.0%	(30.5)%
Gross profit	79.3%	76.0%	(15.9)%
<b>Expenses</b>			
Selling, general, and administrative	5.8%	5.8%	(19.6)%
Research and development	11.3%	8.2%	11.4%
Total expenses	17.1%	14.0%	(1.5)%
Income from operations	62.2%	62.0%	(19.1)%
Interest and other income	6.5%	5.9%	(9.9)%
Income before taxes	68.7%	67.9%	(18.3)%
Provision for income taxes	22.0%	22.2%	(19.8)%
Net income	46.7%	45.7%	(17.6)%

Total revenue for the quarter ended June 30, 2016 (the first quarter of fiscal 2017) decreased 19% compared to the quarter ended June 30, 2015 (the first quarter of fiscal 2016). The decrease was due to a 24% decrease in product sales, partially offset by a 46% increase in contract research and development revenue.

The decrease in product sales from the prior-year quarter was due to decreased purchase volume by existing customers. The increase in contract research and development revenue for the first quarter of fiscal 2017 was due to new contracts.

Gross profit margin increased to 79% of revenue for the first quarter of fiscal 2017 compared to 76% for the first quarter of fiscal 2016, due to increased gross profit margins on both product sales and contract research and development.

Total expenses decreased 1% for the first quarter of fiscal 2017 compared to the first quarter of fiscal 2016, due to a 20% decrease in selling, general, and administrative expense, partially offset by an 11% increase in research and development expense. The decrease in selling, general, and administrative expense was primarily due to decreases in sales commissions. The increase in research and development expense was due to an increase in new product development activities.

Interest income for the first quarter of fiscal 2017 decreased 10% due to a decrease in the average interest rates on our marketable securities.

The provision for income taxes was \$1,479,500 for the first quarter of fiscal 2017 compared to \$1,843,798 for the first quarter of fiscal 2016. The effective tax rate was 32% of income before taxes for the first quarter of fiscal 2017 compared to 33% for the first quarter of fiscal 2016.

The 18% decrease in net income in the first quarter of fiscal 2017 compared to the prior-year quarter was primarily due to decreased product sales and decreased interest income, partially offset by increases in contract research and

development revenue and gross profit margin.

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### **Liquidity and capital resources**

#### ***Overview***

Cash and cash equivalents were \$1,905,697 as of June 30, 2016 compared to \$7,534,593 as of March 31, 2016. The \$5,628,896 decrease in cash and cash equivalents during the quarter was due to \$4,189,245 in net cash provided by operating activities, less \$4,983,131 net cash used in investing activities and \$4,835,010 net cash used in financing activities. We currently believe our working capital and cash generated from operations will be adequate for our needs at least for the next 12 months.

#### ***Operating Activities***

Income taxes payable increased \$1,281,154 in the first quarter of fiscal 2017 because we had no estimated income tax payments due in the quarter.

#### ***Investing Activities***

Net cash used in investing activities was primarily due to marketable security purchases of \$4,983,543.

We had no significant purchases of fixed assets in the first quarter of fiscal 2017, however our capital expenditures can vary significantly from quarter to quarter depending on our needs and equipment purchasing opportunities.

#### ***Financing Activities***

Net cash used in financing activities in the first quarter of fiscal 2017 was primarily due to a \$4,835,010 cash dividend to shareholders. In addition to the dividend paid in the first quarter of fiscal 2017, on July 20, 2016 we announced that our Board had declared a cash quarterly dividend of an additional \$1.00 per share of common stock, or \$4,835,010 based on shares outstanding as of July 15, 2016, to be paid August 31, 2016. We plan to fund such dividends through cash provided by operating activities and proceeds from maturities of marketable securities. All future dividends will be subject to Board approval and subject to the company's results of operations, cash and marketable security balances, estimates of future cash requirements, and other factors the Board may deem relevant. Furthermore, dividends may be modified or discontinued at any time without notice.



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

As discussed in our Annual Report on Form 10-K for the fiscal year ended March 31, 2016, we are exposed to financial market risks, primarily marketable securities and, to a lesser extent, changes in currency exchange rates.

#### **Marketable Securities**

The primary objective of our investment activities is to preserve principal while at the same time maximizing after-tax yields without significantly increasing risk. To achieve this objective, we maintain our portfolio of cash equivalents and marketable securities in securities including municipal obligations, corporate obligations, and money market funds. Short-term and long-term marketable securities are generally classified as available-for-sale and consequently are recorded on the balance sheet at fair value with unrealized gains or losses reported as a separate component of accumulated other comprehensive income or loss, net of estimated tax. Our marketable securities as of June 30, 2016 had remaining maturities between seven and 243 weeks. Marketable securities had a market value of \$90,730,594 as of June 30, 2016, representing approximately 90% of our total assets. We have not used derivative financial instruments in our investment portfolio.

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

#### ***Disclosure Controls and Procedures***

Management, with the participation of the Chief Executive Officer and Chief Financial Officer, has performed an evaluation of our disclosure controls and procedures that are defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934 (the Exchange Act) as of the end of the period covered by this Report. This evaluation included consideration of the controls, processes, and procedures that are designed to ensure that information required to be disclosed by us in the reports we file 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 Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. Based on such evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of June 30, 2016, our disclosure controls and procedures were effective.

#### ***Changes in Internal Controls***

During the quarter ended June 30, 2016, there was no change in our internal control over financial reporting that materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

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**PART II OTHER INFORMATION**

**Item 1. Legal Proceedings.**

In the ordinary course of business we may become involved in litigation. At this time we are not aware of any material pending or threatened legal proceedings or other proceedings contemplated by governmental authorities that we expect would have a material adverse impact on our future results of operation and financial condition.

**Item 1A. Risk Factors.**

There have been no material changes from the risk factors disclosed in our Annual Report on Form 10-K for the fiscal year ended March 31, 2016.

**Item 4. Mine Safety Disclosures.**

Not applicable.

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**Item 6. Exhibits.**

<b><u>Exhibit #</u></b>	<b><u>Description</u></b>
31.1	Certification by Daniel A. Baker pursuant to Rule 13a-14(a)/15d-14(a).
31.2	Certification by Curt A. Reynders pursuant to Rule 13a-14(a)/15d-14(a).
32	Certification by Daniel A. Baker and Curt A. Reynders pursuant to 18 U.S.C. Section 1350.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

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**SIGNATURES**

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

**NVE CORPORATION**

(Registrant)

**July 20, 2016**

Date

**/s/ DANIEL A. BAKER**

Daniel A. Baker

President and Chief Executive Officer

**July 20, 2016**

Date

**/s/ CURT A. REYNDERS**

Curt A. Reynders

Chief Financial Officer