Optex Systems Holdings Inc
Form 10-Q
August 08, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

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

For the quarterly period ended June 29, 2014

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

For the transition period from ______to______.

OPTEX SYSTEMS HOLDINGS, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware	**000-54114**	**90-0609531**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

1420 Presidential Drive, Richardson, TX	75081-2439
(Address of principal executive offices)	(Zip Code)

Registrant’s telephone number, including area code: (972) 764-5700

Check whether the issuer (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the issuer was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes x 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 filer. See definition of "accelerated filer" and "large accelerated filer" in Rule 12b-2 of the Exchange Act (Check one):

Large Accelerated Filer ¨ Accelerated Filer ¨ Non-Accelerated Filer ¨ Smaller Reporting Company x

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, 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 x No ¨

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

Yes ¨ No x

State the number of shares outstanding of each of the issuer's classes of common equity, as of August 8, 2014: 170,913,943 shares of common stock.

OPTEX SYSTEMS HOLDINGS, INC.

FORM 10-Q

For the period ended June 29, 2014

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Part 1. Financial Information

Item 1. Financial Statements

OPTEX SYSTEMS HOLDINGS, INC.

UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

AS OF JUNE 29, 2014

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Optex Systems Holdings, Inc.

Condensed Consolidated Balance Sheets

(Unaudited)

	(Thousands, except share data)	
	June 29, 2014 (Unaudited)	**September 29, 2013**
ASSETS		
Current Assets		
Cash	$ 909	$ 882
Accounts Receivable	948	3,118
Net Inventory	6,939	7,579
Prepaid Expenses	42	36
Total Current Assets	8,838	11,615
Property and Equipment		
Property Plant and Equipment	1,738	1,704
Accumulated Depreciation	(1,518)	(1,460)
Total Property and Equipment	220	244
Other Assets		
Deferred Tax Asset - Long Term	1,154	1,077
Prepaid Royalties - Long Term	158	180
Security Deposits	27	21
Total Other Assets	1,339	1,278
Total Assets	$ 10,397	$ 13,137
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accounts Payable	$ 282	$ 989
Accrued Expenses	488	706
Accrued Warranties	25	25
Customer Advance Deposits - Short Term	991	769
Credit Facility	-	858
Total Current Liabilities	1,786	3,347
Other Liabilities		

Customer Advance Deposits - Long Term	1,234	1,935
Total Other Liabilities	1,234	1,935
Total Liabilities	3,020	5,282
Stockholders' Equity		
Optex Systems Holdings, Inc. Preferred Stock ($0.001 par 5,000 authorized, 1,001 and 1,016 series A preferred shares issued and outstanding, respectively)	-	-
Optex Systems Holdings, Inc. – (par $0.001, 2,000,000,000 authorized, 170,913,943 and 157,346,607 shares issued and outstanding, respectively)	171	157
Additional Paid-in-capital	17,984	17,922
Retained Earnings (Deficit)	(10,778)	(10,224)
Total Stockholders' Equity	7,377	7,855
Total Liabilities and Stockholders' Equity	$ 10,397	$ 13,137

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

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Optex Systems Holdings, Inc.

Condensed Consolidated Statements of Operations

(Unaudited)

	(Thousands, except common share data)			
	Three months ended		**Nine months ended**	
	June 29, 2014	**June 30, 2013**	**June 29, 2014**	**June 30, 2013**
Revenues	$ 1,858	$ 4,358	$ 7,394	$ 11,978
Total Cost of Sales	1,615	3,688	6,170	9,955
Gross Margin	$ 243	$ 670	$ 1,224	$ 2,023
General and Administrative	648	766	1,853	2,208
Operating Loss	$ (405)	$ (96)	$ (629)	$ (185)
Other Expenses				
Interest Expense - Net	(6)	22	2	28
Total Other	$ (6)	$ 22	$ 2	$ 28
Loss Before Taxes	$ (399)	$ (118)	$ (631)	$ (213)
Deferred Income Taxes (Benefit)	-	(39)	(77)	(68)
Net Loss After Taxes	$ (399)	$ (79)	$ (554)	$ (145)
Net Loss Applicable to Common Shareholders	$ (399)	$ (79)	$ (554)	$ (145)
Basic and Diluted Loss per Share	$ (0.002)	$ (0.001)	$ (0.003)	$ (0.001)
Weighted Average Common Shares Outstanding	170,913,943	157,346,607	162,949,533	154,216,977

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

Optex Systems Holdings, Inc.
Condensed Consolidated Statements of Cash Flows

(Unaudited)

	(Thousands) Nine months ended June 29, 2014	June 30, 2013
Cash flows from operating activities:		
Net loss	$ (554)	$ (145)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Depreciation and amortization	58	52
Provision for allowance for inventory valuation	88	-
Increase in deferred tax asset (net of valuation allowance)	(77)	(68)
Stock option compensation expense	76	119
(Increase) decrease in accounts receivable	2,170	300
(Increase) decrease in inventory (net of progress billed)	552	(1,097)
(Increase) decrease in prepaid expenses	(12)	(105)
Increase (decrease) in accounts payable and accrued expenses	(925)	(353)
Increase (decrease) in customer advance deposits	(479)	242
Increase (decrease) in accrued estimated loss on contracts	-	(2)
Total adjustments	1,451	(912)
Net cash provided by (used in) operating activities	897	(1,057)
Cash flows from investing activities:		
Decrease in prepaid royalties - long term	22	22
Purchases of property and equipment	(34)	(40)
Net cash used in investing activities	(12)	(18)
Cash flows from financing activities:		
Proceeds (to) from credit facility (net)	(858)	323
Net cash (used In) provided by financing activities	(858)	323
Net increase (decrease) in cash and cash equivalents	27	(752)
Cash and cash equivalents at beginning of period	882	1,653
Cash and cash equivalents at end of period	$ 909	$ 901
Supplemental cash flow information:		
Cash paid for interest	$ 2	$ 28
Supplemental cash flow information:		
Exchange of preferred stock for common stock	$ 100	$ 50

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

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Note 1 - Organization and Operations

On March 30, 2009, Optex Systems Holdings, Inc. (formerly known as Sustut Exploration, Inc.), a Delaware corporation (“Optex Systems Holdings”), along with Optex Systems, Inc., a privately held Delaware corporation (“Optex Systems, Inc. “), which is a wholly-owned subsidiary of Optex Systems Holdings, entered into a reorganization agreement, pursuant to which Optex Systems, Inc. was acquired by Optex Systems Holdings in a share exchange transaction. Optex Systems Holdings became the surviving corporation. At the closing, there was a name change from Sustut Exploration, Inc. to Optex Systems Holdings, Inc., and its year end changed from December 31 to a fiscal year ending on the Sunday nearest September 30.

Optex Systems Holdings’ operations are based in Richardson, Texas in a leased facility comprising 49,100 square feet. As of June 29, 2014, Optex Systems Holdings operated with 55 full-time equivalent employees.

Optex Systems Holdings manufactures optical sighting systems and assemblies, primarily for Department of Defense and foreign military applications. Its products are installed on a variety of U.S. military land vehicles, such as the Abrams and Bradley fighting vehicles, light armored and advanced security vehicles, and have been selected for installation on the Stryker family of vehicles. Optex Systems Holdings also manufactures and delivers numerous periscope configurations, rifle and surveillance sights and night vision optical assemblies. Optex Systems Holdings’ products consist primarily of build to customer print products that are delivered both directly to the military and to other defense prime contractors.

Optex Systems Holdings is an ISO 9001:2008 certified company.

During the nine-months ended June 29, 2014, the Company has experienced a net loss and a 38% decrease in revenues as compared to the nine-months ended June 30, 2013. U.S. military spending has been significantly reduced as a result of the Congressional sequestration cuts to defense spending, which began in fiscal year 2013. As a result of lower U.S. government spending, we continue to explore other opportunities for manufacturing outside of our traditional product lines for products which could be manufactured using our existing lines in order to fully utilize our existing capacity. Given the sizable reduction in backlog from 2013 levels, we do not anticipate being able to fully offset the reduced government spending with alternative business in the current fiscal year or in the next twelve months.

The Company has historically funded its operations through operations, preferred stock offerings and bank debt. The Company's ability to generate positive cash flows depends on a variety of factors, including the continued development and successful marketing of the Company's products. At December 31, 2013, the Company had approximately $909 thousand in cash and access to a $1.0 million working line of credit. The Company expects to continue to incur net losses for at least the next year. Successful transition to attaining profitable operations is dependent upon achieving a level of revenue adequate to support the Company's cost structure. Management of the Company expects to be successful in maintaining sufficient working capital and will manage operations commensurate with its level of working capital through June 30, 2015. In the event the Company does not successfully implement its ultimate business plan, certain assets may not be recoverable.

Note 2 - Accounting Policies

Basis of Presentation

Principles of Consolidation: The consolidated financial statements include the accounts of Optex Systems Holdings and its wholly-owned subsidiary, Optex Systems, Inc. All significant inter-company balances and transactions have been eliminated in consolidation.

The condensed consolidated financial statements of Optex Systems Holdings included herein have been prepared by Optex Systems Holdings, without audit, pursuant to the rules and regulations of the SEC. Certain information and footnote disclosures normally included in financial statements prepared in conjunction with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations, although Optex Systems Holdings believes that the disclosures are adequate to make the information presented not misleading.

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These condensed consolidated financial statements should be read in conjunction with the annual audited financial statements and the notes thereto included in the Optex Systems Holdings' Form 10-K for the year ended September 29, 2013 and other reports filed with the SEC.

The accompanying unaudited interim financial statements reflect all adjustments of a normal and recurring nature which are, in the opinion of management, necessary to present fairly the financial position, results of operations and cash flows of Optex Systems Holdings for the interim periods presented. The results of operations for these periods are not necessarily comparable to, or indicative of, results of any other interim period or for the fiscal year taken as a whole. Certain information that is not required for interim financial reporting purposes has been omitted.

Use of Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statement and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from the estimates.

Inventory: Inventory is recorded at the lower of cost or market value, and adjusted, as necessary, for decreases in valuation and obsolescence. Adjustments to the valuation and obsolescence reserves are made after analyzing market conditions, current and projected sales activity, inventory costs and inventory balances to determine appropriate reserve levels. Cost is determined using the first-in first-out method. Under arrangements by which progress payments are received against certain contracts, the customer retains a security interest in the undelivered inventory identified with these contracts. Payments received for such undelivered inventory are classified as unliquidated progress payments and deducted from the gross inventory balance. As of June 29, 2014 and September 29, 2013, inventory included:

	(Thousands)	
	As of June 29, 2014	**As of September 29, 2013**
Raw Materials	$5,762	$ 6,856
Work in Process	1,888	1,901
Finished Goods	608	115
Gross Inventory	$8,258	$ 8,872
Less:		
Unliquidated Progress Payments	-	(62)
Inventory Reserves	(1,319)	(1,231)
Net Inventory	$6,939	$ 7,579

Net inventory decreased by $640 thousand during the nine months ending June 29, 2014 primarily due to shipments from inventory against plastic periscopes and the M36 DDAN contract, offset with lower inventory purchases during the first three quarters. Inventory reserves increased by $88 thousand due to additional reserves booked for excess inventory during the year.

Revenue Recognition: Optex Systems Holdings recognizes revenue based on the modified percentage of completion method utilizing the units-of-delivery method, in accordance with FASB ASC 605-35.

The units-of-delivery method recognizes, as revenue, the contract price of units of a basic production product delivered during a period and, as the cost of earned revenue, the costs allocable to the delivered units. Costs allocable to undelivered units are reported in the balance sheet as inventory or work in progress. The method is used in circumstances in which an entity produces units of a basic product under production-type contracts in a continuous or sequential production process to buyers' specifications.

Optex Systems Holdings contracts are fixed price production type contracts whereby a defined order quantity is delivered to the customer during a continuous or sequential production process tailored to the buyer's specifications

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(build to print). Optex Systems Holdings' deliveries against these contracts generally occur in monthly increments across fixed delivery periods spanning from three to ninety months.

Optex Systems Holdings may at times have contracts that allow for invoicing based on achievement of milestone events. In such cases, Optex Systems Inc. recognizes revenue based on the milestone method in accordance with FASB ASC 605-28, as applicable. On October 24, 2011, Optex Systems Inc. was awarded an $8.0 million contract with General Dynamics Land Systems - Canada which provides for milestone invoices up to a total of $3.9 million as outlined in the summarized contract table below. In accordance with FASB 605-28, Optex Systems Holdings recognizes milestone payments as revenue upon completion of a substantive milestone as commensurate with the following guidelines: our performance to achieve the milestone, the milestone relates solely to past performance and is reasonable relative to all of the deliverables and payment terms within the arrangement. Milestones are not considered as substantive if any portion of the associated milestone consideration relates to the remaining deliverables in the unit of accounting. Non-substantive milestone payments are reported as a liability on the balance sheet as Short Term and Long Term Customer Advance Deposits.

The following table depicts the current contract milestone schedule as of June 29, 2014.

Milestone Event	**Estimated Completion / Invoice Date**	**Thousands Revenue**	**Customer Deposits / Liability**
Start of Work Meeting System Functional Review Production Start of Work	Complete	$34.4	$552.9
Delivery of Two Prototypes	Complete	63.7	61.8
Preliminary Design Review PRM #1 (Meeting) Production Readiness Review	Complete	25.0	1,032.4
Critical Design Review PRM #2 (Meeting)	Complete	25.0	150.0
Placement of Long Lead Material (LLM)	Complete	25.0	100.4
Delivery of Two Engineering Development Units	Complete	55.0	100.0
Delivery of One Production Ready Unit	Complete	68.2	125.6
PRM #3 (Meeting)	Complete	84.2	570.0

FAT and PCA Complete	Complete	275.2	449.4
Delivery of Two Final Production Ready Units	Complete	9.7	125.6
Total Contract Milestones		$665.4	$3,268.1
Less: Liquidated Milestones (shipments)			(1,046.5)
Add: Other /unrelated customer advance deposits			3.6
Total Customer Deposits/Milestones			$2,225.2

The substantive milestones were completed in December 18, 2012, and as such Optex recognized zero revenue related to milestones in the three and nine months ending June 29, 2014. During the three and nine months ending

June 30, 2013, Optex recognized $0 and $10 thousand, respectively of revenue as a result of achieving the final substantive milestone events.

Customer Advance Deposits: Customer advance deposits represent amounts collected from customers in advance of shipment or revenue recognition which relate to undelivered product due to non-substantive milestone payments or other cash in advance payment terms. As of June 29, 2014, Optex Systems, Inc. had collected $2.2 million in customer advance deposits, net of liquidated shipments, related to non-substantive milestones. The terms of the contract extend through 2017 during which time we are required to purchase the necessary materials to fulfill the delivery of products required by the contract. Of the total collected customer advance deposits, $1 million is related to short term customer advance deposits for deliveries to occur within the next twelve months and $1.2 million is related to long term customer advance deposits for deliveries occurring after June 2015.

Stock-Based Compensation: FASB ASC 718 establishes standards for the accounting for transactions in which an entity exchanges its equity instruments for goods or services, but primarily focuses on transactions whereby an entity obtains employee services for share-based payments. FASB ASC 718 requires that the compensation cost relating to share-based payment transactions be recognized in the financial statements. That cost will be measured based on the fair value of the equity or liability instruments issued. It also addresses transactions in which an entity incurs liabilities in exchange for goods or services that are based on the fair value of the entity’s equity instruments or that may be settled by the issuance of those equity instruments.

The Company’s accounting policy for equity instruments issued to consultants and vendors in exchange for goods and services follows the provisions of FASB ASC 505-50. The measurement date for the fair value of the equity instruments issued is determined at the earlier of (i) the date at which a commitment for performance by the consultant or vendor is reached or (ii) the date at which the consultant or vendor’s performance is complete. In the case of equity instruments issued to consultants, the fair value of the equity instrument is recognized over the term of the consulting agreement. Stock-based compensation related to non-employees is accounted for based on the fair value of the related stock or options or the fair value of the services, whichever is more readily determinable in accordance with FASB ASC 718.

Income Tax/Deferred Tax: FASB ASC 740 requires recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax assets and liabilities are determined based on differing treatment of items for financial reporting and income tax reporting purposes. The deferred tax balances are adjusted to reflect tax rates by tax jurisdiction, based on currently enacted tax laws, which will be in effect in the years in which the temporary differences are expected to reverse. Under FASB ASC 740, 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 provided for certain deferred tax assets if it is more likely than not that the Company will not realize tax assets through future operations. Optex Systems Holdings has recognized deferred income tax benefits on net operating loss carry-forwards to the extent Optex Systems Holdings believes it will be able to utilize them in future tax filings. The difference between the statutory income tax expense and the accounting tax expense is primarily attributable to non-deductible expenses representing permanent timing differences between book income and taxable income during the nine months ended June 29, 2014.

Earnings per Share: Basic earnings per share is computed by dividing income available for common shareholders (the numerator) by the weighted average number of common shares outstanding (the denominator) for the period. Diluted earnings per share reflect the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock.

The potentially dilutive securities that Optex Systems Holdings has outstanding are convertible preferred stock, stock options and warrants. In computing the dilutive effect of convertible preferred stock, the numerator is adjusted to add back any convertible preferred dividends, and the denominator is increased to assume the conversion of the number of additional common shares. Optex Systems Holdings uses the Treasury Stock Method to compute the dilutive effect of stock options and warrants. Convertible preferred stock, stock options and warrants that are anti-dilutive are excluded from the calculation of diluted earnings per common share.

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For the three and nine months ended June 29, 2014, respectively, 1,001 shares of Series A preferred stock, 62,912,649 stock options and 1,000,000 warrants were excluded from the earnings per share calculation as anti-dilutive. For the three and nine months ended June 30, 2013, respectively, 1,016 shares of Series A preferred stock, 48,267,649 stock options and 4,447,000 warrants were excluded from the earnings per share calculation as anti-dilutive.

Note 3 - Commitments and Contingencies

Leases

Optex Systems Holdings leases its office and manufacturing facilities under a non-cancellable operating lease expiring March 31, 2021, in addition to maintaining several non-cancellable operating leases for office and manufacturing equipment.

The terms of the office and manufacturing facilities lease are as follows:

- o The lease term expires March 31, 2021.
- o The annual base rent rate is as follows: from 1/1/14 -3/31/14, $0.00 per square foot; from 4/1/2014 – 3/31/2018, $5.45 per square foot; from 4/1/2018 – 3/31/2019, $5.65 per square foot; from 4/1/2019 – 3/31/2020, $5.85 per square foot; and from 4/1/2020 – 3/31/2021, $6.05 per square foot.
- o A $0.35 million HVAC improvement allowance is included.

Total expense under facility lease agreements as of the three and nine months ended June 29, 2014 was $82 thousand and $256 thousand, respectively, and total expense for manufacturing and office equipment was $4 thousand and $15 thousand, respectively. Total expense under facility lease agreements as of the three months and nine months ended June 30, 2013 was $79 thousand and $224 thousand, respectively, and total expense for manufacturing and office equipment was $5 thousand and $14 thousand, respectively.

As of June 29, 2014, the remaining minimum lease payments under the non-cancelable operating leases for equipment, office and facility space are as follows:

	Operating Leases (Thousands)

Fiscal Year		
2014	$	67
2015		264
2016		260
2017		266
2018		271
2019		281
2020		291
2021		147
Total minimum lease payments	$	1,847

Pursuant to the terms of the recent amendment to the facilities lease, there was no base rent payment due from January 1, 2014 through March 31, 2014, and the total value of the rent abatement related to the lease amendment is $63.5 thousand. As of June 29, 2014 the unamortized deferred rent was $94 thousand as compared to $44 thousand as of September 29, 2013. Deferred rent expense is recognized at a rate of $1.2 thousand per month over the life of the lease. Commencing on April 1, 2014 the base rent payment is $21.2 thousand per month.

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Note 4 – Prepaid Royalties

Prepaid royalties represent payments made for the purchase of non-transferable, non-exclusive patent rights associated with a patent license. We expect the patent license to allow for development of current and future products in our digital line of periscopes. We are actively marketing the new periscopes internationally and completed our first international shipment utilizing this technology in March 2014. We estimate the commercial life of the patent at 7 years. As of June 29, 2014, the balance of the patent license is $158 thousand net of accumulated amortization. The royalty expenses for the associated patent license are amortized on a straight line basis starting in fiscal year 2013. The amortized royalty expense for the three and nine months ending June 29, 2014 was $8 thousand and $23 thousand, respectively, and the amortized royalty expense for the three and nine months ending June 30, 2013 was $8 thousand and $23 thousand, respectively.

Note 5 - Debt Financing

Credit Facility – Avidbank

On May 22, 2014, the Company amended its revolving credit facility with Avidbank. The new renewable revolving maturity date is May 21, 2016. The facility provides up to $1 million in financing against eligible receivables and subject to meeting certain covenants including an asset coverage ratio test for up to two years. The material terms of the amended revolving credit facility are as follows:

- The interest rate for all advances shall be the greater of 7.0% and the then in effect prime rate plus 2.5%. The additional minimum interest payment requirement per six month period is $10,000.
- Interest shall be paid monthly in arrears.
- The loan period is from May 22nd through May 21st of the following year, beginning with the period of May 22, 2014 through May 21, 2015 and a revolving loan maturity date of May 21, 2016, at which time any outstanding advances, and accrued and unpaid interest thereon, will be due and payable.
- A renewal fee of $5,000 is due on the one year anniversary of the date of the loan agreement.
- The obligations of Optex Systems, Inc. to Avidbank are secured by a first lien on all of its assets (including intellectual property assets should it have any in the future) in favor of Avidbank.

- The facility contains customary events of default. Upon the occurrence of an event of default that remains uncured after any applicable cure period, Avidbank's commitment to make further advances may terminate, and Avidbank would also be entitled to pursue other remedies against Optex Systems, Inc. and the pledged collateral.

- Pursuant to a guaranty executed by Optex Systems Holdings in favor of Avidbank, Optex Systems Holdings has guaranteed all obligations of Optex Systems, Inc. to Avidbank.

As of June 29, 2014, the outstanding balance on the line of credit was $0. For the three and nine months ended June 29, 2014, the total interest expense against the outstanding line of credit balance was $6 thousand and $16 thousand, respectively. For the three and nine months ended June 30, 2013, the total interest expense against the outstanding line of credit balance was $22 thousand and $28 thousand, respectively. During the three and nine months ended June 29, 2014, Optex Systems separately recognized $13 thousand in interest income related to financing fees on a foreign sale. There was zero in interest income for the three and nine months ended June, 30, 2013.

Note 6-Stock Based Compensation

On March 26, 2009, the Board of Directors adopted the 2009 Stock Option Plan providing for the issuance of up to 6,000,000 shares to Optex Systems Holdings officers, directors, employees and to independent contractors who provide services to Optex Systems Holdings. In 2011, the Board of Directors amended the 2009 Stock Option Plan to increase the number of issuable shares from 6,000,000 to 50,000,000.

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Options granted under the 2009 Stock Option Plan vest as determined by the Board of Directors of Optex Systems Holdings or a committee set up to act as a compensation committee of the Board of Directors and terminate after the earliest of the following events: (i) expiration of the option as provided in the option agreement, (ii) 90 days following the date of termination of the employee, or (iii) ten years from the date of grant (five years from the date of grant for incentive options granted to an employee who owns more than 10% of the total combined voting power of all classes of Optex Systems Holdings stock at the date of grant). In some instances, granted stock options are immediately exercisable into restricted shares of common stock, which vest in accordance with the original terms of the related options. Optex Systems Holdings recognizes compensation expense ratably over the requisite service period.

The option price of each share of common stock is determined by the Board of Directors or a committee set up to act as a compensation committee, provided that with respect to incentive stock options, the option price per share will in all cases be equal to or greater than 100% of the fair value of a share of common stock on the date of the grant, except an incentive option granted under the 2009 Stock Option Plan to a shareholder that owns more than 10% of the total combined voting power of all classes of Optex Systems Holdings' stock, will have an exercise price of not less than 110% of the fair value of a share of common stock on the date of grant. No participant may be granted incentive stock options, which would result in shares with an aggregate fair value of more than $100,000 first becoming exercisable in one calendar year.

On December 19, 2013, the Board of Directors of Optex Systems Holdings, Inc. authorized an amendment to its Stock Option Plan to increase the number of issuable shares from 50,000,000 to 75,000,000 and authorized the grant of 20,000,000 options to three board members and a grant of 5,000,000 to an Optex Systems Holdings officer. The options have an exercise price of $0.01 per share with each grant to vest 25% per year over four years for each year with which the grantee is still employed by or serving as a director of Optex Systems Holdings, Inc. (with all unvested options automatically expiring on the date of termination of employment by or service as a director of Optex Systems Holdings, Inc.) and all unvested options immediately vesting upon a change of control due to a merger or acquisition of the Company.

Optex Systems Holdings recorded compensation costs for options and shares granted under the plan amounting to for $29 thousand and $76 thousand, for the three and nine months ended June 29, 2014, and $33 thousand and $119 thousand for the three and nine months ended June 30, 2013, respectively. A deduction is not allowed for income tax purposes until nonqualified options are exercised. The amount of this deduction will be the difference between the fair value of Optex Systems Holdings' common stock and the exercise price at the date of exercise. For the nine months ended June 29, 2014 and June 30, 2013, the estimated deferred tax assets related to option compensation costs were $26 thousand and $40 thousand, respectively. These tax effects have been included in the financial statements. No tax deduction is allowed for incentive stock options. Accordingly no deferred tax asset is recorded for GAAP expense related to these options.

Optex Systems Holdings records its stock based compensation expense in accordance with ASC 718-10, "Compensation – Stock Compensation". In estimating the value of stock options issued, management has valued the options at their date of grant utilizing the Black-Scholes-Merton option pricing model. For options issued on

December 19, 2013, the fair value of the underlying shares was determined based on the closing price of Optex Systems Holdings' publicly-traded shares as of December 19, 2013. Further, Optex Systems Holdings used an expected volatility of 354.4% which was calculated using the historical Optex Systems Holdings stock prices over the prior 36 month trading period. Estimation of these equity instruments' fair value is affected by our stock price, as well as assumptions regarding subjective and complex variables such as employee exercise behavior and our expected stock price volatility over the term of the award. As our assumptions are based on historical information, judgment is required to determine if historical trends are fair indicators of future outcomes.

The risk-free interest rates used of 1.1% to 2.3% were determined based on the implied yield available on U.S. Treasury issues with an equivalent term approximating the expected life of the options of 4.5 to 7 years depending on the date of the grant and expected life of the options. The expected life of options used was based on the contractual life of the option grant. Optex Systems Holdings determined the expected dividend rate based on the assumption and expectation that earnings generated from operations are not expected to be adequate to allow for the payment of dividends in the near future and the assumption that Optex Systems Holdings does not presently have any intention of paying cash dividends on its common stock.

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Optex Systems Holdings has granted stock options to officers and employees as follows:

Date of Grant	**Shares Granted**	**Exercise Price**	**Shares Outstanding As of 6/29/14**	**Expiration Date**	**Vesting Date**
03/30/09	480,981	$ 0.15	480,981	03/29/2016	03/30/2010
03/30/09	466,834	$ 0.15	466,834	03/29/2016	03/30/2011
03/30/09	466,834	$ 0.15	466,834	03/29/2016	03/30/2012
05/14/09	316,750	$ 0.15	269,500	05/13/2016	05/14/2010
05/14/09	316,750	$ 0.15	269,500	05/13/2016	05/14/2011
05/14/09	316,750	$ 0.15	269,500	05/13/2016	05/14/2012
05/14/09	316,750	$ 0.15	269,500	05/13/2016	05/14/2013
12/09/11	11,517,500	$ 0.01	8,855,000	12/08/2018	12/08/2012
12/09/11	11,517,500	$ 0.01	8,855,000	12/08/2018	12/08/2013
12/09/11	11,517,500	$ 0.01	8,855,000	12/08/2018	12/08/2014
12/09/11	11,517,500	$ 0.01	8,855,000	12/08/2018	12/08/2015
12/19/13	6,250,000	$ 0.01	6,250,000	12/18/2020	12/08/2014
12/19/13	6,250,000	$ 0.01	6,250,000	12/18/2020	12/08/2015
12/19/13	6,250,000	$ 0.01	6,250,000	12/18/2020	12/08/2016
12/19/13	6,250,000	$ 0.01	6,250,000	12/18/2020	12/08/2017
Total	73,751,649		62,912,649		

The following table summarizes the status of Optex Systems Holdings’ aggregate stock options granted under the incentive stock option plan:

Subject to Exercise	**Number of Shares Remaining Options**	**Weighted Average Fair Value**	**Weighted Average Life (Years)**	**Aggregate Value (Thousands)**
Outstanding as of September 30, 2012	48,477,649	$ —	4.56	—
Granted – 2013	—	$ —	—	—
Forfeited – 2013	(230,000)	$ —	—	—
Exercised – 2013	—	$ —	—	—
Outstanding as of September 29, 2013	48,247,649	$ —	3.56	—
Granted – 2014	25,000,000	$ 0.01	5.22	$ 200
Forfeited – 2014	(5,335,000)	$ —	—	—
Exercised – 2014	(5,000,000)	$ 0.01	—	—
Outstanding as of June 29, 2014	62,912,649		3.66	$ —
Exercisable as of September 29, 2013	17,700,149	$ —	2.75	$ —
Exercisable as of June 29, 2014	20,322,649	$ —	2.00	$ —

There were zero and 25,000,000 options granted in the three and nine months ended June 29, 2014, respectively.

The following table summarizes the status of Optex Systems Holdings' aggregate non-vested shares granted under the 2009 Stock Option Plan:

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	Number of Non-vested Shares Subject to Options	Weighted-Average Grant-Date Fair Value
Non-vested as of September 30, 2012	46,235,750	$ 0.01
Non-vested granted — year ended September 29, 2013	—	$ —
Vested — year ended September 29, 2013	(15,458,250)	$ 0.01
Forfeited — year ended September 29, 2013	(230,000)	$ 0.01
Non-vested as of September 29, 2013	30,547,500	$ 0.01
Non-vested granted — nine months ended June 29, 2014	25,000,000	$ 0.01
Vested — nine months ended June 29, 2014	(7,622,500)	$ 0.01
Forfeited — nine months ended June 29, 2014	(5,335,000)	$ —
Non-vested as of June 29, 2014	42,590,000	$ 0.01

As of June 29, 2014, the unrecognized compensation cost for non-vested share based compensation arrangements granted under the plan was approximately $269 thousand. These costs are expected to be recognized on a straight line basis through December 18, 2017.

Warrant Agreements: Optex Systems Holdings calculates the fair value of warrants issued with debt or preferred stock using the Black-Scholes-Merton valuation method. The total proceeds received in the sale of debt or preferred stock and related warrants are allocated among these financial instruments based on their relative fair values. The discount arising from assigning a portion of the total proceeds to the warrants issued is recognized as interest expense for debt from the date of issuance to the earlier of the maturity date of the debt or the conversion dates using the effective yield method.

As of June 29, 2014, Optex Systems Holdings had the following warrants outstanding:

	Grant Date	Warrants Granted	Exercise Price	Outstanding as of 12/29/13	Expiration Date	Term
Avidbank- Line of Credit	3/4/2010	1,000,000	$ 0.100	1,000,000	3/3/2016	6 years
Total Warrants		**1,000,000**		**1,000,000**		

During the three and nine months ended June 29, 2014 and the three and nine months ended June 30, 2013, Optex Systems Holdings recorded zero interest expense related to the outstanding warrants. Interest expense related to outstanding warrants was fully amortized as of September 29, 2013. On March 29, 2014, 3,447,000 warrants related to the 3/30/2009 private placement expired unexercised.

Note 7 Stockholder's Equity

Common stock:

On March 19, 2013, Alpha Capital Anstalt converted 7.29 shares of Series A preferred stock at a stated value of $6,860 into 5,000,000 shares of its Common Stock at a conversion price of $0.01 per share for a total converted value of $50,000. On February 11, 2014 and March 24, 2014, Alpha Capital Anstalt converted 7.29 shares of Series A preferred stock at a stated value of $6,860 into 5,000,000 shares of its Common Stock at a conversion price of $0.01 per share for a converted value of $50,000 each transaction, respectively. On March 24, 2014 a former director exercised 5,000,000 options at $0.01 per share in a net exchange for 3,567,336 common shares. There were no other issuances of common or preferred stock during the nine months ended June 29, 2014. During the nine months ended June 30, 2013 there were no new issues of common or preferred stock.

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Series A preferred stock

Optex Systems Holdings has filed a Certificate of Designation with the Secretary of State of the State of Delaware authorizing a series of preferred stock, under its articles of incorporation, known as “Series A preferred stock”. The Certificate of Designation currently sets forth the following terms for the Series A preferred stock: (i) number of authorized shares: 1,027; (ii) per share stated value: $6,860; (iii) liquidation preference per share: stated value; (iv) conversion price: $0.15 per share as adjusted from time to time; and (v) voting rights: votes along with the common stock on an as converted basis with one vote per share. The conversion price was subsequently reset to $0.01 per share as discussed below.

The Series A preferred stock entitles the holders to receive cumulative dividends at the rate of 6% per annum, payable in cash at the discretion of Board of Directors. Each share of preferred stock is immediately convertible into common shares at the option of the holder which entitles the holder to receive the equivalent number of common shares equal to the stated value of the preferred shares divided by the conversion price, which was initially set at $0.15 per share. The dividends were subsequently waived and the price per share was reset to $0.01 on February 21, 2012 as discussed below.

Holders of preferred shares receive preferential rights in the event of liquidation. Additionally the preferred stock shareholders are entitled to vote together with the common stock on an “as-converted” basis.

As of April 1, 2012, the preferred shareholders agreed to waive the past dividends in arrears through June 30, 2013 of $884 thousand in exchange for an increase in the stated value to $6,860. On February 21, 2012, in connection with the purchase of the 5,000,000 shares of common stock of Optex Systems Holdings by Alpha Capital, the preferred shareholders executed an irrevocable waiver for any and all previously accrued and outstanding dividends and the right to receive any future dividends on the Series A Preferred Stock. The per share conversion price of the Optex Systems Holdings’ Series A Preferred Stock has been automatically reset to $0.01 per share in accordance with the reset provision as set forth in paragraph 4(d)(ii) of the Series Designation for the Optex Systems Holdings’ Series A Preferred Stock. The total amount of dividends waived as a result of the February 21, 2012 waiver is $213 thousand. As of the nine months ended June 29, 2014 and June 30, 2013, there were no preferred dividends payable. As of September 29, 2013 and June 29, 2014 as a result of the executed waiver dated February 21, 2012, there were no dividends in arrears on preferred shares and no future dividends will accrue on the preferred shares.

On March 19, 2013, Alpha Capital Anstalt converted 7.29 shares of Series A preferred stock at a stated value of $6,860 into 5,000,000 shares of its Common Stock at a conversion price of $0.01 per share for a total converted value of $50,000. On February 11, 2014 and March 24, 2014, Alpha Capital Anstalt converted 7.29 shares of Series A preferred stock at a stated value of $6,860 into 5,000,000 shares of its Common Stock at a conversion price of $0.01 per share for a converted value of $50,000 each transaction, respectively. As a result of the conversions, Optex Systems had 1,001 of preferred shares outstanding as of June 29, 2014 and 1,016 of preferred shares outstanding as of

September 30, 2013 respectively.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Management's Discussion and Analysis or Plan of Operations

This management's discussion and analysis reflects information known to management as at June 29, 2014 and through the date of this filing. This MD&A is intended to supplement and complement our audited financial statements and notes thereto for the fiscal year ended September 29, 2013 and our reviewed but unaudited financial statements and footnotes thereto for the quarter ended June 29, 2014, prepared in accordance with U.S. generally accepted accounting principles (GAAP). You are encouraged to review our financial statements in conjunction with your review of this MD&A. The financial information in this MD&A has been prepared in accordance with GAAP, unless otherwise indicated. In addition, we use non-GAAP financial measures as supplemental indicators of our operating performance and financial position. We use these non-GAAP financial measures internally for comparing actual results from one period to another, as well as for planning purposes. We will also report non-GAAP financial results as supplemental information, as we believe their use provides more insight into our performance. When non-GAAP measures are used in this MD&A, they are clearly identified as non-GAAP measures and reconciled to the most closely corresponding GAAP measure.

The following discussion highlights the principal factors that have affected our financial condition and results of operations as well as our liquidity and capital resources for the periods described. This discussion contains forward-looking statements. Please see "Special cautionary statement concerning forward-looking statements" and "Risk factors" for a discussion of the uncertainties, risks and assumptions associated with these forward-looking statements. The operating results for the periods presented were not significantly affected by inflation.

Background

On March 30, 2009, Optex Systems Holdings, Inc. (formerly known as Sustut Exploration, Inc.), a Delaware corporation ("Optex Systems Holdings"), along with Optex Systems, Inc., a privately held Delaware corporation ("Optex Systems, Inc. "), which is a wholly-owned subsidiary of Optex Systems Holdings, entered into a reorganization agreement, pursuant to which Optex Systems, Inc. was acquired by Optex Systems Holdings in a share exchange transaction. Optex Systems Holdings became the surviving corporation. At the closing, there was a name change from Sustut Exploration, Inc. to Optex Systems Holdings, Inc., and its year end changed from December 31 to a fiscal year ending on the Sunday nearest September 30.

Optex Systems, Inc. (Delaware) manufactures optical sighting systems and assemblies, primarily for Department of Defense applications. Its products are installed on various types of U.S. military land vehicles, such as the Abrams and

Bradley fighting vehicles, light armored and armored security vehicles and have been selected for installation on the Stryker family of vehicles. Optex Systems, Inc. (Delaware) also manufactures and delivers numerous periscope configurations, rifle and surveillance sights and night vision optical assemblies. Optex Systems, Inc. (Delaware) products consist primarily of build-to-customer print products that are delivered both directly to the armed services and to other defense prime contractors. Less than 1% of our current revenue is related to the resale of products substantially manufactured by others. In this case, the product would likely be a simple replacement part of a larger system previously produced by Optex Systems, Inc. (Delaware).

Some of our contracts allow for government contract financing in the form of contract progress payments pursuant to Federal Acquisition Regulation 52.232-16, “Progress Payments”. As a small business, and subject to certain limitations, this clause provides for government payment of up to 90% of incurred program costs prior to product delivery. To the extent our contracts allow for progress payments, we intend to utilize this benefit, thereby minimizing the working capital impact on Optex Systems Holdings for materials and labor required to complete the contracts.

Our contracts allow for Federal Acquisition Regulation 52.243-1 which entitles the contractor to an "equitable adjustment" to the contract if the contract changes result in a change in contract costs or time of performance. In essence, an equitable price adjustment request is a request for a contract price modification (generally an increase)

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that allows for the contractor to be "made whole" for additional costs incurred which were necessitated by some modification of the contract effort. This modification may come from an overt change in U.S. Government requirements or scope, or it may come from a change in the conditions surrounding the contract (e.g., differing site conditions or late delivery of U.S. Government-furnished property) which result in statement of work additions, deletions, part substitutions, schedule or other changes to the contract which impact the contractor's overall cost to complete. Optex submitted an equitable adjustment request on the Howitzer Aiming Circle program due to significant design issues impacting the manufacturability of the product. The requested equitable adjustment claim was formally rejected by the contracting agency on May 31, 2012; however, Optex Systems Holdings has appealed the decision with the Armed Services Board of Contract Appeals. Pursuant to Rule 7 of the Rules of the Armed Services Board of Contract Appeals, on July 3, 2013, Optex Systems Inc. filed an amended complaint in support of its appeal of the denial of Optex's Certified Request for Equitable Adjustment. The judge has allowed the amended complaint and recommended alternative dispute resolution which is currently under consideration by both parties. We expect the disposition and judicial resolution of the case by the end of calendar 2014. While we remain optimistic that Optex has a justifiable claim, we cannot predict whether the appeal will be successful. In the event we are unsuccessful in obtaining an equitable adjustment settlement, there will be no future margin impact for on these programs as the losses have been previously recognized through the completion of the program.

Optex Systems Holdings also anticipates the opportunity to integrate some of its night vision and optical sights products into commercial applications.

Results of Operations

Backlog, as of June 29, 2014, was $9.9 million as compared to a backlog of $15.0 million as of June 30, 2013, representing a decrease of $5.1 million or 34.0%. The following table depicts the current expected delivery by of all contracts awarded as of June 29, 2014 in millions of dollars.

Product Line	2014	Q1 2015	Q2 2015	Q3 2015	Q4 2015	2015	2016	2017	2018	Total
Periscopes	1.4	0.5	0.2	0.1	0.0	0.9	0.0	0.0	0.0	2.3
Sighting Systems	0.6	0.6	0.7	0.4	0.3	2.0	3.1	0.4	0.9	7.0
Other	0.3	0.2	0.2	0.0	0.0	0.3	0.0	0.0	0.0	0.6
Total	2.3	1.3	1.1	0.5	0.3	3.2	3.1	0.4	0.9	9.9

In the nine months ending June 29, 2014, Optex Systems Holdings received $5.1 million in new orders consisting of $2.8 million in plastic periscopes, $1.6 million in M36/DDAN sighting systems and $0.7 million in other product lines.

Three Months Ended June 29, 2014 Compared to the Three Months Ended June 30, 2013

Revenues. In the three months ended June 29, 2014, revenues decreased by ($2.5) million or (56.8%) from the respective prior period in 2013 as set forth in the table below (dollar amounts in millions):

	Three months ended (Millions)			
Product Line	June 29, 2014	June 30, 2013	Variance	% Chg
Periscopes	1.1	2.7	(1.6)	(59.3)
Sighting Systems	0.4	0.7	(0.3)	(42.9)
Other	0.4	1.0	(0.6)	(60.0)
Total	1.9	4.4	(2.5)	(56.8)

U.S. military spending has been significantly reduced as a result of the Congressional sequestration cuts to defense spending, which began in fiscal year 2013. As a result of lower U.S. government spending, we continue to explore other opportunities for manufacturing outside of our traditional product lines for products which could be manufactured using our existing lines in order to fully utilize our existing capacity. Given the sizable reduction in backlog from 2013 levels, we do not anticipate being able to fully offset the reduced government spending with alternative business in the current fiscal year or in the next twelve months.

Revenues decreased by ($1.6) million or (59.3%) on our periscope line during the three months ended June 29, 2014 as compared to the three months ended June 30, 2013. During the period, Optex Systems experienced lower revenue in plastic and glass periscopes due to reduced spending by the U.S. Government below prior year levels. In addition, the effect of the decreased government spending has had an unfavorable impact on our ability to absorb fixed overhead across the smaller volume base and has increased our pricing rates. This in turn has made our pricing less competitive allowing other potentially lower cost entrants into the market.

Sighting systems revenues for the three months ending June 29, 2014 decreased ($0.3) million or (42.9%) from revenues in the prior year period. We experienced delays in deliveries for the quarter pending customer approval on product specification changes. We expect deliveries on M36 sighting systems to increase in the fourth quarter and approximate the prior year level the by fiscal year end. In addition, we continue to ship small sighting systems orders pursuant to other contracts to both federal government and non-U.S. government customers and continue to pursue business on several substantial programs for commander weapon sighting systems and M36 thermal sighting units.

Revenue on other product lines decreased by ($0.6) million or (60.0%) compared to revenues in the prior year period due to completion of the U.S. government gunner head assemblies in the third quarter of 2013. We do not expect any significant revenues in other product groups in the next quarter as our prior contracts are complete and U.S. government orders have declined in these product groups in fiscal year 2014 from prior year levels.

Cost of Goods Sold. During the three months ended June 29, 2014 and June 30, 2013, we recorded cost of goods sold of $1.6 million and $3.7 million, respectively. The gross margin during the three months ended June 29, 2014 was $0.24 million or 12.6% of revenues as compared to a gross margin of $0.67 million or 15.2% for the three months ended June 30, 2013. The decrease in cost of sales of ($2.1) million is primarily due to the $2.5 million decrease in revenue. The decrease in gross margin percentage for the period, as compared to the prior year period, is primarily due to reserves booked for excess slow moving inventory in the current quarter.

G&A Expenses. During the three months ended June 29, 2014, we recorded operating expenses of $0.65 million as opposed to $0.77 million, during the three months ended June 30, 2013, a decrease of ($0.12) million or (15.6%). Operating expenses are lower than the previous year period due to significant cuts in discretionary spending including labor and labor related costs of ($0.10), million, research and development of ($0.10) million, and building maintenance of $(0.03) million, offset by increased legal expenses of $0.10 million, and other of $0.01 million. Legal expenses increased during the quarter as a result of recent activity related to the equitable adjustment request on the Howitzer Aiming Circle. We expect general and administrative expenses to continue at a reduced level into the fourth quarter due to additional reductions in labor and labor related expenses that were put in place at the end of the quarter to further mitigate the impact of lower revenue from government spending cuts.

Operating Income (Loss). During the three months ended June 29, 2014, we recorded an operating loss of ($0.41) million, as compared to an operating loss of ($0.10) million during the three months ended June 30, 2013. The ($0.31) million increase in operating loss in the current year period over the prior year period is primarily due to lower revenue and the associated gross margin offset with the reduced general and administrative spending noted above.

Net Income (Loss) applicable to common shareholders. During the three months ended June 29, 2014, we recorded a net loss applicable to common shareholders of ($0.41) million as compared to net loss applicable to common shareholders of ($0.08) million during the three months ended June 30, 2013. The increased loss of ($0.33) million is primarily attributable to an increased operating loss of ($0.31) million combined with change in deferred income taxes of ($0.04) million and interest income of $0.02 million in the current year period as compared to the prior year.

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Nine Months Ended June 29, 2014 Compared to the Nine Months Ended June 30, 2013

Revenues. In the nine months ended June 29, 2014, revenues decreased by ($4.6) million or (38.3%) from the respective prior period in 2013 as set forth in the table below (dollar amounts in millions):

	Nine months ended (Millions)			
Product Line	June 29, 2014	June 30, 2013	Variance	% Chg
Periscopes	5.1	8.9	(3.8)	(42.7)
Sighting Systems	1.1	1.1	-	-
Other	1.2	2.0	(0.8)	(40.0)
Total	7.4	12.0	(4.6)	(38.3)

U.S. military spending has been significantly reduced as a result of the Congressional sequestration cuts to defense spending, which began in fiscal year 2013. As a result of lower U.S. government spending, we continue to explore other opportunities for manufacturing outside of our traditional product lines for products which could be manufactured using our existing lines in order to fully utilize our existing capacity. Given the sizable reduction in backlog from 2013 levels, we do not anticipate being able to fully offset the reduced government spending with alternative business in the current fiscal year or in the next twelve months. Based on our current backlog and the reduced orders, we expect the overall fiscal year 2014 revenues to decline between 40% and 45% as compared to the prior year level by September year end.

Revenues decreased by ($3.8) million or (42.7%) on our periscope line during the nine months ended June 29, 2014 as compared to the nine months ended June 30, 2013. During the period, Optex Systems experienced lower revenue in plastic and glass periscopes due to reduced spending by the U.S. Government below prior year levels. In addition, the effect of the decreased government spending has had an unfavorable impact on our ability to absorb fixed overhead across the smaller volume base and has increased our pricing rates. This in turn has made our pricing less competitive allowing other potentially lower cost entrants into the market.

Sighting systems revenues for the nine months ended June 29, 2014 are consistent with the same nine months in the prior year. We expect deliveries on M36 sighting systems to increase slightly in the fourth quarter over the third quarter, with the annual revenue approximating the prior year level as of fiscal year-end. In addition, we continue to ship small sighting systems orders pursuant to other contracts to both federal government and non-U.S. government customers and continue to pursue business on several substantial programs for commander weapon sighting systems and M36 thermal sighting units.

Revenue on other product lines decreased by ($0.8) million or (40.0%) compared to revenues in the prior year period due to completion of the U.S. government gunner head assemblies of ($1.1) million in the third quarter of 2013, offset by increased revenue in 2014 for DCM sight assemblies of $0.2 million and spare display eyepiece and periscope cable assemblies of $0.1 million. We do not expect any significant revenues in other product groups in the next quarter as our prior contracts have completed and U.S. government orders have declined in these product groups in fiscal year 2014 from prior year levels.

Cost of Goods Sold. During the nine months ended June 29, 2014 and June 30, 2013, we recorded cost of goods sold of $6.2 million and $10.0 million, respectively. The gross margin during the nine months ended June 29, 2014 was $1.2 million or 16.2% of revenues as compared to a gross margin of $2.0 million or 16.7% for the nine months ended June 30, 2013. The total gross margin declined due to decreased revenue and the gross margin percentage is slightly lower by 0.05% resulting from additional reserves booked for excess slow moving inventory in the current year.

G&A Expenses. During the nine months ended June 29, 2014, we recorded operating expenses of $1.9 million as opposed to $2.2 million, during the nine months ended June 30, 2013, a decrease of ($0.3) million or (13.6%). Operating expenses are lower than the previous year period due to significant cuts in discretionary spending including labor and labor related costs of ($0.2), million, research and development of ($0.1) million, and other discretionary spending reductions of ($0.1) million, partially offset by $0.1 million in increased legal expenses for activity related to the equitable adjustment request on the Howitzer Aiming Circle. We expect general and administrative expenses to continue at a reduced level into the fourth quarter due to additional reductions in labor and labor related expenses that were put in place at the end of the third quarter to further mitigate the impact of lower revenue from government spending cuts.

Operating Income (Loss). During the nine months ended June 29, 2014, we recorded an operating loss of ($0.6) million, as compared to an operating loss of ($0.2) million during the nine months ended June 30, 2013. The ($0.4) million increase in operating loss in the current year period over the prior year period is primarily due to lower revenue and the associated gross margin offset with the reduced general and administrative spending noted above.

Net Income (Loss) applicable to common shareholders. During the nine months ended June 29, 2014, we recorded a net loss applicable to common shareholders of ($0.55) million as compared to a net loss applicable to common shareholders of ($0.15) million during the nine months ended June 30, 2013. The increase in net loss of ($0.40) million is primarily attributable to an increase in operating loss of ($0.4).

Liquidity and Capital Resources

During the nine-months ended June 29, 2014, the Company has experienced a net loss and a 38% decrease in revenues as compared to the nine-months ended June 30, 2013. U.S. military spending has been significantly reduced as a result of the Congressional sequestration cuts to defense spending, which began in fiscal year 2013. As a result of lower U.S. government spending, we continue to explore other opportunities for manufacturing outside of our traditional product lines for products which could be manufactured using our existing lines in order to fully utilize our existing capacity. Given the sizable reduction in backlog from 2013 levels, we do not anticipate being able to fully offset the reduced government spending with alternative business in the current fiscal year or in the next twelve months.

The Company has historically funded its operations through operations, preferred stock offerings and bank debt. The Company's ability to generate positive cash flows depends on a variety of factors, including the continued development and successful marketing of the Company's products. At December 31, 2013, the Company had approximately $909 thousand in cash and access to a $1.0 million working line of credit. The Company expects to continue to incur net losses for at least the next year. Successful transition to attaining profitable operations is dependent upon achieving a level of revenue adequate to support the Company’s cost structure. Management of the Company expects to be successful in maintaining sufficient working capital and will manage operations commensurate with its level of working capital through June 30, 2015. In the event the Company does not successfully implement its ultimate business plan, certain assets may not be recoverable.

Cash Flows for the Period from September 29, 2013 through June 29, 2014

Cash and Cash Equivalents: As of June 29, 2014, we had cash and cash equivalents of $0.9 million which is consistent with the period ended September 29, 2013.

Net Cash Provided by Operating Activities. Net cash provided by operating activities during the period from September 30, 2013 to June 29, 2014 totaled $0.9 million. The primary sources of cash during the period is the collection of outstanding September 2013 accounts receivable balances of $2.2 million and the use of inventory of $0.6 million, offset with reductions in accounts payable and accrued expenses of ($0.9) million and customer advance deposits of ($0.5) million, net loss of ($0.4) million and other changes of ($0.1) million.

Net Cash Used in Investing Activities. In the nine months ended June 29, 2014, cash provided by investing activities was ($0.01) million and primarily consisted of the decrease in prepaid royalties due to amortization of our patent license.

Net Cash (Used) in Financing Activities. Net cash used in financing activities was ($0.9) million during the nine months ended June 29, 2014 due to the payment against the outstanding line of credit balance to Avidbank. The outstanding line of credit balance as of September 29, 2013 was $0.9 million. In the first nine months of fiscal year 2014, accounts receivable proceeds were used to bring the ending outstanding line of credit balance to zero as of June 29, 2014.

Critical Policies and Accounting Pronouncements

Our significant accounting policies are fundamental to understanding our results of operations and financial condition. Some accounting policies require that we use estimates and assumptions that may affect the value of our assets or liabilities and financial results. These policies are described in “Critical Policies and Accounting Pronouncements” and Note 2 (Accounting Policies) to Financial Statements in our Annual Report on Form 10-K for the year ended September 29, 2013.

Cautionary Factors That May Affect Future Results

This Quarterly Report on Form 10-Q and other written reports and oral statements made from time to time by Optex Systems Holdings may contain so-called “forward-looking statements,” all of which are subject to risks and uncertainties. You can identify these forward-looking statements by their use of words such as “expects,” “plans,” “will,” “estimates,” “forecasts,” “projects” and other words of similar meaning. You can identify them by the fact that they do not relate strictly to historical or current facts. These statements are likely to address Optex Systems Holdings’ growth strategy, financial results and product and development programs. You must carefully consider any such statement and should understand that many factors could cause actual results to differ from Optex Systems Holdings’ forward-looking statements. These factors include inaccurate assumptions and a broad variety of other risks and uncertainties, including some that are known and some that are not. No forward-looking statement can be guaranteed and actual future results may vary materially.

Optex Systems Holdings does not assume the obligation to update any forward-looking statement. You should carefully evaluate such statements in light of factors described in this Form 10-Q. In various filings Optex Systems Holdings has identified important factors that could cause actual results to differ from expected or historic results. You should understand that it is not possible to predict or identify all such factors. Consequently, you should not consider any such list to be a complete list of all potential risks or uncertainties.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by our Quarterly Report on Form 10-Q for the quarter ended June 29, 2014, management performed, with the participation of our Principal Executive Officer and Principal Financial Officer, an evaluation of the effectiveness of our disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act. Our disclosure controls and procedures are designed to ensure that information required to be disclosed in the report we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC's forms, and that such information is accumulated and communicated to our management including our Principal Executive Officer and our Principal Financial Officer, to allow timely decisions regarding required disclosures. Based upon the evaluation described above, our Principal Executive Officer and our Principal Financial Officer concluded that, as of June 29, 2014, our disclosure controls and procedures were effective.

Changes in Internal Control Over Financial Reporting

During the quarter ended June 29, 2014, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

We are not aware of any material litigation pending or threatened against the Company.

Item 1A. Risk Factors

There have been no material changes in risk factors since the Form 10-K filed for the year ended September 29, 2013.

Item 4. Mine Safety Disclosures

Not applicable.

Item 6. Exhibits

Exhibit No.	Description
31.1 and 31.2	Certifications pursuant to Section 302 of Sarbanes Oxley Act of 2002
32.1 and 32.2	Certifications pursuant to Section 906 of Sarbanes Oxley Act of 2002
EX-101.INS	XBRL Instance Document
EX-101.SCH	XBRL Taxonomy Extension Schema Document
EX-101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
EX-101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
EX-101.LAB	XBRL Taxonomy Extension Label Linkbase Document
EX-101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

SIGNATURES

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

OPTEX SYSTEMS HOLDINGS, INC.

Date: August 8, 2014 By: */s/ Danny Schoening*
Danny Schoening
Principal Executive Officer

OPTEX SYSTEMS HOLDINGS, INC.

Date: August 8, 2014 By: */s/ Karen Hawkins*
Karen Hawkins
Principal Financial Officer and
Principal Accounting Officer

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