

INNOVATIVE SOLUTIONS & SUPPORT INC
Form 10-Q
February 17, 2015
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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended December 31, 2014

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 No. 000-31157

INNOVATIVE SOLUTIONS AND SUPPORT, INC.

(Exact name of registrant as specified in its charter)

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PENNSYLVANIA
(State or Other Jurisdiction
of Incorporation or Organization)

23-2507402
(I.R.S. Employer
Identification No.)

720 Pennsylvania Drive, Exton, Pennsylvania
(Address of Principal Executive Offices)

19341
(Zip Code)

(610) 646-9800

(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

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 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

As of January 30, 2015, there were 16,889,638 shares of the Registrant's Common Stock, with par value of \$.001 per share, outstanding.

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INNOVATIVE SOLUTIONS AND SUPPORT, INC.

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| | December 31, 2014 (unaudited) | September 30, 2014 |
|--|-------------------------------------|-----------------------|
| <u>ASSETS</u> | | |
| Current assets | | |
| Cash and cash equivalents | \$ 14,208,649 | \$ 15,214,584 |
| Accounts receivable | 4,558,471 | 4,419,863 |
| Unbilled receivables, net | 6,837,668 | 7,425,728 |
| Inventories | 5,276,149 | 5,470,786 |
| Deferred income taxes | 2,959,436 | 3,245,223 |
| Prepaid expenses and other current assets | 794,466 | 750,108 |
| Total current assets | 34,634,839 | 36,526,292 |
| Property and equipment, net | 7,367,469 | 7,467,663 |
| Non-current deferred income taxes | 774,764 | 57,707 |
| Other assets | 106,048 | 110,848 |
| Total assets | \$ 42,883,120 | \$ 44,162,510 |
| <u>LIABILITIES AND SHAREHOLDERS EQUITY</u> | | |
| Current liabilities | | |
| Accounts payable | \$ 1,670,668 | \$ 2,402,652 |
| Accrued expenses | 2,907,095 | 4,077,290 |
| Deferred revenue | 596,639 | 526,320 |
| Total current liabilities | 5,174,402 | 7,006,262 |
| Non-current deferred income taxes | 133,116 | 132,999 |
| Other liabilities | 11,814 | 11,725 |
| Total liabilities | 5,319,332 | 7,150,986 |
| Commitments and contingencies (See Note 6) | | |
| Shareholders equity | | |
| Preferred stock, 10,000,000 shares authorized, \$.001 par value, of which 200,000 shares are authorized as Class A Convertible stock. No shares issued and outstanding at December 31, 2014 and September 30, 2014 | | |
| Common stock, \$.001 par value: 75,000,000 shares authorized, 18,736,089 and 18,714,449 issued at December 31, 2014 and September 30, 2014, respectively | | |
| | 18,736 | 18,715 |

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| | | |
|---|---------------|---------------|
| Additional paid-in capital | 50,910,168 | 50,697,497 |
| Retained earnings | 7,278,644 | 6,684,902 |
| Treasury stock, at cost, 1,846,451 shares at December 31, 2014 and 1,756,807 at September 30, 2014 | (20,643,760) | (20,389,590) |
| Total shareholders' equity | 37,563,788 | 37,011,524 |
| Total liabilities and shareholders' equity | \$ 42,883,120 | \$ 44,162,510 |

The accompanying notes are an integral part of these statements.

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INNOVATIVE SOLUTIONS AND SUPPORT, INC.
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(unaudited)

| | Three Months Ending December 31, | |
|---|---|--------------|
| | 2014 | 2013 |
| Net sales: | | |
| Product | \$ 4,549,520 | \$ 7,738,614 |
| Engineering development contracts | 2,174,735 | 3,367,197 |
| Total net sales | 6,724,255 | 11,105,811 |
| Cost of sales: | | |
| Product | 2,241,553 | 3,798,857 |
| Engineering development contracts | 1,720,897 | 3,526,518 |
| Total cost of sales | 3,962,450 | 7,325,375 |
| Gross profit | 2,761,805 | 3,780,436 |
| Operating expenses: | | |
| Research and development | 654,999 | 626,921 |
| Selling, general and administrative | 1,940,491 | 1,744,891 |
| Total operating expenses | 2,595,490 | 2,371,812 |
| Operating income | 166,315 | 1,408,624 |
| Interest income | 5,885 | 10,467 |
| Other income | 10,822 | 5,666 |
| Income before income taxes | 183,022 | 1,424,757 |
| Income tax expense (benefit) | (410,720) | 416,161 |
| Net income | \$ 593,742 | \$ 1,008,596 |
| Net income per common share: | | |
| Basic | \$ 0.04 | \$ 0.06 |
| Diluted | \$ 0.03 | \$ 0.06 |
| Weighted average shares outstanding: | | |
| Basic | 16,955,726 | 16,888,086 |
| Diluted | 17,040,681 | 17,094,346 |

The accompanying notes are an integral part of these statements.

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INNOVATIVE SOLUTIONS AND SUPPORT, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(unaudited)

| | For the Three Months Ended December 31, | |
|---|---|---------------|
| | 2014 | 2013 |
| CASH FLOWS FROM OPERATING ACTIVITIES: | | |
| Net income | \$ 593,742 | \$ 1,008,596 |
| Adjustments to reconcile net income to net cash (used in) operating activities: | | |
| Depreciation and amortization | 140,026 | 129,484 |
| Share-based compensation expense: | | |
| Stock options | 104,645 | 184,224 |
| Stock awards | 149,952 | 50,029 |
| Tax adjustment from share-based compensation | (41,904) | (146,664) |
| Recovery of loss on unbilled receivables | (58,903) | |
| (Gain) loss on disposal of property and equipment | (8,800) | |
| Excess and obsolete inventory cost | 27,186 | 25,000 |
| Deferred income taxes | (431,153) | 332,096 |
| (Increase) decrease in: | | |
| Accounts receivable | (138,608) | (270,419) |
| Unbilled receivables | 646,964 | (775,268) |
| Inventories | 167,450 | (623,028) |
| Prepaid expenses and other current assets | (44,358) | 128,936 |
| Other non-current assets | | (10,448) |
| Increase (decrease) in: | | |
| Accounts payable | (731,985) | (83,166) |
| Accrued expenses | (1,042,443) | 124,502 |
| Income taxes payable | (127,663) | (94,272) |
| Deferred revenue | 70,319 | (201,798) |
| Net cash (used in) operating activities | (725,533) | (222,196) |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | |
| Purchases of property and equipment | (35,032) | (336,572) |
| Proceeds from the sale of property and equipment | 8,800 | |
| Net cash (used in) investing activities | (26,232) | (336,572) |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | |
| Purchase of treasury stock | (254,170) | |
| Net cash (used in) financing activities | (254,170) | |
| Net decrease in cash and cash equivalents | (1,005,935) | (558,768) |
| Cash and cash equivalents, beginning of year | 15,214,584 | 16,386,207 |
| Cash and cash equivalents, end of period | \$ 14,208,649 | \$ 15,827,439 |
| SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION | | |
| Cash paid for income tax | \$ 190,000 | \$ 325,000 |

The accompanying notes are an integral part of these statements.

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**INNOVATIVE SOLUTIONS AND SUPPORT, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

(unaudited)

1. Summary of Significant Accounting Policies

Description of the Company

Innovative Solutions and Support, Inc. (the Company or IS&S) was incorporated in Pennsylvania on February 12, 1988. The Company operates in one business segment as a systems integrator that designs, manufactures, sells, and services air data equipment, engine display systems, standby equipment, primary flight guidance, and cockpit display systems for retrofit applications and original equipment manufacturers (OEMs). The Company supplies integrated Flight Management Systems (FMS), Flat Panel Display Systems (FPDS), Integrated Standby Units (ISU) and advanced Global Positioning System (GPS) receivers that enable reduced carbon footprint navigation.

The Company has continued to position itself as a system integrator, which capability provides the Company with the potential to generate more substantive orders over a broader product base. The strategy, as both a manufacturer and integrator, is designed to leverage the latest technologies developed for the computer and telecommunications industries into advanced and cost-effective solutions for the general aviation, commercial air transport, United States Department of Defense (DoD)/governmental, and foreign military markets. This approach, combined with the Company's industry experience, is designed to enable IS&S to develop high-quality products and systems, to reduce product time to market, and to achieve cost advantages over products offered by its competitors. Customers include commercial air transport carriers and corporate/general aviation companies, the DoD and its commercial contractors, aircraft operators, aircraft modification centers, foreign militaries, and various OEMs.

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements are presented pursuant to the rules and regulations of the United States Securities and Exchange Commission (the SEC) in accordance with the disclosure requirements for the quarterly report on Form 10-Q and, therefore, do not include all of the information and footnotes required by generally accepted accounting principles in the United States (GAAP) for complete annual financial statements. In the opinion of Company management, the unaudited condensed consolidated financial statements reflect all adjustments (consisting of normal recurring adjustments) necessary to state fairly the results for the interim periods presented. The condensed consolidated balance sheet as of September 30, 2014 is derived from the audited financial statements of the Company. Operating results for the three months ended December 31, 2014 are not necessarily indicative of the results that may be expected for the fiscal year ending September 30, 2015. These unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes of the Company included in the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2014.

The Company's condensed consolidated financial statements include the accounts of its wholly-owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.

Use of Estimates

Preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities, as of the date of the financial statements and the reported amounts of net sales and expenses during the reporting period. Estimates are used in accounting for, among other items, long term contracts, allowance for doubtful accounts, inventory obsolescence, product warranty cost liabilities, income taxes, engineering and material costs on Engineering Development Contracts (EDC) programs, percentage-of-completion on EDC, recoverability of long-lived assets, stock-based compensation expense, and contingencies. Actual results could differ materially from those estimates.

Cash and Cash Equivalents

Highly liquid investments, purchased with an original maturity of three months or less, are classified as cash equivalents. Cash equivalents at December 31, 2014 and September 30, 2014 consist of funds invested in money market funds with financial institutions.

Property and Equipment

Property and equipment are stated at cost. Depreciation is provided using an accelerated method over the estimated useful lives of the assets (the lesser of three to seven years or over the related lease term), except for the manufacturing facility and the corporate airplane. The building is being depreciated on a straight line basis over 39 years. Major additions and improvements are capitalized. Maintenance and repairs that do not improve or extend the life of assets are charged to expense as incurred. The airplane was depreciated on a straight-line basis over its estimated useful life of ten years; however, because the airplane had been depreciated previously to its estimated salvage value, no depreciation expense was recorded during the three months ended December 31, 2014 or 2013.

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Fair Value of Financial Instruments

The net carrying amounts of cash and cash equivalents, accounts receivable, and accounts payable approximate their fair value because of the short-term nature of these instruments. For financial assets and liabilities measured at fair value on a recurring basis, fair value is the price the Company would receive to sell an asset or pay to transfer a liability in an orderly transaction with a market participant at the measurement date. A three-level fair value hierarchy prioritizes the inputs used to measure fair value as follows:

Level 1 Unadjusted quoted prices that are available in active markets for the identical assets or liabilities at the measurement date.

Level 2 Other observable inputs available at the measurement date, other than quoted prices included in Level 1, either directly or indirectly, including:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets in non-active markets;
- Inputs other than quoted prices that are observable for the asset or liability; and
- Inputs that are derived principally from or corroborated by other observable market data.

Level 3 Unobservable inputs that cannot be corroborated by observable market data and reflect the use of significant management judgment. These values are generally determined using pricing models for which the assumptions utilize management's estimates of market participant assumptions.

The following table sets forth by level within the fair value hierarchy the Company's financial assets and liabilities that were accounted for at fair value on a recurring basis as of December 31, 2014 and September 30, 2014, according to the valuation techniques the Company used to determine their fair values.

| | Fair Value Measurement on December 31, 2014 | | |
|----------------------------|--|--|--|
| | Quoted Price in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Assets | | | |
| Cash and cash equivalents: | | | |
| Money market funds | \$ 13,396,193 | \$ | \$ |

Fair Value Measurement on September 30, 2014

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| | Quoted Price in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
|----------------------------|--|--|--|
| Assets | | | |
| Cash and cash equivalents: | | | |
| Money market funds | \$ 13,397,547 | \$ | \$ |

Long-Lived Assets

The Company assesses the impairment of long-lived assets in accordance with Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 360-10, *Property, Plant and Equipment* (ASC Topic 360-10). This statement requires that long-lived assets be reviewed for impairment whenever events or changes in circumstances indicate the carrying amount of an asset may not be recoverable. In addition, long-lived assets to be disposed of must be reported at the lower of the carrying amount or fair value less cost to sell. The Company considers historical performance and future estimated results in its evaluation of potential impairment and compares the carrying amount of the asset to estimated future cash flows expected from use of the asset. If the carrying amount of the asset exceeds the estimated expected undiscounted future cash flows, the Company measures the amount of the impairment by comparing the carrying amount of the asset to its fair value. The estimation of fair value is measured by discounting expected future cash flows. No impairment charges were recorded during the three months ended December 31, 2014 or 2013.

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Revenue Recognition

The Company enters into sales arrangements with customers that, in general, provide for the Company to design, develop, manufacture, and deliver large flat-panel display systems, flight information computers and advanced monitoring systems that measure and display critical flight information, including data relative to aircraft separation, airspeed, altitude, and engine and fuel data measurements. The Company's sales arrangements may include multiple deliverables as defined in FASB ASC Topic 605-25 Multiple-Element Arrangements (ASC Topic 605-25), which typically include design and engineering services, and the production and delivery of the flat panel display and related components. The Company includes any design and engineering services elements in EDC sales and any functional upgrade and product elements in product sales in the accompanying consolidated statement of income.

To the extent that an arrangement contains software elements that are essential to the functionality of tangible products sold in the arrangement, the Company recognizes revenue for the deliverables in accordance with the guidance included in FASB Accounting Standards Update 2009-14, *Revenue Arrangements That Include Software Elements* (ASU 2009-14), FASB Accounting Standards Update 2009-13, *Multiple-Deliverable Revenue Arrangements a consensus of the FASB Emerging Issues Task Force* (ASU 2009-13), and FASB ASC Topic 605, *Revenue Recognition* (ASC Topic 605).

To the extent that an arrangement contains software components, which may include functional upgrades, that the Company sells on a standalone basis and which it has deemed outside the scope of the exception defined by ASU 2009-14, the Company recognizes software revenue in accordance with ASC Topic 985, *Software* (ASC Topic 985).

Multiple Element Arrangements -

The Company identifies all goods and/or services that are to be delivered separately under such a sales arrangement and allocates sales to each deliverable (if more than one) based on that deliverable's fair value. The Company then considers the appropriate recognition method for each deliverable. The Company's multiple element arrangements can include defined design and development activities, functional upgrades, and product sales.

The Company utilizes the selling price hierarchy that has been established by ASU 2009-13, which requires that the selling price for each deliverable be based on vendor-specific objective evidence if available, third-party evidence if vendor-specific objective evidence is not available, or estimated selling price if neither vendor-specific objective evidence nor third-party evidence is available. To the extent that an arrangement includes a deliverable for which estimated selling price is used, the Company determines the best estimate of selling price by applying the same pricing policies and methodologies that would be used to determine the price to sell the deliverable on a standalone basis.

To the extent that an arrangement contains defined design and EDC activities as identified deliverables and products (resulting in a multiple element arrangement), the Company recognizes as EDC sales amounts earned during the design and development phase of the contract following the guidance included in FASB ASC Topic 605-35, *Construction-Type and Production-Type Contracts* (ASC Topic 605-35) under the percentage of completion method. To the extent that multiple element arrangements include product sales, sales are generally recognized once revenue recognition criteria for the product deliverables have been met based on the provisions of ASC Topic 605. The Company includes any design and engineering services elements in EDC sales, and any functional upgrade and product elements in product

sales on the accompanying consolidated statements of income.

Single Element Arrangements

Products -

To the extent that a single element arrangement provides for product sales and repairs, the Company recognizes sales when revenue recognition criteria for the product deliverables have been met based on the provisions of ASC Topic 605. In addition, the Company receives orders for equipment and parts. Generally, revenue from the sale of such products is recognized upon shipment to the customer.

The Company offers its customers extended warranties for additional fees. These warranty sales are recorded as deferred revenue and recognized as sales on a straight-line basis over the warranty period.

Engineering Development Contracts

The Company may enter into contracts to perform specified design and EDC services related to its products. The Company recognizes revenue from these arrangements as EDC sales, following the guidance included in ASC Topic 605-35, and considers the nature of these contracts (including term, size of contract, and level of effort) when determining the appropriate accounting treatment for a particular contract. Certain of these contracts are accounted for under the percentage-of-completion method of accounting when

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the Company determines that progress toward completion is reasonable and reliably estimable, and the contract is long-term in nature. The Company uses the completed contract method for all other contracts because these contracts are short-term in nature and meet the criteria in ASC Topic 605-35. Sales and profit margins under the percentage-of-completion method are recorded based on the ratio of actual costs incurred to total estimated costs expected to be incurred related to the contract under the cost-to-cost method (for development effort).

The percentage-of-completion method of accounting requires the Company to estimate the profit margin for each individual contract, and to apply that profit margin on a uniform basis as sales are recorded under the contract. The estimation of profit margin requires the Company to make projections of the total sales to be generated and the total costs that will be incurred under each contract. The projections require the Company to make numerous assumptions and estimates relating to items, such as the complexity of design and related development costs, performance of subcontractors, availability and cost of materials, engineering productivity and cost, overhead, and capital costs. Contracts sometimes include purchase options for additional quantities and customer change orders for additional or revised product functionality. Sales and costs related to profitable purchase options are included in the Company's estimates only when the options are exercised, while sales and costs related to unprofitable purchase options are included in the Company's estimates when exercise is determined to be probable. Sales related to change orders are included in profit estimates only if they can be reliably estimated and collectability is reasonably assured. Purchase options and change orders are accounted for, either as an integral part of the original contract or separately, depending upon the nature and value of the item. Anticipated losses on contracts are recognized in full in the period in which losses become probable and estimable.

For contracts for which uncertainty regarding the performance against certain contract terms remains and in which no loss is expected, the Company uses the zero profit margin approach to applying the percentage of completion method following the guidance included in FASB ASC Topic 605-35.

The Company reviews estimates of profit margins for contracts on a quarterly basis. The percentage-of-completion method results in the profit margin being recorded evenly as revenue is recognized under the contract. Changes in these underlying estimates because of revisions in revenue and cost estimates or to the exercise of contract options may result in profit margins being recognized unevenly over a contract as such changes are accounted for on a cumulative basis in the period estimates are revised. Significant changes in estimates related to accounting for long-term contracts may have a material effect on the Company's results of operations in the period in which the revised estimate is made. Cumulative catch-up adjustments resulting from changes in estimates are disclosed in the notes to the consolidated financial statements of the Company.

Income Taxes

Income taxes are recorded in accordance with FASB ASC Topic 740, *Income Taxes* (ASC Topic 740), which utilizes a balance sheet approach to provide for income taxes. Under this method, the Company recognizes deferred tax assets and liabilities for temporary differences between the financial reporting basis and the tax basis of the Company's assets, liabilities, and expected benefits of utilizing net operating losses (NOL) and tax credit carry-forwards. The impact on deferred taxes of changes in tax rates and laws, if any, are applied to the years during which temporary differences are expected to be settled and are reflected in the consolidated financial statements in the period of enactment. At the end of each interim reporting period, the Company prepares an estimate of the annual effective income tax rate and applies that annual effective income tax rate to ordinary year-to-date pre-tax income for the interim period. Specific tax items discrete to a particular quarter are recorded in income tax expense for that quarter. The estimated annual effective tax rate used in providing for income taxes on a year-to-date basis may change in subsequent interim periods.

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Deferred tax assets are reduced by valuation allowances if, based on the consideration of all available evidence, it is more likely than not that some portion of the deferred tax asset will not be realized. Significant weight is given to evidence that can be objectively verified, and significant management judgment is required in determining any valuation allowances recorded against net deferred tax assets. The Company evaluates deferred income taxes on a quarterly basis to determine if valuation allowances are required by considering available evidence. Deferred tax assets are recognized when expected future taxable income is sufficient to allow the related tax benefits to reduce taxes that would otherwise be payable. The sources of taxable income that may be available to realize the benefit of deferred tax assets are future reversals of existing taxable temporary differences, future taxable income exclusive of reversing temporary differences and credit carry-forwards, taxable income in carry-back years, and tax planning strategies which are both prudent and feasible. The current balance of the deferred tax valuation allowance relates principally to NOL of certain state taxing jurisdictions. The Company believes that its estimate of future taxable income is inherently uncertain, and if its current or future operations generate losses, further adjustments to the valuation allowance are possible. There is currently no assurance of such future income before income taxes.

The accounting for uncertainty in income taxes requires a more likely than not threshold for financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. The Company records a liability for the difference between the (i) benefit recognized and measured for financial statement purposes and (ii) the tax position taken or expected to be taken on the Company's tax return. To the extent that the Company's assessment of such tax positions changes, the change in estimate is recorded in the period in which the determination is made. The Company has elected to record any interest or penalties associated with

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uncertain tax positions as income tax expense.

The Company files a consolidated United States federal income tax return. The Company prepares and files tax returns based on the interpretation of tax laws and regulations, and records estimates based on these judgments and interpretations. In the normal course of business, the tax returns are subject to examination by various taxing authorities. Such examinations may result in future tax and interest assessments by these taxing authorities, and the Company records a liability when it is probable that there will be an assessment. The Company adjusts the estimates periodically as the result of ongoing examinations by and settlements with the various taxing authorities and changes in tax laws, regulations and precedent. The consolidated tax provision of any given year includes adjustments to prior years' income tax accruals that are considered appropriate and any related estimated interest. Management believes that adequate accruals have been made for income taxes. Differences between estimated and actual amounts determined upon ultimate resolution, individually or in the aggregate, are not expected to have a material adverse effect on the Company's consolidated financial position but could possibly be material to its consolidated results of operations or cash flow of any one period.

Engineering Development

The Company invests a large percentage of its sales in engineering development, both research and development (R&D) and EDC. At December 31, 2014, approximately 41% of the Company's employees were engaged in various engineering development projects. Total engineering development expense is comprised of both design and EDC related to specific customer contracts and R&D. EDC expense consists primarily of payroll-related expenses of employees engaged in EDC projects, engineering related product materials and equipment, and subcontracting costs. R&D charges incurred for product design, product enhancements and future product development are expensed as incurred. EDC and design charges related to specific customer arrangements are charged to cost of sales-EDC based on the method of contract accounting (either percentage-of-completion or completed-contract) applicable to such contracts.

Comprehensive Income

Pursuant to FASB ASC Topic 220, *Comprehensive Income* (ASC Topic 220), the Company is required to classify items of other comprehensive income by their nature in the balance sheet and to display the accumulated balance of other comprehensive income separately from retained earnings and additional paid-in capital in the equity section of its condensed consolidated balance sheets. For the three months ending December 31, 2014 and 2013, respectively, comprehensive income consisted of net income only. There were no items of other comprehensive income or accumulated other comprehensive income balances in the equity accounts for any of the periods presented.

Share-Based Compensation

The Company accounts for share-based compensation under FASB ASC Topic 505-50, *Equity-Based Payments to Non-Employees* (ASC Topic 505-50), and FASB ASC Topic 718, *Stock Compensation* (ASC Topic 718), which require the Company to measure the cost of employee or non-employee director services received in exchange for an award of equity instruments based on the grant-date fair value of the award using an option pricing model. That cost is recognized over the period during which an employee or non-employee director is required to provide service in exchange for the award.

Warranty

The Company offers warranties of various lengths. At the time of shipment, the Company establishes a reserve for estimated costs of warranties based on its best estimate of the amounts necessary to settle future and existing claims using historical data on products sold as of the balance sheet date. The length of the warranty period, the product's failure rates, and the customer's usage affect warranty cost. If actual warranty costs are higher than the Company's estimated amounts, future results of operations could be affected adversely. Warranty cost is recorded as cost of sales, and the reserve balance is recorded as an accrued expense. Although the Company maintains product quality programs and processes, its warranty obligations are affected by product failure rates and the related corrective costs. If actual product failure rates and/or corrective costs differ from the estimates, the Company revises the estimated warranty liability accordingly.

Self-Insurance Reserves

Beginning January 1, 2014, the Company began self-insuring a significant portion of its employee medical insurance. The Company maintains a stop-loss insurance policy that limits its losses both on a per employee basis and an aggregate basis. Liabilities associated with the risks that are retained by the Company are estimated based upon actuarial assumptions including historical claim experience and demographic factors. The Company has estimated the total medical claims incurred but not reported and the Company believes that it has adequate reserves for these claims at December 31, 2014. However, the actual value of such claims could be significantly affected if future occurrences and claims differ from these assumptions. At December 31, 2014 and September 30, 2014, the estimated liability for medical claims incurred but not reported was \$108,000 and \$106,000 respectively. The Company has recorded the excess of funded premiums over estimated claims incurred but not reported in the amounts of \$293,000 and \$169,000 as a current asset in the accompanying condensed consolidated balance sheets as of December 31, 2014 and September 30, 2014 respectively.

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Concentrations

Major Customers and Products

For the three months ended December 31, 2014, three customers, Pilatus Aircraft Limited (Pilatus), the DoD, and Eclipse Aerospace, Inc. (Eclipse) accounted for 25%, 23% and 11% of net sales, respectively. For the three months ended December 31, 2013, four customers - the DoD, Pilatus, Eclipse and FedEx Corp. (FedEx) accounted for 22%, 13%, 12%and 11% of net sales, respectively.

Major Suppliers

The Company buys several components from sole source suppliers. Although there are a limited number of manufacturers of particular components, the Company believes other suppliers could provide similar components on comparable terms.

For the three months ended December 31, 2014 the Company had two suppliers that were individually responsible for greater than 10% of the Company s total inventory related purchases. For the three months ended December 31, 2013 the Company had one supplier which accounted for greater than 10% of the Company s total inventory related purchases.

Concentration of Credit Risk

Financial instruments that potentially subject the Company to concentration of credit risk consist principally of cash balances and accounts receivable. The Company invests its excess cash where preservation of principal is the primary consideration. Cash balances are maintained with two major banks. Balances on deposit with certain money market accounts and operating accounts may exceed the Federal Deposit Insurance Corporation (FDIC) limits. The Company s customer base consists principally of companies within the aviation industry. The Company requests advance payments and/or letters of credit from customers that it considers to be credit risks.

The Company has allowances for doubtful accounts of \$3.6 million and \$3.7 million, related to the Delta contract, as of December 31, 2014 and September 30, 2014 respectively (See Unbilled Receivables below under Note 2. Supplemental Balance Sheet Disclosures).

Recent Accounting Pronouncements

In August 2014, the Financial Accounting Standards Board (FASB) issued ASU No. 2014-15, *Presentation of Financial Statements - Going Concern (Subtopic 205-40)* (ASU 2014-15). The objective of ASU 2014-15 is to define management s responsibility to evaluate whether there

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is substantial doubt about an organization's ability to continue as a going concern and provide related disclosures. Currently, GAAP does not provide guidance to evaluate whether there is substantial doubt regarding an organization's ability to continue as a going concern. ASU 2014-15 provides guidance to an organization's management, with principles and definitions to reduce diversity in the timing and content of financial statement disclosures commonly provided by organizations. ASU 2014-15 is effective for periods ending after December 15, 2016 and interim periods within annual periods beginning after December 15, 2016. Early adoption is permitted.

In June 2014, the FASB issued ASU No. 2014-12, *Compensation - Stock Compensation (ASC Topic 718): Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period* (ASU 2014-12). The amendments in ASU 2014-12 require that a performance target that affects vesting and that could be achieved after the requisite service period to be treated as a performance condition. The amendments in ASU 2014-12 are effective for annual periods and interim periods within those annual periods beginning after December 15, 2015. Early adoption is permitted.

In May 2014, the FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers (ASC Topic 606)* (ASU 2014-09). ASU 2014-09 will supersede existing revenue recognition guidance and require revenue to be recognized when promised goods or services are transferred to customers in amounts that reflect the consideration to which the company expects to be entitled in exchange for those goods or services. The new standard is effective for reporting periods beginning after December 15, 2016, and early adoption is not permitted. Adoption of the new rules could affect the timing of revenue recognition for certain transactions. The guidance permits two implementation approaches, one requiring retrospective application of the new standard with restatement of prior years and one requiring retrospective application of the new standard with the cumulative effect of applying the new standard as of the date of initial application recognized and disclosure of results under old standards. The Company is currently evaluating the impacts of adoption and the implementation approach to be used.

The Company does not believe that any recently issued, but not yet effective, accounting standards could have a material effect on the accompanying financial statements. As new accounting pronouncements are issued, the Company will adopt those that are applicable under the circumstances.

Table of Contents**2. Supplemental Balance Sheet Disclosures***Unbilled Receivables*

Unbilled receivables principally represent sales recorded under the percentage-of-completion method of accounting that, in accordance with applicable contract terms, have not been billed to customers. Unbilled receivables, net of progress payments and an impairment of \$3.6 million and \$3.7 million related to the Delta contract at December 31, 2014 and September 30, 2014 respectively, were \$6.8 million and \$7.4 million at December 31, 2014 and September 30, 2014, respectively.

Significant changes in estimates related to accounting for long-term contracts under the percentage-of-completion method may have a material effect on the Company's results of operations in the period in which the revised estimates are made. Cumulative catch-up adjustments resulting from changes in estimates increased and decreased operating income by \$366,000 and \$183,000 for the three months ended December 31, 2014 and December 31, 2013 respectively.

Inventories

Inventories are stated at the lower of cost (first-in, first-out) or market, net of reserve for excess and obsolete inventory, and consist of the following:

| | December 31 2014 | September 30, 2014 |
|-----------------|---------------------|-----------------------|
| Raw materials | \$ 4,136,195 | \$ 4,389,334 |
| Work-in-process | 906,727 | 905,529 |
| Finished goods | 233,227 | 175,923 |
| | \$ 5,276,149 | \$ 5,470,786 |

Prepaid expenses and other current assets

Prepaid expenses and other current assets consist of the following:

| | December 31 2014 | September 30, 2014 |
|-------------------|---------------------|-----------------------|
| Prepaid insurance | \$ 562,470 | \$ 398,090 |
| Other | 231,996 | 352,018 |

\$ 794,466 \$ 750,108

Property and equipment

Property and equipment, net consists of the following:

| | December 31, 2014 | September 30, 2014 |
|---|------------------------------|-------------------------------|
| Land | 1,021,245 | 1,021,245 |
| Computer equipment | 2,298,073 | 2,292,548 |
| Corporate airplane | 3,128,504 | 3,128,504 |
| Furniture and office equipment | 1,063,254 | 1,063,254 |
| Manufacturing facility | 5,728,437 | 5,728,437 |
| Equipment | 5,061,569 | 5,047,737 |
| | 18,301,082 | 18,281,725 |
| Less: accumulated depreciation and amortization | (10,933,613) | (10,814,062) |
| | \$ 7,367,469 | \$ 7,467,663 |

Depreciation and amortization related to property and equipment was approximately \$135,000 and \$129,000 for the three months ended December 31, 2014 and 2013, respectively. The corporate airplane is utilized primarily in support of product development and has been depreciated to its estimated salvage value.

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Other assets consist of the following:

| | December 31, 2014 | September 30, 2014 |
|---|----------------------|-----------------------|
| Intangible assets, net of accumulated amortization of \$504,637 and \$499,837 at December 31, 2014 and September 30, 2014 | \$ 95,600 | \$ 100,400 |
| Other non-current assets | 10,448 | 10,448 |
| | \$ 106,048 | \$ 110,848 |

Intangible assets consist of licensing and certification rights which are amortized over a defined number of units. No impairment charges were recorded in the three months ended December 31, 2014 and 2013.

Total amortization expense was approximately \$5,000 and \$0 for the three months ended December 31, 2014 and 2013, respectively. The timing of future amortization expense is not determinable because the intangible assets are being amortized over a defined number of units.

Accrued expenses

Accrued expenses consist of the following:

| | December 31, 2014 | September 30, 2014 |
|--------------------------------------|----------------------|-----------------------|
| Warranty | \$ 818,005 | \$ 777,599 |
| Salary, benefits and payroll taxes | 352,742 | 787,277 |
| Professional fees | 421,475 | 431,612 |
| Income taxes payable | 57,399 | 185,151 |
| Other, including losses on contracts | 1,257,474 | 1,895,651 |
| | \$ 2,907,095 | \$ 4,077,290 |

Other accrued expense at December 31, 2014 and September 30, 2014 includes \$1.0 and \$1.5 million of EDC program costs respectively.

Warranty cost and accrual information for the three months ended December 31, 2014 is highlighted below:

**Three Months Ending
December 31, 2014**

| | | |
|---------------------------------------|----|----------|
| Warranty accrual, beginning of period | \$ | 777,599 |
| Accrued expense | | 91,387 |
| Warranty cost | | (50,981) |
| Warranty accrual, end of period | \$ | 818,005 |

3. Income Taxes

The income tax benefit for the three months ended December 31, 2014 was \$411,000 compared to a tax expense of \$416,000 for the three months ended December 31, 2013.

The effective tax rate for the three months ended December 31, 2014 was (224%). The effective tax rate for the three months ended December 31, 2014 differs from the statutory rate primarily because of the retroactive extension of the Federal Research and Development Tax Credit (R&D Tax Credit) and the Domestic Production Activities Deduction (DPAD). The retroactive extension of the R&D Tax Credit was effective January 1, 2014. The current year estimated annual effective income tax rate reflects the benefit from the R&D Tax Credit only for the three months ended December 31, 2014 as permitted by ASC Topic 740, because the R&D Tax Credit expired as of December 31, 2014. In addition, the retroactive benefit for the period from January 1, 2014 to September 30, 2014 was reflected as a discrete item which further reduced the Company's income tax expense for the three months

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ended December 31, 2014.

The effective tax rate for the three months ended December 31, 2013 was 29%. The effective tax benefit rate for the three months ended December 31, 2013 differs from the statutory rate primarily because of the favorable impact of the federal R&D Tax Credit and the Domestic Production Activities Deduction. The annual effective income tax rate reflected the benefit from the R&D Tax Credit for only the three months ended December 31, 2013 as permitted by ASC Topic 740, because the R&D Tax Credit expired as of December 31, 2013.

At December 31, 2014, the balance of the deferred tax valuation allowance relates principally to NOL of certain state taxing jurisdictions. The Company will continue to maintain the balance of the valuation allowance until the Company generates a sufficient level of profitability in certain jurisdictions to warrant a conclusion that it no longer is more likely than not that these net state deferred tax assets will not be realized in future periods. There is currently no assurance of such future income before taxes. The Company believes that its estimate of future taxable income is inherently uncertain, and, therefore, further adjustments to the valuation allowance are possible.

On September 13, 2013, the U.S. Treasury Department and the IRS issued final regulations that addressed cost incurred in acquiring, producing, or improving tangible property (the tangible property regulations). The tangible property regulations were generally effective for tax years beginning on or after January 1, 2014 and required the Company to make additional tax accounting method changes as of October 1, 2014. However, the impact of these changes to the Company's consolidated financial statements was immaterial as of and for the three months ended December 31, 2014.

4. Shareholders' Equity and Share-based Payments

At December 31, 2014, the Company's Amended and Restated Articles of Incorporation provides the Company authority to issue 75,000,000 shares of common stock and 10,000,000 shares of preferred stock.

Share-based compensation

The Company accounts for share-based compensation under the provisions of ASC Topic 505-50 and ASC Topic 718 by using the fair value method for expensing stock options and stock awards.

Total share-based compensation expense was approximately \$255,000 and \$234,000 for the three months ended December 31, 2014 and 2013, respectively. The income tax effect recognized as a (charge) to additional paid-in capital related to share-based compensation arrangements was (\$42,000) and (\$147,000) for the three months ended December 31, 2014 and 2013, respectively. Compensation expense related to share-based awards is recorded as a component of general and administrative expense.

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The Company maintains three share-based compensation plans, the 1998 Stock Option Plan (the 1998 Plan), the 2003 Restricted Stock Plan (the Restricted Plan), and the 2009 Stock-Based Incentive Compensation Plan (the 2009 Plan). The Company's shareholders approved each of these plans. The 1998 Plan expired on November 13, 2008. The last awards under the Restricted Plan were made in 2010, and no further shares remain to be awarded under the Restricted Plan.

1998 Stock Option Plan

The 1998 Plan authorized the grant of incentive and nonqualified stock options to employees, officers, directors, and independent contractors and consultants. No stock options were granted to independent contractors or consultants under this Plan. There was no compensation expense associated with awards under the 1998 Plan for the three months ended December 31, 2014 and 2013.

Incentive stock options granted under the 1998 Plan have exercise prices that must be at least equal to the fair value of the common stock on the grant date. Nonqualified stock options granted under the 1998 Plan have exercise prices that may be less than, equal to, or greater than the fair value of the common stock on the date of grant. The Company reserved 3,389,000 shares of common stock for awards under the 1998 Plan. On November 13, 2008, the 1998 Plan expired, and no additional shares were granted under the Plan after that date.

2003 Restricted Stock Plan

The Restricted Plan for non-employee directors was approved by shareholders at the Company's February 26, 2004 Annual Meeting of Shareholders. It provided for an annual award of non-vested shares of common stock having a fair market value of \$40,000 at close of business on October 1 of each year for each eligible non-employee director. The shares of common stock were awarded in four quarterly installments during the fiscal year if the director was still serving on the board on the quarterly issue date. The last awards under the Restricted Plan were made in 2010, and the Company has awarded all available shares under the Restricted Plan. However, the Company has continued to make an annual grant of shares to eligible non-employee directors under the 2009 Plan.

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There was no compensation expense under the Restricted Plan for the three months ended December 31, 2014 and 2013.

2009 Stock-Based Incentive Compensation Plan

The 2009 Plan authorizes the grant of Stock Appreciation Rights (SARs), Restricted Stock, Options, and other equity-based awards (collectively referred to as Awards). Options granted under the 2009 Plan may be either Incentive Stock Options as defined in section 422 of the Internal Revenue Code of 1986, as amended (the Code), or Nonqualified Stock Options as determined by the Compensation Committee of the Company s Board of Directors (the Compensation Committee).

Subject to an adjustment required because of a stock dividend, recapitalization, forward split or reverse split, reorganization, merger, consolidation, spin-off, combination, repurchase or share exchange, extraordinary or unusual cash distribution, or other similar corporate transaction or event, the maximum number of shares of common stock available for Awards under the 2009 Plan is 1,200,000, all of which may be issued pursuant to Awards of Incentive Stock Options. In addition, the 2009 Plan provides that no more than 300,000 shares of common stock per year may be awarded to any employee as a performance-based Award under Section 162(m) of the Code. At December 31, 2014, there were 332,190 shares of common stock available for Awards under the 2009 Plan.

If any Award is forfeited, or if any Option terminates, expires, or lapses without being exercised, the shares of common stock subject to such Award will again be available for future grant. Any shares tendered by a participant in payment of the exercise price of an Option or the tax liability with respect to an Award (including, in any case, shares withheld from any such Award) will not be available for future grant under the 2009 Plan. If there is any change in the Company s corporate capitalization, the Compensation Committee must adjust proportionately and equitably the number and kind of shares of common stock which may be issued in connection with future Awards, the number and type of shares of common stock covered by Awards then outstanding under the 2009 Plan, the number and type of shares of common stock available under the 2009 Plan, the exercise or grant price of any Award, or, if deemed appropriate, make provision for a cash payment with respect to any outstanding Award, provided that no adjustment may be made that would affect adversely the status of any Award that is intended to be a performance-based Award under Section 162(m) of the Code, unless otherwise determined by the Compensation Committee. In addition, the Compensation Committee may make adjustments in the terms and conditions of any Awards, including any performance goals, in recognition of unusual or nonrecurring events affecting the Company or any subsidiary, or in response to changes in applicable laws, regulations or accounting principles, provided that no adjustment may be made that would affect adversely the status of any Award that is intended to be a performance-based Award under Section 162(m) of the Code, unless otherwise determined by the Compensation Committee.

On April 17, 2014, the Board of Directors resolved to revise the valuation date and the timing of the issuance of the awards of non-vested shares of common stock to each eligible non-employee director as described under the 2003 Restricted Stock Plan shown above. Effective January 1, 2015, the awards will have a fair market value of \$40,000 at the close of business on the first business day after January 1 of each calendar year and will be issued on December 31 of that year. If any non-employee director resigns from the Board of Directors prior to December 31 of such calendar year, the Company will issue to such non-employee director a pro-rata number of shares through the date of resignation.

Total compensation expense related to Options issued to employees under the 2009 Plan was approximately \$105,000 and \$184,000 for the three months ended December 31, 2014 and 2013. The expense under the 2009 Plan related to shares issued to non-employee members of the Company s Board of Directors as compensation was \$150,000 and \$50,000 for the three months ended December 31, 2014 and 2013. Total compensation expense associated with the 2009 Plan was \$255,000 and \$234,000 for the three months ended December 31, 2014 and 2013.

Stock repurchase program

On April 17, 2014, the Company's Board of Directors approved the extension of the current share repurchase program (originally approved on April 29, 2013), which allows the Company to acquire up to 250,000 shares of its outstanding common stock until May 1, 2015. Under the share repurchase program, the Company may purchase shares of its common stock through open market transactions, in privately negotiated block purchases, or in other private transactions (either solicited or unsolicited). The timing and amount of repurchase transactions under this program will depend on market conditions, and corporate and regulatory considerations. The program may be discontinued or suspended at any time. The Company anticipates funding for this program to come from available corporate funds, including cash on hand and future cash flow. During the three months ended December 31, 2014, the Company purchased 89,644 shares of common stock. The cost of the shares purchased in the three months ended December 31, 2014 was \$254,170 at an average cost per share of \$2.84. As of December 31, 2014, the number of shares that may yet be purchased under the current share repurchase program was 160,356 shares.

Table of Contents**5. Earnings Per Share**

| | Three months ended December 31, | |
|---------------------------------------|--|--------------|
| | 2014 | 2013 |
| Numerator: | | |
| Net income | \$ 593,742 | \$ 1,008,596 |
| Denominator: | | |
| Basic weighted average shares | 16,955,726 | 16,888,086 |
| Dilutive effect of share-based awards | 84,955 | 206,260 |
| Diluted weighted average shares | 17,040,681 | 17,094,346 |
| Earnings per common share: | | |
| Basic EPS | \$ 0.04 | \$ 0.06 |
| Diluted EPS | \$ 0.03 | \$ 0.06 |

Earnings per share (EPS) are calculated pursuant to FASB ASC Topic 260, *Earnings Per Share* (ASC Topic 260). Basic EPS excludes potentially dilutive securities and is computed by dividing net income by the weighted average number of common shares outstanding for the period. Diluted EPS is computed assuming the conversion or exercise of all dilutive securities such as employee stock options.

The number of incremental shares from the assumed exercise of stock options is calculated by using the treasury stock method. As of December 31, 2014 and 2013, there were 682,668 and 779,834 options to purchase common stock outstanding, respectively. The average outstanding diluted shares calculation excludes options with an exercise price that exceeds the average market price of shares during the period.

For the three months ended December 31, 2014 and 2013, respectively, 404,380 and 84,598 diluted weighted average shares outstanding were excluded from the computation of diluted EPS because the effect would be anti-dilutive.

6. Contingencies

The Company announced previously that Delta Airlines (Delta) purported to terminate its contract with the Company to develop, manufacture and install new cockpit displays and certain navigation capabilities on its fleet of approximately 182 MD88 and MD90 aircraft. On October 6, 2014 Delta sent the Company a cancellation notice citing alleged schedule delays and technical infeasibility. The Company believes that Delta's purported termination of the contract was wrongful and in breach of the terms of the contract. The contract provides for non-binding mediation in the event of such disputes, and the Company has initiated the mediation process. The Company had \$3.6 million of unbilled receivables and \$0.2 million of inventory on the balance sheet relating to the Delta program at December 31, 2014, both of which are fully reserved. At this time, the outcome of the mediation and any potential subsequent negotiation with or litigation against Delta is not determinable.

On January 17, 2007 the Company filed suit in the Court of Common Pleas for Delaware County, Pennsylvania against Strathman Associates, a former software consultant for IS&S, alleging that Strathman had improperly used IS&S trade secrets and proprietary information in assisting J2 and Kollsman in developing the J2/Kollsman Air Data Computer. The case has not been resolved as of the date of the filing of this Form 10-Q.

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

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This report contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act). These forward-looking statements are based largely on current expectations and projections about future events and trends affecting the business. In this report, the words believe, may, will, estimate, continue, anticipate, intend, forecast, expect, plan, should, is likely, and similar expressions, as they relate to the business or to its management, are intended to identify forward-looking statements, but they are not exclusive means of identifying them.

The forward-looking statements in this report are only predictions, and actual events or results may differ materially. In evaluating such statements, a number of risks, uncertainties, and other factors could cause actual results, performance, financial condition, cash flows, prospects, and opportunities to differ materially from those expressed in, or implied by, the forward-looking statements. These risks, uncertainties, and other factors include those set forth in Item 1A (Risk Factors) of Innovative Solutions and Support, Inc.'s (the Company or IS&S) Annual Report on Form 10-K for the fiscal year ended September 30, 2014 filed with the United States Securities and Exchange Commission (the SEC) on December 15, 2014 and the following factors:

- *the availability of government funding;*
- *the impact of general economic trends on the Company's business;*
- *the deferral or termination of programs or contracts for convenience by customers;*
- *difficulties in developing and producing the Company's COCKPIT/IP® Flat Panel Display System or other planned products or product enhancements;*
- *market acceptance of the Company's flat panel display systems, or COCKPIT/IP® or other planned products or product enhancements;*
- *continued market acceptance of the Company's air data systems and products;*
- *the loss, bankruptcy or insolvency of one or more key customers;*
- *the ability to gain regulatory approval of products in a timely manner;*
- *failure to retain/recruit key personnel;*
- *delays in receiving components from third-party suppliers;*
- *the competitive environment and new product offerings from competitors;*
- *protection of intellectual property rights;*

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- *a cyber security incident;*
- *the ability to service the international market;*
- *potential future acquisitions; and*
- *other factors disclosed from time to time in the Company's filings with the SEC.*

Except as expressly required by the federal securities laws, the Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise after the date of this report. Results of operations in any past period should not be considered indicative of the results to be expected for future periods. Fluctuations in operating results may result also in fluctuations in the price of the Company's common stock.

Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this Form 10-Q. The Company does not undertake any obligation to release publicly any revisions to these forward-looking statements to reflect events, circumstances, or changes in expectations after the date of this Form 10-Q, or to reflect the occurrence of unanticipated events. The forward-looking statements in this document are intended to be subject to the safe harbor protection provided by Sections 27A of the Securities Act of 1933, as amended (the Securities Act) and 21E of the Exchange Act.

Investors should be aware that while the Company, from time to time, communicates with securities analysts, it is against its policy to disclose any material non-public information or other confidential commercial information. Accordingly, shareholders should not assume that the Company agrees with any statement or report issued by any analyst irrespective of the content of the statement or report. Furthermore, the Company has a policy against issuing or confirming financial forecasts or projections issued by others. Thus, to the extent that reports issued by securities analysts contain any projections, forecasts or opinions, such reports are not the responsibility of the Company.

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Company Overview

Innovative Solutions and Support, Inc. (the Company or IS&S) was incorporated in Pennsylvania on February 12, 1988. The Company operates in one business segment as a systems integrator that designs, manufactures, sells, and services air data equipment, engine display systems, standby equipment, primary flight guidance, and cockpit display systems for retrofit applications and original equipment manufacturers (OEMs). The Company supplies integrated Flight Management Systems (FMS), Flat Panel Display Systems (FPDS), Integrated Standby Units (ISU) and advanced Global Positioning System (GPS) receivers that enable reduced carbon footprint navigation.

The Company has continued to position itself as a system integrator, which capability provides the Company with the potential to generate more substantive orders over a broader product base. The strategy, as both a manufacturer and integrator, is designed to leverage the latest technologies developed for the computer and telecommunications industries into advanced and cost-effective solutions for the general aviation, commercial air transport, United States Department of Defense (DoD)/governmental, and foreign military markets. This approach, combined with the Company s industry experience, is designed to enable IS&S to develop high-quality products and systems, to reduce product time to market, and to achieve cost advantages over products offered by its competitors.

For several years the Company has been working with advances in technology to provide pilots with more information to enhance both the safety and efficiency of flying, and has developed its COCKPIT/IP® Cockpit Information Portal (CIP) product line that incorporates proprietary technology, low cost, reduced power consumption, decreased weight, and increased functionality. The Company believes the CIP product line is suited to address market demand that will be driven by regulatory mandates, new technologies, and the high cost of maintaining aging/obsolete equipment on airplanes that have been in service for up to fifty years. The Company has also incorporated Electronic Flight Bag (EFB) functionality, such as charting and mapping systems, in its FPDS product line.

More recently, the Company has developed an FMS that combines the savings long associated with in flight fuel optimization in enroute flight management combined with the precision of satellite-based navigation required to comply with the regulatory environments of both domestic and international markets. The Company believes that the FMS coupled with its FPDS product line is well suited to address market demand driven by further regulatory mandates, new technologies, and the high cost of maintaining aging and obsolete equipment on aircraft that will be in service for up to fifty years. The shift in the regulatory and technological environment is illustrated by the dramatic increase in the number of Space Based Augmentation System (SBAS) or Wide Area Augmentation System (WAAS) approach qualified airports, particularly as realized through Localizer Performance with Vertical guidance (LPV) navigation procedures. Aircraft equipped with the Company s FMS and FPDS product line (equipped with a SBAS/WAAS/LPV enabled navigator) will be qualified to land at such airports and to comply with upcoming Federal Aviation Administration (FAA) mandates for Required Navigation Performance (RNP) and Automatic Dependent Surveillance-Broadcast (ADS-B) navigation, a fact which IS&S believes will further increase the demand for the Company s products. The Company s FMS/FPDS product line is designed for new production and retrofit applications into general aviation, commercial air transport and military transport aircraft. In addition, the Company offers a state of the art ISU, integrating the full functionality of the primary and navigation displays into a small backup-powered unit. This ISU builds on the Company s legacy air data computer to form a complete next-generation cockpit display and navigation upgrade offering to the commercial and military markets.

IS&S sells to both the OEM and retrofit market. Customers include various OEMs, commercial air transport carriers and corporate/general aviation companies, DoD and its commercial contractors, aircraft operators, aircraft modification centers and foreign militaries. Occasionally, IS&S sells its products directly to DoD; however, the Company sells its products primarily to commercial customers for end use in DoD programs. Sales to defense contractors are generally made on commercial terms, although some of the termination and other provisions of government contracts are applicable to these contracts.

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Customers have been and may continue to be affected by the uncertain economic conditions that currently exist both in the United States and abroad. Such conditions may cause customers to curtail or delay their spending on both new and existing aircraft. Factors that can impact general economic conditions and the level of spending by customers include, but are not limited to, general levels of consumer spending, increases in fuel and energy costs, conditions in the real estate and mortgage markets, labor and healthcare costs, access to credit, consumer confidence, and other macroeconomic factors that affect spending behavior. In addition, the Budget Control Act of 2011 (the Budget Act) triggered substantial, automatic reductions in both defense and discretionary spending. The automatic across-the-board sequestration cuts are in addition to reductions already reflected in defense funding over a ten-year period. Furthermore, spending by government agencies may be reduced in the future if tax revenues decline. If customers curtail or delay their spending or are forced to declare bankruptcy or liquidate their operations because of adverse economic conditions, the Company's revenues and results of operations would be affected adversely. However, the Company believes that, in an uncertain economic environment, customers that may have otherwise elected to purchase newly manufactured aircraft may be interested instead in retrofitting existing aircraft as a cost-effective alternative, thereby creating a market opportunity for IS&S.

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Cost of sales related to product sales is comprised of material components and third-party avionics purchased from suppliers, direct in-house assembly labor, and overhead costs. Many of the components are standard, although certain parts are manufactured to meet IS&S specifications. The overhead portion of cost of sales is comprised primarily of salaries and benefits, building occupancy, supplies, and outside service costs related to production management, purchasing, material control, and quality control. Cost of sales includes warranty costs.

Cost of sales related to engineering development contracts (EDC) is comprised of engineering labor, consulting services, and other costs associated with specific design and development projects. These costs are incurred pursuant to contractual arrangements and are accounted for typically as contract costs within cost of sales with the payment from customers under such contracts accounted for as a sale in accordance with the percentage-of-completion method of accounting. Company funded research and development (R&D) expenditure relates to internally-funded efforts towards the development of new products and the improvement of existing products, and these costs are expensed as incurred. The Company intends to continue investing in the development of new products that complement current product offerings and will continue to expense associated R&D costs as they are incurred.

Selling, general and administrative expense consists of sales, marketing, business development, professional services, salaries and benefits for executive and administrative personnel, facility costs, recruiting, legal, accounting, and other general corporate expenses.

Critical Accounting Policies and Estimates

The discussion and analysis of financial condition and consolidated results of operations are based upon the Company's condensed consolidated financial statements, which have been prepared in accordance with generally accepted accounting principles in the United States. The preparation of these condensed consolidated financial statements requires estimates and assumptions that affect the reported amounts of assets, liabilities, sales and expenses, and related disclosure of contingent assets and liabilities. On an ongoing basis, IS&S management evaluates its estimates based upon historical experience and various other assumptions that it believes to be reasonable in the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The Company believes that its critical accounting policies affect its more significant estimates and judgments used in the preparation of its consolidated financial statements. The Annual Report on Form 10-K for the fiscal year ended September 30, 2014 contains a discussion of these critical accounting policies. There have been no significant changes in the Company's critical accounting policies since September 30, 2014. See also Note 1 to the unaudited condensed consolidated financial statements for the three month period ending December 31, 2014 as set forth herein.

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**INCOME STATEMENTS FOR THE THREE MONTHS ENDED
DECEMBER 31, 2014 AND 2013**

The following table sets forth the income statement data expressed as a percentage of total net sales for the periods indicated (some items may not add due to rounding):

| | Three Months Ending December 31, | |
|-------------------------------------|---|-------------|
| | 2014 | 2013 |
| Net sales: | | |
| Product | 67.7% | 69.7% |
| Engineering development contracts | 32.3% | 30.3% |
| Total net sales | 100.0% | 100.0% |
| Cost of sales: | | |
| Product | 33.3% | 34.2% |
| Engineering development contracts | 25.6% | 31.8% |
| Total cost of sales | 58.9% | 66.0% |
| Gross profit | 41.1% | 34.0% |
| Operating expenses: | | |
| Research and development | 9.7% | 5.6% |
| Selling, general and administrative | 28.9% | 15.7% |
| Total operating expenses | 38.6% | 21.3% |
| Operating income | 2.5% | 12.7% |
| Interest income | 0.1% | 0.1% |
| Other income | 0.1% | 0.1% |
| Income before income taxes | 2.7% | 12.9% |
| Income tax expense (benefit) | (6.1)% | 3.7% |
| Net income | 8.8% | 9.2% |

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Three Months Ended December 31, 2014 Compared to the Three Months Ended December 31, 2013

Net sales. Net sales were \$6.7 million for the three months ended December 31, 2014 compared to \$11.1 million for the three months ended December 31, 2013, a decrease of 40%. Product sales decreased \$3.2 million in the three months ended December 31, 2014 compared to the three months ended December 31, 2013, and EDC sales decreased \$1.2 million from the same period in the prior year. Product sales decreased from the same period in the prior year primarily because of decreased shipments of displays for retrofit programs to commercial transport customers, the DoD, and commercial subcontractors. The decrease in EDC sales was primarily the result of less revenue being recognized from decreased activity on EDC projects awarded in prior years and the purported termination of the Delta contract. EDC sales recognized under the Delta contract were (\$0.1) million and \$0.5 million for the three months ended December 31, 2014 and 2013 respectively. For the three months ended December 31, 2014 and 2013, the Company recognized equal amounts of sales and cost of \$0 and \$2.9 million, respectively, related to certain EDC programs which, at the time of recognition, either zero margins were expected or a zero margin approach to applying the percentage-of-completion method was used in accordance with the guidance of Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 605-35, *Construction-Type and Production-Type Contracts*.

Cost of sales. Cost of sales decreased \$3.3 million or 45%, to \$4.0 million, or 59% of net sales, in the three months ended December 31, 2014 compared to \$7.3 million, or 66% of net sales, in the three months ended December 31, 2013. The decrease in cost of sales was the result of a decrease in product and EDC sales volume for the three months ended December 31, 2014 compared to the three months ended December 31, 2013. As a result of the Company's quarterly reviews of estimates of profit margins of its EDC programs, changes in margin recognition from a zero margin approach and/or estimated costs to complete certain contracts may result in a recording of cumulative catch-up adjustments in margins and/or costs on such contracts. For the three months ended December 31, 2014, net EDC margins were increased by cumulative catch-up adjustments totaling \$366,000, compared to net reductions of \$183,000 for the three months ended December 31, 2013. The increased net EDC margins in the current quarter were mainly the result of the receipt of higher margin EDC modifications. The Company's overall gross margin increased to 41% from 34% because of recognition of margin on certain EDC programs which caused gross margin for overall EDC sales to increase from (5%) for the three months ending December 31, 2013 to 21% for the three months ending December 31, 2014.

Research and development. R&D expense increased \$0.1 million, or 17%, to \$0.7 million, or 10% of net sales, in the three months ended December 31, 2014 from \$0.6 million, or 6% of net sales, in the three months ended December 31, 2013. The increase in R&D expense resulted primarily from a higher proportion of the efforts focused upon internal R&D related projects over EDC programs, whose costs are reflected in cost of sales.

Selling, general, and administrative. Selling, general and administrative expense increased by \$0.2 million to \$1.9 million in the three months ended December 31, 2014 from \$1.7 million in the three months ended December 31, 2013. The increase in selling, general, and administrative expense in the quarter was primarily the result of sales commissions and increased travel. As a percentage of net sales, selling, general and administrative expenses increased to 29% of net sales in the three months ended December 31, 2014 from 16% of net sales in the three months ended December 31, 2013.

Interest income. Interest income decreased to \$6,000 in the three months ended December 31, 2014 from \$10,000 in the three months ended December 31, 2013, mainly a result of lower cash balances as of December 31, 2014.

Other income. Other income was \$11,000 in the three months ended December 31, 2014 compared to \$6,000 in the three months ended December 31, 2013. The increase was primarily the result of higher royalties earned in the quarter ended December 31, 2014 compared to the prior year period.

Income tax expense. At the end of each interim reporting period, the Company prepares an estimate of the annual effective income tax rate, which is applied to year-to-date income to compute income tax expense exclusive of discrete items. Tax items discrete to a specific quarter are included in income tax expense for that quarter. The estimated annual effective tax rate used in providing for income taxes on a year-to-date basis may change in subsequent interim periods.

The income tax benefit for the three months ended December 31, 2014 was \$411,000 compared to tax expense of \$416,000 for the three months ended December 31, 2013. The effective tax rate for the three months ended December 31, 2014 was (224%). The effective tax rate for the three months ended December 31, 2014 differs from the statutory rate primarily because of the retroactive extension of the Federal Research and Development Tax Credit (R&D Tax Credit) and the Domestic Production Activities Deduction (DPAD). The retroactive extension of the R&D Tax Credit was effective January 1, 2014. In addition, the retroactive benefit for the period from January 1, 2014 to September 30, 2014 was reflected as a discrete item which further reduced the Company's income tax expense for the three months ended December 31, 2014.

The current year estimated annual effective income tax rate reflects the benefit from the R&D Tax Credit only for the three months

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ended December 31, 2014, as permitted by ASC Topic 740, because the R&D Tax Credit expired as of December 31, 2014.

The effective tax rate for the three months ended December 31, 2013 was 29%. The effective tax benefit rate for the three months ended December 31, 2013 differs from the statutory rate primarily because of the favorable impact of the federal R&D Tax Credit and the Domestic Production Activities Deduction. The annual effective income tax rate reflected the benefit from the R&D Tax Credit for only the three months ended December 31, 2013 as permitted by ASC Topic 740, because the R&D Tax Credit expired as of December 31, 2013.

Net income. As a result of the factors described above, the Company reported net income for the three months ended December 31, 2014 of \$0.6 million compared to net income of \$1.0 million for the three months ended December 31, 2013. On a diluted basis, income per share was \$0.03 for the three months ended December 31, 2014 compared to income per share of \$0.06 for the three months ended December 31, 2013.

Liquidity and Capital Resources

The following table highlights key financial measurements of the Company:

| | December 31, 2014 | September 30, 2014 |
|--|------------------------------|-------------------------------|
| Cash and cash equivalents | \$ 14,208,649 | \$ 15,214,584 |
| Accounts receivable | 4,558,471 | 4,419,863 |
| Current assets | 34,634,839 | 36,526,292 |
| Current liabilities | 5,174,402 | 7,006,262 |
| Deferred revenue | 596,639 | 526,320 |
| Total debt and other non-current liabilities (1) | 144,930 | 144,724 |
| Quick ratio (2) | 3.63 | 2.80 |
| Current ratio (3) | 6.69 | 5.21 |

| | Three Months Ending December 31, | |
|---|---|--------------|
| | 2014 | 2013 |
| Cash flow activities: | | |
| Net cash (used in) operating activities | \$ (725,533) | \$ (222,196) |
| Net cash (used in) investing activities | (26,232) | (336,572) |
| Net cash (used in) financing activities | (254,170) | |

(1) Excludes deferred revenue

(2) The sum of cash and cash equivalents plus accounts receivable, divided by current liabilities

(3) Current assets divided by current liabilities

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The Company's principal source of liquidity has been from cash flows generated from current year operations and cash accumulated from prior years' operations. Cash is used principally to finance inventory, accounts receivable, unbilled receivables, and payroll, which are all collectively leveraged to execute the Company's growth strategies and to return value to its shareholders.

Operating activities

The Company used cash in operating activities of \$0.7 million and \$0.2 million for the three month periods ended December 31, 2014 and December 31, 2013 respectively. The cash used in operating activities during the three months ended December 31, 2014 mainly funded a reduction in accrued expenses and accounts payable of \$1.8 million and was offset by a reduction of unbilled receivables of \$0.6 million, which principally represent sales recorded under the percentage-of-completion method of accounting that have been billed to customers in accordance with applicable contract terms of EDCs.

The cash used of \$0.2 million for operating activities during the three months ended December 31, 2013 resulted primarily from an increase in unbilled receivables of \$0.8 million.

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Investing activities

Cash used in investing activities was \$0 and \$0.3 million for the three months ended December 31, 2014 and 2013, respectively, and consisted primarily of the purchase of production and laboratory test equipment.

Financing activities

Net cash provided by financing activities was \$0.3 million for the three months ended December 31, 2014 and consisted of the repurchase of shares of the Company's common stock under the Company's share repurchase program.

There were no cash flows related to financing activities for the three months ended December 31, 2013.

Summary

Future capital requirements depend upon numerous factors, including market acceptance of the Company's products, the timing and rate of expansion of business, acquisitions, joint ventures, and other factors. IS&S has experienced increases in expenditures since its inception and anticipates that expenditures will continue in the foreseeable future. The Company believes that its cash and cash equivalents will provide sufficient capital to fund operations for at least the next twelve months. However, IS&S may need to develop and introduce new or enhanced products, respond to competitive pressures, invest in or acquire businesses or technologies, or respond to unanticipated requirements or developments. If additional funds are raised through the issuance of equity securities, dilution to existing shareholders may result. If insufficient funds are available, the Company may not be able to introduce new products or compete effectively.

Backlog

Backlog activity for the three months ended December 31, 2014 (in thousands):

| | Three Months Ending December 31, 2014 | |
|------------------------------|--|---------|
| Backlog, beginning of period | \$ | 8,417 |
| Bookings, net | | 4,142 |
| Recognized in revenue | | (6,724) |
| Backlog, end of period | \$ | 5,835 |

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At December 31, 2014 and September 30, 2014, the Company's backlog was \$5.8 million and \$8.4 million, respectively. Backlog represents the value of contracts and purchase orders received, less sales recognized to date on those contracts and purchase orders. The \$2.6 million decrease in backlog was the result of \$4.1 million in new business orders, offset by \$6.7 million of sales recognized for the three months ended December 31, 2014. Backlog includes a large contract with Pilatus but excludes potential future sole-source production orders from products currently in development under the Company's EDC projects. At December 31, 2014, approximately 72% of the Company's backlog is expected to be filled within the next twelve months. To the extent new business orders do not continue to equal or exceed sales recognized in the future from the Company's existing backlog, future operating results may be impacted negatively.

Off-Balance Sheet Arrangements

IS&S has no relationships with unconsolidated entities or financial partnerships, such as Special Purpose Entities or Variable Interest Entities, established for the purpose of facilitating off-balance sheet arrangements or other limited purposes.

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Item 3. Quantitative and Qualitative Disclosures About Market Risk

The Company's operations are exposed to market risks primarily as a result of changes in interest rates. The Company does not use derivative financial instruments for speculative or trading purposes. The Company's exposure to market risk for changes in interest rates relates to its cash equivalents. The Company's cash equivalents consist of funds invested in money market accounts, which bear interest at a variable rate. The Company does not participate in interest rate hedging. Cash balances are maintained with two major banks. Balances on deposit with certain money market accounts and operating accounts may exceed the Federal Deposit Insurance Corporation (FDIC) limits. A change in interest rates earned on the cash equivalents would impact interest income and cash flows, but would not impact the fair market value of the related underlying instruments. Assuming that the balances during the three months ended December 31, 2014 were to remain constant and the Company did not act to alter the existing interest rate sensitivity, a hypothetical 1% increase in variable interest rates would have affected interest income by approximately \$33,000 with a resulting impact on cash flows of approximately \$33,000 for the three months ended December 31, 2014.

Item 4. Controls and Procedures

(a) An evaluation was performed under the supervision and with the participation of the Company's management, including its Chief Executive Officer (CEO) and Chief Financial Officer (CFO), of the effectiveness of the Company's disclosure controls and procedures, as such term is defined under Rule 13a-15e under the Exchange Act as of December 31, 2014. Based on that evaluation, the Company's management, including the CEO and CFO, concluded that the Company's disclosure controls and procedures are effective to provide reasonable assurance that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized, and reported as specified in the SEC's rules and forms and that such information is accumulated and communicated to the Company's management, including the CEO and CFO, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

(b) There were no changes in the Company's internal control over financial reporting identified in connection with the evaluation of such controls that occurred during the Company's most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II OTHER INFORMATION

Item 1. Legal Proceedings

In the ordinary course of business, IS&S is at times subject to various legal proceedings and claims. The Company does not believe any such matters that are currently pending will, individually or in the aggregate, have a material effect on the results of operations or financial position.

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The Company announced previously that Delta Airlines (Delta) purported to terminate its contract with the Company to develop, manufacture and install new cockpit displays and certain navigation capabilities on its fleet of approximately 182 MD88 and MD90 aircraft. On October 6, 2014 Delta sent the Company a cancellation notice citing alleged schedule delays and technical infeasibility. The Company believes that Delta s purported termination of the contract was wrongful and in breach of the terms of the contract. The contract provides for non-binding mediation in the event of such disputes, and the Company has initiated the mediation process. The Company had \$3.6 million of unbilled receivables and \$0.2 million of inventory on the balance sheet relating to the Delta program at December 31, 2014, both of which are fully reserved. At this time, the outcome of the mediation and any potential subsequent negotiation with or litigation against Delta is not determinable.

On January 17, 2007 the Company filed suit in the Court of Common Pleas for Delaware County, Pennsylvania against Strathman Associates, a former software consultant for IS&S, alleging that Strathman had improperly used IS&S trade secrets and proprietary information in assisting J2 and Kollsman in developing the J2/Kollsman Air Data Computer. The case has not been resolved as of the date hereof.

Item 1A. Risk Factors

There are no material changes to the risk factors described under Item 1A of the Company s Form 10-K for the year ended September 30, 2014.

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

The table below provides information concerning the Company's repurchases of shares of common stock during the quarter ended December 31, 2014 pursuant to the Company's stock repurchase program.

| Month Ended | Total Number of Shares Purchased | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs | Number of Shares that May Yet Be Purchased Under the Program |
|-------------------|-------------------------------------|---------------------------------|--|--|
| October 31, 2014 | | | | 250,000 |
| November 30, 2014 | | | | 250,000 |
| December 31, 2014 | 89,644 | 2.82 | 89,644 | 160,356 |
| | 89,644 | \$ 2.82 | 89,644 | |

See Note 4 to the Company's condensed consolidated financial statements contained in this quarterly report on Form 10-Q for a more detailed discussion of the terms of the Company's stock repurchase program.

Item 3. Defaults upon Senior Securities

None

Item 4. Mine Safety Disclosures

Not applicable

Item 5. Other Information

None

Item 6. Exhibits

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(a) Exhibits

- 31.1 Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) **(2)**
- 31.2 Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) **(2)**
- 32.1 Certification Pursuant to U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 **(2)**
- 101.INS XBRL Instance Document **(1)**
- 101.SCH XBRL Taxonomy Extension Scheme Document **(1)**
- 101.CAL XBRL Taxonomy Extension Calculation Linkbase Document **(1)**
- 101.DEF XBRL Taxonomy Extension Definition Linkbase Document **(1)**
- 101.LAB XBRL Taxonomy Extension Label Linkbase Document **(1)**
- 101.PRE XBRL Taxonomy Extension Presentation Linkbase Document **(1)**

(1) Filed herewith

(2) Furnished herewith

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SIGNATURE

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.

INNOVATIVE SOLUTIONS AND SUPPORT, INC.

Date: February 17, 2015

By:

/s/ RELLAND WINAND
RELLAND WINAND
CHIEF FINANCIAL OFFICER