BIOANALYTICAL SYSTEMS INC
Form 10-K
December 28, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K

(Mark One)

x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 for the fiscal year ended September 30, 2016.

OR

o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 for the transition period from _____ to _____.

Commission File Number 000-23357

BIOANALYTICAL SYSTEMS, INC.

(Exact name of the registrant as specified in its charter)

INDIANA	35-1345024
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

2701 KENT AVENUE
WEST LAFAYETTE, INDIANA
(Address of principal executive offices)

47906
(Zip code)

(765) 463-4527

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to section 12(g) of the Act: Common Shares

Indicate by checkmark if the registrant is a well-known seasoned issuer, as defined by Rule 405 of the Securities Act. YES o NO x

Indicate by checkmark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. YES o NO x

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 x NO o

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

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

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

Large accelerated filer o Accelerated filer o Non-accelerated filer o Smaller Reporting Company x

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). YES o NO x

Based on the closing price on the NASDAQ Capital Market on March 31,2016, the aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant was $7,745,000. As of December 22, 2016, 8,107,388 of registrant's common shares were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's Proxy Statement to be delivered to stockholders in connection with the Annual Meeting of Stockholders have been incorporated by reference into Part III of this report.

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PART I

This Report may contain "forward-looking statements," within the meaning of Section 27A of the Securities Act of 1933, as amended, and/or Section 21E of the Securities Exchange Act of 1934, as amended. Those statements may include, but are not limited to, discussions regarding our intent, belief or current expectations with respect to (i) our strategic plans; (ii) our future profitability, liquidity and capital resources; (iii) our capital requirements; (iv) industry trends affecting our financial condition or results of operations; (v) our sales or marketing plans; or (vi) our growth strategy. Investors in our common shares are cautioned that reliance on any forward-looking statement involves risks and uncertainties, including the risk factors beginning on page 16 of this Report. Although we believe that the assumptions on which the forward-looking statements contained herein are based are reasonable, any of those assumptions could prove inaccurate and, as a result, the forward-looking statements based upon those assumptions could be significantly different from actual results. In light of the uncertainties inherent in any forward-looking statement, the inclusion of a forward-looking statement herein should not be regarded as a representation by us that our plans and objectives will be achieved. We do not undertake any obligation to update any forward-looking statement.

(Dollar amounts in thousands, except per share data, unless otherwise noted.)

ITEM 1 – BUSINESS

Recent Events

Credit Facility

During fiscal 2016, Bioanalytical Systems, Inc. (“We” the “Company”, or “BASi”) has operated either in default of, or under forbearance arrangements with respect to, its credit agreements with Huntington National Bank (“Huntington Bank”), as more fully described under "Management's Discussion and Analysis of Financial Condition and Results of Operations – Liquidity and Capital Resources – Credit Facility." Effective October 31, 2016, we entered into a Fourth Forbearance Agreement and Fifth Amendment to Credit Agreement (the “Fourth Forbearance Agreement”) with Huntington Bank. Pursuant to the Fourth Forbearance Agreement, Huntington Bank agreed to forbear from exercising its rights and remedies under the Company’s credit facility and from terminating the Company’s related swap agreement with respect to the Company’s non-compliance with applicable financial covenants under the credit agreement and any further non-compliance with such covenants until January 31, 2017. If we are unable to refinance our indebtedness before the end of the forbearance period, and were Huntington Bank to demand payment on the outstanding debt under our credit arrangements, we would have insufficient funds to satisfy that obligation. In such case, in addition to the ability to

immediately demand payment of the outstanding debt under our term loan and revolving loan, Huntington Bank would have the right to exercise its security interest, to take possession of or sell the underlying collateral, to increase interest accruing on the debt, to refrain from making additional advances under the revolving loan, and to terminate our interest rate swap.

The Company's Board of Directors has directed management to seek alternatives that will enable the Company to repay its indebtedness to Huntington Bank in full upon the expiration of the forbearance period. The Company continues to pursue liquidity alternatives, including but not limited to, the potential disposition of certain of its assets and the sale of its West Lafayette facilities. Management has been reviewing details of all current account management and marketing programs as well as all invoicing and top line growth initiatives. Management also has been, and continues to be, actively engaged in more effectively controlling operating costs in the short-term as we strive for long-term stabilization. We cannot provide assurance that we will be able to resolve our liquidity issues on satisfactory terms, or at all.

General

The Company is an international contract research organization providing drug discovery and development services and analytical instruments. Our mission is to provide drug developers with superior scientific research and innovative analytical instrumentation, which saves time, saves money, and saves lives, to bring revolutionary new drugs to market quickly and safely. Our strategy is to provide services that will generate high-quality and timely data in support of new drug approval or use expansion. Our customers and partners include pharmaceutical, biotechnology, academic and government organizations. We provide innovative technologies and products and a commitment to quality to help customers and partners accelerate the development of safe and effective therapeutics and maximize the returns on their research and development investments. We offer an efficient, variable-cost alternative to our customers' internal product development programs. Outsourcing development work to reduce overhead and speed drug approvals through the Food and Drug Administration ("FDA") is an established alternative to in-house development among pharmaceutical companies. We derive our revenues from sales of our research services and drug development instruments, both of which are focused on determining drug safety and efficacy. The Company has been involved in the research of drugs to treat numerous therapeutic areas for over 40 years since its formation as a corporation organized in Indiana in 1974.

We support the preclinical and clinical development needs of researchers and clinicians for small molecule and large biomolecule drug candidates. We believe our scientists have the skills in analytical instrumentation development, chemistry, computer software development, physiology, medicine, analytical chemistry and toxicology to make the services and products we provide increasingly valuable to our current and potential customers. Our principal customers are scientists engaged in analytical chemistry, drug safety evaluation, clinical trials, drug metabolism studies, pharmacokinetics and basic research from small start-up biotechnology companies to many of the largest global pharmaceutical companies. We are committed to bringing scientific expertise, quality and speed to every drug discovery and development program to help our customers develop safe and effective life-changing medicines.

Developments within the industries we serve have a direct, and sometimes material, impact on our operations. Currently, many large pharmaceutical companies have major "block-buster" drugs that are nearing the end of their patent protections. This puts significant pressure on these companies both to develop new drugs with large market appeal, and to re-evaluate their cost structures and the time-to-market of their products. Contract research organizations ("CROs") have benefited from these developments, as the pharmaceutical industry has turned to out-sourcing to both reduce fixed costs and to increase the speed of research and data development necessary for new drug applications. The number of significant drugs that have reached or are nearing the end of their patent protection has also benefited the generic drug industry. Generic drug companies provide a significant source of new business for CROs as they develop, test and manufacture their generic compounds.

A significant portion of innovation in the pharmaceutical industry is now being driven by biotech and small, venture capital funded drug development companies. Many of these companies are "single-molecule" entities, whose success depends on one innovative compound. While several of the biotech companies have reached the status of major

pharmaceuticals, the industry is still characterized by smaller entities. These developmental companies generally do not have the resources to perform much of the research within their organizations, and are therefore dependent on the CRO industry for both their research and for guidance in preparing their FDA submissions. These companies have provided significant new opportunities for the CRO industry, including us. They do, however, provide challenges in selling, as they frequently have only one product in development, which causes CROs to be unable to develop a flow of projects from a single company. These companies may expend all of their available funds and cease operations prior to fully developing a product. Additionally, the funding of these companies is subject to investment market fluctuations, which changes as the risk profiles and appetite of investors change.

Industry Overview

Drug discovery and development is the process of creating drugs for the treatment of human disease. The drug discovery process aims to identify potential drug candidates, while the drug development process involves the testing of these drug candidates in animals and humans to meet regulatory requirements. The process for researching and developing new medicines is growing in difficulty and length. On average, it takes at least ten years for a new medicine to complete the journey from initial discovery to the marketplace, with clinical trials alone taking six to seven years on average. The average cost to research and develop each successful drug is estimated to be $2.6 billion. This number incorporates the cost of failures – of the thousands and sometimes millions of compounds that may be screened and assessed early in the R&D process, only a few of which will ultimately receive approval. The overall probability of clinical success (the likelihood that a drug entering clinical testing will eventually be approved) is estimated to be less than 12%.

The drug development services industry provides independent product development services to pharmaceutical companies, biotechnology companies, and government organizations. This industry has evolved from providing limited clinical trial services in the 1970s to a full-service industry today characterized by broader relationships with customers and by service offerings that encompass the entire drug development process, including preclinical evaluations, study design, clinical trial management, data collection, biostatistical analyses, regulatory consulting, clinical laboratory and diagnostic services, pre- and post-approval safety analysis, product registration and post-approval support.

Over the past 25 years, technological advances, as well as the emergence of the biotechnology industry, have dramatically changed the drug discovery process. New and improved technologies have evolved such as ultra-high-throughput screening, new in vitro and in vivo preclinical profiling techniques and the gene-based drug research commonly referred to as genomics. The objective of these innovations is to find more drug targets and to screen chemical compounds against targets much more quickly, with literally millions of compounds possible. This process is expected to produce many more molecules having the ability to affect biological activity. These molecules then need to be tested quickly and economically to determine their viability as potentially safe and effective drug candidates.

Trends Affecting the Drug Discovery and Development Industry

Our services and products are marketed globally to pharmaceutical, medical research and biotechnology companies and institutions (academic and governmental) engaged in drug research and development. The research services industry is highly fragmented among many niche vendors led by a small number of larger companies; the latter offer an ever-growing portfolio of start-to-finish pharmaceutical development services. Our services and products may have distinctly different customers (often separate divisions in a single large pharmaceutical company) and requirements. We believe that market trends in the pharmaceutical and biotech industries demonstrate an increasing emphasis towards outsourcing, as companies seek to maintain reduced internal resources in favor of variable models that offer high quality and higher accountability alternatives to meet their drug discovery, development and manufacturing needs. We believe that our customers are facing increased pressure to outsource facets of their research and development activities and that the following factors will increase customer outsourcing.

Accelerated Drug Development

Customers continue to require faster, more efficient, more selective development of an increasing pool of drug candidates. Consequently, our customers require fast, high-quality service in order to make well-informed decisions to quickly exclude poor candidates and speed development of successful ones. The need for additional development capacity to exploit more opportunities, accelerate development, extend market exclusivity and increase profitability drives the demand for outsourced services.

Increase in Potential New Drug Candidates

While research and development spending and the number of drug candidates are increasing, the time and cost required to develop a new drug candidate also have increased. Many pharmaceutical and biotechnology companies do not have sufficient internal resources to pursue development of all of these new drug candidates on their own. Consequently, these companies are looking to the drug discovery and development services industry for cost-effective, innovative and rapid means of developing new drugs.

Cost Pressures of Introducing New Drugs

Market forces, healthcare reform and other governmental initiatives place significant pressures on pharmaceutical and biotechnology companies to reduce drug prices. In addition, increased competition as a result of patent expiration, market acceptance of generic drugs, and governmental and privately managed care organization efforts to reduce healthcare costs have added to drug pricing pressures. The industry is responding by consolidating, streamlining operations, decentralizing internal discovery and development processes, and minimizing fixed costs. In addition, increased pressures to differentiate products and justify drug pricing are resulting in an increased focus on healthcare economics, safety monitoring and commercialization services. Moreover, pharmaceutical and biotechnology companies are attempting to increase the speed and efficiency of internal new drug discovery and development processes.

Patent Expiration

As exclusivity ends with patent expiry, drug companies defend their proprietary positions against generic competition with various patent extension strategies. Both the drug company creating these extensions and the generic competitors should provide additional opportunities for us.

Alliances

Strategic alliances allow pharmaceutical companies to share research know-how and to develop and market new drugs faster in more diverse, global markets. We believe that such alliances will lead to a greater number of potential drugs in testing, many under study by small companies lacking broad technical resources. Those small companies can add shareholder value by further developing new products through outsourcing, reducing risk for potential allies. Customers seek realistic business partnerships with their service provider in an effort to ensure that costs are controlled as their development programs progress. We have long-standing business relationships with many pharmaceutical companies and continue to offer flexible services and adapt to our customer's requirements.

Mergers and Acquisitions

Consolidation in the pharmaceutical industry is commonplace. As firms blend personnel, resources and business activities, we believe they will continue to streamline operations and minimize staffing, which may lead to more outsourcing. Consolidation may result in a disruption in the progress of drug development programs as merging companies rationalize their respective drug development pipelines.

Biotechnology Industry and Virtual Drug Company Growth

The U.S. biotechnology industry has grown rapidly over the last decade and has emerged as a key customer segment for the drug discovery and development services industry. In recent years, this industry has generated significant numbers of new drug candidates that will require development and regulatory approval. Many biotechnology drug developers do not have in-house resources to conduct development. Many new companies choose only to carry a product to a developed stage sufficient to attract a partner who will manufacture and market the drug. Because of the time and cost involved, these companies rely heavily on CROs to conduct research for their drug candidates.

Unique Technical Expertise

The increasing complexity of new drugs requires highly specialized, innovative, solution-driven research not available in all customer labs. We believe that this need for unique technical expertise will increasingly lead to outsourcing of research activity.

Data Management and Quality Expertise

Our customers and the FDA require more data, greater access to that data, consistent and auditable management of that data, and greater security and control of that data. We have made significant investments in software throughout our contract services groups to optimize efficiency and ensure compliance with FDA regulations and market expectations.

Changes in the Regulatory Environment

The drug discovery and development process is heavily regulated by the FDA and its Center for Drug Evaluation and Research. Recent product safety concerns, increases in drug and general healthcare costs and the emergence of importation issues have placed the FDA and other regulatory agencies under increased scrutiny. The war on terror, the risk of global vaccine shortages and the threat of new potential pandemics have elevated the FDA's focus on research in the areas of bioterrorism and vaccine development. As a result of these and other events, drug safety, cost and availability are under intense monitoring and review by Congress, the FDA and other government agencies. In 2007, primarily in response to the FDA's handling of post market data and recent drug safety concerns, the FDA Act was signed into law. In addition to reauthorizing and amending various provisions that were scheduled to expire, this Act provided the FDA with new regulatory authority to require drug sponsors to run post-approval studies and clinical trials and develop and implement risk evaluation and mitigation strategies. It is also likely that additional legislation will be passed that will impact the FDA and drug development and approval process in the United States. The FDA Act, continued drug safety issues and future legislation could have a lasting and pronounced impact on the drug discovery and development industry.

Globalization of the Marketplace

Foreign firms rely on independent development companies like ours with experience in the U.S. to provide integrated services through all phases of product development and to assist in preparing complex regulatory submissions. Domestic drug firms are broadening product availability globally, demanding local regulatory approval. We believe that domestic service providers such as us with global reach, established regulatory expertise, and a broad range of integrated development services and products will benefit from this trend.

Our Solution

We address the needs of the pharmaceutical and biotechnology industries, as well as academic, non-profit and government organizations, for drug discovery and development by providing integrated products and services to help our customers maximize the return on their research and development investments. Our application of innovative technologies and products and our commitment to quality throughout the drug discovery and development process offer our customers a way to identify and develop successful drugs and devices more quickly and cost-effectively. We have obtained significant drug development expertise from more than 40 years of operation.

The Company's Role in the Drug Development Process

After a new drug candidate is identified and carried through preliminary screening, the development process for new drugs has three distinct phases.

1) The ***preclinical phase*** includes safety testing to prepare an Investigational New Drug ("IND") application for submission to the FDA. The IND must be accepted by the FDA before the drug can be tested in humans. Once a pharmacologically active molecule is fully analyzed to confirm its integrity, the initial dosage form for clinical trials is created. An analytical chemistry method is developed to enable reliable quantification. Stability and purity of the formulation are also determined.

Customers work with our preclinical services group to establish pharmacokinetics (PK), pharmacodynamics (PD) and safety testing of the new drug. These safety studies range from dose ranging studies, that involve acute safety monitoring of drugs and medical devices to chronic, multi-year oncogenicity and reproductive toxicity studies. Dose formulation analysis is provided by our pharmaceutical analysis group. Bioanalyses of blood sampled under these protocols by our bioanalytical services group provide pharmacokinetic and metabolism data that is used with the

safety and toxicity information to determine the exposure required to demonstrate toxicity. A no effect level is then established for the drug and sets the basis for future dose levels in further safety testing and clinical phase I studies. Upon successful completion of preclinical safety studies, an IND submission is prepared and provided to the FDA for review prior to human clinical trials.

Many of our products are designed for use in discovery and preclinical development. The *Culex*® family of robotic automated dose delivery, blood and other biofluids sampling and physiological parameters measurement systems enable researchers to quickly and cost effectively determine PK/PD profiles of drugs in large and small animal models. The *Culex*® system allows experiments on freely moving conscious animals from early research for therapeutic target validation to lead optimization of compounds. Using the *Culex*® system, researchers are able to automatically dose and sample in-vivo to develop pharmacokinetic and pharmacodynamic profiles of drugs during early screening in rodents and other animals quickly and cost effectively. Our bioanalytical services group utilizes our depth of expertise in liquid chromatography with detection by mass spectrometry to support research, preclinical and clinical programs. We also offer bioanalytical services that utilize electrochemistry, spectrophotometric (UV/Vis or fluorescence) and Corona Discharge detection as options. We have invested heavily in robotics and mass spectrometry systems. Application of this technology allows us to rapidly develop and validate methods for new compounds and obtain information suitable for regulatory submission.

2) The ***clinical phase*** further explores the safety and efficacy of the drug candidate in humans. The sponsor conducts Phase I human clinical trials in a limited number of healthy individuals to determine safety and tolerability. Bioanalytical assays determine the availability and metabolism of the active ingredient following administration. Expertise in method development and validation is critical, particularly for new chemical entities.

Exhaustive safety, tolerability and dosing regimens are established in sick patients in Phase II trials. Phase III clinical trials verify efficacy and safety. After successful completion of Phase III trials, the sponsor of the new drug submits a New Drug Application ("NDA") or Product License Application ("PLA") to the FDA requesting that the product be approved for marketing. Early manufacturing demonstrates production of the substance in accordance with FDA Good Manufacturing Practices ("GMP") guidelines. Data are compiled in an NDA, or for biotechnology products a PLA, for submission to the FDA requesting approval to market the drug or product. The bioanalytical sample count per study grows rapidly from Phase I through Phase III. Phase II and III studies may take several years to complete, supported by well-proven, consistently applied analytical methods.

Our services include evaluation of bioequivalence and bioavailability to monitor the rate and extent to which a drug is available in the body and to demonstrate that the availability is consistent between formulations. We also offer in-vitro bioequivalence testing for non-absorbed oral drugs. We offer support and testing services in clinical sample development, release and stability.

3) The ***Post-approval phase*** follows FDA approval of the NDA or PLA. This includes production and continued analytical and clinical monitoring of the drug. The post-approval phase also includes development and regulatory approval of product modifications and line extensions, including improved dosage forms. The drug manufacturer must comply with quality assurance and quality control requirements throughout production and must continue analytical and stability studies of the drug during commercial production to continue to validate production processes and confirm product shelf life. Samples from each manufactured batch must be tested prior to release of the batch for distribution to the public.

We also provide services in all areas during the post-approval phase, including bioequivalence studies of new formulations, line extensions, new disease indications and drug interaction studies. Our ability to offer GMP electrochemical detection services has provided increased business opportunities for release testing.

Increases in our services offerings have resulted in our ability to provide a broader range of services to our customers, often using combined services of several disciplines to address customer needs. Our ability to solve customer problems by combining our knowledge base, services and products has been a factor in our selection by major pharmaceutical companies to assist in several preclinical through post-approval phases.

Company Services and Products

Overview

We focus on developing innovative services and products that increase efficiency and reduce costs associated with taking new drugs to market. We operate in two business segments – contract research services and research products, both of which address the bioanalytical, preclinical, and clinical research needs of drug developers. Both segments arose out of our expertise in a number of core technologies designed to quantify trace chemicals in complex matrices.

Contract Research Services

The contract research services segment provides screening and pharmacological testing, preclinical safety testing, formulation development, regulatory compliance and quality control testing. Revenues from the contract research services segment were $15.9 million for fiscal 2016. The following is a description of the services provided by our contract research services segment:

- ***Product Characterization, Method Development and Validation****:* Analytical methods, primarily performed in West Lafayette, Indiana, determine potency, purity, chemical composition, structure and physical properties of a compound. Methods are validated to ensure that data generated are accurate, precise, reproducible and reliable and are used consistently throughout the drug development process and in later product support.

- ***Bioanalytical Testing****:* We analyze specimens from preclinical and clinical trials to measure drug and metabolite concentrations in complex biological matrices. Bioanalysis is performed at our facilities in West Lafayette, Indiana.

- ***Stability Testing****:* We test stability of drug substances and formulated drug products and maintain secure storage facilities in West Lafayette, Indiana to establish and confirm product purity, potency and shelf life. We have validated controlled-climate GMP (Good Manufacturing Practices) systems in place, and the testing capability to complete most stability programs.

- ***In Vivo Pharmacology****:* We provide preclinical *in vivo* sampling services for the continuous monitoring of chemical changes in life, in particular, how a drug enters, travels through, and is metabolized in living systems. Those services are performed in customized facilities in West Lafayette and Evansville, Indiana using our robotic *Culex*® APS (Automated Pharmacology System).

- ***Preclinical and Pathology Services****:* We provide pharmacokinetic and safety testing in studies ranging from acute safety monitoring of drugs and medical devices to chronic, multi-year oncogenicity studies in our Evansville, Indiana site.

Research Products

We focus our products business on expediting preclinical screening of developmental drugs. We compete in small niches of the multibillion dollar analytical instrument industry. The products business targets unique niches in life science research. We design, develop, manufacture and market state-of-the-art:

- *In vivo* sampling systems and accessories (including disposables, training and systems qualification)
- Physiology monitoring tools
- Liquid chromatography and electrochemistry instruments platforms

Revenues for our products segment were $4.5 million for fiscal 2016. We offer two (2) principal product lines: Analytical Products and In vivo Sampling Products. In addition, we continue to service our Vetronics' Products line. The following is a brief description of the products offered:

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Analytical Products: Analytical products consist of our liquid chromatographic and electrochemical instruments with associated accessories. The critical component of these products is the Epsilon® electrochemical platform. This platform incorporates all the hardware capabilities needed for most electrochemical experiments but can be modified through software development. The market is principally academic institutions and industrial research companies.

- ***In vivo Sampling Products:*** *In vivo* sampling products consist of the *Culex*® family of automated *in vivo* sampling and dosing instruments. These instruments are used by pharmaceutical researchers to dose animals and collect biological samples (blood, bile, urine, microdialysate, feces or any bio-fluid) from the animals. Since dosing and sample collections are automated, animals are not manually handled, reducing stress on the animals and producing more representative pharmacological data. Behavior and other physiological parameters can also be monitored simultaneously. Compared to manual methods, the *Culex*® products offer significant reduction in test model use and comparable reduction in labor. The line also includes *in vivo* sampling devices sold to drug developers and medical research centers to assist in the study of a number of medical conditions including stroke, depression, Alzheimer's and Parkinson's diseases, diabetes and osteoporosis.
- ***Vetronics' Products:*** Vetronics' products consist of instruments and related software to monitor and diagnose cardiac function (electro-cardiogram) and measure other vital physiological parameters primarily in cats and dogs in veterinary clinics. In late fiscal 2014, we began shifting our market focus and will no longer actively market the Vetronics' product offering. However, we will continue to service the units in the field.

Customers

We have regularly provided our services and/or products to most of the top 25 pharmaceutical companies in the world, as ranked by the number of research and development projects. Approximately 9% of our revenues are generated from customers outside of North America.

We balance our business development effort between large pharmaceutical developers and smaller drug development companies.

In fiscal 2016 our Services group continued its presence at several important existing customers. In fiscal 2016, one customer accounted for approximately 14.0% of total sales and 13.2% of total trade accounts receivable at September 30, 2016. In fiscal 2015 this customer accounted for approximately 4.0% of total sales and 19.4% of total trade accounts receivable at September 30, 2015. The customer discussed is included in our Services segment. There can be no assurance that our business will move away from dependence upon a limited number of customer relationships.

Sales and Marketing

With both large and small pharmaceutical and biotechnology companies, as well as research institutions, we promote our services through concentrated business development efforts, scientist-to-scientist communications and centralized corporate marketing programs. We recognize that our growth and customer satisfaction depend upon our ability to continually improve and create new customer relationships.

Our sales and global marketing initiatives include integrated campaigns designed to help differentiate and promote our products and services. Through trade events, online and print advertising in trade publications, direct communication, newsletters, and our website, we provide our perspective on current industry challenges or developments to create an ongoing dialogue with our customers and to promote our industry expertise, quality, technology and innovation. We reinforce key messages and selling points through customer presentations, corporate material and at trade events and industry conferences.

We encourage and sponsor the participation of our scientific and technical personnel in a variety of professional endeavors, including via speaking engagements, the presentation of papers at national and international professional trade meetings and the publication of scientific articles in medical and pharmaceutical journals. Through these endeavors we seek to further our reputation for professional excellence.

As of September 30, 2016, we had 5 employees on our global sales and marketing staff. We have a network of 16 established distributors covering Japan, the Pacific Basin, South America, the Middle East, India, South Africa and Eastern Europe. All of our distributor relationships are managed from the corporate headquarters in West Lafayette, Indiana.

Contractual Arrangements

Our service contracts typically establish an estimated fee to be paid for identified services. In most cases, some percentage of the contract costs is paid in advance. While we are performing a contract, customers often adjust the scope of services to be provided based on interim project results. Fees are adjusted accordingly. Generally, our fee-for-service contracts are terminable by the customer upon written notice of 30 days or less for a variety of reasons, including the customer's decision to forego a particular study, the failure of product prototypes to satisfy safety requirements, and unexpected or undesired results of product testing. Cancellation or delay of ongoing contracts may result in fluctuations in our quarterly and annual results. We are generally able to recover, at minimum, our invested costs when contracts are terminated.

Our products business offers both annual and multi-year service and maintenance agreements as well as capital lease arrangements on many of our product lines.

Competition

Services

We compete with in-house research, development, quality control and other support service departments of pharmaceutical and biotechnology companies as well as other Contract Research Organizations ("CROs") that compete in this industry. Several of our competitors have significantly greater financial resources than we do. The largest CRO competitors offering similar research services include:

- Covance, Inc. now part of LabCorp;
- Pharmaceutical Product Development, Inc.;
- Charles River Laboratories, Inc.; and
- Quintiles Transnational Holdings, Inc.

CROs generally compete on:

- regulatory compliance record;
- reputation for on-time quality performance;
- quality systems;
- previous experience;
- medical and scientific expertise in specific therapeutic areas;
- scientist-to-scientist relationships;
- quality of contract research;
- financial viability;
- database management;
- statistical and regulatory services;
- ability to recruit investigators;
- ability to integrate information technology with systems to optimize research efficiency;
- quality of facilities;
- international presence with strategically located facilities; and
- price.

Products

Though many global analytical instruments competitors exist, we have an extensive, long-standing network of customers who are repeat buyers and recommend our products. In contrast, there are few competitors for our *in vivo* sampling products. The primary market is large pharmaceutical research departments and academic research institutions. Our differentiators are high quality, flexibility to meet customers' specific needs and superior technical support and service. We provide equipment that enables our customers to attain premium scientific laboratory information on a reasonable operating investment. As customers' needs constantly change, we continually refine our products and develop new products which meet our operating objectives.

Government Regulation

We are subject to various regulatory requirements designed to ensure the quality and integrity of our data and products. These regulations are promulgated primarily under the Federal Food, Drug and Cosmetic Act, and include Good Laboratory Practice ("GLP"), Good Manufacturing Practice ("GMP"), and Good Clinical Practice ("GCP") guidelines administered by the FDA. The standards of GLP, GMP, and GCP are required by the FDA and by similar regulatory authorities around the world. These guidelines demand rigorous attention to employee training; detailed documentation; equipment validation; careful tracking of changes and routine auditing of compliance. Noncompliance with these standards could result in disqualification of project data collected by the Company. Material violation of GLP, GMP, or GCP guidelines could result in regulatory sanctions and, in severe cases, could also result in a discontinuance of selected operations. We have been audited, on a routine basis, by the FDA seventeen times. The FDA has visited twelve times in West Lafayette and five times at the Evansville location. Of the seventeen FDA audits, eleven were without findings. Where the FDA had findings, which have not been significant to our operations, we have taken actions to address the findings.

We have not experienced any significant problems to date in complying with the regulations of such agencies and do not believe that any existing or proposed regulations will require material capital expenditures or changes in our method of operation.

Analytical Services

Laboratories that provide information included in INDs, NDAs and PLAs must conform to regulatory requirements that are designed to ensure the quality and integrity of the testing process. Most of our contract research services are subject to government standards for laboratory practices that are embodied in guidelines for GLP. The FDA and other regulatory authorities require that test results submitted to such authorities be based on studies conducted in accordance with GLP. These guidelines are set out to help the researcher perform work in compliance with a pre-established plan and standardized procedures. These guidelines include but are not restricted to:

- Resources – organization, personnel, facilities and equipment;
- Rules – protocols and written procedures;
- Characterization – test items and test systems;
- Documentation – raw data, final report and archives; and
- Quality assurance unit – formalized internal audit function.

We must also maintain reports for each study for specified periods for auditing by the study sponsor and by the FDA or similar regulatory authorities in other parts of the world. Noncompliance with GLP can result in the disqualification of data collected during the preclinical trial.

Preclinical Services

Our animal research facilities are subject to a variety of federal and state laws and regulations, including The Animal Welfare Act and the rules and regulations enforced by the United States Department of Agriculture ("USDA") and the National Institutes of Health ("NIH"). These regulations establish the standards for the humane treatment, care and handling of animals by dealers and research facilities. Our animal research facilities maintain detailed standard operating procedures and other documentation necessary to comply with applicable regulations for the humane treatment of the animals in our custody. In addition to being licensed by the USDA as a research facility, we are also accredited by the Association for Assessment and Accreditation of Laboratory Animal Care International and have registered assurance with the NIH.

Quality Assurance and Information Technology

To assure compliance with applicable regulations, we have established quality assurance programs at our facilities that audit test data, train personnel and review procedures and regularly inspect facilities. In addition, FDA regulations and guidelines serve as a basis for our Standard Operating Procedures ("SOPs") where applicable. On an ongoing basis, we endeavor to standardize SOPs across all relevant operations. We have both developed and purchased software to ensure compliant documentation, handling and reporting of laboratory-generated study data.

We use 21 CFR Part 11 (FDA guidelines on electronic records and electronic signatures that define the criteria under which electronic records and electronic signatures are considered to be trustworthy, reliable and equivalent to paper records). Our contract research operations were compliant with applicable US FDA regulations (including 21 CFR Part 11) in our analytical, bioanalytical, toxicology, lab information management, and document management systems. Systems compliant with 21 CFR Part 11 were formally validated and released for use in regulated studies.

We manage our business systems through the use of an Enterprise Resource Planning ("ERP") system. We are continually refining and adjusting our ERP system to improve efficiency, provide better management tools and address changes in our business. These changes are appropriately documented and tested before implementation. We also test these systems in connection with management's annual review of our internal control systems. Management's assessment and report on internal controls over financial reporting is included in Item 9A.

Controlled, Hazardous, and Environmentally Threatening Substances

Some of our development and testing activities are subject to the Controlled Substances Act administered by the Drug Enforcement Agency ("DEA"), which strictly regulates all narcotic and habit-forming substances. We maintain restricted-access facilities and heightened control procedures for projects involving such substances due to the level of security and other controls required by the DEA. In addition, we are subject to other federal and state regulations concerning such matters as occupational safety and health and protection of the environment.

Our laboratories are subject to licensing and regulation under federal, state and local laws relating to hazard communication and employee right-to-know regulations, the handling and disposal of medical specimens and hazardous waste, as well as the safety and health of laboratory employees. All of our laboratories are subject to applicable federal and state laws and regulations relating to the storage and disposal of laboratory specimens, including regulations of the Environmental Protection Agency, the Department of Transportation, the National Fire Protection Agency and the Resource Conservation and Recovery Act. Although we believe that we are currently in compliance in all material respects with such federal, state and local laws, failure to comply could subject us to denial of the right to conduct business, fines, criminal penalties and other enforcement actions.

The regulations of the U.S. Department of Transportation, the U.S. Public Health Service and the U.S. Postal Service apply to the surface and air transportation of laboratory specimens. Our laboratories also comply with the International Air Transport Association regulations which govern international shipments of laboratory specimens. Furthermore, when materials are sent to a foreign country, the transportation of such materials becomes subject to the laws, rules and regulations of such foreign country.

Safety

In addition to comprehensive regulation of safety in the workplace, the Occupational Safety and Health Administration has established extensive requirements relating to workplace safety for health care employers whose workers may be exposed to blood-borne pathogens such as HIV and the hepatitis B virus. These regulations, among other things, require work practice controls, protective clothing and equipment, training, medical follow-up, vaccinations and other measures designed to minimize exposure to chemicals, and transmission of blood-borne and airborne pathogens. Furthermore, relevant employees receive initial and periodic training focusing on compliance with applicable hazardous materials regulations and health and safety guidelines.

HIPAA

The U.S. Department of Health and Human Services has promulgated final regulations under the Health Insurance Portability and Accountability Act of 1996 ("HIPAA") that govern the disclosure of confidential medical information in the United States. We have had a global privacy policy in place since January 2001 and believe that we are in compliance with HIPAA and current European Union requirements regarding confidential medical information. We continue to monitor our compliance with these regulations, and we intend to take appropriate steps to ensure compliance as these and other privacy regulations are revised or additional regulations come into effect.

Product Liability and Insurance

We maintain product liability and professional errors and omissions liability insurance, providing coverage on a claims-made basis. Additionally, in certain circumstances, we seek to manage our liability risk through contractual provisions to be indemnified by the customer or covered by the customer’s liability insurance policies. Also, in certain types of engagements, we seek to limit our contractual liability to customers to the amount of fees received. The contractual arrangements are subject to negotiation with customers, and the terms and scope of such indemnification, liability limitation and insurance coverage vary by customer and project.

Research and Development

In fiscal 2016 and 2015, we spent $496 thousand and $715 thousand, respectively, on research and development. Separate from our contract research services business, we maintain applications research and development to enhance our products business. Expenditures cover hardware and software engineering costs, laboratory supplies, labor, prototype development and laboratory demonstrations of new products and applications for those products.

Intellectual Property

We believe that our patents, trademarks, copyrights and other proprietary rights are important to our business. Accordingly, we actively seek protection for those rights both in the United States and abroad. Where we deem it to be an appropriate course of action, we will vigorously prosecute patent infringements. The loss of any one or more of our patents, trademarks, copyrights or other proprietary rights could be material to our consolidated revenues or earnings.

We currently hold four U.S. federally registered trademarks. We also have two issued U.S. patents on the Dried Blood Spot (DBS) sampling card for the *Culex*® Automated Blood Sampling Instrumentation. There are also pending international patent applications for this technology in Japan, Canada, and Europe. Additionally, we have three issued U.S. patents and one pending application for the No Blood Waste technology for the *Culex*® instrument. There are thirteen issued international patents for this technology in Europe, Japan and Canada. There are two additional issued U.S. patents and fifteen issued international patents in Germany, Denmark, Europe, Spain, France, Great Britain, Japan, Sweden, and Switzerland relating to the Raturn® technology which can be used with the *Culex*® system; two issued U.S. patents and one issued Canadian patent relating to pinch valve technology; one pending U.S. patent application and thirteen pending international patent applications in Canada, Japan and Europe relating to a tube assembly system that could potentially be used in the *Culex*® system.

Our issued patents are protected for durations ranging from April of 2017 to October of 2031. In addition to these formal intellectual property rights, we rely on trade secrets, unpatented know-how and continuing applications research which we seek to protect through means of reasonable business procedures, such as confidentiality agreements.

Raw Materials

There are no specialized raw materials that are particularly essential to our business. We have a variety of alternative suppliers for the components in our products.

Employees

At September 30, 2016, we had 145 full-time employees and 6 part-time employees. All employees enter into confidentiality agreements intended to protect our proprietary information. We believe that our relations with our employees are good. None of our employees are represented by a labor union. Our performance depends on our ability to attract and retain qualified professional, scientific and technical staff. The level of competition among employers for skilled personnel is high. We believe that our employee benefit plans enhance employee morale, professional commitment and work productivity and provide an incentive for employees to remain with the Company.

Executive Officers of the Registrant

The following table illustrates information concerning the persons who currently serve as our executive officers. Officers are elected annually at the annual meeting of the board of directors.

Name	Age	Position
Jill Blumhoff	40	Chief Financial Officer, Vice President-Finance
Philip A. Downing	46	Vice President, Preclinical Services
Dr. James S. Bourdage	64	Vice President, Bioanalytical Operations

Jill Blumhoff joined the Company as Assistant Controller on October 7, 2007 and thereafter was promoted to positions of greater responsibility in the Accounting and Finance area including Director of Financial Reporting and Director of Finance and IT until reaching her present position of Chief Financial Officer and Vice President of Finance on May 11, 2016. She has been responsible for all aspects of financial reporting and disclosure as well as leading the Company's efforts in building the financial support structure at BASi. Ms. Blumhoff held various roles of increasing levels of responsibility in financial reporting and analysis at Wabash National Corporation after beginning her career at Ernst & Young LLP. Ms. Blumhoff received a Bachelor of Science degree in accounting from the University of the Illinois at Urbana-Champaign in 1998.

Philip A. Downing joined the Company as an Analytical Chemist on November 3, 1997 and has over 22 years of pharmaceutical experience in drug discovery, toxicology/non-clinical and clinical research. Traditionally trained as a bioanalytical chemist, Mr. Downing joined BASi® as an analytical chemist in 1997, rapidly moving into leadership positions such as Director of Analytical Services, General Manager, and Sr. Director of Preclinical until reaching his present position as Vice President of Preclinical Services in March of 2015. Prior to BASi®, Mr. Downing worked at GFi Pharmaceuticals (now Covance Labs – Clinical Division) as an Analytical Scientist and RSO designing and validating radiolabeled and non-radiolabeled assays used to support clinical ADME studies. Mr. Downing earned a Bachelor's Degree in Chemistry and Biology from Indiana University and is a member of the Society of Toxicology, American College of Toxicology and the American Chemical Society.

James S. Bourdage, Ph.D., joined the Company as Vice President of Bioanalytical Operations on June 2, 2014. Prior to joining the Company, Dr. Bourdage served as Executive Director Biopharmaceutical CMC Solutions at Covance Inc., Greenfield, Indiana, beginning in 2011, where he was responsible for the US Biotechnology CMC operation of this $2.4 billion drug development services organization. From 2009 to 2011, Dr. Bourdage was Senior Director, Bioanalytical Sciences, at Pharmathene, Inc., Annapolis, Maryland, a biodefense company with more than $300 million in government contracts. From 2003 to 2009, Dr. Bourdage was Global Research Advisor and Team Leader,

Laboratory for Experimental Medicine at Eli Lilly Co., Indianapolis, where his responsibilities included oversight of biotherapeutic immunogenicity and biomarker assay development to support global clinical trials. Previously, he was Senior Research Scientist, Drug Absorption and Transport at Pharmacia (Upjohn), Kalamazoo, Michigan, where he received the Upjohn Corporate Special Recognition Award in 1992 and the Quality Control Achievement Award in 1993. Dr. Bourdage received a Ph.D. in Immunochemistry from the University of Illinois in 1979. He is a member of the American Society of Clinical Pathologists and the American Association of Pharmaceutical Scientists.

In November 2016, our Chief Executive Officer and President resigned. Our Board of Directors has prioritized identifying a successor Chief Executive Officer and President, but we cannot assure that a successor will be named in a timely manner, if at all.

Investor Information

We file various reports with, or furnish them to, the Securities and Exchange Commission (the “SEC”), including our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to such reports. These reports are available free of charge upon written request or by visiting www.BASinc.com/invest. Inquiries from shareholders, security analysts, portfolio managers, registered representatives and other interested parties including media inquiries should be directed to:

BASi Investor Relations,

Attn: Jill Blumhoff

2701 Kent Avenue, West Lafayette, IN 47906 USA

Phone 765-463-4527, Fax 765-497-1102, ir@basinc.com

ITEM 1A – RISK FACTORS

Risks Related to Our Business

Our business is subject to many risks and uncertainties, which may affect our future financial performance. If any of the events or circumstances described below occur, our business and financial performance could be adversely affected, our actual results could differ materially from our expectations and the market value of our stock could decline. The risks and uncertainties discussed below are not the only ones we face. There may be additional risks and uncertainties not currently known to us or that we currently do not believe are material that may adversely affect our business and financial performance.

We are currently operating under a Forbearance Agreement with Huntington Bank.

During fiscal 2016 we have operated either in default of, or under forbearance arrangements with respect to, our credit agreements with Huntington Bank, as more fully described under "Management's Discussion and Analysis of Financial Condition and Results of Operations – Liquidity and Capital Resources – Credit Facility." Effective October 31, 2016, we entered into the Fourth Forbearance Agreement with Huntington Bank. Pursuant to the Fourth Forbearance Agreement, Huntington Bank agreed to forbear from exercising its rights and remedies under the Company’s credit facility and from terminating the Company’s related swap agreement with respect to the Company’s non-compliance with applicable financial covenants under the credit agreement and any further non-compliance with such covenants until January 31, 2017. If we are unable to refinance our indebtedness before the end of the forbearance period, and were Huntington Bank to demand payment on the outstanding debt under our credit arrangements, we would have insufficient funds to satisfy that obligation. In such case, in addition to the ability to immediately demand payment of the outstanding debt under our term loan and revolving loan, Huntington Bank would have the right to exercise its security interest, to take possession of or sell the underlying collateral, to increase interest accruing on the debt, to refrain from making additional advances under the revolving loan, and to terminate our interest rate swap. The bank’s exercise of any of these alternative remedies could also have a material adverse effect on our operations and financial condition. As an example, in recent periods we have drawn on our revolving facility to supplement cash from operations. Should cash from operating activities remain insufficient to cover

expenses and if Huntington Bank determines to refrain from making additional advances under the revolving facility, we may not have the requisite funds to continue operations.

We cannot provide assurance that we will be able to complete initiatives to refinance our indebtedness or otherwise resolve our liquidity issues. If we are unable to execute on our initiatives, we may have insufficient funds to both satisfy our debt obligations and operate our business.

If we are unable to refinance our indebtedness with Huntington Bank and were Huntington Bank to demand payment of such indebtedness, or in the event that we are otherwise unable to satisfy our financial obligations, we may face bankruptcy or insolvency, and may lack the financing to continue operations.

If we are unable to refinance the indebtedness under our credit facility and were Huntington Bank to demand payment of such indebtedness, or if we are unable to otherwise satisfy our financial obligations as they become due, we may find it necessary to file for protection under Chapter 11 of the U.S. Bankruptcy Code, and upon any such filing we are likely to require immediate access to funding in order to continue operations. Funding for the Company in bankruptcy cannot be assured, and would most likely be in the form of debtor-in-possession financing. We may be unable to find any lender willing to provide us with debtor-in-possession financing and any such financing that we are able to obtain would require approval by the bankruptcy court. If such financing is not available, then we may find it necessary to discontinue our operations. A bankruptcy filing by us would subject our business and operations to various additional risks, including the following:

- a bankruptcy filing and operating under bankruptcy protection would involve significant costs, including expenses of legal counsel and other professional advisors;

- transactions outside the ordinary course of business would be subject to the prior approval of the bankruptcy court, which might limit our ability to respond timely to certain events or take advantage of certain opportunities;

- we might be unable to retain key executives and employees through the process of reorganization;

- we may be unable to successfully develop, prosecute, confirm, and consummate a plan of reorganization that would be acceptable to the bankruptcy court and our creditors, equity holders, and other parties in interest; and

- our common stock may cease to be listed on a national securities exchange, which would make it difficult for stockholders to sell or accurately value our common stock.

Our credit facility difficulties could have an adverse impact on our business and increase our operating costs.

The fact that we have recently operated in default of, and currently operate under a forbearance arrangement with respect to, our credit agreements with Huntington Bank is likely to cause our customers and vendors to seek financial assurances from us before they are willing to continue doing business with us and they may instead choose to do business with our competitors. These circumstances may result in increased costs of our operations, thereby adversely affecting our results of operations. In addition, we may incur significant expenses in order to address our credit issues.

The Company's Board of Directors has directed management to seek alternatives that will enable the Company to repay its indebtedness to Huntington Bank in full upon the expiration of the current forbearance period. To resolve our credit issues, among other initiatives, we may explore the sale of certain assets. Any such sales would likely require cooperation from Huntington Bank, given the collateral and other restraints imposed by our credit arrangements. We cannot provide assurance that the terms of effectuated sales would favor us or how the loss of sold assets might impact our operations going forward.

Continued depressed revenues could have an adverse impact on our liquidity and our business in general.

During recent periods we have experienced depressed revenues as compared to historical levels. A significant portion of our costs are fixed. Thus, decreases in revenues lead to decreased margins, which in turn negatively impacts cash provided from operating activities. To supplement cash from operating activities, we have recently relied, and may in

the future rely, on our cash balance and supplemental funds from our credit arrangements.

We cannot provide assurance that we will be able to satisfy our cash requirements from cash provided by operating activities on a go-forward basis. If our working capital needs and capital expenditure requirements exceed cash provided by operating activities, then we may again look to our cash balance and committed credit lines, if any, to satisfy those needs. The term of our Fourth Forbearance Agreement ends on January 31, 2017, after which, or sooner should we default on the Fourth Forbearance Agreement, Huntington Bank may refrain from making additional advances under our revolving loan. In addition, alternative financing sources may hesitate to enter into credit arrangements with us due in part to real and/or perceived difficulties in achieving revenue growth.

If we are unable to increase revenues or otherwise supplement the cash that would be derived therefrom, we may have difficulty meeting our obligations on a timely manner, if at all.

In the event that we are able to successfully refinance our debt, our borrowing costs may increase.

In the event that we are able to successfully refinance our debt, the relevant lender or lenders may require that we pay substantially higher interest and fees on our debt going forward. This may result in increased costs of our operations thereby adversely affecting our results of operations, and we cannot provide assurance that any higher interest or fees will be sustainable by us.

We have recently lost, and may continue to lose, key personnel, which could adversely affect our business.

Since the end of fiscal 2016, we have experienced turnover in management, including the resignation of our Chief Executive Officer and President in November 2016. Our Board of Directors has prioritized identifying a successor Chief Executive Officer and President, but we cannot assure that a successor will be named in a timely manner, if at all.

Our ability to rectify our liquidity issues and our success in general depends to a significant extent upon the efforts of our senior management team and other key personnel. The loss of the services of such personnel, including the recent loss of our Chief Executive Officer and President, could adversely affect our business. Also, because of the nature of our business, our success is dependent upon our ability to attract, train, manage and retain technologically qualified personnel. There is substantial competition for qualified personnel, and an inability to recruit or retain qualified personnel may impact our ability to grow our business and compete effectively in our industry.

Our former President and Chief Executive Officer’s expectation of severance compensation could have a material adverse effect on our financial condition.

In connection with our former Chief Executive Officer and President’s resignation, her attorney provided a letter to Company’s counsel, which indicates that she believes her resignation to be for "good reason" under the terms of her employment agreement and her expectation of severance compensation commensurate therewith. The Company disagrees with the characterization of the events set forth in the letter, and disagrees that our former Chief Executive Officer and President has met the requirements under her employment agreement to resign for "good reason." Nonetheless, costs incurred to resolve this matter and any severance compensation the Company becomes obligated, or otherwise determines, to pay, could have a material adverse effect on our financial condition.

We have experienced periods of losses on our operating activities.

Our overall strategy includes increasing revenue on a consistent basis and controlling our operating expenses. We have concentrated our efforts on enhancing our business development program as well as ongoing Company-wide efficiency activities intended to increase productivity and streamline our operations. We cannot assure that our efforts will result in profitability, or if our efforts result in profits, such profits will continue for any meaningful period of time.

A reduction in research and development budgets at pharmaceutical and biotechnology companies may adversely affect our business.

Our customers include researchers at pharmaceutical and biotechnology companies. Our ability to continue to grow and win new business is dependent in large part upon the ability and willingness of the pharmaceutical and biotechnology industries to continue to spend on research and development and to purchase the products and outsource the services we provide. Fluctuations in the research and development budgets of these researchers and their organizations could have a significant effect on the demand for our products and services. Research and development budgets fluctuate due to changes in available resources, mergers of pharmaceutical and biotechnology companies, spending priorities and institutional budgetary policies. Our business could be adversely affected by any significant decrease in life sciences research and development expenditures by pharmaceutical and biotechnology companies. Economic factors and industry trends that affect our customers in these industries also affect our business.

We rely on a limited number of key customers, the importance of which may vary dramatically from year to year, and a loss of one or more of these key customers may adversely affect our operating results.

Six customers accounted for approximately 38% of our total revenue in fiscal 2016 and approximately 23% of our total revenues in fiscal 2015. The loss of a significant amount of business from one of our major customers would materially and adversely affect our results of operations until such time, if ever, as we are able to replace the lost business. Significant customers or projects in any one period may not continue to be significant customers or projects in other periods. In any give n year, there is a possibility that a single pharmaceutical company may account for a significant percentage of our total revenue or that our business may be dependent on one or more large projects. Since we do not have long-term contracts with most of our customers, the importance of a single customer may vary dramatically from year to year as projects end and new projects begin. To the extent that we are dependent on any single customer, we are subject to the risks faced by that customer to the extent that such risks impede the customer's ability to stay in business and make timely payments to us.

The majority of our customers' contracts can be terminated upon short notice.

Most of our contracts for CRO services are terminable by the customer upon 30 days' notice. Customers terminate or delay their contracts for a variety of reasons, including but not limited to:

- products being tested fail to satisfy safety requirements;
- products have undesired clinical results;
- the customer decides to forego a particular study;
- inability to enroll enough patients in the study;
- inability to recruit enough investigators;
- production problems causing shortages of the drug; and
- actions by regulatory authorities.

The loss, reduction in scope or delay of a large contract or the loss or delay of multiple contracts could materially adversely affect our business, although our contracts frequently entitle us to receive the costs of winding down the terminated projects, as well as all fees earned by us up to the time of termination. Some contracts also entitle us to a termination fee.

Changes in government regulation or in practices relating to the pharmaceutical industry could change the demand for the services we provide.

Governmental agencies throughout the world, but particularly in the United States, strictly regulate the drug development process. Our business involves helping pharmaceutical and biotechnology companies comply with the regulatory drug approval process. Changes in regulation, such as a relaxation in regulatory requirements or the introduction of simplified drug approval procedures, or an increase in regulatory requirements that we may have

difficulty satisfying, or that make our services less competitive, could substantially change the demand for our services. Also, if the government increases efforts to contain drug costs and pharmaceutical and biotechnology company profits from new drugs, our customers may spend less, or reduce their growth in spending on research and development.

We may bear financial risk if we underprice our contracts or overrun cost estimates.

Since some of our contracts are structured as fixed price or fee-for-service, we bear the financial risk if we initially underprice our contracts or otherwise overrun our cost estimates. Such underpricing or significant cost overruns could have a material adverse effect on our business, results of operations, financial condition, and cash flows.

Any failure by us to comply with existing regulations could harm our reputation and operating results.

Any failure on our part to comply with existing regulations could result in the termination of ongoing research or the disqualification of data for submission to regulatory authorities. For example, if we were to fail to properly monitor compliance with study protocols, the data collected could be disqualified. If this were to happen, we may be contractually required to repeat a study at no further cost to the customer, but at substantial cost to us. This would harm our reputation, our prospects for future work and our operating results. Furthermore, the issuance of a notice from the FDA based on a finding of a material violation by us of good clinical practice, good laboratory practice or good manufacturing practice requirements could materially and adversely affect our business and financial performance.

Our future success depends on our ability to keep pace with rapid technological changes that could make our services and products less competitive or obsolete.

The biotechnology, pharmaceutical and medical device industries generally, and contract research services more specifically, are subject to increasingly rapid technological changes. Our competitors or others might develop technologies, services or products that are more effective or commercially attractive than our current or future technologies, services or products, or that render our technologies, services or products less competitive or obsolete. If competitors introduce superior technologies, services or products and we cannot make enhancements to ours to remain competitive, our competitive position, and in turn our business, revenues and financial condition, would be materially and adversely affected.

If we are unable to maintain effective internal control over financial reporting or disclosure controls and procedures, the accuracy and timeliness of our financial reporting may be adversely affected.

Maintaining effective internal controls over financial reporting is necessary for us to produce reliable financial statements. Moreover, we must maintain effective disclosure controls and procedures in order to provide reasonable assurance that the information required to be reported in our periodic reports filed with the SEC is recorded, processed, summarized and reported within the time periods specified by the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer (or persons performing equivalent functions), as appropriate to allow timely decisions regarding required disclosure. If we are unable to maintain effective internal controls over financial reporting or disclosure controls and procedures or remediate any material weakness, it could result in a material misstatement of our consolidated financial statements that would require a restatement or other materially deficient disclosures, investor confidence in the accuracy and timeliness of our financial reports and other disclosures may be adversely impacted, and the market price of our common shares could be negatively impacted.

We operate in a highly competitive industry.

The CRO services industry is highly competitive. We often compete for business not only with other, often larger and better capitalized, CRO companies, but also with internal discovery and development departments within our customers, some of which are large pharmaceutical and biotechnology companies with greater resources than we have. If we do not compete successfully, our business will suffer. The industry is highly fragmented, with numerous smaller specialized companies and a handful of full-service companies with global capabilities much larger than ours. Increased competition might lead to price and other forms of competition that might adversely affect our operating results. As a result of competitive pressures, our industry experienced consolidation in recent years. This trend is likely to produce more competition among the larger companies for both customers and acquisition candidates.

We might incur expense to develop products that are never successfully commercialized.

We have incurred and expect to continue to incur research and development and other expenses in connection with our products business. The potential products to which we devote resources might never be successfully developed or commercialized by us for numerous reasons, including:

·inability to develop products that address our customers' needs;

·competitive products with superior performance;

·patent conflicts or unenforceable intellectual property rights;

·demand for the particular product; and

·other factors that could make the product uneconomical.

Incurring expenses for a potential product that is not successfully developed and/or commercialized could have a material adverse effect on our business, financial condition, prospects and stock price.

Providing CRO services creates a risk of liability.

We could be held liable for errors and omissions in connection with the services we perform. In certain circumstances, we seek to manage our liability risk through contractual provisions with customers requiring us to be indemnified by the customers or covered by the customers' product liability insurance policies. Although many of our customers are large, well-capitalized companies, the financial performance of these indemnities is not secured. Therefore, we bear the risk that the indemnifying party may not have the financial ability to fulfill its indemnification obligations or the liability would exceed the amount of applicable insurance. There can be no assurance that our insurance coverage will be adequate, or that insurance coverage will continue to be available on acceptable terms, or that we can obtain indemnification arrangements or otherwise be able to limit our liability risk.

We rely on third parties for important services.

We depend on third parties to provide us with services critical to our business. The failure of any of these third parties to adequately provide the needed services including, without limitation, transportation services, could have a material adverse effect on our business.

Our business uses biological and hazardous materials, which could injure people or violate laws, resulting in liability that could adversely impact our financial condition and business.

Our activities involve the controlled use of potentially harmful biological materials, as well as hazardous materials, chemicals and various radioactive compounds. We cannot completely eliminate the risk of accidental contamination or injury from the use, storage, handling or disposal of these materials. In the event of contamination or injury, we could be held liable for damages that result, and any liability could exceed our insurance coverage and ability to pay. Any contamination or injury could also damage our reputation, which is critical to obtaining new business. In addition, we are subject to federal, state and local laws and regulations governing the use, storage, handling and disposal of these materials and specified waste products. The cost of compliance with these laws and regulations is significant and if changes are made to impose additional requirements, these costs could increase and have an adverse impact on our financial condition and results of operations.

Hardware or software failures, delays in the operations of our computer and communications systems or the failure to implement system enhancements could harm our business.

Our success depends on the efficient and uninterrupted operation of our computer and communications systems. A failure of our network or data gathering procedures could impede the processing of data, delivery of databases and services, customer orders and day-to-day management of our business and could result in the corruption or loss of data. While we have disaster recovery plans in place for our operations, they might not adequately protect us. Despite any precautions we take, damage from fire, floods, hurricanes, power loss, telecommunications failures, computer viruses, break-ins and similar events at our computer facilities could result in interruptions in the flow of data to our servers and from our servers to our customers. In addition, any failure by our computer environment to provide our required data communications capacity could result in interruptions in our service. In the event of a delay in the delivery of data, we could be required to transfer our data collection operations to an alternative provider of server hosting services. Such a transfer could result in delays in our ability to deliver our products and services to our customers. Additionally, significant delays in the planned delivery of system enhancements, improvements and inadequate performance of the systems once they are completed could damage our reputation and harm our business. Finally, long-term disruptions in the infrastructure caused by events such as natural disasters, the outbreak of war, the escalation of hostilities and acts of terrorism, particularly involving cities in which we have offices, could adversely affect our businesses. Although we carry property and business interruption insurance, our coverage might not be adequate to compensate us for all losses that may occur.

Our animal populations may suffer diseases that can damage our inventory, harm our reputation, result in decreased sales of our services or research products or result in other liability to us.

It is important that our animal populations be free of diseases, including infectious diseases. The presence of diseases can distort or compromise the quality of research results, can cause loss of animals in our inventory, can result in harm to humans or outside animal populations if the disease is not contained to animals in inventory, or can result in other losses. Such results could harm our reputation or have a material adverse effect on our financial condition, results of operations, and cash flows.

Our products business depends on our intellectual property.

Our products business is dependent, in part, on our ability to obtain patents in various jurisdictions on our current and future technologies and products, to defend our patents and protect our trade secrets and to operate without infringing on the proprietary rights of others. There can be no assurance that our patents will not be challenged by third parties or that, if challenged, those patents will be held valid. In addition, there can be no assurance that any technologies or products developed by us will not be challenged by third parties owning patent rights and, if challenged, will be held not to infringe on those patent rights. The expense involved in any patent litigation can be significant. We also rely on unpatented proprietary technology, and there can be no assurance that others will not independently develop or obtain similar products or technologies.

We may expand our business through acquisitions.

We occasionally review acquisition candidates. Factors which may affect our ability to grow successfully through acquisitions include:

- inability to obtain financing;
- difficulties and expenses in connection with integrating the acquired companies and achieving the expected benefits;
- diversion of management's attention from current operations;
- the possibility that we may be adversely affected by risk factors facing the acquired companies;
- acquisitions could be dilutive to earnings, or in the event of acquisitions made through the issuance of our common shares to the shareholders of the acquired company, dilutive to the percentage of ownership of our existing stockholders;
- potential losses resulting from undiscovered liabilities of acquired companies not covered by the indemnification we may obtain from the seller; and
- loss of key employees of the acquired companies.

We depend on the pharmaceutical and biotechnology industries.

Over the past several years, some areas of our businesses have grown significantly as a result of the increase in pharmaceutical and biotechnology companies outsourcing their preclinical and clinical research support activities. We believe that due to the significant investment in facilities and personnel required to support drug development, pharmaceutical and biotechnology companies look to outsource some or all of those services. By doing so, they can focus their resources on their core competency of drug discovery, while obtaining the outsourced services from a full-service provider like us. Our revenues depend greatly on the expenditures made by these pharmaceutical and biotechnology companies in research and development. In some instances, companies in these industries are reliant on their ability to raise capital in order to fund their research and development projects and to compensate us for services rendered. Accordingly, economic factors and industry trends that affect our customers in these industries also affect our business. If companies in these industries were to reduce the number of research and development projects they conduct or outsource, our business could be materially adversely affected.

Unfavorable general economic conditions may materially adversely affect our business.

While it is difficult for us to predict the impact of general economic conditions on our business, these conditions could reduce customer demand for some of our services, which could cause our revenue to decline. Also, our customers, particularly smaller biotechnology companies which are especially reliant on the credit and capital markets, may not be able to obtain adequate access to credit or equity funding, which could affect their ability to make timely payments to us. Moreover, we rely on credit facilities to provide working capital to support our operations and regularly evaluate alternative financing sources. Changes in the commercial credit market or in the financial stability of our creditors may impact the ability of our creditors to provide additional financing. In addition, the financial condition of our credit facility providers, which is beyond our control, may adversely change. Any decrease in our access to borrowings under our credit facility or successor facilities (if any), tightening of lending standards and other changes to our sources of liquidity could adversely impact our ability to obtain the financing we need to continue operating the business in our current manner. For these reasons, among others, if economic conditions stagnate or decline, our operating results and financial condition could be adversely affected.

We rely on air transportation to serve our customers.

Our business is heavily reliant on air travel for transport of samples and other material, products and people. A significant disruption to the air travel system, or our access to it, could have a material adverse effect on our business.

Privacy regulations could increase our costs or limit our services.

U.S. Department of Health and Human Services regulations under the Health Insurance Portability and Accountability Act of 1996 demand compliance with patient privacy and confidentiality requirements. In addition, some state governments are considering more stringent regulations. These regulations might require us to increase our investment in security or limit the services we offer. We could be found liable if we fail to meet existing or proposed regulations on privacy and security of health information.

We may be affected by health care reform.

In March 2010, the United States Congress enacted the Patient Protection and Affordable Care Act (“PPACA”) intended over time to expand health insurance coverage and impose health industry cost containment measures. PPACA legislation and the accompanying regulations may significantly impact the pharmaceutical and biotechnology

industries as it is implemented over the next several years. In addition, the U.S. Congress, various state legislatures and European and Asian governments may consider various types of health care reform in order to control growing health care costs. We are unable to predict what legislative proposals will be adopted in the future, if any.

Implementation of health care reform legislation may have certain benefits but also may contain costs that could limit the profits that can be made from the development of new drugs. This could adversely affect research and development expenditures by pharmaceutical and biotechnology companies, which could in turn decrease the business opportunities available to us both in the United States and abroad. In addition, new laws or regulations may create a risk of liability, increase our costs or limit our service offerings.

Risks Related to Share Ownership

Our share price could be volatile and our trading volume may fluctuate substantially.

The market price of our common shares has historically experienced and might continue to experience volatility. Many factors could have a significant impact on the future price of our common shares, including:

- our failure to successfully implement our business objectives;
- compliance with ongoing regulatory requirements;

- market acceptance of our products;
- technological innovations, new commercial products or drug discovery efforts and preclinical and clinical activities by us or our competitors;
- changes in government regulations;
- general economic conditions and other external factors;
- actual or anticipated fluctuations in our quarterly financial and operating results;
- the degree of trading liquidity in our common shares; and
- our ability to meet the minimum standards required for remaining listed on the NASDAQ Capital Market.

These factors also include ones beyond our control, such as market conditions within our industry and changes in pharmaceutical and biotechnology industries. In addition, in recent years, the stock market has experienced significant price and volume fluctuations. The stock market, and in particular the market for pharmaceutical and biotechnology company stocks, has also experienced significant decreases in value in the past. This volatility and valuation decline have affected the market prices of securities issued by many companies, often for reasons unrelated to their operating performance, and might adversely affect the price of our common shares.

If we are unable to maintain listing of our securities on the NASDAQ Capital Market or another reputable stock exchange, it may be more difficult for the Company's shareholders to sell their securities.

NASDAQ requires listing issuers to comply with certain standards in order to remain listed on its exchange. On December 1, 2016, the Company received a letter from the NASDAQ Listing Qualification Department (the “Letter”) stating that the Company has failed to maintain at least a $1.00 minimum bid price for its common shares (the “Minimum Bid Requirement”) as required for continued listing of the Company’s common shares on the NASDAQ Capital Market. The Letter further stated that, under the listing rules, the Company has until May 30, 2017 to regain compliance with the Minimum Bid Requirement. If, at any time on or prior to May 30, 2017, the bid price of the common shares closes at $1.00 or more for a minimum of 10 consecutive business days, the Company will be in compliance with the Minimum Bid Requirement. The Company intends to actively evaluate and monitor the bid price for its common shares between now and May 30, 2017, and to consider the implementation of various options available to the Company if its common shares do not trade at a level that is likely to regain compliance. If the Company’s minimum bid does not increase to $1.00 per share or more for 10 consecutive business days on or prior to May 30, 2017, the Company could be delisted from the NASDAQ Capital Market, in which case our common shares may be traded over-the-counter.

If, for any reason, including those discussed above, NASDAQ should delist the Company's securities from trading on its exchange and the Company is unable to obtain listing on another reputable national securities exchange, a reduction in some or all of the following may occur, each of which could materially adversely affect our shareholders:

- the liquidity of our common shares;
- the market price of our common shares;
- our ability to obtain financing for the continuation of our operations;
- the number of institutional and general investors that will consider investing in our common shares;
- the number of market makers in our common shares;
- the availability of information concerning the trading prices and volume of our common shares; and
- the number of broker-dealers willing to execute trades in shares of our common shares.

There is no public market for the Series A preferred shares.

There is no established public trading market for the Series A preferred shares that were sold May 11, 2011, and we do not expect a market to develop. In addition, we have not and do not intend to apply to list the Series A preferred shares on any securities exchange. Without an active market, the liquidity of these securities is limited.

We have never paid cash dividends and currently do not intend to do so.

We have never declared or paid cash dividends on our common shares. We currently plan to retain any earnings to finance the growth of our business rather than to pay cash dividends. Payments of any cash dividends in the future will depend on our financial condition, results of operations and capital requirements, as well as other factors deemed relevant by our board of directors.

ITEM 1B – UNRESOLVED STAFF COMMENTS

Not applicable.

ITEM 2 – PROPERTIES

We operate in the following locations, all of which we own, except as otherwise indicated:

· **Our principal executive offices** are located at 2701 Kent Avenue, West Lafayette, Indiana 47906, with approximately 120,000 total square feet of operations, manufacturing, administrative space and leased space, which is approximately 50,000 square feet of the total. Both the contract research services segment and the products segment conduct operations at this facility. The building has been financed by mortgages.

· **BAS Evansville Inc**. is in Evansville, Indiana. We occupy 10 buildings with roughly 92,000 square feet of operating and administrative space on 52 acres. Most of this site is engaged in preclinical toxicology testing of developmental drugs in animal models. The contract research services segment conducts operations at this facility.

We believe that our facilities are adequate for our operations and that suitable additional space will be available if and when needed. The terms of any mortgages and leases for the above properties are detailed in Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations, and Notes 7 and 8 to the Notes to Consolidated Financial Statements.

ITEM 3 – LEGAL PROCEEDINGS

We currently do not have any material pending legal proceedings.

ITEM 4 – MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5 – MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information

As of September 30, 2016, our common shares were traded on the NASDAQ Capital Market under the symbol "BASi". The following table sets forth the quarterly high and low sales price per share of our common shares from October 1, 2014 through September 30, 2016.

	High	Low
Fiscal Year Ended September 30, 2015		
First Quarter	$2.51	$2.05
Second Quarter	2.25	1.88
Third Quarter	2.19	1.84
Fourth Quarter	1.98	1.30
Fiscal Year Ended September 30, 2016		
First Quarter	$1.73	$1.38
Second Quarter	1.60	1.04
Third Quarter	1.25	0.92
Fourth Quarter	1.40	1.09

Holders

There were approximately 2,700 holders of record of our common shares as of December 22, 2016.

Dividends

We did not pay any cash dividends on our common shares in fiscal years 2016 or 2015 and do not anticipate paying cash dividends in the foreseeable future. Dividends paid on our Series A preferred shares are discussed in Note 4 to

the Notes to Consolidated Financial Statements.

ITEM 6 – SELECTED FINANCIAL DATA

Not applicable.

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

The following discussion and analysis should be read in conjunction with the Consolidated Financial Statements and notes thereto included or incorporated by reference elsewhere in this Report. In addition to the historical information contained herein, the discussions in this Report may contain forward-looking statements that may be affected by risks and uncertainties, including those discussed in Item 1A, Risk Factors. Our actual results could differ materially from those discussed in the forward-looking statements. Please refer to page 1 of this Report for a cautionary statement regarding forward-looking information.

References to years or portions of years in this Item refer to our fiscal year ended September 30, unless otherwise indicated. The following amounts are in thousands unless otherwise indicated.

Recent Events

Credit Facility

During fiscal 2016 we have operated either in default of, or under forbearance arrangements with respect to, our credit agreements with Huntington Bank, as more fully described under "Management's Discussion and Analysis of Financial Condition and Results of Operations – Liquidity and Capital Resources – Credit Facility." Effective October 31, 2016, we entered into the Fourth Forbearance Agreement with Huntington Bank. Pursuant to the Fourth Forbearance Agreement, Huntington Bank agreed to forbear from exercising its rights and remedies under the Company's credit facility and from terminating the Company's related swap agreement with respect to the Company's non-compliance with applicable financial covenants under the credit agreement and any further non-compliance with such covenants until January 31, 2017. If we are unable to refinance our indebtedness before the end of the forbearance period, and were Huntington Bank to demand payment on the outstanding debt under our credit arrangements, we would have insufficient funds to satisfy that obligation. In such case, in addition to the ability to immediately demand payment of the outstanding debt under our term loan and revolving loan, Huntington Bank would have the right to exercise its security interest, to take possession of or sell the underlying collateral, to increase interest accruing on the debt, to refrain from making additional advances under the revolving loan, and to terminate our interest rate swap.

The Company's Board of Directors has directed management to seek alternatives that will enable the Company to repay its indebtedness to Huntington Bank in full upon the expiration of the forbearance period. The Company continues to pursue liquidity alternatives, including but not limited to, the potential disposition of certain of its assets

and the possible sale of its West Lafayette facilities. Management has been reviewing details of all current account management and marketing programs as well as all invoicing and top line growth initiatives. Management also has been, and continues to be, actively engaged in more effectively controlling operating costs in the short-term as we strive for long term stabilization. We cannot provide assurance that we will be able to resolve our liquidity issues on satisfactory terms, or at all.

Business Overview

We are an international contract research organization providing drug discovery and development services. Our customers and partners include pharmaceutical, biotechnology, academic and governmental organizations. We apply innovative technologies and products and a commitment to quality to help customers and partners accelerate the development of safe and effective therapeutics and maximize the returns on their research and development investments. We offer an efficient, variable-cost alternative to our customers' internal product development programs. Outsourcing development work to reduce overhead and speed drug approvals through the Food and Drug Administration ("FDA") is an established alternative to in-house development among pharmaceutical companies. We derive our revenues from sales of our research services and drug development tools, both of which are focused on determining drug safety and efficacy. The Company has been involved in the research of drugs to treat numerous therapeutic areas for over 40 years.

We support the preclinical and clinical development needs of researchers and clinicians for small molecule and large biomolecule drug candidates. Our scientists have the skills in analytical instrumentation development, chemistry, computer software development, physiology, medicine, analytical chemistry and toxicology to make the services and products we provide increasingly valuable to our current and potential customers. Our principal customers are scientists engaged in analytical chemistry, drug safety evaluation, clinical trials, drug metabolism studies, pharmacokinetics and basic research at many of the small start-up biotechnology companies and the largest global pharmaceutical companies.

Our business is largely dependent on the level of pharmaceutical and biotechnology companies' efforts in new drug discovery and approval. Our contract research services segment is a direct beneficiary of these efforts, through outsourcing by these companies of research work. Our products segment is an indirect beneficiary of these efforts, as increased drug development leads to capital expansion, providing opportunities to sell the equipment we produce and the consumable supplies we provide that support our products.

Developments within the industries we serve have a direct, and sometimes material, impact on our operations. Currently, many large pharmaceutical companies have major "block-buster" drugs that are nearing the end of their patent protections. This puts significant pressure on these companies both to develop new drugs with large market appeal, and to re-evaluate their cost structures and the time-to-market of their products. Contract research organizations ("CROs") have benefited from these developments, as the pharmaceutical industry has turned to out-sourcing to both reduce fixed costs and to increase the speed of research and data development necessary for new drug applications. The number of significant drugs that have reached or are nearing the end of their patent protection has also benefited the generic drug industry. Generic drug companies provide a significant source of new business for CROs as they develop, test and manufacture their generic compounds.

We also believe that the development of innovative new drugs is going through an evolution, evidenced by the significant reduction of expenditures on research and development at several major international pharmaceutical companies, accompanied by increases in outsourcing and investments in smaller start-up companies that are performing the early development work on new compounds. Many of these smaller companies are funded by either venture capital or pharmaceutical investment, or both, and generally do not build internal staffs that possess the extensive scientific and regulatory capabilities to perform the various activities necessary to progress a drug candidate to the filing of an Investigative New Drug application with the FDA.

A significant portion of innovation in the pharmaceutical industry is now being driven by biotech and small, venture capital funded drug development companies. Many of these companies are "single-molecule" entities, whose success depends on one innovative compound. While several of the biotech companies have reached the status of major pharmaceuticals, the industry is still characterized by smaller entities. These developmental companies generally do not have the resources to perform much of the research within their organizations, and are therefore dependent on the CRO industry for both their research and for guidance in preparing their FDA submissions. These companies have provided significant new opportunities for the CRO industry, including us. They do, however, provide challenges in

selling, as they frequently have only one product in development, which causes CROs to be unable to develop a flow of projects from a single company. These companies may expend all their available funds and cease operations prior to fully developing a product. Additionally, the funding of these companies is subject to investment market fluctuations, which changes as the risk profiles and appetite of investors change.

While continuing to maintain and develop our relationships with large pharmaceutical companies, we intend to aggressively promote our services to developing businesses, which will require us to expand our existing capabilities to provide services early in the drug development process, and to consult with customers on regulatory strategy and compliance leading to their FDA filings. Our Enhanced Drug Discovery services, part of this strategy, utilizes our proprietary *Culex*® technology to provide early experiments in our laboratories that previously would have been conducted in the sponsor's facilities. As we move forward, we must balance the demands of the large pharmaceutical companies with the personal touch needed by smaller biotechnology companies to develop a competitive advantage. We intend to accomplish this through the use of and expanding upon our existing project management skills, strategic partnerships and relationship management.

Research services are capital intensive. The investment in equipment and facilities to serve our markets is substantial and continuing. While our physical facilities are adequate to meet market needs for the near term, rapid changes in automation, precision, speed and technologies necessitate a constant investment in equipment and software to meet market demands. We are also impacted by the heightened regulatory environment and the need to improve our business infrastructure to support our operations, which will necessitate additional capital investment. Our ability to generate capital to reinvest in our capabilities, both through operations and financial transactions, is critical to our success. While we are currently committed to fully utilizing capacity, sustained growth will require additional investment in future periods. Our financial position could limit our ability to make such investments.

Executive Summary

As noted above, during fiscal 2016 we have operated either in default of, or under forbearance arrangements with respect to our credit arrangements with Huntington Bank. Please see "Management's Discussion and Analysis of Financial Condition and Results of Operations – Liquidity and Capital Resources – Credit Facility."

Our revenues are dependent on a relatively small number of industries and customers. As a result, we closely monitor the market for our services. For a discussion of the trends affecting the market for our services, see "Item 1. Business – Trends Affecting the Drug Discovery and Development Industry." In fiscal 2016, we experienced a 10.4% decrease in revenues in our Services segment and an 8.4% decrease in revenues for our Products segment as compared to fiscal 2015. Our Service revenue was negatively impacted by fewer bioequivalence studies and a mix shift favoring method development and validation projects as well as a lower number of samples analyzed in fiscal 2016 versus fiscal 2015. The turnover in the business development personnel during fiscal 2015 and 2016 contributed to the decline in bioequivalence studies and new large sample analysis projects. The revenue decline in our Product segment was mainly due to lower sales of our analytical instruments and lower sales of new instruments in our *Culex*®, *in vivo* sampling product line as compared to the prior fiscal year.

We review various metrics to evaluate our financial performance, including revenue, margins and earnings. In fiscal 2016, total revenues decreased 9.9%, gross profit decreased 40.9% and operating expenses were higher by 13.5% as compared to fiscal 2015. The reduction in gross profit was mainly impacted by the lower Service revenue in the current fiscal year resulting in decreased absorption of fixed costs. The increase in operating expenses is due primarily to the $971 goodwill impairment discussed in the Critical Accounting Policies below offset slightly by a full year of lease rental income in fiscal 2016 compared to the same period last year as well as a bad debt expense in fiscal 2015 that did not recur in fiscal 2016. The decline in sales and lower gross margins contributed to the reported operating loss of $3,040 for fiscal 2016 compared to operating income of $909 for the prior year period. For a detailed discussion of our revenue, margins, earnings and other financial results for the fiscal year ended September 30, 2016, see "Results of Operations – 2016 Compared to 2015 below.

As of September 30, 2016, we had $386 of cash and cash equivalents as compared to $438 of cash and cash equivalents at the end of fiscal 2015. In fiscal 2016, we generated $1,060 in cash from operations as compared to $2,104 in fiscal 2015. Total capital expenditures decreased in fiscal 2016 to $1,256, down from $1,467 in fiscal 2015.

In January 2015, we entered into a lease agreement with Cook Biotech, Inc. to generate additional cash flow from underutilized space. The initial term of the lease is approximately nine years and 11 months for 50,730 square feet of office, manufacturing and warehouse space located at the Company's headquarters. We do not believe the lease will materially impact the Company's business or service capabilities over the foreseeable future. The lease agreement has and will provide the Company with additional cash in the range of approximately $50 per month during the first year

of the initial term to approximately $57 per month during the final year of the initial term. Capital improvements of approximately $800 were made to relocate manufacturing and update our office and meeting space. The relocation and associated improvements helped to create a more lean manufacturing process. The Company accounts for rental payments received as a reduction in general and administrative expense.

Our long-term strategic objective is to maximize the Company's intrinsic value per share. While we remain focused on reducing our costs through productivity and better processes and a continued emphasis on generating free cash flow, we are also dedicated to the strategies that drive our top-line growth. We are intensifying our efforts to improve our processes, embrace change and wisely employ our liquidity position. Refer to Note 2, Management's Plan, for further information regarding the Company's plan to address current operations.

Results of Operations

The following table summarizes the consolidated statement of operations as a percentage of total revenues:

	Year Ended September 30,			
	2016		2015	
Services revenue	77.9	%	78.3	%
Products revenue	22.1		21.7	
Total revenue	100.0	%	100.0	%
Cost of services revenue [(a)]	83.9		70.5	
Cost of products revenue [(a)]	58.9		54.5	
Total cost of revenue	78.4		67.0	
Gross profit	21.6		33.0	
Operating expenses	36.5		29.0	
Operating (loss) income	(14.9	)	4.0	
Other income (expense)	(1.0	)	0.9	
Income (loss) before income taxes	(15.9	)	4.9	
Income tax benefit (expense)	0.1		(0.1	)
Net (loss) income	(15.8	)%	4.8	%

(a) Percentage of service and product revenues, respectively.

2016 Compared to 2015

Services and Products Revenues

Revenues for the year ended September 30, 2016 decreased 9.9% to $20,441 compared to $22,698 for the year ended September 30, 2015.

Our Services revenue decreased 10.4% in fiscal 2016 to $15,924 compared to $17,768 for the prior fiscal year. Preclinical services revenues increased slightly due to an increase in the number of canine and monkey studies from the prior year. Other laboratory services revenues were negatively impacted by lower pharmaceutical analysis revenues due to fewer bioequivalence studies in fiscal 2016 versus fiscal 2015. Bioanalytical analysis revenues declined 21.6% due to fewer samples received and analyzed in fiscal 2016 plus an increase in method development and validation projects during that time period, which generate lower revenue but involve more dedicated resources.

	Fiscal Year Ended September 30,			
	2016	2015	Change	%
Bioanalytical analysis	$5,273	$6,727	$(1,454)	-21.6%
Preclinical services	9,948	9,791	157	1.6 %
Other laboratory services	703	1,250	(547)	-43.8%
	$15,924	$17,768	$(1,844)	

Sales in our Products segment decreased 8.4% from $4,930 to $4,517 when compared to the prior fiscal year. The decline stems from lower sales of consumables associated with our *Culex*®, *in vivo* sampling systems along with lower sales of analytical instruments slightly offset by an increase in hardware maintenance and service revenue versus the same period one year ago.

	Fiscal Year Ended September 30,			
	2016	2015	Change	%
Culex, in-vivo sampling systems	$2,001	$2,232	$ (231)	-10.3%
Analytical instruments	1,698	1,953	(255)	-13.1%
Other instruments	818	745	73	9.8 %
	$4,517	$4930	$ (413)	

Cost of Revenue

Cost of revenue for the year ended September 30, 2016 was $16,016 or 78.4% of revenue compared to $15,209 or 67.0% of revenue for the prior fiscal year.

Cost of Services revenue as a percentage of Services revenue increased to 83.9% in the current fiscal year from 70.5% in the prior fiscal year. The principal cause of this increase was the decrease in revenues, which led to lower absorption of the fixed costs in our Services segment. A significant portion of our costs of productive capacity in the Service segment are fixed. Thus, decreases in revenues lead to increases in costs as a percentage of revenue. In addition, due to the timing of certain studies, we incurred higher scientific professional services in fiscal 2016 versus fiscal 2015. Further, costs were lower in fiscal 2015 due to an early termination of a preclinical services project. Because of the early termination, certain costs related to the completion of the projects were reduced or eliminated.

Cost of Products revenue as a percentage of Products revenue in the current fiscal year increased to 58.9% from 54.5% in the prior fiscal year. This increase is mainly due to a change in the mix of products sold in the current fiscal

year as well as increased raw material costs and lean initiatives completed in fiscal 2016.

Operating Expenses

Selling expenses for the year ended September 30, 2016 increased by 1.5% to $1,417 from $1,396 for the year ended September 30, 2015. This increase stems from slightly higher costs associated with the Company's presentations and attendance at tradeshows in fiscal 2016.

Research and development expenses for the year ended September 30, 2016 decreased 30.6% to $496 from $715 for the year ended September 30, 2015. The decrease was primarily due to lower utilization of outsourced professional engineering services, partially offset by the addition of engineering personnel.

General and administrative expenses for the current fiscal year decreased 9.7% to $4,581 from $5,074 for the prior fiscal year. The principal reason for the decrease in fiscal 2016 was the provision for bad debt of $505 in fiscal 2015 that did not recur plus additional building rental income of $286, which was deducted from general and administrative expense, partially offset by increased medical, recruiting and consulting expenses in fiscal 2016.

Operating expenses for fiscal 2015 were favorably impacted by a mediation settlement from a service provider as described in Note 14 to the consolidated financial statements, which reduced operating expenses by $605, net of legal expenses for fiscal 2015.

We performed our annual goodwill impairment test as of September 30, 2016, the end of our fiscal year. The estimated fair value of our Bioanalytical Services reporting unit was less than its related book value and we determined that its goodwill balance was impaired. In late fiscal 2015, we began to experience a declining revenue pattern resulting from a smaller percentage of quotes accepted in this reporting unit due in part to staff turnover in our Business Development group. Accordingly, step two of the goodwill impairment test was completed for the Bioanalytical Services reporting unit which resulted in an impairment charge totaling $971 in the fourth quarter of fiscal 2016. There was no indication of impairment for the Preclinical Services reporting unit as of September 30, 2016.

Other Income/Expense

Other income, net, was expense of $204 for the year ended September 30, 2016 as compared to income of $205 for the year ended September 30, 2015. The primary reason for the change in expense was due to a smaller decrease in the fair value of the warrant liability in 2016 compared to the prior year. Also, interest expense increased $111 or 39% in fiscal 2016 compared to fiscal 2015 due to increased use of the line of credit and the charges associated with the forbearance agreements.

Income Taxes

Our effective tax rate for the year ended September 30, 2016 was 0.4% compared to 1.4% for the prior fiscal year. The current year expense primarily relates to state income taxes and a true-up adjustment for alternative minimum taxes from the prior year. No net benefits have been provided on taxable losses in the current fiscal year.

Restructuring Activities

In March 2012, we announced a plan to restructure our bioanalytical laboratory operations. We consolidated our laboratory in McMinnville, Oregon into our 120,000 square foot headquarters facility in West Lafayette, Indiana and closed our facility and bioanalytical laboratory in Warwickshire, United Kingdom. We continue to sell our products globally while further consolidating delivery of our CRO services into our two Indiana locations.

We reserved for lease payments at the cease use date for our UK facility and have considered free rent, sublease rentals and the number of days it would take to restore the space to its original condition prior to our improvements. In the first quarter of fiscal 2013, we began amortizing into general and administrative expense, equally through the cease use date, the estimated rent income of $200 when the reserve was originally established. We have been unsuccessful at subleasing the facility. Based on these matters, we have $1,000 reserved for UK lease related costs at September 30, 2016. We have previously communicated with the landlord regarding the nature and timing of rent under the lease. The UK building lease expires in 2023 but includes an opt out provision after 7 years, which occurred in the fourth quarter of fiscal 2015 and was exercised.

Other costs of $117 have been accrued for legal and professional fees and other costs estimated to be incurred in connection with transitioning services from sites being closed as well as costs incurred to remove improvements previously made to the UK facility. In fiscal 2015, all related investments in the UK operations were written off.

Liquidity and Capital Resources

Comparative Cash Flow Analysis

At September 30, 2016, we had cash and cash equivalents of $386 compared to $438 at September 30, 2015.

Net cash provided by operating activities was $1,060 for the year ended September 30, 2016, compared to net cash provided by operating activities of $2,104 for the year ended September 30, 2015. A net loss in fiscal 2016 compared to net income in fiscal 2015 contributed to the decrease in cash provided by operating activities. Other contributing factors to our cash from operations in fiscal 2016 were noncash charges of $1,556 for depreciation and amortization, $971 for goodwill impairment and $45 for stock option expense as well as a decrease in accounts receivable of $1,639 and an increase in accounts payable of $1,122. These factors were partially offset, among other items, by a decrease in accrued expenses of $621 and a decrease in customer advances of $300. Days' sales in accounts receivable decreased to 40 days at September 30, 2016 from 73 days at September 30, 2015 due to timelier customer payments and a decrease in unbilled revenues**.** It is not unusual to see a fluctuation in the Company's pattern of days' sales in accounts receivable. Customers may expedite or delay payments from period-to-period for a variety of reasons including, but not limited to, the timing of capital raised to fund on-going research and development projects.

Included in operating activities for fiscal 2015 are non-cash charges of $1,437 for depreciation and amortization and $79 for stock option expense. Working capital changes in fiscal 2015 included an increase in customer advances of $424, an increase in accounts receivable of $579 and a decrease in inventory of $98.

Investing activities used $1,256 in fiscal 2016 due to capital expenditures as opposed to $1,434 in fiscal 2015. The investing activity in fiscal 2016 consisted of investments in computing infrastructure, building improvements and equipment. The investing activity in fiscal 2015 consisted of investments in computing infrastructure, building improvements and equipment replacement.

Financing activities provided $143 in fiscal year 2016 as compared to $1,213 used in fiscal 2015. The main source of cash in fiscal 2016 was net borrowings on our line of credit of $1,272 offset by capital lease payments of $278, net payments on our long-term debt of $786 and payment of debt issuance costs of $68. The main uses of cash in fiscal 2015 were for net payments on our line of credit of $116, capital lease payments of $279 as well as net payments on our long-term debt of $786.

Capital Resources

On May 14, 2014, we entered into a Credit Agreement with Huntington Bank, which was subsequently amended on May 14, 2015 ("Agreement"). The Agreement includes both a term loan and a revolving loan and is secured by mortgages on our facilities in West Lafayette and Evansville, Indiana and liens on our personal property. As of December 31, 2015, we were not in compliance with certain financial covenants of the Agreement, and during fiscal 2016 we have operated either in default of, or under forbearance arrangements with respect to, the Agreement.

On April 27, 2016, the Company entered into a Forbearance Agreement and Second Amendment to Credit Agreement with Huntington Bank and on July 1, 2016, the Company entered into a Second Forbearance Agreement and Third Amendment to Credit Agreement ("Second Forbearance Agreement") with Huntington Bank. As of June 30, 2016, the Company was not in compliance with an additional financial covenant under the Second Forbearance Agreement, resulting in termination of the forbearance period thereunder. On September 30, 2016, the Company entered into a Third Forbearance Agreement and Fourth Amendment to Credit Agreement with Huntington Bank and on October 31, 2016, the Company entered into a Fourth Forbearance Agreement and Fifth Amendment to Credit Agreement ("Fourth Forbearance Agreement") with Huntington Bank. Subject to the conditions set forth in the Fourth Forbearance Agreement, Huntington Bank has agreed to continue to forbear from exercising its rights and remedies under the Agreement and from terminating the Company's related swap agreement with respect to the Company's non-compliance with applicable financial covenants under the Agreement and any further non-compliance with such covenants during a forbearance period ending January 31, 2017 and to continue to make advances under the Agreement.

In exchange for Huntington Bank's agreement to continue to forbear from exercising its rights and remedies under the Agreement, the Company has agreed to, among other things: (i) amend the maturity dates for the term and revolving loans under the Agreement to January 31, 2017, (ii) take commercially reasonable efforts to obtain funds sufficient to repay the indebtedness in full upon the expiration of the forbearance period, (iii) provide to Huntington Bank certain cash flow forecasts and other financial information, (iv) comply with a minimum cash flow covenant, and (v) continue to engage the services of the Company's financial consultant and cause the financial consultant to provide Huntington Bank such information regarding its efforts as Huntington Bank reasonably requests. As required under the Fourth Forbearance Agreement, the Company's Board of Directors has directed management to seek alternatives that will enable the Company to repay its indebtedness to Huntington Bank in full upon the expiration of the current forbearance period.

The Fourth Forbearance Agreement provides for immediate termination of the forbearance period upon the occurrence of, among other events, the failure of the Company to perform, observe or comply with the terms of the Fourth Forbearance Agreement. The available remedies in the event of a default by the Company include among others, the ability to accelerate and immediately demand payment of the outstanding debt under our term loan and revolving loan, to exercise on the security interest, to take possession of or sell the underlying collateral, to refrain from making additional advances under the revolving loan, to increase interest accruing on the debt by five percent (5%) per annum over the otherwise applicable rate effective after receipt of written notice from Huntington Bank, and to terminate our interest rate swap.

The term loan for $5,500 bears interest at LIBOR plus 325 basis points with monthly principal payments of approximately $65 plus interest. We have made all required principal payments on the term loan. The balance on the term loan at September 30, 2016 and September 30, 2015 was $3,666 and $4,452, respectively. The revolving loan for $2,000 bears interest at LIBOR plus 300 basis points with interest paid monthly. The revolving loan also carries a facility fee of .25%, paid quarterly, for the unused portion of the revolving loan. The revolving loan includes an annual clean-up provision that requires the Company to maintain a balance of not more than 20% of the maximum loan of $2,000 for a period of 30 days in any 12 month period while the revolving loan is outstanding. The revolving loan balance was $1,358 and $86 at September 30, 2016 and September 30, 2015, respectively.

Were Huntington Bank to demand payment of the outstanding debt (whether at or, in the case of a default of the Fourth Forbearance Agreement, prior to the scheduled maturity of the loans on January 31, 2017), we would currently have insufficient funds to satisfy that obligation, and the bank’s exercise of alternative remedies could also have a material adverse effect on our operations and financial condition. As an example, in recent periods we have drawn on our revolving facility to supplement cash from operations. Should cash from operating activities remain insufficient to cover expenses and if Huntington Bank determines to refrain from making additional advances under the revolving facility, we may not have the requisite funds to continue operations.

We cannot provide assurance that we will be able to complete initiatives to refinance our indebtedness or otherwise resolve our liquidity issues. If we are unable to execute on our initiatives, we may have insufficient funds to both satisfy our debt obligations and operate our business.

As described above, on January 28, 2015, the Company entered into a lease agreement with Cook Biotech, Inc. The lease agreement has and will provide the Company with additional cash in the range approximately $50 per month during the first year of the initial term to approximately $57 per month during the final year of the initial term.

The following table summarizes the cash payments under our contractual term debt and other obligations at September 30, 2016 and the effect such obligations are expected to have on our liquidity and cash flows in future fiscal periods (amounts in thousands). The table does not include our revolving line of credit. Additional information

on the debt is described in Note 8, Debt Arrangements.

	2017	2018	2019	2020	2021	Total
Term loan	$3,666	$-	$ -	$ -	$ -	$3,666
Capital lease obligations	126	128	69	-	-	323
Operating leases	13	12	12	11	8	56
	$3,805	$140	$ 81	$ 11	$ 8	$4,045

Interest Rate Swap

We entered into an interest rate swap agreement with respect to the above loans to fix the interest rate with respect to 60% of the value of the term loan at approximately 5.0%. We entered into this derivative transaction to hedge interest rate risk of the related debt obligation and not to speculate on interest rates. The changes in the fair value of the interest rate swap are recorded in Accumulated Other Comprehensive Income (AOCI) to the extent effective. We assess on an ongoing basis whether the derivative that is used in the hedging transaction is highly effective in offsetting changes in cash flows of the hedged debt. The Fourth Forbearance Agreement amended the terms of the interest rate swap to match the terms of the underlying debt resulting in no ineffectiveness.

Equity Offering (amounts in this section not in thousands)

On May 11, 2011, we completed a registered public offering of 5,506 units at a price of $1,000 per unit. Each unit consisted of one 6% Series A convertible preferred share which is convertible into 500 common shares at a conversion price of $2.00 per share, one Class A Warrant to purchase 250 common shares at an exercise price of $2.00 per share, and one Class B Warrant to purchase 250 common shares at an exercise price of $2.00 per share.

The designation, rights, preferences and other terms and provisions of the Preferred Shares are set forth in the Certificate of Designation. The Series A preferred shares participate in any dividends payable upon our common shares on an "as converted" basis. The Class B Warrants expired in May 2012 and the Class A Warrants expired in May 2016. The Class A Warrants were accounted for as a liability using the fair value for each on the issuance date and were marked to fair value at each reporting date. The net proceeds from the sale of the units, after deducting the fees and expenses of the placement agent and other expenses were $4.6 million. We used the proceeds for the purchase of laboratory equipment and for working capital and general corporate purposes. Because the preferred dividend or make-whole payment is triggered at the option of the preferred shareholder, we recorded the dividend liability at the time of the offering close and will not have any preferred dividend liability subsequent to the fiscal quarter ended June 30, 2011.

As of September 30, 2016, 4,321 preferred shares had been converted into 2,564,108 common shares and 217,366 common shares have been issued for quarterly preferred dividends for remaining outstanding, unconverted preferred shares. At September 30, 2016, 1,185 preferred shares remained outstanding.

Inflation

We do not believe that inflation has had a material adverse effect on our business, operations or financial condition.

Critical Accounting Policies

"Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Liquidity and Capital Resources" discusses the consolidated financial statements of the Company, which have been prepared in accordance with accounting principles generally accepted in the United States. Preparation of these financial statements requires management to make judgments and estimates that affect the reported amounts of assets, liabilities, revenues and expenses, and the disclosures of contingent assets and liabilities. Certain significant accounting policies applied in the preparation of the financial statements require management to make difficult, subjective or complex judgments, and are considered critical accounting policies. We have identified the following areas as critical accounting policies.

Revenue Recognition

The majority of our Bioanalytical and analytical research service contracts involve the development of analytical methods and the processing of bioanalytical samples for pharmaceutical companies and generally provide for a fixed fee for each sample processed. Revenue is recognized under the specific performance method of accounting and the related direct costs are recognized when services are performed. Our preclinical research service contracts generally consist of preclinical studies, and revenue is recognized under the proportional performance method of accounting. Revisions in profit estimates, if any, are reflected on a cumulative basis in the period in which such revisions become known. The establishment of contract prices and total contract costs involves estimates we make at the inception of the contract. These estimates could change during the term of the contract and impact the revenue and costs reported in the consolidated financial statements. Revisions to estimates have generally not been material. Research service contract fees received upon acceptance are deferred until earned, and classified within customer advances. Unbilled revenues represent revenues earned under contracts in advance of billings.

Product revenue from sales of equipment not requiring installation, testing or training is recognized upon shipment to customers. One product includes internally developed software and requires installation, testing and training, which occur concurrently. Revenue from these sales is recognized upon completion of the installation, testing and training when the services are bundled with the equipment sale.

Long-Lived Assets, Including Goodwill

Long-lived assets, such as property and equipment, and purchased intangibles subject to amortization, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated future cash flows, an impairment charge is recognized of the amount by which the carrying amount of the asset exceeds the fair value of the asset.

We carry goodwill at cost. Other intangible assets with definite lives are stated at cost and are amortized on a straight-line basis over their estimated useful lives. All intangible assets acquired that are obtained through contractual or legal right, or are capable of being separately sold, transferred, licensed, rented, or exchanged, are recognized as an asset apart from goodwill. Goodwill is not amortized.

Goodwill is tested annually for impairment and more frequently if events and circumstances indicate that the asset might be impaired. First, we can assess qualitative factors in determining whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. Then, we follow a two-step quantitative process. In the first step, we compare the fair value of each reporting unit, as computed primarily by present value cash flow calculations, to its book carrying value, including goodwill. We do not believe that market value is indicative of the true fair value of the Company mainly due to average daily trading volumes of less than 1%. If the fair value exceeds the carrying value, no further work is required and no impairment loss is recognized. If the carrying value exceeds the fair value, the goodwill of the reporting unit is potentially impaired and we would then complete step 2 in order to measure the impairment loss. In step 2, the implied fair value is compared to the carrying amount of the goodwill. If the implied fair value of goodwill is less than the carrying value of goodwill, we would recognize an impairment loss equal to the difference. The implied fair value is calculated by allocating the fair value of the reporting unit (as determined in step 1) to all of its assets and liabilities (including unrecognized intangible assets) and any excess in fair value that is not assigned to the assets and liabilities is the implied fair value of goodwill.

The discount rate, gross margin and sales growth rates are the material assumptions utilized in our calculations of the present value cash flows used to estimate the fair value of the reporting units when performing the annual goodwill impairment test. Our reporting units with goodwill at September 30, 2015 were Bioanalytical Services and Preclinical Services, which are both included in our contract research services segment, based on the discrete financial

information available which is reviewed by management. We utilize a cash flow approach in estimating the fair value of the reporting units, where the discount rate reflects a weighted average cost of capital rate. The cash flow model used to derive fair value is sensitive to the discount rate and sales growth assumptions used.

We performed our annual goodwill impairment test for all reporting units mentioned above at September 30, 2016. There was no indication of impairment for the Preclinical Services reporting unit as of September 30, 2016. The estimated fair value of our Bioanalytical Services reporting unit was less than its related book value and we determined that its goodwill balance was impaired. This was a result of the rates of growth, earnings and cash flow expectations for future performance that were below the Company's previous projections. In late fiscal 2015, we began to experience a declining revenue pattern resulting from a smaller percentage of quotes accepted in this reporting unit due in part to staff turnover in our Business Development group. Accordingly, step two of the goodwill impairment test was completed for the Bioanalytical Services reporting unit which resulted in an impairment charge totaling $971 in the fourth quarter of fiscal 2016. We have taken several steps that will be vital to helping drive improvement in our top line performance in this reporting unit. We will continue our focus on sales execution, operational excellence and building strategic partnerships with pharmaceutical and biotechnology companies. We will also continue to expand our marketing efforts by building on the reporting unit's inherent strengths in specialty assay and drug discovery, and regulatory excellence.

Considerable management judgment is necessary to evaluate the impact of operating and macroeconomic changes and to estimate future cash flows. Assumptions used in our impairment evaluations, such as forecasted sales growth rates and our cost of capital or discount rate, are based on the best available market information. Changes in these estimates or a continued decline in general economic conditions could change our conclusion regarding an impairment of goodwill and potentially result in a non-cash impairment loss in a future period. The assumptions used in our impairment testing could be adversely affected by certain of the risks discussed in "Risk Factors" in Item 1A of this report. There have been no significant events since the timing of our impairment tests that would have triggered additional impairment testing.

At September 30, 2016 the remaining recorded goodwill was $38 compared to $1,009 at September 30, 2015.

Stock-Based Compensation

We recognize the cost resulting from all share-based payment transactions in our financial statements using a fair-value-based method. We measure compensation cost for all share-based awards based on estimated fair values and recognize compensation over the vesting period for awards. We recognized stock-based compensation related to stock options of $45 and $79 during the fiscal years ended September 30, 2016 and 2015, respectively.

We use the binomial option valuation model to determine the grant date fair value. The determination of fair value is affected by our common share price as well as assumptions regarding subjective and complex variables such as expected employee exercise behavior and our expected stock price volatility over the term of the award. Generally, our assumptions are based on historical information and judgment is required to determine if historical trends may be indicators of future outcomes. We estimated the following key assumptions for the binomial valuation calculation:

- *Risk-free interest rate.* The risk-free interest rate is based on U.S. Treasury yields in effect at the time of grant for the expected term of the option.

- *Expected volatility.* We use our historical share price volatility on our common shares for our expected volatility assumption.

- *Expected term.* The expected term represents the weighted-average period the stock options are expected to remain outstanding. The expected term is determined based on historical exercise behavior, post-vesting termination patterns, options outstanding and future expected exercise behavior.

- *Expected dividends.* We assumed that we will pay no dividends.

Employee stock-based compensation expense recognized in fiscal 2016 and 2015 was calculated based on awards ultimately expected to vest and has been reduced for estimated forfeitures. Forfeitures are revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates and an adjustment will be recognized at that time.

Income Tax Accounting

As described in Note 9 to the consolidated financial statements, we use the asset and liability method of accounting for income taxes. We recognize deferred tax assets and liabilities for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry-forwards. We measure deferred tax assets and liabilities using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. We recognize the effect on deferred tax assets and liabilities of a change in tax rates in income in the period that includes the enactment date. We record valuation allowances based on a determination of the expected realization of tax assets.

We recognize the tax benefit from an uncertain tax position only if it is more likely than not to be sustained upon examination based on the technical merits of the position. We measure the amount of the accrual for which an exposure exists as the largest amount of benefit determined on a cumulative probability basis that we believe is more likely than not to be realized upon ultimate settlement of the position.

We record interest and penalties accrued in relation to uncertain income tax positions as a component of income tax expense. Any changes in the accrued liability for uncertain tax positions would impact our effective tax rate. Over the next twelve months we do not anticipate resolution to the carrying value of our reserve. Interest and penalties are included in the reserve.

As of September 30, 2016 and 2015, we had a $16 liability for uncertain income tax positions, respectively.

We file income tax returns in the U.S. and several U.S. states. We remain subject to examination by taxing authorities in the jurisdictions in which we have filed returns for years after 2011.

We have an accumulated net deficit in our UK subsidiary. With the closure of the UK facility, we no longer have any filing obligations in the UK. Consequently, the related deferred tax asset on such losses and related valuation allowance on the UK subsidiary have been removed.

Inventories

Inventories are stated at the lower of cost or market using the first-in, first-out (FIFO) cost method of accounting. We evaluate inventories on a regular basis to identify inventory on hand that may be obsolete or in excess of current and future projected market demand. For inventory deemed to be obsolete, we provide a reserve for this inventory. Inventory that is in excess of current and projected use is reduced by an allowance to a level that approximates the estimate of future demand.

Fair Value of Warrant Liability

In May 2011, we issued Class A and B Warrants measured at fair value on a recurring basis. We recorded these warrants as a liability determining the fair value at inception on May 11, 2011. Subsequent quarterly fair value

measurements, using the Black Scholes model which is considered a level 2 fair value measurement, were calculated with fair value changes charged to the statement of operations and comprehensive income (loss). The Class B Warrants expired in May 2012 and the liability was reduced to zero. Similar, the Class A Warrants expired in May 2016 and the liability was reduced to zero. The fair value of the warrants exercised was $854. The following table sets forth the changes in the fair value of the warrant liability for fiscal years ended September 30, 2015 and 2016, respectively:

	Fair Value per Share		Fair Value in $$			Change in Fair Value
Evaluation Date	Warrant A	Warrant B	Warrant A	Warrant B	Total	(Income) Expense
9/30/2014	0.846	-	676	-	676	(160)
12/31/2014	0.696	-	556	-	556	(120)
3/31/2015	0.447	-	357	-	357	(199)
6/30/2015	0.404	-	323	-	323	(34)
9/30/2015	0.236	-	189	-	189	(134)
12/31/2015	0.124	-	100	-	100	(89)
03/31/2016	0.025	-	21	-	21	(79)
06/30/2016	-	-	-	-	-	(21)
9/30/2016	-	-	-	-	-	0

Interest Rate Swap

The Company uses an interest rate swap designated as a cash flow hedge to fix 60% of the Huntington debt due to mitigate changes in interest rates. The changes in the fair value of the interest rate swap are recorded in Accumulated Other Comprehensive Income (AOCI) to the extent effective. We assess on an ongoing basis whether the derivative that is used in the hedging transaction is highly effective in offsetting changes in cash flows of the hedged debt. The terms of the interest rate swap match the terms of the underlying debt resulting in no ineffectiveness. When we determine that a derivative is not highly effective as a hedge, hedge accounting is discontinued and we reclassify gains or losses that were accumulated in AOCI to other income (expense), net on the Condensed Consolidated Statements of Operations and Comprehensive Income (Loss).

Building Lease

The Lease Agreement with Cook Biotech, Inc. for a portion of the Company's headquarters facility is recorded as an operating lease with the escalating rents being recognized on a straight-line basis once the Tenant took full possession of the space on May 1, 2015 through the end of the lease on December 31, 2024. The straight line rents of $53 per month are recorded as a reduction to general and administrative expenses on the Consolidated Statements of Operations and Comprehensive Income (Loss) and other accounts receivable on the Consolidated Balance Sheets. The cash rent received is recorded in lease rent receivable on the Consolidated Balance Sheets. The variance between the straight line rents recognized and the actual cash rents received will net to zero by the end of the agreement on December 31, 2024.

New Accounting Pronouncements

Effective October 1, 2018, the Company will be required to adopt the new guidance of ASC Topic 606, *Revenue from Contracts with Customers* (Topic 606), which will supersede the revenue recognition requirements in ASC Topic 605, *Revenue Recognition*. Topic 606 requires the Company to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The new guidance requires the Company to apply the following steps: (1) identify the contract with a customer; (2) identify the performance obligations in the contract; (3) determine the transaction price; (4) allocate the transaction price to the performance obligations in the contract; and (5) recognize revenue when, or as, the Company satisfies a performance obligation. The Company will be required to adopt Topic 606 either on a full retrospective basis to each prior reporting period presented or on a modified retrospective basis with the cumulative effect of initially applying the new guidance recognized at the date of initial application. If the Company elects the modified retrospective approach, it will be required to provide additional disclosures of the amount by which each financial statement line item is affected in the current reporting period, as compared to the guidance that was in effect before the change, and an explanation of the reasons for significant changes. The Company

has not yet assessed the impact of the new guidance on its consolidated financial statements.

In July 2013, the Financial Accounting Standards Board (“FASB”) issued authoritative guidance that requires that an entity net its liability for unrecognized tax positions against a net operating loss carry-forward, a similar tax loss or a tax credit carry-forward when settlement in this manner is available under the tax law. The Company adopted this guidance effective at the beginning of its 2015 fiscal year with no material effect on the consolidated financial statements.

In August 2014, the FASB issued new guidance in Accounting Standards Update (ASU) No. 2014-15, “Presentation of Financial Statements – Going Concern (Subtopic 205-40).” The update provides guidance regarding management’s responsibility to evaluate whether there is substantial doubt about an entity’s ability to continue as a going concern and to provide related footnote disclosures. The Company is required to adopt the guidance in the first quarter of fiscal 2017. We are currently evaluating the impact that this guidance will have on our consolidated financial statements.

In November 2014, the FASB issued new guidance in ASU No. 2014-16, “Derivatives and Hedging (Topic 815) – Determining whether the host contract in a hybrid financial instrument issued in the form of a share is more akin to debt or to equity.” The guidance clarifies how current GAAP should be interpreted in subjectively evaluating the economic characteristics and risks of a host contract in a hybrid financial instrument that is issued in the form of a share. The Company adopted this guidance with no material effect on the consolidated financial statements.

In February 2015, the FASB amended guidance in ASU No. 2015-02, “Consolidation Topic 810.” The guidance made certain targeted revisions to various area of the consolidation guidance, including the determination of the primary beneficiary of an entity, among others. The Company adopted this guidance with no material effect on the consolidated financial statements.

In April 2015, the FASB amended the existing accounting standards for imputation of interest. The amendments require that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. The recognition and measurement guidance for debt issuance costs are not affected by these amendments. The Company is required to adopt the guidance in the first quarter of fiscal 2017. Early adoption is permitted. The amendments should be applied retrospectively with the adjusted balance sheet of each individual period presented, in order to reflect the period-specific effects of applying the new guidance. The effect of adopting this guidance will be to reclass $10 of debt issuance costs at September 30, 2016 to current portion of long-term debt on the consolidated balance sheet.

In July 2015, the FASB issued an amendment to the accounting guidance related to the measurement of inventory. The amendment revises inventory to be measured at lower of cost and net realizable value from lower of cost or market. Subsequent measurement is unchanged for inventory measured using last-in, first-out (LIFO) or the retail inventory method. This guidance will be effective prospectively for the first quarter of fiscal 2018, with early application permitted. We are currently evaluating the impact that this guidance will have on our consolidated financial statements.

In February 2016, the FASB issued updated guidance on leases which, for operating leases, requires a lessee to recognize a right-of-use asset and a lease liability, initially measured at the present value of the lease payments, in its balance sheet. The standard also requires a lessee to recognize a single lease cost, calculated so that the cost of the lease is allocated over the lease term, on a generally straight-line basis. The guidance is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years, with earlier application permitted. We are currently evaluating the effects of the adoption and have not yet determined the impact the revised guidance will have on our consolidated financial statements and related disclosures.

ITEM 7A – QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable.

ITEM 8 – FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Index to Consolidated Financial Statements

BIOANALYTICAL SYSTEMS, INC.

CONSOLIDATED BALANCE SHEETS

(In thousands, except share amounts)

	As of September 30,	
	2016	2015
Assets		
Current assets:		
Cash and cash equivalents	$386	$438
Accounts receivable		
Trade, net of allowance of $565 at September 30, 2016 and $559 at September 30, 2015	1,649	2,904
Unbilled revenues and other	591	1,095
Inventories, net	1,453	1,466
Prepaid expenses	798	773
Total current assets	4,877	6,676
Property and equipment, net	16,136	15,989
Lease rent receivable	51	15
Goodwill	38	1,009
Debt issue costs, net	10	94
Other assets	27	32
Total assets	$21,139	$23,815
Liabilities and shareholders' equity		
Current liabilities:		
Accounts payable	$2,965	$1,741
Restructuring liability	1,117	1,117
Accrued expenses	1,089	1,710
Customer advances	3,114	3,414
Income taxes payable	13	30
Revolving line of credit	1,358	86
Fair value of warrant liability	—	189
Fair value of interest rate swap	35	—
Current portion of capital lease obligation	126	230
Current portion of long-term debt	3,666	786
Total current liabilities	13,483	9,303
Capital lease obligation, less current portion	198	68
Fair value of interest rate swap	—	50
Long-term debt, less current portion	—	3,666
Total liabilities	13,681	13,087
Shareholders' equity:		

Preferred shares, authorized 1,000,000 shares, no par value:		
1,185 Series A shares at $1,000 stated value issued and outstanding at September 30, 2016 and September 30, 2015	1,185	1,185
Common shares, no par value:		
Authorized 19,000,000 shares; 8,107,558 issued and outstanding at September 30, 2016 and 8,105,007 at September 30, 2015	1,989	1,988
Additional paid-in capital	21,240	21,193
Accumulated deficit	(16,921)	(13,691)
Accumulated other comprehensive (loss) income	(35)	53
Total shareholders' equity	7,458	10,728
Total liabilities and shareholders' equity	$21,139	$23,815

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

BIOANALYTICAL SYSTEMS, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS

AND COMPREHENSIVE (LOSS) INCOME
(In thousands, except per share amounts)

	For the Years Ended September 30,	
	2016	2015
Services revenue	$ 15,924	$ 17,768
Products revenue	4,517	4,930
Total revenue	20,441	22,698
Cost of services revenue	13,355	12,525
Cost of products revenue	2,661	2,684
Total cost of revenue	16,016	15,209
Gross profit	4,425	7,489
Operating expenses:		
Selling	1,417	1,396
Research and development	496	715
General and administrative	4,581	5,074
Mediation settlement, net	—	(605)
Impairment of goodwill	971	—
Total operating expenses	7,465	6,580
Operating (loss) income	(3,040)	909
Interest expense	(399))	(287)
Decrease in fair value of warrant liability	189	487
Other income	6	5
(Loss) income before income taxes	(3,244)	1,114
Income tax (benefit) expense	(14)	15
Net (loss) income	$ (3,230)	$ 1,099
Other comprehensive (loss) income :	(88)	46
Comprehensive (loss) income	$ (3,318)	$ 1,145
Basic net (loss) income per share:	$ (0.40)	$ 0.14
Diluted net (loss) income per share:	$ (0.40)	$ 0.07

Weighted common shares outstanding:		
Basic	8,107	8,084
Diluted	8,107	8,791

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

BIOANALYTICAL SYSTEMS, INC.

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

(In thousands, except number of shares)

	Preferred Shares		Common Shares		Additional paid-in	Accumulated	Accumulated other comprehensive income (loss)	Total shareholders' equity
	Number	Amount	Number	Amount	capital	deficit		
Balance at October 1, 2014	1,185	$ 1,185	8,075,335	$ 1,980	$ 21,154	$ (14,790)	$ 7	$ 9,536
Comprehensive loss:								
Net income						1,099		1,099
Other comprehensive income							46	46
Stock based compensation expense					79			79
Stock option exercise	-	-	29,672	8	(8)			-
Payment of withholding taxes from net settlement of stock based awards	-	-			(32)			(32)
Balance at September 30, 2015	1,185	$ 1,185	8,105,007	$ 1,988	$ 21,193	$ (13,691)	$ 53	$ 10,728
Comprehensive income:								
Net loss						(3,230)		(3,230)
Other comprehensive loss							(88)	(88)
Stock based compensation expense					45			45
Stock option exercise			2,551	1	2			3
Balance at September 30, 2016	1,185	$ 1,185	8,107,558	$ 1,989	$ 21,240	$ (16,921)	$ (35)	$ 7,458

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

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BIOANALYTICAL SYSTEMS, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

	Years Ended September 30,	
	2016	2015
Operating activities:		
Net income (loss)	$ (3,230)	$ 1,099
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	1,556	1,437
Employee stock compensation expense	45	79
Decrease in fair value of warrant liability	(189)	(487)
Loss/(Gain) on sale of property and equipment	14	(7)
Provision for doubtful accounts	84	505
Impairment of goodwill	971	—
Changes in operating assets and liabilities:		
Accounts receivable	1,639	(1,084)
Inventories	13	98
Income taxes payable	(17)	10
Prepaid expenses and other assets	(27)	(97)
Accounts payable	1,122	259
Accrued expenses	(621)	(132)
Customer advances	(300)	424
Net cash provided by operating activities	$ 1,060	2,104
Investing activities:		
Capital expenditures	(1,256)	(1,467)
Proceeds from sale of equipment		33
Net cash used by investing activities	(1,256)	(1,434)
Financing activities:		
Payments of long-term debt	(786)	(786)
Payments of debt issuance costs	(68)	—
Proceeds from exercise of stock options	3	—
Payment of withholding taxes from net settlement of stock based awards	—	(32)
Payments on revolving line of credit	(11,304)	(7,740)
Borrowings on revolving line of credit	12,576	7,624
Payments on capital lease obligations	(277)	(279)
Net cash provided (used) by financing activities	144	(1,213)
Net decrease in cash and cash equivalents	(52)	(543)
Cash and cash equivalents at beginning of year	438	981
Cash and cash equivalents at end of year	$ 386	$ 438

Supplemental disclosure of cash flow information:		
Cash paid for interest	$ 312	$ 264
Cash paid for income taxes	$ —	$ 4
Supplemental disclosure of non-cash financing activities:		
Equipment financed under capital leases	$ 303	$ —

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

BIOANALYTICAL SYSTEMS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Amounts in thousands unless otherwise indicated)

1. DESCRIPTION OF THE BUSINESS AND BASIS OF PRESENTATION

Bioanalytical Systems, Inc. and its subsidiaries ("We," the "Company" or "BASi") engage in contract laboratory research services and other services related to pharmaceutical development. We also manufacture scientific instruments for life sciences research, which we sell with related software for use by pharmaceutical companies, universities, government research centers and medical research institutions. Our customers are located throughout the world.

During fiscal 2016 we have operated either in default of, or under forbearance arrangements with respect to, our credit agreements with Huntington National Bank ("Huntington Bank"), as more fully described under "Management's Discussion and Analysis of Financial Condition and Results of Operations – Liquidity and Capital Resources – Credit Facility." Effective October 31, 2016, we entered into a Fourth Forbearance Agreement and Fifth Amendment to Credit Agreement (the "Fourth Forbearance Agreement") with Huntington Bank. Pursuant to the Fourth Forbearance Agreement, Huntington Bank agreed to forbear from exercising its rights and remedies under the Company's credit facility and from terminating the Company's related swap agreement with respect to the Company's non-compliance with applicable financial covenants under the credit agreement and any further non-compliance with such covenants until January 31, 2017. If we are unable to refinance our indebtedness before the end of the forbearance period, and were Huntington Bank to demand payment on the outstanding debt under our credit arrangements, we would have insufficient funds to satisfy that obligation. In such case, in addition to the ability to immediately demand payment of the outstanding debt under our term loan and revolving loan, Huntington Bank would have the right to exercise its security interest, to take possession of or sell the underlying collateral, to increase interest accruing on the debt, to refrain from making additional advances under the revolving loan, and to terminate our interest rate swap. We have classified the entire term loan payable to Huntington Bank and the interest rate swap agreement with Huntington Bank as current liabilities of the Company.

2. MANAGEMENT'S PLAN

The Company's consolidated financial statements were prepared on a going concern basis, which assumes continuity of operations and realization of assets and satisfaction of liabilities in the ordinary course of business. The financial statements do not include any adjustments to reflect possible future effects on the recoverability and classification of assets and liabilities that may result in the event the Company's plans, including plans to rectify our liquidity issues, are not successful. As noted above, during fiscal 2016 we have operated either in default of, or under forbearance arrangements with respect to, our credit agreements with Huntington National Bank. During recent periods, we have

experienced depressed revenues as compared to historical levels. A significant portion of our costs are fixed. Thus, decreases in revenues lead to decreased margins, which in turn negatively impacts cash provided from operating activities. To supplement cash from operating activities, we have recently relied, and may in the future rely, on our cash balance and supplemental funds from our credit arrangements. The Company's liquidity circumstances, including the potential inability to find replacement financing, raise substantial doubt about the Company's ability to continue as a going concern, and management has and will continue to take measures to mitigate that possibility.

We cannot provide assurance that we will be able to satisfy our cash requirements from cash provided by operating activities on a go-forward basis. If our working capital needs and capital expenditure requirements exceed cash provided by operating activities, then we may again look to our cash balance and committed credit lines, if any, to satisfy those needs. The term of our Fourth Forbearance Agreement ends on January 31, 2017, after which, or sooner should we default on the Fourth Forbearance Agreement, Huntington Bank may refrain from making additional advances under our revolving loan. In addition, alternative financing sources may hesitate to enter into credit arrangements with us due in part to real and/or perceived difficulties in achieving revenue growth.

The Company's Board of Directors has directed management to seek alternatives that will enable the Company to repay its indebtedness to Huntington Bank in full upon the expiration of the forbearance period. The Company continues to pursue liquidity alternatives, including but not limited to, the potential disposition of certain of its assets and the possible sale of its West Lafayette facilities. Management has been reviewing details of all current account management and marketing programs as well as all invoicing and top line growth initiatives. Management also has been, and continues to be, actively engaged in more effectively controlling operating costs in the short-term as we strive for long term stabilization. We cannot provide assurance that we will be able to resolve our liquidity issues on satisfactory terms, or at all.

In addition, we are taking steps to strengthen our leadership team including the pursuit of a new Chief Executive Officer. Strengthening the overall leadership team represents an important step forward in the Company's continuing program to build a management team with the depth, experience and dedication to position the Company to deliver profitable growth over the long-term.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All significant inter-company accounts and transactions have been eliminated.

(b) Revenue Recognition

The majority of our bioanalytical and analytical research service contracts involve the development of analytical methods and the processing of bioanalytical samples for pharmaceutical companies and generally provide for a fixed fee for each sample processed. Revenue is recognized under the specific performance method of accounting and the related direct costs are recognized when services are performed. Our preclinical research service contracts generally consist of preclinical studies, and revenue is recognized under the proportional performance method of accounting. Revisions in profit estimates, if any, are reflected on a cumulative basis in the period in which such revisions become known. The establishment of contract prices and total contract costs involves estimates we make at the inception of the contract. These estimates could change during the term of the contract and impact the revenue and costs reported in the consolidated financial statements. Revisions to estimates have generally not been material. Research service contract fees received upon acceptance are deferred until earned, and classified within customer advances. Unbilled revenues represent revenues earned under contracts in advance of billings.

Product revenue from sales of equipment not requiring installation, testing or training is recognized upon shipment to customers. One product includes internally developed software and requires installation, testing and training, which occur concurrently. Revenue from these sales is recognized upon completion of the installation, testing and training when the services are bundled with the equipment sale.

(c) Cash Equivalents

We consider all highly liquid investments with an original maturity of three months or less when purchased to be cash equivalents. At September 30, 2016, we did not have any cash accounts that exceeded federally insured limits.

(d) Accounts Receivable

We perform periodic credit evaluations of our customers' financial conditions and generally do not require collateral on trade accounts receivable. We account for trade receivables based on the amounts billed to customers. Past due receivables are determined based on contractual terms. We do not accrue interest on any of our trade receivables. The allowance for doubtful accounts is determined by management based on our historical losses, specific customer circumstances, and general economic conditions. Periodically, management reviews accounts receivable and adjusts the allowance based on current circumstances and charges off uncollectible receivables when all attempts to collect have failed. Our allowance for doubtful accounts was $565 and $559 at September 30, 2016 and 2015, respectively. A summary of activity in our allowance for doubtful accounts is as follows:

	Fiscal year ended September 30,	
	2016	2015
Opening balance	$ 559	$ 54
Charged to expense	84	505
Accounts recovered	(25)	—
Accounts written off	(53)	—
Ending balance	$ 565	$ 559

(e) *Inventories*

Inventories are stated at the lower of cost or market using the first-in, first-out (FIFO) cost method of accounting. We evaluate inventories on a regular basis to identify inventory on hand that may be obsolete or in excess of current and future projected market demand. For inventory deemed to be obsolete, we provide a reserve. Inventory that is in excess of current and projected use is reduced by an allowance to a level that approximates the estimate of future demand. A summary of activity in our inventory obsolescence is as follows for the years ended September 30, 2016 and 2015:

	Fiscal year ended September 30,	
	2016	2015
Opening balance	$ 301	$ 299
Provision for slow moving and obsolescence	21	45
Write-off of obsolete and slow moving inventory	(34)	(43)
Closing balance	$ 288	$ 301

(f) *Property and Equipment*

We record property and equipment at cost, including interest capitalized during the period of construction of major facilities. We compute depreciation, including amortization on capital leases, using the straight-line method over the estimated useful lives of the assets, which we estimate to be: buildings and improvements, 34 to 40 years; machinery and equipment, 5 to 10 years, and office furniture and fixtures, 10 years. Expenditures for maintenance and repairs are expensed as incurred unless the life of the asset is extended beyond one year, which would qualify for asset treatment. Depreciation expense was $1,398 in fiscal 2016 and $1,402 in fiscal 2015. Property and equipment, net, as of September 30, 2016 and 2015 consisted of the following:

	2016	2015
Land and improvements	$1,043	$923

Buildings and improvements	21,943	21,347
Machinery and equipment	18,568	17,946
Office furniture and fixtures	645	640
Construction in progress	603	832
	42,802	41,688
Less: accumulated depreciation	(26,666)	(25,699)
Net property and equipment	$16,136	$15,989

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(g) Long-Lived Assets including Goodwill

Long-lived assets, such as property and equipment, and purchased intangibles subject to amortization, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated future cash flows, an impairment charge is recognized of the amount by which the carrying amount of the asset exceeds the fair value of the asset.

We carry goodwill at cost. Other intangible assets with definite lives are stated at cost and are amortized on a straight-line basis over their estimated useful lives. All intangible assets acquired that are obtained through contractual or legal right, or are capable of being separately sold, transferred, licensed, rented, or exchanged, are recognized as an asset apart from goodwill. Goodwill is not amortized.

Goodwill is tested annually for impairment and more frequently if events and circumstances indicate that the asset might be impaired. First, we can assess qualitative factors in determining whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. We elected to bypass the qualitative assessment aspect of this guidance. We proceeded directly to a two-step quantitative process. In the first step, we compare the fair value of each reporting unit, as computed primarily by present value cash flow calculations, to its book carrying value, including goodwill. We do not believe that market value is indicative of the true fair value of the Company mainly due to average daily trading volumes of less than 1%. If the fair value exceeds the carrying value, no further work is required and no impairment loss is recognized. If the carrying value exceeds the fair value, the goodwill of the reporting unit is potentially impaired and we would then complete step 2 in order to measure the impairment loss. In step 2, the implied fair value is compared to the carrying amount of the goodwill. If the implied fair value of goodwill is less than the carrying value of goodwill, we would recognize an impairment loss equal to the difference. The implied fair value is calculated by allocating the fair value of the reporting unit (as determined in step 1) to all of its assets and liabilities (including unrecognized intangible assets) and any excess in fair value that is not assigned to the assets and liabilities is the implied fair value of goodwill.

The discount rate, gross margin and sales growth rates are material assumptions utilized in our calculations of the present value cash flows used to estimate the fair value of the reporting units when performing the annual goodwill impairment test. Our reporting units with goodwill at September 30, 2015 were bioanalytical services and preclinical services, which are both included in our Services segment, based on the discrete financial information available which is reviewed by management. We utilize a cash flow approach in estimating the fair value of the reporting units, where the discount rate reflects a weighted average cost of capital rate. The cash flow model used to derive fair value is sensitive to the discount rate and sales growth assumptions used.

We performed our annual goodwill impairment test for all reporting units mentioned above at September 30, 2016. There was no indication of impairment for the Preclinical Services reporting unit as of September 30, 2016. The estimated fair value of our Bioanalytical Services reporting unit was less than its related book value and we determined that its goodwill balance was impaired. This was a result of the rates of growth, earnings and cash flow expectations for future performance that were below the Company's previous projections. In late fiscal 2015, we began to experience a declining revenue pattern resulting from a smaller percentage of quotes accepted in this reporting unit due in part to staff turnover in our Business Development group that we were unable to reverse in fiscal 2016. Accordingly, step two of the goodwill impairment test was completed for the Bioanalytical Services reporting unit which resulted in an impairment charge totaling $971 in the fourth quarter of fiscal 2016.

Considerable management judgment is necessary to evaluate the impact of operating and macroeconomic changes and to estimate future cash flows. Assumptions used in our impairment evaluations, such as forecasted sales growth rates and our cost of capital or discount rate, are based on the best available market information. Changes in these estimates or a continued decline in general economic conditions could change our conclusion regarding an impairment of goodwill and potentially result in a non-cash impairment loss in a future period. The assumptions used in our impairment testing could be adversely affected by certain risks. There have been no significant events since the timing of our impairment tests that would have triggered additional impairment testing.

At September 30, 2016 the remaining recorded goodwill was $38 compared to $1,009 at September 30, 2015. The changes in the carrying amount of goodwill for the year ended September 30, 2016, are as follows:

	Bioanalytical Services	Preclinical Services	Total
Balance as of October 1, 2015	$ 971	$ 38	$1,009
Impairment loss	(971)	-	(971)
Balance as of September 30, 2016	$ -	$ 38	$38

We amortize costs of patents and licenses, which are included in other assets on the Consolidated Balance Sheets. For the fiscal years ended September 30, 2016 and 2015, the amortization expense associated with these was $5 and $7, respectively.

(h) Advertising Expense

We expense advertising costs as incurred. Advertising expense was $14 and $16 for the years ended September 30, 2016 and 2015, respectively.

(i) Stock-Based Compensation

We have a stock-based employee compensation plan and a stock-based employee and outside director compensation plan, which are described more fully in Note 10. All options granted under these plans have an exercise price equal to the market value of the underlying common shares on the date of grant. We expense the estimated fair value of stock options over the vesting periods of the grants. Our policy is to recognize expense for awards subject to graded vesting using the straight-line attribution method, reduced for estimated forfeitures.

We use a binomial option-pricing model as our method of valuation for share-based awards, requiring us to make certain assumptions about the future, which are more fully described in Note 10.

(j) Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry-forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. We record valuation allowances based on a determination of the expected realization of tax assets.

We may recognize the tax benefit from an uncertain tax position only if it is more likely than not to be sustained upon examination based on the technical merits of the position. The amount of the accrual for which an exposure exists is measured as the largest amount of benefit determined on a cumulative probability basis that we believe is more likely than not to be realized upon settlement of the position.

We record interest and penalties accrued in relation to uncertain income tax positions as a component of income tax expense. Any changes in the liability for uncertain tax positions would impact our effective tax rate. We do not expect the total amount of unrecognized tax benefits to significantly change in the next twelve months.

(k) Fair Value of Financial Instruments

The provisions of the Fair Value Measurements and Disclosure Topic defines fair value, establishes a consistent framework for measuring fair value and provides the disclosure requirements about fair value measurements. This Topic also establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs that market participants would use in pricing the asset or liability developed based on market data obtained from sources independent of the Company. Unobservable inputs are inputs that reflect the Company's judgment about the assumptions market participants would use in pricing the asset or liability based on the best information available in the circumstances. The hierarchy is broken down into three levels based on the inputs as follows:

- Level 1 – Valuations based on quoted prices for identical assets or liabilities in active markets that the Company has the ability to access.

- Level 2 – Valuations based on quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.

- Level 3 – Valuations based on inputs that are unobservable and significant to the overall fair value measurement.

In May 2011, we issued Class A and B Warrants that are measured at fair value on a recurring basis. We recorded these warrants as a liability determining the fair value at inception on May 11, 2011. Subsequent quarterly fair value measurements, using the Black Scholes model which is considered a level 2 measurement, are calculated with fair value changes charged to the statement of operations and comprehensive income (loss). Class B Warrants expired in May 2012 and the liability was reduced to zero. Class A Warrants expired in May 2016 and the liability was reduced to zero. The assumptions used to compute the fair value of the Class A Warrants at September 30, 2015 was as follows:

	September 30, 2015	
Risk-free interest rate	0.14	%
Dividend yield	0.00	%
Volatility of the Company's common shares	65.03	%
Expected life of the warrants (years)	0.6	
Fair value per unit	$ 0.236	

The carrying amounts for cash and cash equivalents, accounts receivable, inventories, prepaid expenses and other assets, accounts payable and other accruals approximate their fair values because of their nature and respective duration. The carrying value of the credit facility entered into in fiscal 2014 approximates fair value due to the variable nature of the interest rates.

We use an interest rate swap, designated as a hedge, to fix 60% of the debt from our Huntington credit facility. We did not enter into this derivative transaction to speculate on interest rates, but to hedge interest rate risk. The swap is recognized on the balance sheet at its fair value. The fair value is determined utilizing a cash flow model that takes into consideration interest rates and other inputs observable in the market from similar types of instruments, and is therefore considered a level 2 measurement.

The following table summarizes fair value measurements by level as of September 30, 2016, for the Company’s financial liabilities measured at fair value on a recurring basis:

	Level 1	Level 2	Level 3
Interest rate swap agreement	$ -	$ 35	$ -
Class A warrant liability	$ -	$ -	$ -

The following table summarizes fair value measurements by level as of September 30, 2015, for the Company's financial liabilities measured at fair value on a recurring basis:

	Level 1	Level 2	Level 3
Interest rate swap agreement	$ -	$ 50	$ -
Class A warrant liability	$ -	$ 189	$ -

(l) *Use of Estimates*

The preparation of financial statements in conformity with generally accepted accounting principles requires us to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Significant estimates as part of the issuance of these consolidated financial statements include but are not limited to the determination of fair values, allowance for doubtful accounts, inventory obsolescence, deferred tax valuations, depreciation, impairment charges and stock compensation. Our actual results could differ from those estimates.

(m) *Research and Development*

In fiscal 2016 and 2015, we incurred $496 and $715, respectively, on research and development. Separate from our contract research services business, we maintain applications research and development to enhance our products business. We expense research and development costs as incurred.

(n) *Interest Rate Swap*

The Company uses an interest rate swap designated as a cash flow hedge to fix 60% of the Huntington debt due to mitigate changes in interest rates. The changes in the fair value of the interest rate swap are recorded in Accumulated Other Comprehensive Income (AOCI) to the extent effective. We assess on an ongoing basis whether the derivative that is used in the hedging transaction is highly effective in offsetting changes in cash flows of the hedged debt. The terms of the interest rate swap match the terms of the underlying debt resulting in no ineffectiveness. When we determine that a derivative is not highly effective as a hedge, hedge accounting is discontinued and we reclassify gains or losses that were accumulated in AOCI to other income (expense), net on the Condensed Consolidated Statements of Operations and Comprehensive (Loss) Income. The balance in AOCI at September 30, 2016 and 2015 was ($35) and $53, respectively.

(o) *Debt issuance costs*

The Company capitalizes costs associated with the issuance of debt and amortizes them as additional interest expense over the lives of the debt on a straight-line basis, which approximates the effective interest method. The Company believes the difference between the straight-line basis and the effective interest method is not material to the consolidated financial statements. Upon prepayment of the related debt, the Company accelerates the recognition of an appropriate amount of the costs as refinancing or extinguishment of debt.

(p) *Reclassifications*

Certain amounts in the fiscal 2015 consolidated financial statements have been reclassified to conform to the fiscal 2016 presentation without affecting previously reported net income or stockholders' equity.

(q) New Accounting Pronouncements

Effective October 1, 2018, the Company will be required to adopt the new guidance of ASC Topic 606, Revenue from Contracts with Customers (Topic 606), which will supersede the revenue recognition requirements in ASC Topic 605, Revenue Recognition. Topic 606 requires the Company to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The new guidance requires the Company to apply the following steps: (1) identify the contract with a customer; (2) identify the performance obligations in the contract; (3) determine the transaction price; (4) allocate the transaction price to the performance obligations in the contract; and (5) recognize revenue when, or as, the Company satisfies a performance obligation. The Company will be required to adopt Topic 606 either on a full retrospective basis to each prior reporting period presented or on a modified retrospective basis with the cumulative effect of initially applying the new guidance recognized at the date of initial application. If the Company elects the modified retrospective approach, it will be required to provide additional disclosures of the amount by which each financial statement line item is affected in the current reporting period, as compared to the guidance that was in effect before the change, and an explanation of the reasons for significant changes. The Company has not yet assessed the impact of the new guidance on its consolidated financial statements.

In August 2014, the FASB issued new guidance in Accounting Standards Update (ASU) No. 2014-15, “Presentation of Financial Statements – Going Concern (Subtopic 205-40).” The update provides guidance regarding management’s responsibility to evaluate whether there is substantial doubt about an entity’s ability to continue as a going concern and to provide related footnote disclosures. The Company is required to adopt the guidance in the first quarter of fiscal 2017. We are currently evaluating the impact that this guidance will have on our consolidated financial statements.

In November 2014, the FASB issued new guidance in ASU No. 2014-16, “Derivatives and Hedging (Topic 815) – Determining whether the host contract in a hybrid financial instrument issued in the form of a share is more akin to debt or to equity.” The guidance clarifies how current GAAP should be interpreted in subjectively evaluating the economic characteristics and risks of a host contract in a hybrid financial instrument that is issued in the form of a share. The Company adopted this guidance with no material effect on the consolidated financial statements.

In February 2015, the FASB amended guidance in ASU No. 2015-02, “Consolidation Topic 810.” The guidance made certain targeted revisions to various area of the consolidation guidance, including the determination of the primary beneficiary of an entity, among others. The Company adopted this guidance with no material effect on the consolidated financial statements.

In April 2015, the FASB amended the existing accounting standards for imputation of interest. The amendments require that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. The recognition and measurement guidance for debt issuance costs are not affected by these amendments. The Company is required to

adopt the guidance in the first quarter of fiscal 2017. Early adoption is permitted. The amendments should be applied retrospectively with the adjusted balance sheet of each individual period presented, in order to reflect the period-specific effects of applying the new guidance. The effect of adopting this guidance will be to reclass $10 of debt issuance costs at September 30, 2016 to current portion of long-term debt on the consolidated balance sheet. In July 2015, the FASB issued an amendment to the accounting guidance related to the measurement of inventory. The amendment revises inventory to be measured at lower of cost and net realizable value from lower of cost or market. Subsequent measurement is unchanged for inventory measured using last-in, first-out (LIFO) or the retail inventory method. This guidance will be effective prospectively for the first quarter of fiscal 2018, with early application permitted. We are currently evaluating the impact that this guidance will have on our consolidated financial statements.

In February 2016, the FASB issued updated guidance on leases which, for operating leases, requires a lessee to recognize a right-of-use asset and a lease liability, initially measured at the present value of the lease payments, in its balance sheet. The standard also requires a lessee to recognize a single lease cost, calculated so that the cost of the lease is allocated over the lease term, on a generally straight-line basis. The guidance is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years, with earlier application permitted. We are currently evaluating the effects of the adoption and have not yet determined the impact the revised guidance will have on our consolidated financial statements and related disclosures.

4. SALE OF PREFERRED SHARES AND WARRANTS (not in thousands)

On May 11, 2011, we completed a registered public offering of 5,506 units at a price of $1,000 per unit. Each unit consisted of one 6% Series A convertible preferred share which is convertible into 500 common shares, one Class A Warrant to purchase 250 common shares at an exercise price of $2.00 per share, and one Class B Warrant to purchase 250 common shares at an exercise price of $2.00 per share. The Class B Warrants expired in May, 2012 and the liability was reduced to zero and the Class A Warrants expired in May, 2016 and the liability was reduced to zero.

The Series A preferred shares were valued using the common shares available upon conversion of all preferred shares of 2,753,000 and the closing market price of our stock on May 11, 2011 of $1.86. As of September 30, 2016, 4,321 preferred shares have been converted into 2,564,108 common shares and 217,366 common shares have been issued for quarterly preferred dividends for remaining outstanding, unconverted preferred shares. As of September 30, 2016, 577,897 warrants have been exercised. At September 30, 2016, 1,185 preferred shares remained outstanding. All dividends have been paid according to the agreement.

The following table summarizes the change in the estimated fair value of the Company’s Class A warrants as of September 30 (in thousands):

	2016	2015
Balance at beginning of year	$189	$676
Fair value of Class A warrants exercised	—	—
Decrease in fair value of Class A warrants	(189)	(487)
Balance at end of year	$—	$189

For the years ended September 30, 2016 and 2015, the Company recognized income of $189 and $487, respectively, due to the change in the estimated fair value of the Company’s warrants. This income was recorded as a decrease in fair value of warrant liability on the Company’s consolidated statements of operations and comprehensive income (loss) for the respective periods.

5. INCOME (LOSS) PER SHARE

We compute basic income (loss) per share using the weighted average number of common shares outstanding. The Company has two categories of dilutive potential common shares: the Series A preferred shares issued in May 2011 in connection with the registered direct offering and shares issuable upon exercise of options. We compute diluted earnings per share using the if-converted method for preferred stock and the treasury stock method for stock options, respectively. Shares issuable upon exercise of 209 vested options and 592 common shares issuable upon conversion of

preferred shares were not considered in computing diluted income (loss) per share for the year ended September 30, 2016, because they were anti-dilutive.

The following table reconciles our computation of basic net income (loss) per share to diluted net income (loss) per share:

	Years Ended September 30,	
	2016	2015
Basic net income (loss) per share:		
Net (loss) income applicable to common shareholders	$ (3,230)	$ 1,099
Weighted average common shares outstanding	8,107	8,084
Basic net (loss) income per share	$ (0.40)	$ 0.14
Diluted net income (loss) per share:		
Net (loss) income applicable to common shareholders	$ (3,230)	$ 1,099
Change in fair value of warrant liability	—	(487)
Diluted net (loss) income applicable to common shareholders	$ (3,230)	$ 612
Weighted average common shares outstanding	8,107	8,084
Plus: Incremental shares from assumed conversions:		
Series A preferred shares	—	593
Class A warrants	—	4
Dilutive stock options/shares	—	110
Diluted weighted average common shares outstanding	8,107	8,791
Diluted net (loss) income per share	$ (0.40)	$ 0.07

6. INVENTORIES

Inventories at September 30 consisted of the following:

	2016	2015
Raw materials	$1,190	$1,112
Work in progress	267	247
Finished goods	284	408
	$1,741	$1,767
Obsolescence reserve	(288)	(301)
	$1,453	$1,466

7. LEASE ARRANGEMENTS

The total amount of equipment capitalized under capital lease obligations as of September 30, 2016 and 2015 was $6,195 and $5,892, respectively. Accumulated amortization on capital leases at September 30, 2016 and 2015 was $5,880 and $5,623, respectively. Amortization of assets acquired through capital leases is included in depreciation expense.

In fiscal 2016, we had two new capital lease additions of $303 for laboratory software at our West Lafayette facility. Future minimum lease payments on capital leases at September 30, 2016 for the next five years are as follows:

	Principal	Interest	Total
2017	$ 126	$ 14	$140
2018	128	7	135
2019	70	1	71
2020	—	—	—
2021	—	—	—
	$ 324	$ 22	$346

We lease office space and equipment under non-cancelable operating leases that terminate at various dates through 2019. Certain of these leases contain renewal options. Total rental expense under these leases was $96 and $82 in fiscal 2016 and 2015, respectively. The UK building lease discussed in Note 13 expires in 2023 but includes an opt out provision after 7 years, which occurred in our fourth fiscal quarter of 2015 and was exercised.

Future minimum lease payments, exclusive of rent related to the UK restructuring discussed in Note 13, for the following fiscal years under operating leases at September 30, 2016 are as follows:

2017	$13
2018	12
2019	12
2020	11
2021	8
	$56

We lease a portion of our headquarters' building in West Lafayette, Indiana to Cook Biotech, Inc. (Tenant) as part of the Lease Agreement signed in January 2015. The Lease Agreement has an initial term ending December 31, 2024 with escalating rents each year. The Tenant took full possession of the space on May 1, 2015. We recognize the escalating rents on a straight-line basis as a reduction to general and administrative expenses on the Consolidated Statements of Operations and Comprehensive Income (Loss) and lease rent receivable on the Consolidated Balance Sheets. The cash rent received is recorded to the customer account and as a reduction to the other accounts receivable on the Consolidated Balance Sheets. The variance between the straight line rents recognized and the actual cash rents received will net to zero in other accounts receivable by the end of the agreement on December 31, 2024. As of September 30, 2016, the rents recognized amounted to $901 and cash rent received amounted to $850. Future rental income recognized and cash rents received for the next five years are as follows:

	Straight line rents to be recognized	Cash rent to be received
2017	$ 636	$ 600
2018	636	609
2019	636	621
2020	636	633
2021	636	646
	$ 3,180	$ 3,109

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8. DEBT ARRANGEMENTS

Long-term debt consisted of the following at September 30:

	2016	2015
Term loan payable to a bank, payable in monthly principal installments of $65. Interest is variable at LIBOR plus 325 basis points, which was 3.4 % at September 30, 2016. Collateralized by underlying property. Due January 31, 2017.	$3,666	$4,452
Less: Current portion	3,666	786
Long term total	$—	$3,666

Cash interest payments of $312 and $264 were made in 2016 and 2015, respectively. The following table summarizes the annual principal payments under our term loan:

	2017	2018	2019	2020	Total
Term loan	$3,666	$ —	$ —	$ —	$3,666

Credit Facility

On May 14, 2014, we entered into a Credit Agreement with Huntington Bank, which was subsequently amended on May 14, 2015 (“Agreement”). The Agreement includes both a term loan and a revolving loan and is secured by mortgages on our facilities in West Lafayette and Evansville, Indiana and liens on our personal property. As of December 31, 2015, we were not in compliance with certain financial covenants of the Agreement, and during fiscal 2016 we have operated either in default of, or under forbearance arrangements with respect to, the Agreement.

On April 27, 2016, the Company entered into a Forbearance Agreement and Second Amendment to Credit Agreement (“Forbearance Agreement”) with Huntington Bank and on July 1, 2016, the Company entered into a Second Forbearance Agreement and Third Amendment to Credit Agreement (“Second Forbearance Agreement”) with Huntington Bank. As of June 30, 2016, the Company was not in compliance with an additional financial covenant under the Second Forbearance Agreement, resulting in termination of the forbearance period thereunder. On September 30, 2016, the Company entered into a Third Forbearance Agreement and Fourth Amendment to Credit Agreement with Huntington Bank (“Third Forbearance Agreement”) and on October 31, 2016, the Company entered

into a Fourth Forbearance Agreement and Fifth Amendment to Credit Agreement ("Fourth Forbearance Agreement") with Huntington Bank. Subject to the conditions set forth in the Fourth Forbearance Agreement, Huntington Bank has agreed to continue to forbear from exercising its rights and remedies under the Agreement and from terminating the Company's related swap agreement with respect to the Company's non-compliance with applicable financial covenants under the Agreement and any further non-compliance with such covenants during a forbearance period ending January 31, 2017 and to continue to make advances under the Agreement.

In exchange for Huntington Bank's agreement to continue to forbear from exercising its rights and remedies under the Agreement, the Company has agreed to, among other things: (i) amend the maturity dates for the term and revolving loans under the Agreement to January 31, 2017, (ii) take commercially reasonable efforts to obtain funds sufficient to repay the indebtedness in full upon the expiration of the forbearance period, (iii) provide to Huntington Bank certain cash flow forecasts and other financial information, (iv) comply with a minimum cash flow covenant, and (v) continue to engage the services of the Company's financial consultant and cause the financial consultant to provide Huntington Bank such information regarding its efforts as Huntington Bank reasonably requests. As required under the Fourth Forbearance Agreement, the Company's Board of Directors has directed management to seek alternatives that will enable the Company to repay its indebtedness to Huntington Bank in full upon the expiration of the current forbearance period.

The Fourth Forbearance Agreement provides for immediate termination of the forbearance period upon the occurrence of, among other events, the failure of the Company to perform, observe or comply with the terms of the Fourth Forbearance Agreement. The available remedies in the event of a default by the Company include among others, the ability to accelerate and immediately demand payment of the outstanding debt under our term loan and revolving loan, to exercise on the security interest, to take possession of or sell the underlying collateral, to refrain from making additional advances under the revolving loan, to increase interest accruing on the debt by five percent (5%) per annum over the otherwise applicable rate effective after receipt of written notice from Huntington Bank, and to terminate our interest rate swap.

The term loan bears interest at LIBOR plus 325 basis points with monthly principal payments of approximately $65 plus interest. We have made all required principal payments on the term loan. The balance on the term loan at September 30, 2016 and September 30, 2015 was $3,666 and $4,452, respectively. The revolving loan for $2,000 bears interest at LIBOR plus 300 basis points with interest paid monthly. The revolving loan also carries a facility fee of .25%, paid quarterly, for the unused portion of the revolving loan. The revolving loan includes an annual clean-up provision that requires the Company to maintain a balance of not more than 20% of the maximum loan of $2,000 for a period of 30 days in any 12 month period while the revolving loan is outstanding. The revolving loan balance was $1,358 and $86 at September 30, 2016 and September 30, 2015, respectively.

Were Huntington Bank to demand payment of the outstanding debt (whether at or, in the case of a default of the Fourth Forbearance Agreement, prior to the scheduled maturity of the loans on January 31, 2017), we would currently have insufficient funds to satisfy that obligation, and the bank’s exercise of alternative remedies could also have a material adverse effect on our operations and financial condition. As an example, in recent periods we have drawn on our revolving facility to supplement cash from operations. Should cash from operating activities remain insufficient to cover expenses and if Huntington Bank determines to refrain from making additional advances under the revolving facility, we may not have the requisite funds to continue operations.

We cannot provide assurance that we will be able to complete initiatives to refinance our indebtedness or otherwise resolve our liquidity issues. If we are unable to execute on our initiatives, we may have insufficient funds to both satisfy our debt obligations and operate our business.

We incurred $134 of costs in connection with the issuance of the credit facility. These costs were capitalized and were being amortized to interest expense on a straight-line basis over five years based on the contractual term of the credit facility. In connection with the Forbearance Agreement, we escalated the recognition of the remaining $94 from the original issuance costs to interest expense and incurred $41 of additional costs which were amortized during the third fiscal quarter of 2016, or the period covered by the Forbearance Agreement. We incurred $18 of costs which were amortized during the fourth fiscal quarter of 2016 from the Second Forbearance Agreement. We incurred $10 of costs on September 30, 2016 related to the Third Forbearance that will be amortized in the first quarter of fiscal 2017. For the fiscal years ended September 30, 2016 and 2015, we amortized $153 and $28, respectively, into interest expense on the consolidated statements of operations and comprehensive (loss) income. These noncash charges are included in

depreciation and amortization on the consolidated statements of cash flows. As of September 30, 2016 and September 30, 2015, the unamortized portion of debt issuance costs related to the credit facility was $10 and $94, respectively, and was included in Debt issue costs, net on the consolidated balance sheets.

Interest Rate Swap

We entered into an interest rate swap agreement with respect to the above loans to fix the interest rate with respect to 60% of the value of the term loan at approximately 5.0%. We entered into this interest rate swap agreement to hedge interest rate risk of the related debt obligation and not to speculate on interest rates. The changes in the fair value of the interest rate swap are recorded in Accumulated Other Comprehensive Income (“AOCI”) to the extent effective. We assess on an ongoing basis whether the derivative that is used in the hedging transaction is highly effective in offsetting changes in cash flows of the hedged debt. The Fourth Forbearance Agreement amended the terms of the interest rate swap to match the terms of the underlying debt resulting in no ineffectiveness.

9. INCOME TAXES

Significant components of our deferred tax assets and liabilities as of September 30 are as follows:

	2016	2015
Deferred tax assets:		
Inventory	$209	$191
Accrued compensation and vacation	90	120
Accrued expenses and other	427	457
Domestic net operating loss carryforwards	5,365	4,449
Stock compensation expense	19	20
AMT credit carryover	55	75
Total deferred tax assets	6,165	5,312
Deferred tax liabilities:		
Prepaid expenses	(64)	(91)
Unrealized gain/loss - warrant liability	—	(376)
Basis difference for fixed assets	(412)	(352)
Total deferred tax liabilities	(476)	(819)
Total net deferred tax assets	5,689	4,493
Valuation allowance for net deferred tax assets	(5,689)	(4,493)
Net deferred tax asset (liability)	$—	$—

Significant components of the provision (benefit) for income taxes are as follows as of the year ended September 30:

	2016	2015
Current:		
Federal	$(20)	$ 16
State and local	6	(1)
Deferred:		
Federal	—	—
State and local	—	—
Income tax expense	$(14)	$ 15

The effective income tax rate on continuing operations varied from the statutory federal income tax rate as follows:

	2016	2015
Federal statutory income tax rate	34.0 %	34.0 %
Increases (decreases):		
State and local income taxes, net of Federal tax benefit, if applicable	(0.1)%	0.0 %
Nondeductible goodwill impairment	(10.2)%	0.0 %
Other nondeductible expenses	(0.8)%	3.1 %
Valuation allowance changes	(22.5)%	(35.7)%
Effective income tax rate	0.4 %	1.4 %

In the current year, an impairment of goodwill in the amount of $971 was recorded that was not deductible for tax purposes. Therefore, no tax benefit was recorded.

Realization of deferred tax assets associated with the net operating loss carryforward and credit carryforward is dependent upon generating sufficient taxable income prior to their expiration. The valuation allowance for our domestic operations in fiscal 2016 and 2015 was $5,689 and $4,493, respectively. Payments made in fiscal 2016 and 2015 for income taxes amounted to $3 and $4, respectively.

At September 30, 2016, we had domestic net operating loss carryforwards of approximately $13,348 for federal and $17,944 for state, which expire from September 30, 2016 through 2030. Further, we have an alternative minimum tax credit carryforward of approximately $55 available to offset future federal income taxes. This credit has an unlimited carryforward period.

We may recognize the tax benefit from an uncertain tax position only if it more likely than not to be sustained upon regulatory examination based on the technical merits of the position. The amount of the benefit for which an exposure exists is measured as the largest amount of benefit determined on a cumulative probability basis that we believe is more likely than not to be realized upon ultimate settlement of the position. At September 30, 2016 and 2015, a $16 liability remained for other uncertain income tax positions.

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

	2016	2015
Balance at beginning of year	$ 16	$ 16
Additions based on tax positions related to the current year	-	-
Additions for tax positions or prior years	-	-
Reductions for tax positions of prior years	-	-
Settlements	-	-
Balance at end of year	$ 16	$ 16

As noted in the table above, there has been no change in our gross uncertain tax positions during fiscal 2016 based on a state tax position.

We are no longer subject to U.S. federal tax examinations for years before 2012 or state and local for years before 2011, with limited exceptions. For federal purposes, the tax attributes carried forward could be adjusted through the

examination process and are subject to examination 3 years from the date of utilization.

We have assessed the application of Internal Revenue Code Section 382 regarding certain limitations on the future usage of net operating losses. No limitation applies as of September 30, 2016, and we will continue to monitor activities in the future.

10.STOCK-BASED COMPENSATION

Summary of Stock Option Plans and Activity

In March 2008, our shareholders approved the 2008 Stock Option Plan (the “Plan”) to replace the 1997 Outside Director Stock Option Plan and the 1997 Employee Stock Option Plan. Future common shares will be granted from the 2008 Stock Option Plan. The purpose of the Plan is to promote our long-term interests by providing a means of attracting and retaining officers, directors and key employees. The Compensation Committee administers the Plan and approves the particular officers, directors or employees eligible for grants. Under the Plan, employees are granted the option to purchase our common shares at fair market value on the date of the grant. Generally, options granted vest and become exercisable in four equal installments commencing one year from date of grant and expire upon the earlier of the employee’s termination of employment with us, or ten years from the date of grant. The Plan terminates in fiscal 2018. The maximum number of common shares that may be granted under the Plan is 500 shares. At September 30, 2016, 228 shares remained available for grants under the Plan.

The Compensation Committee has also issued non-qualified stock option grants with vesting periods different from the Plan. As of September 30, 2016 and 2015, total non-qualified stock options outstanding were 15 and 30, respectively.

The weighted-average assumptions used to compute the fair value of options granted for the fiscal years ended September 30 were as follows:

	2016	2015
Risk-free interest rate	1.58%	2.15%
Dividend yield	0.00%	0.00%
Volatility of the expected market price of the Company's common shares	97.5%-97.5%	95.70%-100.10%
Expected life of the options (years)	8.0	8.0

A summary of our stock option activity for all options and related information for the years ended September 30, 2016 and 2015, respectively, is as follows (in thousands except for share prices):

	Options (shares)	Weighted-Average Exercise Price	Weighted-Average Grant Date Fair Value	Weighted-Average Remaining Contractual Life	Aggregate Intrinsic Value
Outstanding - October 1, 2014	426	$ 1.83			
Exercised	(128)	$ 1.38	$ 1.12		
Granted	65	$ 2.07	$ 1.72		
Terminated	(44)	$ 4.23			
Outstanding - September 30, 2015	319	$ 1.73	$ 1.38		
Outstanding - October 1, 2015	319	$ 1.73			
Exercised	(3)	$ 1.14	$ 0.95		
Granted	10	$ 0.94	$ 0.79		
Terminated	(64)	$ 1.49			
Outstanding - September 30, 2016	262	$ 1.76	$ 1.39	6.4	$ 11
Exercisable at September 30, 2016	209	$ 1.75	$ 1.36	5.8	$ 9

The aggregate intrinsic value is the product of the total options outstanding and the net positive difference of our common share price on September 30, 2016 and the options’ exercise price.

As of September 30, 2016, our total unrecognized compensation cost related to non-vested stock options was $68 and is expected to be recognized over a weighted-average service period of 1.4 years. As of September 30, 2016, there are 15 shares underlying outstanding options that were granted outside of the Plan. Stock-based compensation expense for employee stock options for the years ended September 30, 2016 and 2015 was $45 and $79, respectively.

The following table summarizes outstanding and exercisable options as of September 30, 2016 (in thousands except per share amounts):

Range of Exercise Prices	Shares Outstanding	Weighted average Remaining Contractual Life (Yrs)	Weighted average Exercise Price	Shares Exercisable	Weighted average Exercise Price
$0.79 - $1.50	146	5.85	$ 1.20	136	$ 1.22
$1.51 - $4.00	100	7.83	$ 2.04	57	$ 2.05
$4.01 - $8.79	16	1.93	$ 5.09	16	$ 5.09

11. RETIREMENT PLAN

We have a 401(k) Retirement Plan (the "Plan") covering all employees over twenty-one years of age with at least one year of service. Under the terms of the Plan, we match 50% of the first 6% of the employee contribution. The Plan also includes provisions for various contributions which may be instituted at the discretion of the Board of Directors. The contribution made by the participant may not exceed 30% of the participant's annual wages. Contribution expense was $169 and $152 in fiscal 2016 and 2015, respectively.

12. SEGMENT INFORMATION

We operate in two principal segments – contract research services and research products. Our Services segment provides research and development support on a contract basis directly to pharmaceutical companies. Our Products segment provides liquid chromatography, electrochemical and physiological monitoring products to pharmaceutical companies, universities, government research centers, and medical research institutions. We evaluate performance and allocate resources based on these segments. Certain of our assets are not directly attributable to the Services or Products segments. These assets are grouped into the Corporate segment and include cash and cash equivalents, deferred income taxes, refundable income taxes, debt issue costs and certain other assets. We do not allocate such items to the principal segments because they are not used to evaluate their financial position. The accounting policies of these segments are the same as those described in the summary of significant accounting policies.

(a) Operating Segments

	Years Ended September 30,	
	2016	2015
Revenue:		
Services	$ 15,924	$ 17,768
Products	4,517	4,930
	$ 20,441	$ 22,698
Operating (loss) income:		
Services	$ (1,576)	$ 889
Products	(1,464)	20
	$ (3,040)	$ 909
Interest Expense	(399)	(287)
Decrease in fair value of warrant liability	189	487
Other income	6	5
Income (loss) before income taxes	$ (3,244)	$ 1,114

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	Years Ended September 30,	
	2016	2015
Identifiable assets:		
Services	$12,413	$14,709
Products	5,562	5,821
Corporate	3,164	3,285
	$21,139	$23,815
Goodwill, net:		
Services	$38	$1,009
Products	—	—
	$38	$1,009

	Years Ended September 30,	
	2016	2015
Depreciation and amortization:		
Services	$1,242	$1,228
Products	314	209
	$1,556	$1,437
Capital expenditures:		
Services	$945	$1,073
Products	311	394
	$1,256	$1,467

(b) Geographic Information

	Years Ended September 30,	
	2016	2015
Sales to External Customers:		
United States	$ 18,385	$ 19,732
Other North America	297	1,099
Pacific Rim	1,148	646
Europe	447	908
Other	164	313
	$ 20,441	$ 22,698
Long-lived Assets:		
United States	$ 16,211	$ 17,124
	$ 16,211	$ 17,124

(c) Major Customers

In fiscal 2016, our Services group continued its presence at several important existing customers. In fiscal 2016, one customer accounted for approximately 14.0% of total sales and 13.2% of total trade accounts receivable at September 30, 2016. In fiscal 2015, this customer accounted for approximately 4.0% of total sales and 19.4% of total trade accounts receivable at September 30, 2015. The customer discussed is included in our Services segment. There can be no assurance that our business will move away from dependence upon a limited number of customer relationships.

13. RESTRUCTURING

In March 2012, we announced a plan to restructure our bioanalytical laboratory operations. We consolidated our laboratory in McMinnville, Oregon into our 120,000 square foot headquarters facility in West Lafayette, Indiana and closed our facility and bioanalytical laboratory in Warwickshire, United Kingdom. We continue to sell our products globally while further consolidating delivery of our CRO services into our Indiana locations.

We reserved for lease payments at the cease use date for our UK facility and have considered free rent, sublease rentals and the number of days it would take to restore the space to its original condition prior to our improvements. In the first quarter of fiscal 2013, we began amortizing into general and administrative expense, equally through the cease use date, the estimated rent income of $200 when the reserve was originally established. We have been unsuccessful at subleasing the facility. Based on these matters, we have a $1,000 reserve for UK lease related costs at September 30, 2016 and 2015. We do not expect to accrue additional amounts past fiscal 2016. We have previously communicated with the landlord regarding the nature and timing of rent under the lease. The full restructuring reserve is classified as a current liability on the Consolidated Balance Sheets because the full amount is due and payable. The UK building lease expires in 2023 but includes an opt out provision after 7 years, which occurred in the fourth quarter of fiscal 2015 and was exercised.

Other costs of $117 have been accrued for legal and professional fees and other costs estimated to be incurred in connection with transitioning services from sites being closed as well as costs incurred to remove improvements previously made to the UK facility. In fiscal 2015, all related investments in the UK operations were written off.

14. SELF-INSURANCE

The Company is self-insured for certain costs related to its employee health plan. Costs resulting from noninsured losses are charged to income when incurred. The Company has purchased insurance which limits its exposure for individual claims to approximately $75 and has an aggregating specific deductible of $85 at September 30, 2016. The Company's expense related to the plan was $1,531 and $871 for the years ended September 30, 2016 and 2015. In order to better control health costs in fiscal 2017, the Company is moving to a fully-insured health plan, minimizing the claim spikes we experienced in fiscal 2016.

15. MEDIATION

In the third quarter of fiscal 2015, the Company received $640 in cash through a mediated settlement, net of legal expenses of $35 for the year ended September 30, 2015. The settlement fully resolved the Company's dispute with a service provider with whom we no longer do business. This settlement and related legal expenses were recorded in operating expenses as mediation settlement, net, on the consolidated statements of operations and comprehensive income (loss).

16. RELATED-PARTY TRANSACTIONS

The Company entered into a consulting agreement with a shareholder during fiscal 2016. The Company incurred consulting fees and reimbursed travel costs of $31 for the year ended September 30, 2016. The agreement was

terminated on good terms on June 1, 2016.

17. SUBSEQUENT EVENT

In connection with our former Chief Executive Officer and President’s resignation in November 2016, her attorney provided a letter to Company’s counsel, which indicates that she believes her resignation to be for "good reason" under the terms of her employment agreement and her expectation of severance compensation commensurate therewith. The Company disagrees with the characterization of the events set forth in the letter, and disagrees that our former Chief Executive Officer and President has met the requirements under her employment agreement to resign for "good reason." Nonetheless, costs incurred to resolve this matter and any severance compensation the Company becomes obligated, or otherwise determines, to pay, could have a material adverse effect on our financial condition.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders

Bioanalytical Systems, Inc.

We have audited the accompanying consolidated balance sheets of Bioanalytical Systems, Inc. as of September 30, 2016 and 2015, and the related consolidated statements of operations and comprehensive income (loss), stockholders' equity, and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Bioanalytical Systems, Inc. as of September 30, 2016 and 2015, and the results of its operations and its cash flows for the years then ended, in conformity with U.S. generally accepted accounting principles.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the financial statements, the Company is operating under forbearance arrangements with respect to its credit agreements, and has not been able to secure adequate alternative financing. In addition, the Company has current liabilities in excess of its current assets. This raises substantial doubt about the Company's ability to continue as a going concern. Management's plans in regard to these matters also are described in Note 2. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ RSM US LLP

Indianapolis, Indiana
December 28, 2016

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

None.

ITEM 9A – CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to provide reasonable assurance to our management and board of directors that information required to be disclosed in the reports we file or submit to the Securities and Exchange Commission is recorded, processed, summarized and reported within the time periods specified by the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer (or persons performing equivalent functions), as appropriate, to allow timely decisions regarding required disclosure. Based on an evaluation conducted under the supervision and with the participation of the Company's management, including our Chief Executive Officer and our Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of September 30, 2016, including those procedures described below, we, including our Chief Executive Officer and Chief Financial Officer, determined that those controls and procedures were effective as of September 30, 2016.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Under the supervision and with the participation of our management, including our CEO and CFO (or persons performing similar functions), we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in Internal Control-Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

Based on our assessment and those criteria, management concluded that the Company maintained effective internal control over financial reporting as of September 30, 2016.

Changes in Internal Controls

There were no changes in our internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act, during fiscal 2016 that have materially affected or are reasonably likely to materially affect our internal control over financial reporting.

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

ITEM 9B – OTHER INFORMATION

Not applicable.

PART III

ITEM 10 – DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The following information concerns the persons who served as the directors of the Company as of the date of this filing. Except as indicated in the following paragraphs, the principal occupations of these persons have not changed in the past five years. Information concerning the executive officers of the Company may be found in "Executive Officers of the Registrant" under Item 1 of this report, which is incorporated herein by reference.

Name	Age	Position
Larry S. Boulet	70	Chairman
Richard A. Johnson	71	Director
Wendy Perrow	58	Director

Larry S. Boulet has served as a director of the Company since May 2007 and was elected Chairman of the Board on July 28, 2016. Mr. Boulet was a Senior Audit Partner with PricewaterhouseCoopers (PwC) and a National Financial Services Industry Specialist. For the last five years of his career with PwC, Mr. Boulet served as Partner-in-charge of the Indianapolis office's Private Client Group. Prior to serving on our Board, he served on the Board of Directors of Century Realty Trust, an Indiana based, real estate investment trust. He also served as Audit Committee Chairman until the Trust's sale and liquidation in 2007. Mr. Boulet has also served on the Indiana State University Foundation Board of Directors and is a past Chairman of the Board. He holds a Bachelor of Science degree in Accounting from Indiana State University. Mr. Boulet provides our Board of Directors with insight and perspective on financial matters, stemming from his extensive experience as an audit partner.

Richard A. Johnson, Ph.D. was elected as a director of the Company on May 9, 2012. Dr. Johnson is currently an executive scientific consultant. From 1990 to 2008, he served as Founder and President of AvTech Laboratories. Prior to founding AvTech Laboratories, he served in various positions with The Upjohn Company, including Senior Research Scientist, Manager of Product Control, Manager of Quality Assurance Product Support and Director of Strategic Planning. Dr. Johnson received his Bachelor of Science in Chemistry from the Illinois Institute of Technology and his Ph.D. in Chemical Physics from Michigan State University. Dr. Johnson brings to the Board of Directors knowledge and insight on scientific matters, stemming from his extensive experience in the pharmaceutical industry.

Wendy Perrow, MBA was elected as a director of the Company on December 10, 2015. Ms. Perrow is Chief Executive Officer at AsclepiX Therapeutics. Ms. Perrow joined AsclepiX Therapeutics in 2016 as Chief Executive Officer. Prior to joining AsclepiX Therapeutics, Ms. Perrow was Chief Executive Officer at Alba Therapeutics and

held senior executive marketing positions with private and public pharmaceutical companies. From 2004 to 2007, she was Vice President of Marketing and Sales for Sigma-Tau Pharmaceuticals, Inc. From 1989 to 2003, Ms. Perrow held positions at Merck and Co., Inc. in marketing, marketing promotion, international business research analysis, training, and sales. Ms. Perrow began her career in a division of Johnson & Johnson. Ms. Perrow holds a bachelor's degree from Eastern Illinois University and a Masters of Business Administration degree in finance and marketing from Duke University - The Fuqua School of Business.

The Board of Directors has established an Audit Committee. The Audit Committee is responsible for recommending independent auditors, reviewing, in connection with the independent auditors, (i) the audit plan, (ii) the adequacy of internal controls, (iii) the audit report and (iv) management's letter, and undertaking such other incidental functions as the board may authorize. Larry S. Boulet, Wendy Perrow and Richard A. Johnson are the members of the Audit Committee. The Board of Directors has determined that Mr. Boulet is an audit committee financial expert (as defined by Item 401(h) of Regulation S-K). All of the members of the Audit Committee are "independent" (as defined by Item 7(d)(3)(iv) of Schedule 14A).

The Board of Directors has adopted a Code of Ethics (as defined by Item 406 of Regulation S-K) that applies to the Company's Officers, Directors and employees, a copy of which is incorporated herein by reference to Exhibit 14 to Form 10-K for the fiscal year ended September 30, 2006.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's directors and executive officers and persons who beneficially own more than ten percent of BASi's Common Shares to file with the Securities and Exchange Commission reports showing ownership of and changes in ownership of BASi's Common Shares. On the basis of information available to us, we believe that all filing requirements were met for fiscal 2016.

ITEM 11 – EXECUTIVE COMPENSATION

The information included under the captions "Elections of Directors – Non-employee Director Compensation and Benefits" and "Compensation of Executive Officers" in the Proxy Statement for the 2017 Annual Meeting is incorporated herein by reference in response to this item.

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

The information contained under the "Principal Shareholders Table" in the Proxy Statement for the 2017 Annual Meeting and Item 5 of this report is incorporated by reference in response to this item.

For additional information regarding our stock option plans, please see Note 9 in the Notes to the Consolidated Financial Statements in this report.

ITEM 13 – CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information included under the captions "Certain Relationships and Related Transactions" and "Election of Directors – Board Independence" in the Proxy Statement for the 2017 Annual Meeting is incorporated herein by reference in response to this item.

ITEM 14 – PRINCIPAL ACCOUNTING FEES AND SERVICES

The information included under the caption “Selection of Independent Registered Accounting Firm” in the Proxy Statement for the 2017 Annual Meeting is incorporated herein by reference in response to this item.

PART IV

ITEM 15 – EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a) Documents filed as part of this Report.

1. Financial Statements: See Index to Consolidated Financial Statements under Item 8 on Page 30 of this report.

2. Financial Statement Schedules: Schedules are not required, are not applicable or the information is shown in the Notes to the Consolidated Financial Statements.

3. Exhibits: See Index to Exhibits, which is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

BIOANALYTICAL SYSTEMS, INC.
(Registrant)

Date: December 28, 2016

By: /s/ Philip A. Downing

Philip A. Downing
Vice President, Preclinical Services (Acting Principal Executive Officer)

Date: December 28, 2016

By: /s/ Jill C. Blumhoff

Jill C. Blumhoff
Chief Financial Officer and Vice President of Finance (Principal Financial Officer and Principal Accounting Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Signature	**Capacity**	**Date**
/s/ Larry S. Boulet Larry S. Boulet	Chairman	December 28, 2016
/s/ Richard A. Johnson, Ph.D. Richard A. Johnson, Ph.D.	Director	December 28, 2016
/s/ Wendy Perrow, MBA Wendy Perrow, MBA	Director	December 28, 2016

EXHIBIT INDEX

Number		Description of Exhibits
(3)	3.1	Second Amended and Restated Articles of Incorporation of Bioanalytical Systems, Inc. as amended through May 9, 2011 (incorporated by reference to Exhibit 3.1 to Form-10Q for the quarter ended June 30, 2011).
	3.2	Second Amended and Restated Bylaws of Bioanalytical Systems, Inc., as subsequently amended (incorporated by reference to Exhibit 3.2 to Form 10-K for the year ended September 30, 2015).
(4)	4.1	Specimen Certificate for Common Shares (incorporated by reference to Exhibit 4.1 to Registration Statement on form S-1, Registration No. 333-36429).
	4.2	Form of Warrant (incorporated by reference to Exhibit 4.2 to Registration Statement on Form S-1, Registration No. 333-172508).
	4.3	Certificate of Designation of Preferences, Rights, and Limitations of Convertible Preferred Shares (incorporated by reference to Exhibit 3.1 on Form 8-K, dated May 12, 2011).
	4.4	Specimen Certificate for 6% Series A Convertible Preferred Shares (incorporated by reference to Exhibit 4.3 to Registration Statement on Form S-1, Registration No. 333-172508).
(10)	10.1	Agreement for Lease, by and among Bioanalytical Systems, Inc., Bioanalytical Systems Limited and Pettifer Estates Limited, dated October 11, 2007 (incorporated by reference to Exhibit 10.1 to Form 8-K filed October 17, 2007).
	10.2	Form of Lease, by and among Bioanalytical Systems, Inc., Bioanalytical Systems Limited and Pettifer Estates Limited (incorporated by reference to Exhibit 10.2 to Form 8-K filed October 17, 2007).
	10.3	Bioanalytical Systems, Inc. 2008 Director and Employee Stock Option Plan (*) (incorporated by reference to Appendix A to the Revised Definitive Proxy Statement filed February 5, 2008, SEC File No. 000-23357).
	10.4	Form of Employee Incentive Stock Option Agreement under Bioanalytical Systems, Inc. 2008 Director and Employee Stock Option Plan (*) (incorporated by reference to Exhibit 10.31 to Form 10-K for the fiscal year ended September 30, 2008).
	10.5	Form of Securities Purchase Agreement between Bioanalytical Systems, Inc. and certain purchasers, dated May 5, 2011 (incorporated by reference to Exhibit 10.27 to Registration Statement on Form S-1, Registration No. 333-172508).
	10.6	Non-Qualified Employee Stock Option Agreement between Jacqueline M. Lemke and Bioanalytical Systems, Inc., dated April 9, 2012 (incorporated by reference to Exhibit 10.4 to Form 10-Q for the fiscal quarter ended March 31, 2012).
	10.7	

Employee Incentive Stock Option Agreement between Jacqueline M. Lemke and Bioanalytical Systems, Inc., dated February 7, 2013(*) (incorporated by reference to Exhibit 10.1 for Form 10-Q filed May 15, 2013).

10.8 Credit Agreement between Bioanalytical Systems, Inc. and The Huntington National Bank, dated May 14, 2014 (incorporated by reference to Exhibit 10.1 to Form 10-Q filed August 14, 2014).

Number	Description of Exhibits
10.9	Offer letter by and between Bioanalytical Systems, Inc. and Dr. James S. Bourdage, effective June 2, 2014 (incorporated by reference to Exhibit 10.22 to Form 10-K for the fiscal year ended September 30, 2014).*
10.10	Offer Letter by and between Bioanalytical Systems, Inc. and Jeffrey Potrzebowski, effective June 9, 2014 (incorporated by reference to Exhibit 10.2 to Form 10-Q filed August 14, 2014).*
10.11	Second Amended and Restated Employment Agreement by and between Bioanalytical Systems, Inc. and Jacqueline M. Lemke, effective July 1, 2014 (incorporated by reference to Exhibit 10.24 to Form 10-K for the fiscal year ended September 30, 2014).*
10.12	Offer Letter by and between Bioanalytical Systems, Inc. and Connie Dougherty, effective September 15, 2014 (incorporated by reference to Exhibit 10.25 to Form 10-K for the fiscal year ended September 30, 2014).*
10.14	Lease Agreement between Bioanalytical Systems, Inc. and Cook Biotech, effective January 28, 2015 (incorporated by reference to Exhibit 10.1 to the Form 10-Q filed May 15, 2015).
10.15	First Amendment to Credit Agreement between Bioanalytical Systems, Inc. and The Huntington Bank, executed May 14, 2015 (incorporated by reference to Exhibit 10.1 to the Form 10-Q filed August 14, 2015).
10.16	Forbearance Agreement and Second Amendment to Credit Agreement between Bioanalytical Systems, Inc. and The Huntington Bank, executed April 27, 2016 (incorporated by reference to Exhibit 10.1 to Form 8-K, dated May 4, 2016).
10.17	Second Forbearance Agreement and Third Amendment to Credit Agreement between Bioanalytical Systems, Inc. and The Huntington Bank, effective June 30, 2016 (incorporated by reference to Exhibit 10.2 to Form 10-Q filed August 15, 2016).
10.18	Employment Agreement, by and between Bioanalytical Systems, Inc. and Jill C. Blumhoff effective May 13, 2016 (incorporated by reference to Exhibit 10.1 to Form 8-K , dated May 13, 2016).*
10.19	Employee Incentive Stock Option Agreement between Jill C. Blumhoff and Bioanalytical Systems, Inc., dated May 13, 2016 (incorporate by reference to Exhibit 10.4 to Form 10-Q filed August 15, 2016).*
10.20	Third Forbearance Agreement and Fourth Amendment to Credit Agreement between Bioanalytical Systems, Inc. and The Huntington Bank, effective September 30, 2016 (incorporated by reference to Exhibit 10.1 to Form 8-K filed October 3, 2016).
10.21	Fourth Forbearance Agreement and Fifth Amendment to Credit Agreement between Bioanalytical Systems, Inc. and The Huntington Bank, effective October 31, 2016 (incorporated by reference to Exhibit 10.1 to Form 8-K filed November 4, 2016).
(14) 14.1	Code of Ethics (incorporated by reference to Exhibit 14 to Form 10-K for the fiscal year ended September 30, 2006).

(21) 21.1 Subsidiaries of the Registrant (filed herewith).

(23) 23.1 Consent of Independent Registered Public Accounting Firm RSM US LLP (filed herewith).

Number		Description of Exhibits
(31)	31.1	Certification of Acting Principal Executive Officer (filed herewith).
	31.2	Certification of Chief Financial Officer (filed herewith).
(32)	32.1	Written Statement of Acting Principal Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. Section 1350) (filed herewith).·
	32.2	Written Statement of Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. Section 1350) (filed herewith).·
	101	XBRL data file (filed herewith).

* Management contract or compensatory plan or arrangement.