SIGMATRON INTERNATIONAL INC
Form 10-Q
December 14, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

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

For the Quarterly Period Ended October 31, 2006

Commission File Number 0-23248

SigmaTron International, Inc.

(Exact Name of Registrant, as Specified in its Charter)

Delaware	36-3918470
(State or other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification Number)

2201 Landmeier Road, Elk Grove Village, Illinois 60007

(Address of Principal Executive Offices)

Registrant's Telephone Number, Including Area Code: (847) 956-8000

No Change

(Former Name, Former Address, and Former Fiscal Year, if Changed Since Last Report)

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 [ ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer" and "large accelerated filer" in Rule 12b-2 of the Exchange Act. Large accelerated filer [ ] Accelerated filer [ ] Non-accelerated [X].

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

On December 8, 2006, there were 3,794,956 shares of the Registrant's Common Stock outstanding.

SigmaTron International, Inc.

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SIGMATRON INTERNATIONAL, INC.
Consolidated Balance Sheets

	October 31, 2006 (Unaudited)	April 30, 2006
CURRENT ASSETS:		
Cash	$ 2,666,361	$ 3,269,925
Accounts receivable, less allowance for doubtful		

accounts of $268,920 at October 31, 2006		
and April 30, 2006	22,715,126	17,747,414
Inventories, net	41,304,499	31,250,050
Income taxes refundable	--	476,000
Prepaid and other assets	1,067,700	1,329,774
Deferred income taxes	964,885	957,069
Other receivables	478,497	332,298
Total current assets	69,197,068	55,362,530
Property, machinery and equipment, net	31,322,960	30,544,307
Other assets	1,233,116	1,548,240
Intangible assets, net of amortization $967,140 and $583,650	1,802,860	2,186,350
Goodwill	9,298,945	9,298,945
Total assets	$112,854,949	$ 98,940,372
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Trade accounts payable	$ 20,484,545	$ 13,444,928
Accrued expenses	2,690,709	2,163,542
Accrued wages	1,735,650	1,743,076
Income taxes payable	270,574	839,438
Notes payable - bank	500,000	1,000,000
Notes payable - building	516,150	430,000
Capital lease obligations	1,372,300	1,408,485
Total current liabilities	27,569,928	21,029,469
Notes payable - banks	28,128,218	21,161,900
Notes payable- building, less current portion	3,255,458	3,591,088
Capital lease obligations, less current portion	2,543,452	2,804,345
Deferred income taxes	2,458,759	2,458,759
Total long-term liabilities	36,385,887	30,016,092
Total liabilities	63,955,815	51,045,561
COMMITMENTS AND CONTINGENCIES:		
STOCKHOLDERS' EQUITY:		
Preferred stock, $.01 par value; 500,000 shares authorized, none issued and outstanding	--	--
Common stock, $.01 par value; 12,000,000 shares authorized, 3,794,956 and 3,786,956 shares issued an outstanding at October 31, 2006 and April 30, 2006	37,950	37,870
Capital in excess of par value	19,204,860	19,167,289
Retained earnings	29,656,324	28,689,652
Total stockholders' equity	48,899,134	47,894,811
Total liabilities and stockholders' equity	$112,854,949	$ 98,940,372

See accompanying notes to financial statements.

SIGMATRON INTERNATIONAL, INC.
Consolidated Statements Of Operations

	Three Months Ended October 31, 2006 (Unaudited)	Three Months Ended October 31, 2005	Six Mo Oct (Una
Net sales	$ 44,858,662	$ 34,893,265	$ 8
Cost of products sold	40,002,612	29,874,320	7
Gross profit	4,856,050	5,018,945	
Selling and administrative expenses	3,098,733	2,946,861	
Operating income	1,757,317	2,072,084	
Other income	(97,449)	(36,706)	
Interest expense	651,095	365,316	
Income from continuing operations before income tax expense	1,203,671	1,743,474	
Income tax expense	495,660	519,581	
Income from continuing operations	708,011	1,223,893	
Discontinued operations			
(Loss) from operations of discontinued Las Vegas location	--	(4,199)	
Income tax (benefit)	--	(1,638)	
Loss on discontinued operation	--	(2,561)	
Net income	$ 708,011	$ 1,221,332	$
Earnings (loss) per share - basic			
Continuing operations	$ 0.19	$ 0.33	$
Discontinuing operations	--	--	
Total	$ 0.19	$ 0.33	$

Earnings (loss) per share - diluted			
Continuing operations	$ 0.18	$ 0.29	$
Discontinuing operations	--	--	
Total	$ 0.18	$ 0.29	$
Weighted average shares of common stock outstanding			
Basic	3,787,251	3,755,420	
Weighted average shares of common stock outstanding			
Diluted	3,872,654	4,187,632	

See accompanying notes to financial statements

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SIGMATRON INTERNATIONAL, INC.
Consolidated Statements of Cash Flows

	Six Months Ended October 31, 2006 (Unaudited)
OPERATING ACTIVITIES:	
Net income	$ 966,681
Adjustments to reconcile net income to net cash (used in) provided by operating activities:	
Depreciation	1,972,547
Stock-based compensation	20,042
Provision for inventory obsolescence	--
Deferred income taxes	(7,816)
Amortization of intangible assets	383,490
Gain on sale of discontinued operation	--
Changes in operating assets and liabilities, net of acquisition	
Accounts receivable	(4,967,712)
Inventories	(10,054,449)
Prepaid expenses and other assets	906,999
Trade accounts payable	7,039,617
Accrued expenses and wages	519,741
Income taxes payable	(568,864)
Net cash (used in) provided by operating activities	(3,789,724)

INVESTING ACTIVITIES:	
Acquisition of Able	--
Sale of machinery and equipment	--
Purchases of machinery and equipment	(2,284,795)
Net cash used in investing activities	(2,284,795)
FINANCING ACTIVITIES:	
Proceeds from issuance of common stock	17,600
Proceeds under capital lease obligation	--
Payments under capital lease obligation	(763,483)
Payments other notes payable	--
Payments under term loan	(250,000)
Proceeds under term loan	1,250,000
Proceeds under lines of credit	5,466,318
Payments under building notes payable	(249,480)
Net cash provided by financing activities	5,470,955
CHANGE IN CASH	(603,564)
Cash at beginning of period	3,269,925
CASH AT END OF PERIOD	$ 2,666,361
Supplementary disclosures of cash flow information	
Cash paid for interest	$ 830,228
Cash paid for income taxes, net of refunds	$ 1,054,045

See accompanying notes to financial statements.

SigmaTron International, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

October 31, 2006

NOTE A -- BASIS OF PRESENTATION

The accompanying unaudited consolidated financial statements of SigmaTron International, Inc. ("SigmaTron"), its wholly owned subsidiaries Standard Components de Mexico S.A., Ablemex, S.A. de C.V., acquired in July 2005, and its wholly-owned foreign enterprise Wujiang SigmaTron Electronics Co. Ltd. ("SigmaTron China"), and its procurement branch SigmaTron Taiwan (collectively, the "Company"), have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation

S-X.

Accordingly, the consolidated financial statements do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation have been included. Operating results for the three and six month periods ended October 31, 2006, are not necessarily indicative of the results that may be expected for the year ending April 30, 2007. For further information, refer to the consolidated financial statements and footnotes thereto included in the Company's Annual Report on Form 10-K for the year ended April 30, 2006.

NOTE B -- INVENTORIES

The components of inventory consist of the following:

	October 31, 2006	April 30, 2006
Finished products	$ 8,741,436	$ 8,216,317
Work-in-process	2,686,926	2,563,334
Raw materials	29,876,137	20,470,399
	$41,304,499	$31,250,050

NOTE C -- STOCK INCENTIVE PLANS

The Company adopted Financial Accounting Standards Board, Share-Based Payment ("SFAS 123(R)") on May 1, 2006, and implemented the new standard utilizing the modified prospective application transition method. SFAS 123(R) requires the Company to measure the cost of employee services received in exchange for an equity award based on the grant date fair value. Compensation expense for which the requisite service requirement that has not been rendered and are outstanding as of the option grant date will be recognized over the remaining service period. In July 2006, the Company granted 10,000 options to a non-executive employee and the per share fair value of the options granted was $6.0125. The Company recognized approximately $20,000 in stock

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compensation expense associated with the grant and a tax benefit of approximately $7,800 as of October 31, 2006. No options were granted during the quarter ended October 31, 2006.

Under the Company's stock option plans, options to acquire shares of common stock have been made available for grant to certain employees and directors. Each option granted has an exercise price of not less than 100% of the market value of the common stock on the date of grant. The contractual life of each option is generally 10 years. The vesting of the grants varies according to the individual options granted.

Prior to the adoption of SFAS 123(R), the Company had elected to apply Accounting Principles Board Opinion 25 to account for its stock-based compensation plans, as permitted under SFAS No. 123, Accounting for Stock-Based

Compensation. This method applied the intrinsic value method for stock options and other awards granted to employees. Had the fair value method been used during the three and six months ended October 31, 2005, the following pro forma net income would be as reported:

	Three Months Ended October 31, 2005	Six Months Ended October 31, 2005
Net Income, as reported	$1,221,332	$1,386,399
Deduct: total stock-based employee compensation expense determined under fair based method for awards granted, modified, or settled, net of related tax effects	(298,189)	(596,378)
Pro forma net income	$ 923,143	$ 790,021

	Three Months Ended October 31, 2005	Six Months Ended October 31, 2005
Earnings per share		
Basic -- as reported	$.33	$.38
Basic -- pro forma	.25	.21
Diluted -- as reported	.29	.34
Diluted -- pro forma	$.22	$.19

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The fair value of each option grant is estimated on the grant date using the Black-Scholes option pricing model with the following assumptions:

	Six Months Ended	
	October 31, 2006	October 31, 2005
Expected dividend yield	.0%	0%
Expected stock price volatility	.750	.800

Average risk-free interest rate	4.98%	2.20%
Weighted-average expected life of options	6.5 years	5 years

Option-valuation models require the input of highly subjective assumptions. Because the Company's employee stock options have characteristics significantly different from those of traded options, and because changes in the subjective input assumptions can materially affect the fair value estimate, in management's opinion the existing method does not necessarily provide a reliable single measure of the fair value of the Company's employee stock options. There is no stock option granted on second quarter ended October 31, 2006.

The table below summarizes option activity from the beginning of fiscal year 2006 through October 31, 2006:

	Number of options	Range of exercise prices		Weighted average exercise pr
		Low	High	
Options outstanding at April 30, 2006	523,307	$2.20	$12.25	$7.87
Options granted	10,000	9.17	9.17	9.17
Exercised	(8,000)	2.20	2.20	2.20
Options outstanding at October 31, 2006	525,307	$2.20	$12.25	$7.98

As of October 31, 2006, there was $40,100 total unrecognized compensation cost related to nonvested share-based compensation arrangements, which is expected to be recognized over an average period of the following two years.

Information with respect to stock options outstanding and stock options exercisable at October 31, 2006, follows:

	Options Outstanding		
Range of exercise prices	Number outstanding at October 31, 2006	Weighted-average remaining contractual life	Weighted-average exercise price
$2.20 -- 5.63	103,517	4.90 years	$2.51
9.17 -- 12.25	421,790	7.85 years	$9.32
Total	525,307		

Range of exercise prices	Options Exercisable: Number exercisable at October 31, 2006	Options Exercisable: Weighted-average exercise price
$2.20 -- 5.63	103,515	$2.51
9.17 -- 12.25	399,188	$9.33
Total	502,703	

NOTE D -- STRATEGIC TRANSACTION

In July 2005, the Company closed on the purchase of all of the outstanding common stock of Able Electronics Corporation ("Able"), a company headquartered in Hayward California, and its wholly owned subsidiary, Ablemex S.A. de C.V., located in Tijuana, Mexico. Able is an ISO 9001:2000 certified EMS company serving Original Equipment Manufacturers in the life sciences, telecommunications and industrial electronics industries. The acquisition of Able has allowed the Company to make strides towards achieving four objectives: (1) to further diversify its markets, capabilities and customer base, (2) adding a third low-cost manufacturing facility in Tijuana, Mexico, (3) creating an opportunity to consolidate the California operations into one facility, and (4) to generate incremental revenue from Able's customers as they become familiar with the Company's broader array of services. The effective date of the transaction was July 1, 2005. Able was merged into the Company beginning in November 1, 2005 and operates as a division of the Company. The purchase price was approximately $16,800,000 and was recorded as a stock purchase transaction in the first quarter of fiscal year 2006. The transaction was financed by the Company's amended credit facility and resulted in an increase of approximately $8,500,000 in goodwill. Assuming the purchase was recorded as of the first period reported, May 1, 2005, unaudited revenues for the six months ended October 31, 2005, would have been $59,470,073. The unaudited pro-forma dilutive earnings per share would have been $0.13 for the six month period ended October 31, 2005.

NOTE E -- DISCONTINUED OPERATIONS

In June 2005, the Company closed on the sale of its Las Vegas, Nevada operation. The Las Vegas facility operated as a complete EMS center specializing in the assembly of electronic products and cables for a broad range of customers primarily in the gaming industry. The effective date of the transaction was May 30, 2005. The transaction was structured as an asset sale, and included a $2,000,000 cash payment to the Company for the buyer's purchase of the machinery, equipment and other assets of the Las Vegas operation. The transaction was recorded by the Company in the first quarter of fiscal year 2006 and included a gain on the transaction of approximately $311,000. The gain was offset by a loss of approximately $383,000 on discontinued operations for the Las Vegas operation for the period ended April 30, 2006. A net loss of approximately $4,000 and $45,000 was recorded in the three and six months ended October 31, 2005, respectively.

NOTE F -- FINANCING TRANSACTION

The Company entered into an Amended Loan and Security Agreement in July 2005, which provided for a revolving credit facility. The maximum borrowing limit under the amended revolving credit facility is limited to the lesser of: (i) $17,000,000 or (ii) an amount equal to the sum of 85% of the receivable borrowing base and the lesser of $8,500,000 or a percentage of the inventory base. The Amended Loan and Security Agreement expires on June 30, 2008 and includes certain financial

covenants. The Amended Loan and Security Agreement also includes a four year term loan in the amount of $3,000,000.

On July 31, 2006, the Company amended the credit facility to increase the revolving credit facility from $22,000,000 to $27,000,000. The amended revolving credit facility is limited to the lesser of: (i) $27,000,000 or (ii) an amount equal to the sum of 85% of the receivable borrowing base and the lesser of $13,500,000 or a percentage of the inventory base. The revolving credit facility expires June 30, 2009. The term loan was increased to $4,000,000 from $2,750,000. Interest only is due through June 30, 2007 and quarterly payments of $250,000 are due each quarter beginning with the quarter ending June 30, 2007, through the quarter ending June 30, 2011. In October 2006 the Company further amended the credit facility to increase the revolving credit facility from $27,000,000 to $32,000,000. The increase of $5,000,000 is for a term of six months. At October 31, 2006, the Company was in compliance with its financial covenants and $28,628,218 was outstanding under the revolving credit facility and term loan. There was approximately $4,763,000 of unused credit available as of October 31, 2006.

The loan and security agreement is collateralized by substantially all of the domestically-located assets of the Company and contains certain financial covenants, including specific covenants pertaining to the maintenance of minimum tangible net worth and net income. The agreement also restricts annual lease rentals and capital expenditures and the payment of dividends.

CRITICAL ACCOUNTING POLICIES:

Management Estimates and Uncertainties - The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates made in preparing the consolidated financial statements include depreciation and amortization periods, the allowance for doubtful accounts, reserves for inventory and valuation of goodwill. Actual results could materially differ from these estimates.

Revenue Recognition - Revenues from sales of product including the Company's electronic manufacturing services business are recognized when the product is shipped to the customer. In general, it is the Company's policy to recognize revenue and related costs when the order has been shipped from our facilities, which is also the same point that title passes under the terms of the purchase order except for consignment inventory. Consignment inventory is shipped from the Company to an independent warehouse for storage or shipped directly to the customer and stored in a segregated part of the customer's own facility. Upon the customer's request for inventory, the consignment inventory is shipped to the customer if the inventory was stored offsite or transferred from the segregated part of the customer's facility for consumption, or use, by the

customer. The Company recognizes revenue upon such transfer. The Company does not earn a fee for storing the consignment inventory. The Company provides a ninety (90) day warranty for workmanship only and does not have any installation, acceptance or sales incentives, although the Company has negotiated extended warranty terms in certain instances. The Company assembles and tests assemblies based on customers' specifications. Historically, the amount of returns for workmanship issues has been de minimus under the Company's standard or extended warranties. Any returns for workmanship issues received after each period end are accrued in the respective financial statements.

Inventories - Inventories are valued at the lower of cost or market. Cost is determined by the first-in, first-out method. The Company establishes inventory reserves for valuation, shrinkage, and excess and obsolete inventory. The Company records provisions for inventory shrinkage based on historical

experience to account for unmeasured usage or loss. Actual results differing from these estimates could significantly affect the Company's inventories and cost of products sold. The Company records provisions for excess and obsolete inventories for the difference between the cost of inventory and its estimated realizable value based on assumptions about future product demand and market conditions. Actual product demand or market conditions could be different than that projected by management.

Impairment of Long-Lived Assets - The Company reviews long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. An asset is considered impaired if its carrying amount exceeds the future net cash flow the asset is expected to generate. If such asset is considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the asset, if any, exceeds its fair market value. The Company has adopted SFAS No. 144, which establishes a single accounting model for the impairment or disposal of long-lived assets, including discontinued operations.

Goodwill and Other Intangibles - The Company adopted on June 1, 2001, SFAS No. 141 "Business Combinations". Under SFAS No. 141, a purchaser must allocate the total consideration paid in a business combination to the acquired tangible and intangible assets based on their fair value. The Company adopted SFAS No. 142, "Goodwill and Other Intangible Assets" effective January 1, 2002. Goodwill represents the purchase price in excess of the fair value of assets acquired in business combinations. Statement of Financial Accounting Standards (SFAS) No. 142, "Goodwill and Other Intangible Assets", requires the Company to assess goodwill for impairment at least annually in the absence of an indicator of possible impairment and immediately upon an indicator of possible impairment. During the fourth quarter of fiscal 2006 the Company completed its annual assessment of impairment regarding the goodwill recorded. That assessment, supported by independent appraisals, did not identify any impairment as of April 30, 2006.

NEW ACCOUNTING STANDARDS:

In June 2006, FASB Interpretation 48 ("FASB 48") "Accounting for Uncertainty in Income Taxes" was issued, which clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with FASB Statement No. 109, Accounting for Income Taxes. FASB 48 prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a

tax return. FASB 48 also provides guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition.

FASB 48 is effective for fiscal years beginning after December 15, 2006, and earlier application of the provisions of FASB 48 is encouraged if the enterprise has not yet issued financial statements, including interim financial statements, in the period that FASB 48 is adopted. The Company has not yet determined the impact of FASB 48 on its financial statements.

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

NOTE: This quarterly report contains forward-looking statements. Words such as "continue," "will," "expects," "believe," "plans," and similar expressions identify forward-looking statements. These forward-looking statements are based on the current expectations of SigmaTron (including its subsidiaries). Because these forward-looking statements involve risks and uncertainties, the Company's plans, actions and actual results could differ materially. Such statements should be evaluated in the context of the risks and uncertainties inherent in the Company's business including our continued dependence on certain significant customers; the continued market acceptance of

products and services offered by the Company and its customers; pricing pressures from our customers, suppliers and the market; the activities of competitors, some of which may have greater financial or other resources than the Company; the variability of our operating results; the variability of our customers' requirements; the availability and cost of necessary components and materials; the Company's ability to continue to produce products that are in compliance with the European Standard of "Restriction of Use of Hazardous Substance ("RoHS"); the ability of the Company and our customers to keep current with technological changes within our industries; regulatory compliance; the continued availability and sufficiency of our credit arrangements; changes in U.S., Mexican, Chinese or Taiwanese regulations affecting the Company's business; the continued stability of the U.S., Mexican, Chinese and Taiwanese economic systems, labor and political conditions; and the ability of the Company to manage its growth, including its expansion into China and its integration of the Able operation acquired in July 2005. These and other factors which may affect the Company's future business and results of operations are identified throughout the Company's Annual Report on Form 10-K and risk factors and may be detailed from time to time in the Company's filings with the Securities and Exchange Commission. These statements speak as of the date of this report and the Company undertakes no obligation to update such statements in light of future events or otherwise.

OVERVIEW:

The Company operates in one business segment as an independent provider of electronic manufacturing services ("EMS"), which includes printed circuit board assemblies and completely assembled (box-build) electronic products. In connection with the production of assembled products, the Company also provides services to its customers, including (1) automatic and manual assembly and testing of products; (2) material sourcing and procurement; (3) design, manufacturing and test engineering support; (4) warehousing and shipment services; and (5) assistance in obtaining product approval from governmental and other regulatory bodies. The Company provides these manufacturing services through an international network of facilities located in the United States,

Mexico, China and Taiwan.

As the demand for electronic products has continued to increase over the past months, the lead-time for many components has increased. Pricing for some components and related commodities has escalated due to the increased demand and the transition to European Union Restriction of Use of Hazardous Substances, ("RoHS") components and may continue to increase in the future periods. The impact of these price increases could have a negative effect on the Company's gross margins and operating results.

The Company relies on numerous third-party suppliers for components used in the Company's production process. Certain of these components are available only from single sources or a limited number of suppliers. In addition, a customer's specifications may require the Company to obtain components from a single source or a small number of suppliers. The loss of any such suppliers could have a material impact on the Company's results of operations, and the Company may be required to operate at a cost disadvantage compared to competitors who have greater direct buying power from suppliers. The Company does not enter into purchase agreements with major or single-source suppliers. The Company believes that ad-hoc negotiations with its suppliers provides flexibility, given that the Company's orders are based on the needs of its customers, which constantly change.

The Sarbanes-Oxley Act of 2002 ("Sarbanes-Oxley"), as well as rules subsequently implemented by the Securities and Exchange Commission and listing requirements subsequently adopted by Nasdaq in response to Sarbanes-Oxley, have required changes in corporate governance practices, internal control policies and audit committee practices of public companies. These rules, regulations, and requirements have increased the company's legal expenses, financial compliance and administrative costs, made many other activities more time consuming and costly and diverted the attention of senior

management. These rules and regulations could also make it more difficult for us to attract and retain qualified members for our board of directors, particularly to serve on our audit committee. In addition, if the Company receives a qualified opinion on the adequacy of its internal control over financial reporting, shareholders could lose confidence in the reliability of the Company's financial statements, which could have a material adverse impact on the value of the Company's stock.

Sales can be a misleading indicator of the Company's financial performance. Sales levels can vary considerably among customers and products depending on the type of services (consignment and turnkey) rendered by the Company and the demand by customers. Consignment orders require the Company to perform manufacturing services on components and other materials supplied by a customer, and the Company charges only for its labor, overhead and manufacturing costs, plus a profit. In the case of turnkey orders, the Company provides, in addition to manufacturing services, the components and other materials used in assembly. Turnkey contracts, in general, have a higher dollar volume of sales for each given assembly, owing to inclusion of the cost of components and other materials in net sales and cost of goods sold. Variations in the number of turnkey orders compared to consignment orders can lead to significant fluctuations in the Company's revenue levels. However, the Company does not believe that such variations are a meaningful indicator of the Company's gross margins. Consignment orders accounted for less than 5% of the Company's revenues for the period ended October 31, 2006.

In the past, the timing and rescheduling of orders have caused the Company to experience significant quarterly fluctuations in its revenues and earnings, and the Company expects such fluctuations to continue.

RESULTS OF OPERATIONS:

Net sales increased for the three month period ended October 31, 2006 to $44,858,662 from $34,893,265 for the three month period ended October 31, 2005. Net sales for the six months ended October 31, 2006 increased to $81,818,527 from $56,205,958 for the same period in the prior fiscal year. Sales volume increased for the three and six month periods ended October 31, 2006 as compared to the same periods in the prior year in the appliance, fitness, gaming, industrial electronics, life sciences and semiconductor marketplaces. The increase in the industrial electronics, life sciences and semiconductor industries is due to sales to customers and the result of the July 1, 2005 acquisition of Able.

Gross profit decreased during the three month period ended October 31, 2006 to $4,856,050 or 10.7% of net sales, compared to $5,018,945 or 14.4% of net sales for the same period in the prior fiscal year. Gross profit increased for the six month period ended October 31, 2006 to $8,714,699 or 10.7% of net sales, compared to $ 7,560,630 or 13.5% of net sales for the same period in the prior fiscal year. The decrease in the Company's gross margin as a percent of sales for the three and six month periods is the result of pricing pressures within the EMS industry, an increase in manufacturing supplies and component pricing and inefficiencies at it's Tijuana and Hayward operations. The Company believes operational efficiencies will improve at both the Hayward and Tijuana manufacturing facilities during the third and fourth quarters of fiscal year 2007. In addition, the Company has expanded its Tijuana manufacturing operation and will continue to transfer specific production from Hayward to Tijuana. There can be no assurance that gross margins will not continue to decrease in future quarters.

Selling and administrative expenses increased to $3,098,733 or 6.9% of net sales for the three month period ended October 31, 2006 compared to $2,946,861 or 8.5% of net sales in the same period last year. Selling and administrative expenses increased to $6,116,686 or 7.5% of net sales for the six month period ended October 31, 2006 compared to $5,083,142 or 9.0% of net sales in the same period last year. The increase for the three and six month periods ended October 31,2006, is primarily due to

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an increase in sales and purchasing salary expenses, accounting fees, legal expenditures and an increase in amortization expense due to the Able acquisition. Selling and administrative expenses decreased as a percentage of net sales for the three month and six month periods ended October 31, 2006, due to the increase in sales volume.

Interest expense for bank debt and capital lease obligations for the three month period ended October 31, 2006 was $651,095 compared to $365,316 for the same period in the prior year. Interest expense increased to $1,162,040 for the six month period ended October 31, 2006 as compared to $499,830 for the same period in the prior year. This change was attributable to the Company's significant increased borrowings under its revolving credit facility and term loan, increased capital lease obligations and higher interest rates. The additional working capital was necessary to support the increase in sales volume.

The effective tax rate from continuing operations for the three and six month periods ended October 31, 2006 was 41.1% and 39.0% respectively. The effective

tax rate for the comparable periods in fiscal 2005 was 29.8% and 31.2% for the three and six month periods ended, respectively. The effective tax rate in fiscal 2006 has increased compared to prior periods due to the tax effects of the Company's foreign operations.

In June 2005, the Company closed on the sale of its Las Vegas, Nevada operation. The Las Vegas facility operated as a complete EMS center specializing in the assembly of electronic products and cables for a broad range of customers primarily in the gaming industry. The effective date of the transaction was May 30, 2005. The transaction was structured as an asset sale, and included a $2,000,000 cash payment to the Company for the buyer's purchase of the machinery, equipment and other assets of the Las Vegas operation. The transaction was recorded by the Company in the first quarter of fiscal year 2006 and included a gain on the transaction of approximately $311,000. The gain was offset by a loss of approximately $383,000 on discontinued operations for the Las Vegas operation for the period ended April 30, 2006. A net loss of approximately $4,000 and $45,000 was recorded in the three and six months ended October 31, 2005, respectively.

Net income decreased to $708,011 for the three month period ended October 31, 2006 compared to $1,221,332 for the same period in the prior year. Basic and dilutive earnings per share for the second fiscal quarter of 2007 were $0.19 and $0.18, respectively, compared to basic and dilutive earnings per share of $0.33 and $0.29, respectively, for the same period in the prior year. For the six months ended October 31, 2006, the Company recorded net income of $966,681 compared to $1,386,399 for the same period in the prior fiscal year. Basic and dilutive earnings per share for the three and six month periods ended October 31, 2006 were $0.25 compared to basic and dilutive earnings per share of $0.37 and $0.34, respectively, for the same period in the prior year.

LIQUIDITY AND CAPITAL RESOURCES:

OPERATING ACTIVITIES.

Cash flow used in operating activities was $3,789,724 for the six months ended October 31, 2006, compared to cash provided by operations of $35,678 for the prior fiscal year. During the first six months of fiscal year 2007, cash used in operations was due to an increase in accounts receivable and inventory. The increase in accounts receivable is due to the increase in sales volume. The increase in inventory is primarily attributable to an increase in customer orders and the addition of RoHS compliant inventory. Cash used in operating activities was partially offset by net income, the non-cash effect of depreciation and amortization and an increase in trade payables.

INVESTING ACTIVITIES.

In June 2005, the Company closed on the sale of its Las Vegas, Nevada operation. The Las Vegas facility operated as a complete EMS center specializing in the assembly of electronic products and cables for a broad range of customers primarily in the gaming industry. The effective date of the transaction was May 30, 2005. The transaction was structured as an asset sale, and included a $2,000,000 cash payment to the Company for the buyer's purchase of the machinery, equipment and other assets of the Las Vegas operation. The transaction was recorded by the Company in the first quarter of fiscal year 2006 and included a gain on the transaction of approximately $311,000.

In July 2005, the Company closed on the purchase of all of the outstanding stock of Able, a company headquartered in Hayward, California and its wholly owned

subsidiary, Ablemex S.A. de C.V., located in Tijuana, Mexico. Able was merged into the Company in November 2005 and operates as a division of the Company. The purchase price was approximately $16,800,000 and was recorded as a stock purchase transaction in the first quarter of fiscal year 2006. The transaction was financed by the Company's amended credit facility and resulted in an increase of approximately $8,500,000 in goodwill.

During the six months of fiscal 2007 the Company purchased approximately $2,300,000 in machinery and equipment to be used in the ordinary course of business.

FINANCING TRANSACTIONS.

The Company entered into an Amended Loan and Security Agreement in July 2005, which provided for a revolving credit facility. The maximum borrowing limit under the amended revolving credit facility is limited to the lesser of: (i) $17,000,000 or (ii) an amount equal to the sum of 85% of the receivable borrowing base and the lesser of $8,500,000 or a percentage of the inventory base. The Amended Loan and Security Agreement expires on June 30, 2008 and includes certain financial covenants. The Amended Loan and Security Agreement also includes a four year term loan in the amount of $3,000,000.

On July 31, 2006, the Company amended the credit facility to increase the revolving credit facility from $22,000,000 to $27,000,000. The amended revolving credit facility is limited to the lesser of: (i) $27,000,000 or (ii) an amount equal to the sum of 85% of the receivable borrowing base and the lesser of $13,500,000 or a percentage of the inventory base. The revolving credit facility expires June 30, 2009. The term loan was increased to $4,000,000 from $2,750,000. Interest only is due through June 30, 2007 and quarterly payments of $250,000 are due each quarter beginning with the quarter ending June 30, 2007, through the quarter ending June 30, 2011. In October 2006 the Company further amended the credit facility to increase the revolving credit facility from $27,000,000 to $32,000,000.

The increase of $5,000,000 is for a term of six months. At October 31, 2006, the Company was in compliance with its financial covenants and $28,628,218 was outstanding under the amended revolving credit facility and term loan. There was approximately $4,763,000 of unused credit available as of October 31, 2006.

The loan and security agreement is collateralized by substantially all of the domestically-located assets of the Company and contains certain financial covenants, including specific covenants pertaining to the maintenance of minimum tangible net worth and net income. The agreement also restricts annual lease rentals and capital expenditures and the payment of dividends.

SigmaTron China entered into a loan agreement in April 2005, which provides for a line of credit from the China Construction Bank. The interest rate under the agreement was 5.76% and at April 30, 2006, $1,237,500 was outstanding under the line of credit. The line of credit is collateralized by the Company's building in Suzhou-Wujiang, China and 60 of the 100 Chinese acres leased at the property. The loan was paid in full in July 2006.

The Company anticipates its credit facilities, cash flow from operations and leasing resources will be adequate to meet its working capital requirements in fiscal year 2007. In the event the business grows rapidly or the Company considers an acquisition, additional financing resources could be necessary in the current or future fiscal years. There is no assurance that the Company will

be able to obtain equity or debt financing at acceptable terms in the future.

The Company provides funds for salaries, wages, overhead and capital expenditure items as necessary to operate its wholly-owned Mexican and Chinese subsidiaries. The Company provides funding to its Mexican and Chinese subsidiaries in U.S. dollars, which are exchanged for pesos and RMB as needed. The fluctuation of currencies from time to time, without an equal or greater increase in inflation, has not had a material impact on the financial results of the Company. During the first six months of fiscal year 2007 the Company paid approximately $10,200,000 to its subsidiaries for services provided.

In May 2002, the Company acquired a plant in Acuna, Mexico through seller financing. The loan of $1,950,000 is payable in equal monthly installments of approximately $31,000 over six and a half years at a rate of 7% interest per annum. Prior to acquiring that plant, the Company rented the facility. At October 31, 2006, approximately $697,000 was outstanding in connection with the financing of that facility.

The impact of inflation for the past three fiscal years has been minimal.

OFF-BALANCE SHEET TRANSACTIONS:

The Company has no off-balance sheet transactions.

CONTRACTUAL OBLIGATIONS AND COMMERCIAL COMMITMENTS:

The following table summarizes the Company's contractual obligations at October 31, 2006, and the effect such obligations are expected to have on its liquidity and cash flows in future periods.

PAYMENT OBLIGATIONS (INCLUDING INTEREST)

	Total	Less than 1 Year	1-3 Years	3-5 Years	A
Notes Payable, including current maturities	4,157,224	719,713	3,437,511	0	
Capital Leases, including current maturities	4,408,738	1,630,630	2,636,168	141,940	
Operating leases	4,606,546	1,291,797	3,252,649	62,100	
Bank debt	33,348,638	3,795,694	29,541,875	11,069	
Total contractual cash obligations	46,521,146	7,437,834	38,868,203	215,109	

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Interest Rate Risk

The Company's exposure to market risk for changes in interest rates is due primarily to its short-term investments and borrowings under its credit agreements. The Company's borrowings are at a variable rate and an increase in interest rates of 1% would have resulted in interest expense increasing by approximately $374,000 for the period ended October 31, 2006. As of October 31, 2006, the Company had no short-term investments and approximately $28,625,000 borrowings under its credit agreements. The Company does not use derivative financial investments. The Company's cash equivalents, if any, are invested in overnight commercial paper. The Company does not have any significant cash flow exposure due to rate changes for its cash equivalents, because these instruments are short-term.

ITEM 4. CONTROLS AND PROCEDURES.

Our management, including our President and Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of October 31, 2006. Our disclosure controls and procedures are designed to ensure that information required to be disclosed by the Company in the reports filed by the Company under the Securities Exchange Act of 1934 (the "Exchange Act") is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and that such information is accumulated and communicated to our management, including our President and Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. Based on this evaluation, our President and Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective as of October 31, 2006.

There has been no change in our internal control over financial reporting during the quarter ended October 31, 2006, that has materially affected or is reasonably likely to materially affect, our internal control over financial reporting.

PART II -- OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

The Company is party to routine legal proceedings arising out of the normal course of business. Although it is not possible to predict with certainty the outcome of these unresolved legal actions or the range of possible loss, the Company believes that none of these actions, individually or in the aggregate, will have a material adverse effect on our financial condition or results of operations.

ITEM 1A. RISK FACTORS.

There were no material changes, additions or deletions from our risk factors as presented in the section entitled "Risk Factors" in our Annual Report on Form 10-K for the year ended April 30, 2006 as filed with the SEC on July 28, 2006.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

On September 15, 2006, the Company held its 2006 Annual Meeting of Stockholders. Proxies for the meeting were solicited pursuant to Section 14(a) of the Securities Exchange Act of 1934 and Regulation 14A thereunder for the purpose of (i) electing one Class I Director to hold office until the 2009 Annual Meeting of Stockholders and (ii) ratifying the selection of BDO Seidman, LLP as independent auditors of the Company. Each holder of common stock is entitled to one vote for each share held on the record date.

The following person was elected as a Class I director to hold office until the 2009 Annual Meeting of Stockholders: Thomas W. Rieck. The number of shares cast for, against and abstained with respect to the nominee were as follows:

Nominee	For	Against	Abstain
Thomas W. Rieck	3,091,282	40,851	0

There were no broker non-votes with respect to the election of directors. The following persons are directors of the Company whose current term extends beyond the 2006 Annual Meeting of Stockholders: John P. Chen, Gary R. Fairhead, Franklin D. Sove, Dilip S. Vyas and Carl Zemenick. There was no solicitation in opposition to management's nominees for directors.

The stockholders voted to approve the ratification of the selection of BDO Seidman, LLP as independent auditors for the Company for the fiscal year ending April 30, 2007. A total of 3,097,908 shares were cast for such ratification, 20,548 shares were opposed and 13,677 shares abstained.

William L. McClelland, a Class I Director, decided not to stand for re-election at the 2006 Annual Meeting. As a result the Company's Board of Directors had resolved that the number of directors be reduced to six with one director to serve as a Class I Director and redesignated to be elected at the 2006 Annual Meeting of Stockholders. At the 2008 Annual Meeting of Stockholders, one of the Class III Directors, whose term will be expiring at that meeting will be redesignated as a Class I Director whose initial term will expire in one year, so that there will be two directors of each Class.

ITEM 5. OTHER INFORMATION.

Thirteenth Amendment to Loan and Security Agreement between SigmaTron International, Inc. and LaSalle Bank National Association, dated October 20, 2006.

The credit facility was amended to increase the revolving credit facility from $27 million to $32 million. The increase of $5 million is for a term of 6 months.

ITEM 6. EXHIBITS.

(a) Exhibits:

Exhibit 10.22 -- Thirteenth Amendment to Loan and Security Agreement between SigmaTron International, Inc. and LaSalle Bank National Association, dated October 20, 2006, filed as Exhibit 10.22.

Exhibit 31.1 -- Certification of Principal Executive Officer of SigmaTron International, Inc. Pursuant to Rule 13a-14(a) under the Exchange Act, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

Exhibit 31.2 -- Certification of Principal Financial Officer of SigmaTron International, Inc. Pursuant to Rule 13a-14(a) under the Exchange Act, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

Exhibit 32.1 -- Certification by the Principal Executive Officer of SigmaTron International, Inc. Pursuant to Rule 13a-14(b) under the Exchange Act and Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350).

Exhibit 32.2 -- Certification by the Principal Financial Officer of SigmaTron International, Inc. Pursuant to Rule 13a-14(b) under the Exchange Act and Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350).

SIGNATURES:

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

SIGMATRON INTERNATIONAL, INC.

/s/ Gary R. Fairhead	December 14, 2006
Gary R. Fairhead President and CEO (Principal Executive Officer)	Date
/s/ Linda K. Blake	December 14, 2006
Linda K. Blake Chief Financial Officer, Secretary and Treasurer (Principal Financial Officer and Principal Accounting Officer)	Date