

ALEXANDRIA REAL ESTATE EQUITIES INC

Form DEF 14A

April 13, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

Alexandria Real Estate Equities, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 - Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
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 - (4) Proposed maximum aggregate value of transaction:
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 - (1) Amount Previously Paid:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
 - (4) Date Filed:
-

Notice of 2016 Annual Meeting of Stockholders and Proxy Statement

April 12, 2016

Dear Stockholder:

You are invited to attend the 2016 Annual Meeting of Stockholders of Alexandria Real Estate Equities, Inc., a Maryland corporation (the “Company”), to be held on Thursday, May 12, 2016, at The Langham Huntington Hotel, 1401 South Oak Knoll Avenue, Pasadena, California 91106, at 11:00 a.m., Pacific Daylight Time (the “2016 Annual Meeting”).

At the 2016 Annual Meeting you will be asked to elect seven directors; vote upon the amendment and restatement of our Amended and Restated 1997 Stock Award and Incentive Plan (the “1997 Incentive Plan”); vote upon, on a non-binding, advisory basis, a resolution to approve the compensation of our named executive officers; and vote upon the ratification of the appointment by the Audit Committee of our Board of Directors of Ernst & Young LLP to serve as our independent registered public accountants for our fiscal year ending December 31, 2016. The accompanying Notice of Annual Meeting of Stockholders and Proxy Statement describe these matters. We urge you to read this information carefully.

Your Board of Directors unanimously believes that election of its nominees as directors; approval of the amendment and restatement of the 1997 Incentive Plan; approval, on a non-binding, advisory basis, of the compensation of our named executive officers; and ratification of the appointment of our independent registered public accountants are in the best interests of the Company and, accordingly, recommends a vote FOR the election of all the nominees as directors; FOR the approval of the amendment and restatement of the 1997 Incentive Plan; FOR the approval, on a non-binding, advisory basis, of the compensation of our named executive officers; and FOR the ratification of the appointment of Ernst & Young LLP to serve as our independent registered public accountants.

In addition to the formal business to be transacted at the meeting, management will report on the progress of our business and respond to comments and questions of general interest to stockholders.

We sincerely hope that you will be able to attend and participate in the meeting. Whether or not you plan to come to the meeting, however, it is important that your shares be represented and voted. You may authorize a proxy to vote your shares by completing the accompanying proxy card or by giving your proxy authorization via telephone or the Internet. Please read the instructions on the accompanying proxy card for details on giving your proxy authorization via telephone or the Internet.

BY COMPLETING AND RETURNING THE ACCOMPANYING PROXY CARD OR BY AUTHORIZING A PROXY VIA TELEPHONE OR THE INTERNET, YOU AUTHORIZE THE PROXY HOLDERS TO REPRESENT YOU AND VOTE YOUR SHARES ACCORDING TO YOUR INSTRUCTIONS. SUBMITTING YOUR PROXY NOW WILL NOT PREVENT YOU FROM VOTING IN PERSON AT THE 2016 ANNUAL MEETING, BUT WILL ENSURE THAT YOUR VOTE IS COUNTED IF YOUR PLANS CHANGE AND YOU ARE UNABLE TO ATTEND.

Sincerely,
Joel S. Marcus
Chairman of the Board,
Chief Executive Officer, and Founder

PERFORMANCE HIGHLIGHTS

Net Asset Value ⁽¹⁾

Per Share

39%

Growth

Funds From Operations ⁽¹⁾

Per Share

19%

Growth

Dividends Declared

Per Share of Common Stock

17%

Growth

(1) Refer to page 34 for definitions and information on the reconciliation of non-GAAP measures to their most comparable GAAP measures.

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS OF
ALEXANDRIA REAL ESTATE EQUITIES, INC.

Date and Time: Thursday, May 12, 2016, at 11:00 a.m. Pacific Daylight Time

Place: The Langham Huntington Hotel, 1401 South Oak Knoll Avenue, Pasadena, California 91106

- Items of Business:
1. To elect the following seven nominees: Joel S. Marcus, Steven R. Hash, John L. Atkins, III, Ambassador James P. Cain, Maria S. Freire, Ph.D., Richard H. Klein, and James H. Richardson to serve until the next annual meeting of stockholders of Alexandria Real Estate Equities, Inc., a Maryland corporation (the "Company"), and until their successors are duly elected and qualify.
 2. To vote upon the amendment and restatement of the Company's Amended and Restated 1997 Stock Award and Incentive Plan.
 3. To vote upon, on a non-binding, advisory basis, a resolution to approve the compensation of the Company's named executive officers, as described in the Proxy Statement for the 2016 Annual Meeting.
 4. To vote upon the ratification of the appointment of Ernst & Young LLP to serve as the Company's independent registered public accountants for the fiscal year ending December 31, 2016.
 5. To transact such other business as may properly come before the 2016 Annual Meeting or any postponement or adjournment thereof.

Record Date: The Board of Directors of the Company (the "Board of Directors") has fixed the close of business on March 31, 2016, as the record date for the determination of stockholders entitled to notice of and to vote at the 2016 Annual Meeting and any postponement or adjournment thereof.

By Order of the Board of Directors

Jennifer J. Banks
Secretary

Pasadena, California
April 12, 2016

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2016 PROXY STATEMENT SUMMARY (continued)

ALEXANDRIA REAL ESTATE EQUITIES, INC.
385 East Colorado Boulevard, Suite 299
Pasadena, California 91101

PROXY STATEMENT SUMMARY

This summary highlights information contained elsewhere in this Proxy Statement. This summary does not contain all of the information that you should consider, and you should read the entire Proxy Statement carefully before voting or authorizing your proxy to vote for you. This Proxy Statement and the enclosed form of proxy are first being mailed to stockholders of Alexandria Real Estate Equities, Inc., a Maryland corporation (the “Company,” “we,” “our,” “us,” or “Alexandria”), on or about April 12, 2016.

2016 Annual Meeting

Date and Time: Thursday, May 12, 2016, at 11:00 a.m. Pacific Daylight Time

Place: The Langham Huntington Hotel, 1401 South Oak Knoll Avenue, Pasadena, California 91106

Only holders of record of the Company’s common stock, \$0.01 par value per share (the “Common Stock”), as of Voting: the close of business on March 31, 2016, the record date, will be entitled to notice of and entitled to vote at the 2016 Annual Meeting. Each share of Common Stock entitles its holder to one vote.

Proposals and Board Recommendations

Proposal	Board Recommendation	For More Information
1. Election of Directors	“FOR” all nominees	Page <u>6</u>
2. Amendment and restatement of the 1997 Incentive Plan	“FOR”	Page <u>19</u>
3. A resolution to approve, on a non-binding, advisory basis, the compensation of the Company’s named executive officers	“FOR”	Page <u>31</u>
4. Ratification of the appointment of Ernst & Young LLP as the Company’s independent registered public accountants for the “FOR” fiscal year ending December 31, 2016		Page <u>68</u>

How to Cast Your Vote

You may vote by any of the following methods:

Internet
until 11:59 p.m. EDT on May 11, 2016

Beneficial Owners
www.proxyvote.com

Registered Stockholders
www.voteproxy.com

Phone
until 11:59 p.m. EDT on May 11, 2016

Beneficial Owners

Mail
Sign, date, and mail your proxy card or voting instructions card in the envelope provided as soon as possible

In Person
Beneficial Owners
Admission is based on proof of ownership, such as a recent brokerage

800-454-8683

Registered Stockholders

800-776-9437

statement, and voting requires a valid
"legal proxy" signed by the holder of
record.

Registered Stockholders

Attend and vote your shares in person

2016 PROXY STATEMENT SUMMARY (continued)

Overview

Over 21 years ago in 1994, the Company's founder and CEO, Joel S. Marcus, led the formation, financing, development, personnel recruitment, and operations of this highly sophisticated niche real estate company. During this time, under Mr. Marcus's leadership and vision, the Company's strategy has focused on developing and implementing its unique and successful business model, and has generated long-term value and growth in net asset value, as well as strong long-term results. Alexandria is an urban office real estate investment trust ("REIT") uniquely focused on collaborative science and technology campuses in AAA innovation cluster locations, with a total market capitalization of \$10.9 billion, and an asset base of 32.0 million square feet as of December 31, 2015. The asset base includes 20.1 million rentable square feet of operating properties and development and redevelopment projects (under construction or pre-construction), as well as an additional 11.9 million square feet of future ground-up development projects. Alexandria pioneered this niche in 1994 as a garage startup with a business plan and \$19 million of seed capital and has since established the premier brand and franchise with a dominant market presence in key locations, including Greater Boston, San Francisco, New York City, San Diego, Seattle, Maryland, and Research Triangle Park. Alexandria is known for its high-quality and diverse investment-grade tenant base. Alexandria has a long-standing and proven track record of developing Class A assets clustered in urban science and technology campuses that provide its innovative tenants with highly dynamic and collaborative environments that enhance their ability to successfully recruit and retain world-class talent and to inspire productivity, efficiency, creativity, and success. We believe these advantages result in higher occupancy levels, longer lease terms, higher rental income, higher returns, and greater long-term asset value.

Board Nominees (page 6)

The following table provides information about the seven candidates who have been nominated for election to our Board of Directors.

Name	Age	Director Since	Independence Status ⁽¹⁾	Occupation	Committee Memberships			
					AC	CC	NG	ST
Joel S. Marcus	68	1994	No (Employed by the Company)	Chairman of the Board, Chief Executive Officer, and Founder of the Company	—	—	—	M
Steven R. Hash ⁽²⁾	51	2013	Yes	President and Chief Operating Officer of Renaissance Macro Research, LLC	M,X	C	M	—
John L. Atkins, III	72	2007	Yes	Chairman and Chief Executive Officer of O'Brien/Atkins Associates, PA	—	M	C	—
James P. Cain	58	2015	Yes	Managing partner of Cain Global Partners, LLC	—	—	M	M
Maria C. Freire, Ph.D.	62	2012	Yes	President and Executive Director of the Foundation for National Institutes of Health	M	—	M	C
Richard H. Klein	60	2003	Yes	Chief Financial Officer of Industrial Realty Group, LLC	C,X	M	M	—
James H. Richardson	56	1999	No (Former President of the Company)	Senior Management Consultant to the Company	—	—	—	M

⁽¹⁾ Independence is determined by the Board of Directors in accordance with the applicable New York Stock Exchange listing standards.

⁽²⁾ Lead Director of the Company.

AC Audit Committee C Committee Chair

CC NG	Compensation Committee	M Committee Member			
General, administrative and selling expenses		642,767	578,165	1,819,325	1,751,244
Income (loss) from operations		121,418	24,521	149,191	(280,426)
Interest income, net		1,145	4,782	4,304	9,718
Income (loss) before provision for income taxes		122,563	29,303	153,495	(270,708)
Provision for income taxes		58,637	355	107,794	1,920
Net income (loss)		\$ 63,926	\$28,948	\$45,701	\$(272,628)
Basic weighted average shares		63,689,208	62,952,705	63,588,976	61,643,716
Diluted weighted average shares		73,296,287	72,608,050	72,273,719	61,643,716
Basic and diluted net income (loss) per share		\$.00	\$.00	\$.00	\$(.00)

See Notes to Condensed Consolidated Financial Statements.

ANDREA ELECTRONICS CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY
FOR NINE MONTHS ENDED SEPTEMBER 30, 2010
(UNAUDITED)

	Series C Convertible Preferred Stock Outstanding	Series C Convertible Preferred Stock	Series D Convertible Preferred Stock	Series D Convertible Preferred Stock	Common Stock Shares Outstanding	Common Stock	Additional Paid-In Capital	Accumulated Deficit	Total Shareholders' Equity
Balance, January 1, 2010	48,231,432	\$1	907,144	\$9,072	63,538,029	\$635,380	\$77,096,177	\$(72,786,994)	\$4,953,636
Conversion of Series C Convertible Preferred Stock	(4,000,000)	-	-	-	183,006	1,830	4,855	-	6,685
Stock-based Compensation Expense related to Stock Option Grants	-	-	-	-	-	-	151,789	-	151,789
Net Income	-	-	-	-	-	-	-	45,701	45,701
Balance, September 30, 2010	44,231,432	\$1	907,144	\$9,072	63,721,035	\$637,210	\$77,252,821	\$(72,741,293)	\$5,157,811

See Notes to Condensed Consolidated Financial Statements.

ANDREA ELECTRONICS CORPORATION AND SUBSIDIARIES
 CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
 (UNAUDITED)

	For the Nine Months Ended September 30, 2010	September 30, 2009
Cash flows from operating activities:		
Net income (loss)	\$ 45,701	\$ (272,628)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	409,103	387,710
Stock based compensation expense	151,789	190,803
Bad debt expense	4,004	(46,172)
Inventory reserve	15,111	-
Deferred income taxes	107,738	-
Change in:		
Accounts receivable	(378,543)	420,505
Inventories	136,499	133,258
Short term customer deposits	13,536	(93,168)
Prepaid expenses and other current assets	10,375	22,501
Trade accounts payable	(12,872)	460,561
Short-term deferred revenue	(13,536)	83,168
Other current liabilities	40,473	26,189
Net cash provided by operating activities	529,378	1,312,727
Cash flows from investing activities:		
Purchases of property and equipment	(59,948)	(33,032)
Purchases of patents and trademarks	(9,709)	(33,851)
Net cash used in investing activities	(69,657)	(66,883)
Cash flows from financing activities:		
Principal repayments of long term debt	(15,894)	-
Net cash used in financing activities	(15,894)	-
Net increase in cash	443,827	1,245,844
Cash, beginning of year	1,805,091	1,006,951
Cash, end of period	\$ 2,248,918	\$ 2,252,795
Supplemental disclosures of cash flow information:		
Non-cash investing and financing activities:		
Conversion of Series C Convertible Preferred Stock and related dividends into common stock	\$ 6,685	\$ 69,306
Cash paid for:		
Income Taxes	\$ 2,656	\$ 7,040
Interest	\$ 1,739	\$ -

See Notes to Condensed Consolidated Financial Statements.

ANDREA ELECTRONICS CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

Note 1. Basis of Presentation and Management's Liquidity Plans

Basis of Presentation - The accompanying unaudited condensed consolidated interim financial statements include the accounts of Andrea Electronics Corporation and its subsidiaries ("Andrea" or the "Company"). All intercompany balances and transactions have been eliminated in consolidation.

These unaudited, condensed consolidated interim financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial information and with the instructions to Form 10-Q. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In addition, the December 31, 2009 balance sheet data was derived from the audited consolidated financial statements, but does not include all disclosures required by GAAP. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. The results of operations of any interim period are not necessarily indicative of the results of operations to be expected for any other interim period or for the fiscal year.

These unaudited condensed consolidated interim financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto for the fiscal year ended December 31, 2009 included in the Company's Form 10-K for the fiscal year ended December 31, 2009, filed on March 16, 2010. The accounting policies used in preparing these unaudited condensed consolidated interim financial statements are consistent with those described in the December 31, 2009 audited consolidated financial statements.

Management's Liquidity Plans - As of September 30, 2010, Andrea had working capital of \$3,244,757 and cash on hand of \$2,248,918. Andrea's income from operations was \$121,418 and \$149,191 for the three and nine months ended September 30, 2010, respectively. Andrea plans to continue to improve its cash flows during 2010 and 2011 by aggressively pursuing additional licensing opportunities related to Andrea DSP Audio Software and increasing its Andrea Anti-Noise Headset Products sales through new products that are currently being offered and that are under development, as well as the increased efforts of the Company to its sales and marketing efforts. However, there can be no assurance that Andrea will be able to successfully execute the aforementioned plans.

As of November 11, 2010, Andrea had approximately \$2,100,000 of cash. Management projects that Andrea has sufficient liquidity available to operate through at least September 2011. While Andrea explores opportunities to increase revenues in new business areas, the Company also continues to examine additional opportunities for cost reduction and further diversification of its business. Since the third quarter of 2006, Andrea has generated cash flows from operations. If Andrea fails to develop additional revenues from sales of its products and licensing of its technology or to generate adequate funding from operations, or if Andrea fails to obtain additional financing through a capital transaction or other type of financing, Andrea will be required to continue to significantly reduce its operating expenses and/or operations or Andrea may have to relinquish its products, technologies or markets which could have a materially adverse effect on revenue and operations. Andrea has no commitment for additional financing and may experience difficulty in obtaining additional financing on favorable terms, if at all.

Note 2. Summary of Significant Accounting Policies

Earnings (loss) Per Share - Basic earnings (loss) per share is computed by dividing the net earnings (loss) by the weighted average number of common shares outstanding during the period. Diluted earnings (loss) adjusts basic earnings (loss) per share for the effects of convertible securities, stock options and other potentially dilutive financial

instruments, only in the periods in which such effect is dilutive. Securities that could potentially dilute basic earnings per share (“EPS”) in the future that were not included in the computation of the diluted EPS because to do so would have been anti-dilutive for the periods presented, consist of the following:

	For the Three Months Ended		For the Nine Months Ended	
	September 30, 2010	September 30, 2009	September 30, 2010	September 30, 2009
Total potential common shares as of:				
Options to purchase common stock (Note 8)	9,306,821	8,384,321	9,223,488	16,174,321
Series C Convertible Preferred Stock and related accrued dividends (Note 3)	-	-	-	2,206,664
Series D Convertible Preferred Stock and related warrants (Note 4)	-	-	-	3,628,576
Total potential common shares	9,306,821	8,384,321	9,223,488	22,009,561

ANDREA ELECTRONICS CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

The following table sets forth the components used in the computation of basic and diluted earnings (loss) per share:

	For the Three Months Ended		For the Nine Months Ended	
	September 30, 2010	September 30, 2009	September 30, 2010	September 30, 2009
Numerator:				
Net income (loss)	\$ 63,926	\$ 28,948	\$ 45,701	\$ (272,628)
Denominator:				
Basic Weighted average shares	63,689,208	62,952,705	63,588,976	61,643,716
Effect of dilutive securities:				
Series C Convertible Preferred Stock	2,023,658	2,206,664	2,145,662	-
Series D Convertible Preferred Stock	3,628,576	3,628,576	3,628,576	-
Employee stock options	3,954,845	3,820,105	2,910,505	-
Denominator for diluted income (loss) per share-adjusted weighted average shares after assumed conversions	73,296,287	72,608,050	72,273,719	61,643,716

Cash - Cash includes cash and highly liquid investments with original maturities of three months or less. At times during the periods ended September 30, 2010 and December 31, 2009, the Company had cash deposits in excess of the maximum amounts insured by the Federal Deposit Insurance Corporation insurance limits. At September 30, 2010, the Company's cash is held at three financial institutions.

Concentration of Credit Risk – The following customers accounted for 10% or more of Andrea's consolidated net revenues during at least one of the periods presented below:

	For the Three Months Ended		For the Nine Months Ended	
	September 30, 2010	September 30, 2009	September 30, 2010	September 30, 2009
Customer A	17 %	22 %	25 %	20 %
Customer B	11 %	*	*	*
Customer C	11 %	*	*	*
Customer D	12 %	*	*	*
Customer E	*	*	10 %	*
Customer F	*	11 %	*	*
Customer G	*	13 %	*	*

* Amounts are less than 10%

Customer A, B, C, and D accounted for approximately 25%, 10%, 18% and 20%, respectively of total accounts receivable at September 30, 2010.

The following suppliers accounted for 10% or more of Andrea's purchases during the periods presented below:

	For the Three Months Ended		For the Nine Months Ended	
	September 30, 2010	September 30, 2009	September 30, 2010	September 30, 2009
Supplier A	71	100	80	94
Supplier B	29	*	16	*

* Amounts are less than 10%

At September 30, 2010 and December 31, 2009, Supplier A accounted for approximately 30% and 63% of accounts payable, respectively.

ANDREA ELECTRONICS CORPORATION AND SUBSIDIARIES
 NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
 (UNAUDITED)

Allowance for Doubtful Accounts - The Company performs on-going credit evaluations of its customers and adjusts credit limits based upon payment history and the customer's current credit worthiness, as determined by the review of their current credit information. Collections and payments from customers are continuously monitored. The Company maintains an allowance for doubtful accounts, which is based upon historical experience as well as specific customer collection issues that have been identified. While such bad debt expenses have historically been within expectations and allowances established, the Company cannot guarantee that it will continue to experience the same credit loss rates that it has in the past. If the financial condition of customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required.

Inventories - Inventories are stated at the lower of cost (on a first-in, first-out) or market basis. The cost of inventory is based on the respective cost of materials. Andrea reviews its inventory reserve for obsolescence on a quarterly basis and establishes reserves on inventories based on the specific identification method as well as a general reserve. Andrea records changes in inventory reserves as part of cost of revenues.

	September 30, 2010	December 31, 2009
Raw materials	\$ 35,121	\$ 54,351
Finished goods	1,323,816	1,441,085
	1,358,937	1,495,436
Less: reserve for obsolescence	(668,119)	(653,008)
	\$ 690,818	\$ 842,428

Intangible and Lived Assets - Andrea accounts for its long-lived assets in accordance with Statement of Financial Accounting Standards Board ("FASB") Accounting Standard Codification ("ASC") 360 "Plant, Property and Equipment," for purposes of determining and measuring impairment of its long-lived assets (primarily intangible assets) other than goodwill. Andrea's policy is to review the value assigned to its long lived assets to determine if they have been permanently impaired by adverse conditions which may affect Andrea whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. If Andrea identifies a permanent impairment such that the carrying amount of Andrea's long lived assets is not recoverable using the sum of an undiscounted cash flow projection (gross margin dollars from product sales), the impaired asset is adjusted to its estimated fair value, based on an estimate of future discounted cash flows which becomes the new cost basis for the impaired asset. Considerable management judgment is necessary to estimate undiscounted future operating cash flows and fair values and, accordingly, actual results could vary significantly from such estimates. No impairment charges were recognized during the three and nine month periods ended September 30, 2010 and 2009.

Revenue Recognition - Non software-related revenue, which is generally comprised of microphones and microphone connectivity product revenues, is recognized when title and risk of loss pass to the customer, which is generally upon shipment. With respect to licensing revenues, Andrea recognizes revenue in accordance with ASC 985, "Software" and ASC 605 "Revenue Recognition." License revenue is recognized based on the terms and conditions of individual contracts. In addition, fee based services, which are short-term in nature, are generally performed on a time-and-material basis under separate service arrangements and the corresponding revenue is generally recognized as the services are performed.

Income Taxes - The provision for income taxes is a result of certain licensing revenues that are subject to withholding of income tax as mandated by the foreign jurisdiction in which the revenues are earned. For all other income taxes,

Andrea accounts for income taxes in accordance with ASC 270, "Interim Reporting" (ASC 240") and ASC 740, "Income Taxes" ("ASC 740"), whereby the Company utilizes the expected annual effective tax rate in determining its income tax provisions for the interim period's income or loss. ASC 740 requires an asset and liability approach for financial accounting and reporting for income taxes and establishes for all entities a minimum threshold for financial statement recognition of the benefit of tax positions, and requires certain expanded disclosures. The provision for income taxes is based upon income or loss after adjustment for those permanent items that are not considered in the determination of taxable income, which includes amortization expense, stock based compensation and other permanent differences. These permanent items result in a difference between income taxes at the statutory Federal income tax rate and income taxes reported in the condensed consolidated income statement. Deferred income taxes represent the tax effects of differences between the financial reporting and tax bases of the Company's assets and liabilities at the enacted tax rates in effect for the years in which the differences are expected to reverse. The Company evaluates the recoverability of deferred tax assets and establishes a valuation allowance when it is more likely than not that some portion or all of the deferred tax assets will not be realized. Accordingly, and after considering changes in existing positive evidence, the Company reduced its valuation allowance to recognize a deferred tax asset of approximately \$143,000 for the year ended December 31, 2009. In addition, Andrea expects it will reduce its valuation in future periods to the extent that it can demonstrate its ability to utilize the assets. Management makes judgments as to the interpretation of the tax laws that might be challenged upon an audit and cause changes to previous estimates of tax liability. In management's opinion, adequate provisions for income taxes have been made for all years. If actual taxable income by tax jurisdiction varies from estimates, additional allowances or reversals of reserves may be necessary. Income tax expense consists of the tax payable for the period and the change during the period in deferred tax assets and liabilities. The Company has identified its federal tax return and its state tax return in New York as "major" tax jurisdictions. Based on the Company's evaluation, it has been concluded that there are no significant uncertain tax positions requiring recognition in the Company's condensed consolidated financial statements. The Company's evaluation was performed for tax years ended 2006 through 2009. The Company believes that its income tax positions and deductions will be sustained on audit and does not anticipate any adjustments that will result in a material change to its financial position.

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Stock-Based Compensation -At September 30, 2010, Andrea had two stock-based employee compensation plans, which are described more fully in Note 8. Andrea accounts for stock-based compensation in accordance with ASC 718, "Compensation – Stock Compensation" ("ASC 718"). ASC 718 establishes accounting for stock-based awards exchanged for employee services. Under the provisions of ASC 718, stock-based compensation cost is measured at the grant date, based on the fair value of the award, and is recognized as expense over the employee's requisite service period (generally the vesting period of the equity grant). The fair value of the Company's common stock options are estimated using the Black Scholes option-pricing model with the following assumptions: expected volatility, dividend rate, risk free interest rate and the expected life. The Company expenses stock-based compensation by using the straight-line method. In accordance with ASC 718, excess tax benefits realized from the exercise of stock-based awards are classified in cash flows from financing activities. The future realization of the reserved deferred tax assets related to these tax benefits associated with the exercise of stock options will result in a credit to additional paid in capital if the related tax deduction reduces taxes payable. The Company has elected the "with and without approach" regarding ordering of windfall tax benefits to determine whether the windfall tax benefit did reduce taxes payable in the current year. Under this approach, the windfall tax benefit would be recognized in additional paid-in-capital only if an incremental tax benefit is realized after considering all other benefits presently available.

Recently Issued Accounting Pronouncements

In October 2009, the FASB issued new accounting guidance, under FASB Accounting Standard Update ("ASU") No. 2009-13 "Revenue Recognition," which amends revenue recognition policies for arrangements with multiple deliverables. This guidance eliminates the residual method of revenue recognition and allows the use of management's best estimate of selling price for individual elements of an arrangement when vendor specific objective evidence, vendor objective evidence or third-party evidence is unavailable. This guidance is effective for all new or materially modified arrangements entered into on or after January 1, 2011 with earlier application permitted as of the beginning of a fiscal year. Full retrospective application of the new guidance is optional. The Company has not completed their assessment of this new guidance on their financial condition, results of operations or cash flows.

In October 2009, the FASB issued new accounting guidance, under ASU No. 2009-14 "Software", which amends the scope of existing software revenue recognition accounting. Tangible products containing software components and non-software components that function together to deliver the product's essential functionality would be scoped out of the accounting guidance on software and accounted for based on other appropriate revenue recognition guidance. For the Company, this guidance is effective for all new or materially modified arrangements entered into on or after January 1, 2011 with earlier application permitted as of the beginning of a fiscal year. Full retrospective application of this new guidance is optional. This guidance must be adopted in the same period that the Company adopts the amended accounting for arrangements with multiple deliverables described in the preceding paragraph. The Company has not completed their assessment of this new guidance on their financial condition, results of operations or cash flows.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.

Management bases its estimates on historical experience and on various assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. The most significant estimates, among other things, are used in accounting for allowances for bad debts, inventory valuation and obsolescence, product warranty, depreciation, deferred income taxes, expected realizable values for assets (primarily intangible assets), contingencies, revenue recognition as well as the recording and presentation of the Company's convertible preferred stock. Estimates and assumptions are periodically reviewed and the effects of any material revisions are reflected in the consolidated financial statements in the period that they are determined to be necessary. Actual results could differ from those estimates and assumptions.

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Reclassifications - Certain prior year amounts have been reclassified to conform to the current year presentation.

Subsequent Events - The Company evaluates events that occurred after the balance sheet date but before the financial statements are issued. Based upon the evaluation, the Company did not identify any recognized or non-recognized subsequent events that would have required adjustment or disclosure in the interim condensed consolidated financial statements.

Note 3. Series C Redeemable Convertible Preferred Stock

On October 10, 2000, Andrea issued and sold in a private placement \$7,500,000 of Series C Redeemable Convertible Preferred Stock (the "Series C Preferred Stock"). Each of these shares of Series C Preferred Stock had a stated value of \$10,000 plus a \$1,671 increase in the stated value, which sum is convertible into Common Stock at a conversion price of \$0.2551. On February 17, 2004, Andrea announced that it had entered into an Exchange and Termination Agreement and an Acknowledgment and Waiver Agreement, which eliminated the dividend of 5% per annum on the stated value. The additional amount of \$1,671 represents the 5% per annum from October 10, 2000 through February 17, 2004. The shares of Series C Preferred Stock are subject to antidilution provisions, which are triggered in the event of certain stock splits, recapitalizations, or other dilutive transactions. In addition, issuances of common stock at a price below the conversion price then in effect (currently \$0.2551), or the issuance of warrants, options, rights, or convertible securities which have an exercise price or conversion price less than that conversion price, other than for certain previously outstanding securities and certain "excluded securities" (as defined in the certificate of amendment), require the adjustment of the conversion price to that lower price at which shares of common stock have been issued or may be acquired. In the event that Andrea issues securities in the future which have a conversion price or exercise price which varies with the market price and the terms of such variable price are more favorable than the conversion price in the Series C Preferred Stock, the purchasers may elect to substitute the more favorable variable price when making conversions of the Series C Preferred Stock.

In accordance with Sub Topic 815-40, Andrea evaluated the Series C Preferred Stock and concluded that it is not indexed to the Company's stock because of the conversion price adjustment feature described above. Accordingly, under the provisions of ASC 815, "Derivatives and Hedging" ("ASC 815"), Andrea evaluated the Series C Preferred Stock embedded conversion feature. The Company has concluded that the embedded conversion feature would be classified in stockholders' equity if it were a freestanding instrument as the Series C Preferred Stock is more akin to equity and as such it should not be bifurcated from the Series C instrument and accounted for separately.

On July 16, 2010, 4.0 shares of Series C Preferred Stock, together with related accrued dividends, were converted into 183,006 shares of Common Stock at a conversion price of \$0.2551.

As of September 30, 2010, there were 44.231432 shares of Series C Preferred Stock outstanding, which were convertible into 2,023,658 shares of Common Stock and remaining accrued dividends of \$73,921.

Note 4. Series D Redeemable Convertible Preferred Stock

On February 17, 2004, Andrea entered into a Securities Purchase Agreement (including a Registration Rights Agreement) with certain holders of the Series C Preferred Stock and other investors (collectively, the "Buyers") pursuant to which the Buyers agreed to invest a total of \$2,500,000. In connection with this agreement, on February 23, 2004, the Buyers purchased, for a purchase price of \$1,250,000, an aggregate of 1,250,000 shares of a new class of

preferred stock, the Series D Preferred Stock, convertible into 5,000,000 shares of Common Stock (an effective conversion price of \$0.25 per share) and Common Stock warrants exercisable for an aggregate of 2,500,000 shares of Common Stock. These warrants were exercisable at any time after August 17, 2004, at an exercise price of \$0.38 per share. On February 23, 2009, these warrants expired without being exercised.

In addition, on June 4, 2004, the Buyers purchased for an additional \$1,250,000, an additional 1,250,000 shares of Series D Preferred Stock convertible into 5,000,000 shares of Common Stock (an effective conversion price of \$0.25 per share) and Common Stock warrants exercisable for an aggregate of 2,500,000 shares of Common Stock. The warrants were exercisable at any time after December 4, 2004 and before June 4, 2009 at an exercise price of \$0.17 per share. On June 4, 2009, the unexercised warrants expired without being exercised.

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The shares of Series D Preferred Stock are also subject to antidilution provisions, which are triggered in the event of certain stock splits, recapitalizations, or other dilutive transactions. In addition, issuances of common stock at a price below the conversion price then in effect (currently \$0.25), or the issuance of warrants, options, rights, or convertible securities which have an exercise price or conversion price less than that conversion price, other than for certain previously outstanding securities and certain "excluded securities" (as defined in the certificate of amendment), require the adjustment of the conversion price to that lower price at which shares of common stock have been issued or may be acquired. In the event that Andrea issues securities in the future which have a conversion price or exercise price which varies with the market price and the terms of such variable price are more favorable than the conversion price in the Series D Preferred Stock, the purchasers may elect to substitute the more favorable variable price when making conversions of the Series D Preferred Stock. The Company is required to maintain an effective registration statement from the time of issuance until the earlier of (i) the date as of which the investors may sell all of the securities for the common stock issuable under the Series D Preferred Stock covered by the registration statement without restriction under SEC rules or (ii) the date on which the investors shall have sold all the securities covered by the registration statement. In addition, the Company is required to use its best efforts to secure the inclusion for quotation on the Over the Counter Bulletin Board for the common stock issuable under the Series D Preferred Stock and to arrange for at least two market makers to register with the Financial Industry Regulatory Authority. In the event that the holder of the Series D Preferred Stock and related warrants is unable to convert these securities into Andrea Common Stock, the Company shall pay to each such holder of such registrable securities a Registration Delay Payment. This payment is to be paid in cash and is equal to the product of (i) the stated value of such Preferred Shares multiplied by (ii) the product of (1) .0005 multiplied by (2) the number of days that sales cannot be made pursuant to the Registration Statement (excluding any days during that may be considered grace periods as defined by the Registration Rights Agreement).

In accordance with Sub Topic 815-40, Andrea evaluated the Series D Preferred Stock and concluded that it is not considered to be indexed to the Company's stock because of the conversion price adjustment feature described above. Accordingly, under the provisions of ASC 815, Andrea evaluated the Series D Preferred Stock embedded conversion feature. The Company has concluded that the embedded conversion feature would be classified in stockholders' equity if it were a freestanding instrument as the Series D Preferred Stock is more akin to equity and as such it should not be bifurcated from the Series D instrument and accounted for separately.

Additionally, Andrea reviewed the Series D Preferred Stock warrants and concluded that they are considered to be indexed to the Company's stock within the provisions of ASC 815-40 and were properly classified.

As of September 30, 2010, there were 907,144 shares of Series D Preferred Stock outstanding which were convertible into 3,628,576 shares of Common Stock.

Note 5. Licensing Agreements

The Company has entered into various licensing, production and distribution agreements with manufacturers of PC and related components. These agreements provide for revenues based on the terms of each individual agreement. The Company's two largest licensing customers accounted for \$254,576 and \$160,782 of license revenues for the three months ended September 30, 2010 and \$306,476 and \$39,750 of license revenues for the three months ended September 30, 2009. The Company's two largest licensing customers accounted for \$981,413 and \$184,826 of license revenues for the nine months ended September 30, 2010 and \$692,905 and \$88,160 of license revenues for the nine months ended September 30, 2009.

Note 6. Long Term Debt

Long-term debt consists of the following:

	September 30, 2010	December 31, 2009
Long-term debt	\$ 105,106	\$ 121,000
Less: Current Maturities of Long-Term Debt	22,261	21,214
Long-Term Debt, net of Current Maturities	\$ 82,845	\$ 99,786

HSBC unsecured bank loan, dated December 9, 2009, is due in 60 monthly installments of \$2,362 including principal and interest at 6.4%.

As of September 30, 2010, maturities of long term debt are as follows:

October, 2010 – September 30, 2011	\$22,261
October, 2011 – September 30, 2012	23,728
October, 2012 – September 30, 2013	25,292
October, 2013 – September 30, 2014	26,959
October, 2014 – September 30, 2015	6,866
Total	\$105,106

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Note 7. Commitments And Contingencies

Leases

Andrea leases its corporate headquarters located in Bohemia, New York. The lease from an unrelated party, which currently expires in April 2015, is for approximately 11,000 square feet and houses Andrea's warehousing, sales and executive offices. Rent expense under this operating lease was \$22,367 and \$68,547 for the three and nine-month periods ended September 30, 2010, respectively. Rent expense under this operating lease was \$21,715 and \$64,513 for the three and nine-month periods ended September 30, 2009, respectively.

As of September 30, 2010, the minimum annual future lease payments, under this lease and all other noncancellable operating leases, are as follows:

2010 (October 1 – December 31)	\$26,796
2011	108,974
2012	105,728
2013	96,814
2014	99,718
Thereafter	33,565
Total	\$471,595

Employment Agreements

In July 2010, the Company entered into an employment agreement with the President, Chief Executive Officer and Chairman of the Board, Douglas J Andrea. The effective date of the employment agreement was August 1, 2010. The employment agreement expires July 31, 2012 and is subject to renewal as approved by the Compensation Committee of the Board of Directors. Pursuant to his employment agreement, Mr. Andrea will receive an annual base salary of \$337,500 for the period of August 1, 2010 through July 31, 2011 and for the period of August 1, 2011 through July 31, 2012 Mr. Andrea will receive an annual base salary of \$350,000. The employment agreement provides for quarterly bonuses equal to 25% of the Company's pre-bonus net after tax quarterly earnings in excess of \$25,000 for a total quarterly bonus amount not to exceed \$12,500; and annual bonuses equal to 10% of the Company's annual pre-bonus net after tax earnings in excess of \$300,000. All bonuses shall be payable as soon as the Company's cash flow permits. All bonus determinations or any additional bonus in excess of the above will be made in the sole discretion of the Compensation Committee. On August 1, 2010, the Board granted Mr. Andrea 1,000,000 stock options with an aggregate fair value of \$130,000 (fair value was estimated using the Black-Scholes option-pricing model). The 1,000,000 grant vests in three equal annual installments over a three year period commencing August 1, 2011. These 1,000,000 stock options have an exercise price of \$0.13 per share, which was the fair market value of the Company's common stock at the date of grant, and a term of 10 years. Pursuant to the employment agreement and subject to the approval of the Board of Directors, the Compensation Committee will recommend a second grant of 1,000,000 stock options as soon as practical after August 1, 2011, with an exercise price equal to the per share fair market value of the Company's common stock on the date of grant. Mr. Andrea is also entitled to a change in control payment equal to two times his salary with continuation of health and medical benefits for two years in the event of a change in control, as defined in the agreement. At September 30, 2010, the future minimum cash commitments under this agreement aggregate \$644,119.

In November 1999, as amended August 2008, the Company entered into a change in control agreement with the Chief Financial Officer, Corisa L. Guiffre. This agreement provides for a change in control payment equal to three times her average annual compensation for the five preceding taxable years, with continuation of health and medical benefits for three years in the event of a change in control of the Company, as defined in the agreement, and subsequent termination of employment other than for cause.

Legal Proceedings

Andrea is not currently involved in any pending legal proceedings.

Note 8. Stock Plans and Stock Based Compensation

In 1998, the Board adopted the 1998 Stock Option Plan (“1998 Plan”), which was subsequently approved by the shareholders. The 1998 Plan, as amended, authorizes the granting of awards, the exercise of which would allow up to an aggregate of 6,375,000 shares of Andrea’s Common Stock to be acquired by the holders of those awards. The awards can take the form of stock options, stock appreciation rights, restricted stock, deferred stock, stock reload options or other stock-based awards. Awards may be granted to key employees, officers, directors and consultants. No further awards will be granted under the 1998 Plan.

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In October 2006, the Board adopted the Andrea Electronics Corporation 2006 Equity Compensation Plan (“2006 Plan”), which was subsequently approved by the shareholders. As originally adopted the 2006 Plan authorized the granting of awards, the exercise of which would allow up to an aggregate of 10,000,000 shares of Andrea’s Common Stock to be acquired by the holders of those awards. On July 24, 2009, shareholders approved an amendment to the 2006 Plan to increase the number of shares issuable under the 2006 Plan to 18,000,000. The awards can take the form of stock options, stock appreciation rights, restricted stock or other stock-based awards. Awards may be granted to key employees, officers, directors and consultants. At September 30, 2010, there were 4,213,936 shares available for further issuance under the 2006 Plan.

The stock option awards granted under these plans have been granted with an exercise price equal to the market price of the Company’s stock on the date of grant; with vesting periods of up to four years and 10-year contractual terms.

The fair values of each stock option grant is estimated on the date of grant using the Black-Scholes option-pricing model that uses the weighted-average assumptions noted in the following table. Expected volatilities are based on implied volatilities from historical volatility of the Company’s stock. The expected term of options granted represents the period of time that options granted are expected to be outstanding. The risk-free rate for periods within the contractual life of the option is based on the U.S. Treasury yield curve in effect at the time of grant.

On August 1, 2010, the Board granted Mr. Andrea 1,000,000 stock options with an aggregate fair value of \$130,000 (fair value was estimated using the Black-Scholes option-pricing model). The 1,000,000 grant vests in three equal annual installments over a three year period commencing August 1, 2011. These 1,000,000 stock options have an exercise price of \$0.13 per share, which was the fair market value of the Company’s common stock on the date of grant, and a term of 10 years.

On September 22, 2010, the Board granted 916,500 stock options to employees of the Company. Each option grant provides for vesting periods of up to three years, an exercise price of \$0.08 per share, which was the fair market value of the Company’s common stock on the date of grant, and a term of 10 years. The fair value of these 916,500 stock options was \$73,320 (fair value was estimated on the date of grant using the Black-Scholes option-pricing model).

On September 22, 2010, pursuant to Andrea’s compensation policy for outside directors, Andrea granted 62,500 stock options to the chairperson of the Audit Committee and 25,000 stock options to each of the other three outside directors. The stock option grants provide for an 18-month vesting period, an exercise price of \$0.08 per share, which was the fair market value of the Company’s common stock on the date of grant, and a term of 10 years. The fair value of these 137,500 stock options was \$11,000 (fair value was estimated on the date of grant using the Black-Scholes option-pricing model).

The fair values of the stock options granted for the three and nine-month periods ended September 30, 2010 were estimated on the date of grant using the Black-Scholes option-pricing model using the following weighted-average assumptions:

	Three months ended September 30, 2010	Nine months ended September 30, 2010
Expected life in years	6	6
Risk-free interest rates	1.84%	1.84%

Volatility	168.22%	168.22%
Dividend yield	0%	0%

The fair values of the stock options granted for the three and nine-month periods ended September 30, 2009 were estimated on the date of grant using the Black-Scholes option-pricing model using the following weighted-average assumptions:

	Three months ended September 30, 2009	Nine months ended September 30, 2009
Expected life in years	6	6
Risk-free interest rates	2.90%	2.90%
Volatility	163.21%	163.21%
Dividend yield	0%	0%

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Option activity during 2010 is summarized as follows:

	Options Outstanding				Options Exercisable			
	Options Outstanding	Weighted Average Exercise Price	Weighted Average Fair Value	Weighted Average Remaining Contractual Life	Options Exercisable	Weighted Average Exercise Price	Weighted Average Fair Value	Weighted Average Remaining Contractual Life
At January 1, 2010	16,141,821	\$ 0.20	\$ 0.16	7.32 years	9,891,470	\$ 0.29	\$ 0.22	6.37 years
Granted	2,054,000	\$ 0.10	\$ 0.10					
Expired	(245,000)	\$ 6.49	\$ 4.53					
At September 30, 2010	17,950,821	\$ 0.11	\$ 0.10	7.05 years	12,628,391	\$ 0.12	\$ 0.10	6.26 years

During the three months ended September 30, 2010, 2,840,169 options vested with a weighted average exercise price and a weighted average fair value of \$0.07 per option. During the nine months ended September 30, 2010, 2,981,921 options vested with a weighted average exercise price and a weighted average fair value of \$0.07 per option. Based on the September 30, 2010 fair market value of the Company's common stock of \$0.10, the aggregate intrinsic value for the 17,950,821 options outstanding and 12,628,391 shares exercisable is 444,580 and \$303,464, respectively.

Total compensation expense recognized related to stock option awards was \$50,953 and \$60,476 for the three months ended September 30, 2010 and 2009, respectively. In the accompanying condensed consolidated statement of operations for the three months ended September 30, 2010, \$39,875 of expense is included in general, administrative and selling expenses, \$7,035 is included in research and development expenses and \$4,043 is included in cost of revenues. In the accompanying condensed consolidated statement of operations for the three months ended September 30, 2009, \$48,060 of expense is included in general, administrative and selling expenses, \$11,399 is included in research and development expenses and \$1,017 is included in cost of revenues. Total compensation expense recognized related to all stock option awards was \$151,789 and \$169,138 for the nine months ended September 30, 2010 and 2009, respectively. In the accompanying condensed consolidated statement of operations for the nine months ended September 30, 2010, \$114,881 of expense is included in general, administrative and selling expenses, \$24,645 is included in research and development expenses and \$12,263 is included in cost of revenues. In the accompanying condensed consolidated statement of operations for the nine months ended September 30, 2009, \$134,894 of expense is included in general, administrative and selling expenses, \$32,177 is included in research and development expenses and \$2,067 is included in cost of revenues.

As of September 30, 2010, there was \$284,192 of total unrecognized compensation cost related to nonvested share-based compensation arrangements granted under the 1998 and 2006 Plans. This unrecognized compensation cost is expected to be recognized over the next four years (\$52,767 in 2010, \$157,606 in 2011, \$59,117 in 2012 and \$14,702 in 2013).

Note 9. Segment Information

Andrea follows the provisions of ASC 280 “Segment Reporting” (“ASC 280”). Reportable operating segments are determined based on Andrea’s management approach. The management approach, as defined by ASC 280, is based on the way that the chief operating decision-maker organizes the segments within an enterprise for making operating decisions and assessing performance. While Andrea’s results of operations are primarily reviewed on a consolidated basis, the chief operating decision-maker also manages the enterprise in two segments: (i) Andrea DSP Microphone and Audio Software Products and (ii) Andrea Anti-Noise Products. Andrea DSP Microphone and Audio Software Products primarily include products based on the use of some, or all, of the following technologies: Andrea Digital Super Directional Array microphone technology (DSDA), Andrea Direction Finding and Tracking Array microphone technology (DFTA), Andrea PureAudio noise filtering technology, and Andrea EchoStop, an advanced acoustic echo cancellation technology. Andrea Anti-Noise Products include noise cancellation and active noise cancellation computer headset products and related computer peripheral products.

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The following represents selected condensed consolidated financial information for Andrea's segments for the three-month periods ended September 30, 2010 and 2009.

2010 Three Month Segment Data	Andrea DSP Microphone and Audio Software Products	Andrea Anti- Noise Products	2010 Three Month Total
Net revenues from external customers	\$ 240,567	\$ 839,529	\$ 1,080,096
License revenues	424,461	-	424,461
Income (loss) from operations	191,176	(69,758)	121,418
Depreciation and amortization	117,720	19,433	137,153
Purchases of property and equipments	3,454	6,418	9,872
Purchases of patents and trademarks	3,757	5,502	9,259
Assets	3,660,782	2,361,920	6,022,702
Total long lived assets	1,694,614	301,285	1,995,899

2009 Three Month Segment Data	Andrea DSP Microphone and Audio Software Products	Andrea Anti- Noise Products	2009 Three Month Total
Net revenues from external customers	\$ 91,437	\$ 948,274	\$ 1,039,711
License revenues	358,256	-	358,256
Income (loss) from operations	34,441	(9,920)	24,521
Depreciation and amortization	117,902	12,504	130,406
Purchases of property and equipments	2,153	3,229	5,382
Purchases of patents and trademarks	1,245	4,484	5,729

December 31, 2009 Year End Segment Data	Andrea DSP Microphone and Audio Software Products	Andrea Anti- Noise Products	2009 Year End Total
Assets	\$ 3,555,990	\$ 2,271,051	\$ 5,827,041
Total long lived assets	2,023,353	311,992	2,335,345

The following represents selected condensed consolidated financial information for Andrea's segments for the nine-month periods ended September 30, 2010 and 2009:

2010 Nine Month Segment Data	Andrea DSP Microphone and Audio Software Products	Andrea Anti- Noise Products	2010 Nine Month Total
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Net revenues from external customers	\$ 695,972	\$ 2,028,591	\$ 2,724,563
License revenues	1,245,731	-	1,245,731
Income (loss) from operations	474,659	(325,468)	149,191
Depreciation and amortization	352,641	56,462	409,103
Purchases of property and equipments	20,145	39,803	59,948
Purchases of patents and trademarks	3,757	5,952	9,709

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2009 Nine Month Segment Data	Andrea DSP Microphone and Audio Software Products	Andrea Anti- Noise Products	2009 Nine Month Total
Net revenues from external customers	\$ 278,355	\$ 2,299,649	\$ 2,578,004
License Revenues	839,104	-	839,104
Loss from operations	(163,822)	(116,604)	(280,426)
Depreciation and amortization	353,457	34,253	387,710
Purchases of property and equipments	4,201	28,831	33,032
Purchases of patents and trademarks	10,570	23,281	33,851

Management assesses non-operating income statement data on a consolidated basis only. International revenues are based on the country in which the end-user is located. For the three-month periods ended September 30, 2010 and 2009, and as of each respective period-end, net revenues and accounts receivable by geographic area are as follows:

Geographic Data	September 30, 2010	September 30, 2009
Net revenues:		
United States	\$ 1,240,278	\$ 1,287,207
Foreign(1)	264,279	110,760
	\$ 1,504,557	\$ 1,397,967

(1) Net revenues to any one foreign country did not exceed 10% of total net revenues for the three months ended September 30, 2010 and September 30, 2009.

For the nine-month periods ended September 30, 2010 and 2009, and as of each respective period-end, net revenues and accounts receivable by geographic area are as follows:

Geographic Data	September 30, 2010	September 30, 2009
Net revenues:		
United States	\$ 3,430,995	\$ 3,154,181
Foreign(1)	539,299	262,927
	\$ 3,970,294	\$ 3,417,108

(1) Net revenues to any one foreign country did not exceed 10% of total net revenues for the nine months ended September 30, 2010 and September 30, 2009.

As of September 30, 2010 and December 31, 2009, accounts receivable by geographic area is as follows:

September 30, 2010	December 31, 2009
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Geographic Data

Accounts receivable:

United States	\$	712,945	\$	453,777
Foreign(1)		175,921		60,550
	\$	888,866	\$	514,327

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

Overview

Our mission is to provide the emerging "voice interface" markets with state-of-the-art communications products that facilitate natural language, human/machine interfaces.

Examples of the applications and interfaces for which Andrea DSP Microphone and Audio Software Products and Andrea Anti-Noise Products provide benefit include: Internet and other computer-based speech; telephony communications; multi-point conferencing; speech recognition; multimedia; multi-player Internet and CD ROM interactive games; and other applications and interfaces that incorporate natural language processing. We believe that end users of these applications and interfaces will require high quality microphone and earphone products that enhance voice transmission, particularly in noisy environments, for use with personal computers, mobile personal computing devices, cellular and other wireless communication devices and automotive communication systems. Our Andrea DSP Microphone and Audio Software Products use "far-field" digital signal processing technology to provide high quality transmission of voice where the user is at a distance from the microphone. High quality audio communication technologies will be required for emerging far-field voice applications, ranging from continuous speech dictation, to Internet telephony and multiparty video teleconferencing and collaboration, to natural language-driven interfaces for automobiles, home and office automation and other machines and devices into which voice-controlled microprocessors are expected to be introduced during the next several years.

We outsource to Asia high volume assembly for most of our products from purchased components. We assemble some low volume Andrea DSP Microphone and Audio Software Products from purchased components. As sales of any particular Andrea DSP Microphone and Audio Software Product increases, assembly operations are transferred to a subcontractor in Asia.

Our Critical Accounting Policies

Our unaudited condensed consolidated financial statements and the notes to our unaudited condensed consolidated financial statements contain information that is pertinent to management's discussion and analysis. The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities. Management bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. On a continual basis, management reviews its estimates utilizing currently available information, changes in facts and circumstances, historical experience and reasonable assumptions. After such reviews, and if deemed appropriate, those estimates are adjusted accordingly. Actual results may vary from these estimates and assumptions under different and/or future circumstances. Our significant accounting policies are described in Note 2 of the Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2009. A discussion of our critical accounting policies and estimates are included in Management's Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K for the year ended December 31, 2009. Management has discussed the development and selection of these policies with the Audit Committee of the Company's Board of Directors, and the Audit Committee of the Board of Directors has reviewed the Company's disclosures of these policies. There have been no material changes to the critical accounting policies or estimates reported in the Management's Discussion and Analysis section of the Annual Report on Form 10-K for the

year ended December 31, 2009.

Cautionary Statement Regarding Forward-Looking Statements

This report contains forward-looking statements that are based on assumptions and may describe future plans, strategies and expectations of the Company. These forward-looking statements are generally identified by use of the words “believe”, “expect”, “intend”, “anticipate”, “estimate”, “project” or similar expressions. The Company’s ability to predict results or the actual effect of future plans or strategies is inherently uncertain. Factors which could have a material adverse effect on the operations of the Company and its subsidiaries include, but are not limited to, changes in economic, competitive, governmental, technological and other factors that may affect our business and prospects. Additional factors are discussed below under “Risk Factors” and in Part I, “Item 1A – Risk Factors” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2009. These risks and uncertainties should be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements. Except as required by applicable law or regulation, the Company does not undertake, and specifically disclaims any obligation, to release publicly the result of any revisions that may be made to any forward-looking statements to reflect events or circumstances after the date of the statements or to reflect the occurrence of anticipated or unanticipated events.

Risk Factors

Our operating results are subject to significant fluctuation, period-to-period comparisons of our operating results may not necessarily be meaningful and you should not rely on them as indications of our future performance.

Our results of operations have historically been and are subject to continued substantial annual and quarterly fluctuations. The causes of these fluctuations include, among other things:

- the volume of sales of our products under our collaborative marketing arrangements;
 - the cost of development of our products;
 - the mix of products we sell;
 - the mix of distribution channels we use;
- the timing of our new product releases and those of our competitors;
- fluctuations in the computer and communications hardware and software marketplace; and
 - general economic conditions.

We cannot assure that the level of revenues and gross profit, if any, that we achieve in any particular fiscal period will not be significantly lower than in other fiscal periods. Our net revenues for the three months ended September 30, 2010 were \$1,504,557 compared to \$1,397,967 for the three months ended September 30, 2009. Net income for the three months ended September 30, 2010 was \$63,926, or \$0.00 per share on a basic and diluted basis compared to net income of \$28,948, or \$0.00 per share on a basic and diluted basis for the three months ended September 30, 2009. Our revenues for the nine months ended September 30, 2010 were \$3,970,294 compared to \$3,417,108 for the nine months ended September 30, 2009. Net income for the nine months ended September 30, 2010 was \$45,701 or \$0.00 per share on a basic and diluted basis, compared to net loss of \$272,628, or \$.00 per share on a basic and diluted basis for the nine months ended September 30, 2009. We continue to explore opportunities to grow sales in other business areas; we are also examining additional opportunities for cost reduction, production efficiencies and further diversification of our business. Although we have improved cash flows by reducing overall expenses, if our revenues decline we may not continue to generate positive cash flows and our net income may be affected.

If we fail to obtain additional capital or maintain access to funds sufficient to meet our operating needs, we may be required to significantly reduce, sell, or refocus our operations, and our business, results of operations and financial condition could be materially and adversely effected.

In order to be a viable entity we need to maintain and increase profitable operations. To continue to achieve profitable operations we need to maintain or increase current net revenues and continue to look for ways to control expenses. We might also need to sell additional assets or raise capital as a means of funding continued operations. In recent years, we have sustained operating losses. We may have to raise additional capital from external sources. These sources may include private or public financings through the issuance of debt, convertible debt or equity, or collaborative arrangements. Such additional capital and funding may not be available on favorable terms, if at all. Additionally, we may only be able to obtain additional capital or funds through arrangements that require us to relinquish rights to our products, technologies or potential markets, in whole or in part, or result in our sale. As a result of the past few years of performance, we believe that we have sufficient liquidity to continue our operations at least through September 2011, provided our net revenues do not materially decline and our operating expenses do not

materially increase. Although we have revised our business strategies to reduce our expenses and capital expenditures, we cannot assure you that we will be successful in generating positive cash flows or obtaining access to additional sources of funding in amounts necessary to continue our operations. Failure to maintain sufficient access to funding may also result in our inability to continue operations.

Shares Eligible For Future Sale May Have An Adverse Effect On Market Price and Andrea Shareholders May Experience Substantial Dilution.

Sales of a substantial number of shares of our common stock in the public market could have the effect of depressing the prevailing market price of our common stock. Of the 200,000,000 shares of common stock presently authorized, 63,721,035 were outstanding as of November 11, 2010. The number of shares outstanding does not include an aggregate of 27,816,991 shares of common stock that are issuable. This number of issuable common shares is equal to approximately 44% of the 63,721,035 outstanding shares. These issuable common shares are comprised of: a) 16,896,821 shares of our common stock reserved for issuance upon exercise of outstanding awards granted under our 1998 Stock Plan and 2006 Stock Plan; b) 5,267,936 shares reserved for future grants under our 2006 Stock Plan; c) 2,023,658 shares of common stock that are issuable upon conversion of the Series C Preferred Stock; and d) 3,628,576 shares of common stock issuable upon conversion of the Series D Preferred Stock.

In addition to the risk factors set forth above and the other information set forth in this report, you should carefully consider the factors discussed in Part I, "Item 1A – Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2009, which could materially affect our business, financial condition or future results. The risks described in this report and in our Annual Report on Form 10-K are not the only risks that we face. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

Results Of Operations

Three and Nine Months ended September 30, 2010 compared to Three and Nine Months ended September 30, 2009

Net Revenues

	For the Three Months Ended September 30,			For the Nine Months Ended September 30,		
	2010	2009	% Change	2010	2009	% Change
Andrea Anti-Noise Products Net Product Revenues						
Sales of products to an OEM customer for use with speech recognition software	\$ 7,040	\$ 126	5,487	\$ 12,706	\$ 233,003	(95) (a)
Revenues related to LED headphone products	-	180,587	(100)	-	267,705	(100) (b)
Sales of products to OEM customers for use with educational software	274,857	307,985	(11)	431,658	571,321	(24) (c)
All other Andrea Anti-Noise net product revenues	557,632	459,576	21	1,584,227	1,227,620	29 (d)
Total Andrea Anti-Noise Products net product revenues	\$ 839,529	\$ 948,274	(11)	\$ 2,028,591	\$ 2,299,649	(12)
Andrea DSP Microphone and Audio Software Products Revenues						
Sales of automotive array microphone products	154,020	7,592	1,929	521,954	53,729	871 (e)
All other Andrea DSP Microphone and Audio product revenues	86,547	83,845	3	174,018	224,626	(23) (f)
License revenues	424,461	358,256	18	1,245,731	839,104	48 (g)
Total Andrea DSP Microphone and Audio Software products revenues	665,028	449,693	48	1,941,703	1,117,459	74
Total Revenues	\$ 1,504,557	\$ 1,397,967	8	\$ 3,970,294	\$ 3,417,108	16

(a) There was a three month increase of approximately \$6,900 and a nine month decrease of approximately \$220,000 as compared to the same periods in 2009 in sales of products to an OEM customer for use with speech recognition

software. These differences are due to changes in this customer's demand.

- (b) The decreases in revenues related to blinking LED earbud products are primarily associated with initial sales of a custom retail product for an OEM customer in 2009. No sales were made in 2010 and Andrea does not expect any further sales of this product.
- (c) The decreases in sales of customized products to OEM customers for use with educational software of approximately \$33,000 and \$140,000 for the three and nine month periods, respectively, as compared to the same periods in 2009 are the result of decreased purchases from these customers.
- (d) The increases of approximately \$98,000 and \$357,000, in all other Andrea Anti-Noise net product revenues for the 2010 three and nine month periods as compared to the same periods in 2009 are related to increased demand from distributor and reseller customers who sell both to distance learning customers and speech recognition end users.
- (e) The increases of approximately \$146,000 and \$468,000 for the 2010 three and nine month periods, respectively, as compared to the same periods in 2009 relate to increases in sales of automotive array microphone products to integrators of public safety vehicle solutions.
- (f) The increase of approximately \$3,000 for the 2010 three month period and decrease of approximately \$51,000 for the 2010 nine month period as compared to the same periods in 2009 in all other Andrea DSP Microphone and Audio Software product revenues is related to change in demand from our distance learning, distributor and reseller customers who sell both to distance learning customers and speech recognition end users.
- (g) The increases in license revenues are the result of increased royalties reported for the three and nine months ending September 30, 2010 as compared to the same periods last year. This increase is related to an increase of PC models which feature our technology.

Cost of Revenues

Cost of revenues as a percentage of net revenues for the three months ended September 30, 2010 decreased to 38% from 46% for the three months ended September 30, 2009. The cost of revenues as a percentage of net revenues for the three months ended September 30, 2010 for Andrea Anti-Noise Products was 54% compared to 62% for the three months ended September 30, 2009. The cost of revenues as a percentage of net revenues for the three months ended September 30, 2010 for Andrea DSP Microphone and Audio Software Products was 17% compared to 13% for the three months ended September 30, 2009. Cost of revenues as a percentage of net revenues for the nine months ended September 30, 2010 decreased to 38% from 44% for the nine months ended September 30, 2009. The cost of revenues as a percentage of net revenues for the nine months ended September 30, 2010 for Andrea Anti-Noise Products was 54% compared to 58% for the nine months ended September 30, 2009. The cost of revenues as a percentage of net revenues for the nine months ended September 30, 2010 for Andrea DSP Microphone and Audio Software Products was 20% compared to 14% for the nine months ended September 30, 2009. The decreases for the Andrea Anti-Noise Products revenues for the 2010 three and nine month periods are a result of decreases in high volume low margin sales of products to an OEM customer for use with speech recognition software. The increases in cost of sales as a percentage of sales for Andrea DSP Microphone and Audio Software products segment for the 2010 three and nine month periods relates to increased product sales of automotive array microphone products to integrators of public safety vehicle solutions.

Research and Development

Research and development expenses for the three months ended September 30, 2010 increased 14% to \$170,219 from \$148,913 for the three months ended September 30, 2009. For the three months ended September 30, 2010, the increase in research and development expenses reflects a 17% increase in our Andrea DSP Microphone and Audio Software Technology efforts to \$88,628, or 52% of total research and development expenses, and a 12% increase in our Andrea Anti-Noise Headset Product efforts to \$81,591, or 48% of total research and development expenses. Research and development expenses for the nine months ended September 30, 2010 increased 19% to \$524,252 from \$441,279 for the nine months ended September 30, 2009. These increases primarily relate to increases in employee compensation and related benefit costs. For the nine months ended September 30, 2010, the increase in research and development expenses reflects a 19% increase in our Andrea DSP Microphone and Audio Software Technology efforts to \$284,476, or 54% of total research and development expenses, and a 19% increase in our Andrea Anti-Noise Headset Product efforts to \$239,776, or 46% of total research and development expenses. With respect to DSP Microphone and Audio Software technologies, research efforts are primarily focused on the pursuit of commercializing a natural language-driven human/machine interface by developing optimal far-field microphone solutions for various voice-driven interfaces, incorporating Andrea's digital super directional array microphone technology, and certain other related technologies such as noise suppression and stereo acoustic echo cancellation. We believe that continued research and development spending should provide Andrea with a competitive advantage.

General, Administrative and Selling Expenses

General, administrative and selling expenses were \$642,767 for the three months ended September 30, 2010 from \$578,165 for the three months ended September 30, 2009. For the three months ended September 30, 2010, the expenses reflect a 4% decrease in our Andrea DSP Microphone and Audio Software Technology efforts to \$271,191, or 42% of total general, administrative and selling expenses, and a 25% increase in our Andrea Anti-Noise Headset Product efforts to \$371,576, or 58% of total general, administrative and selling expenses. General, administrative and selling expenses increased approximately 4% to \$1,819,325 for the nine months ended September 30, 2010 from \$1,751,244 for the nine months ended September 30, 2009. For the nine months ended September 30, 2010, the expenses reflect a 9% decrease in our Andrea DSP Microphone and Audio Software Technology efforts to \$800,512,

or 44% of total general, administrative and selling expenses, and a 17% increase in our Andrea Anti-Noise Headset Product efforts to \$1,018,813, or 56% of total general, administrative and selling expenses. These increases are of approximately \$65,000 and \$68,000 for the three and nine months are the result of increased expenses related to sales and marketing including hire of a sales and marketing director and additional travel related expenses.

Interest Income, net

Interest income, net for the three months ended September 30, 2010 was \$1,145 compared to \$4,782 for the three months ended September 30, 2009. Interest income, net for the nine months ended September 30, 2010 was \$4,304 compared to \$9,718 for the nine months ended September 30, 2009. The decreases in interest income, net is the result of interest expense from our long term debt.

Provision for Income Taxes

The provision for income taxes for the three months ended September 30, 2010 was \$58,637 compared to a provision for income taxes of \$355 for the three months ended September 30, 2009. The provision for income taxes for the nine months ended September 30, 2010 was \$107,794 compared to a provision for income taxes of \$1,920 for the three months ended September 30, 2009. The increase is a result of an increased estimated taxable income.

Net income (loss)

Net income for the three months ended September 30, 2010 was \$63,926 compared to net income of \$28,948 for the three months ended September 30, 2009. Net income for the nine months ended September 30, 2010 was \$45,701 compared to net loss of \$272,628 for the three months ended September 30, 2009. The net income for the three months and nine months ended September 30, 2010, net income for the three months ended September 30, 2009 and net loss for the nine months ended September 30, 2009 principally reflects the factors described above.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on its financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors.

Liquidity And Capital Resources

Andrea's principal sources of funds are and are expected to continue to be gross cash flows from operations. At September 30, 2010, we had cash of \$2,248,918 compared with \$1,805,091 at December 31, 2009. The cash balance at September 30, 2010 is primarily a result of our cash provided from operations.

Our working capital balance at September 30, 2010 was \$3,244,757 compared to a working capital of \$2,718,077 at December 31, 2009. The increase in working capital reflects an increase in total current assets of \$535,107 and an increase in total current liabilities of \$8,427. The increase in total current assets reflects an increase in cash of \$443,827, an increase in accounts receivable of \$374,539, a decrease in inventory of \$151,610, a decrease in short term customer deposits of \$13,536, a decrease in deferred income tax assets of \$107,738, and a decrease in prepaid expenses of \$10,375. The increase in total current liabilities reflects a decrease in trade accounts payable of \$12,872, an increase in the current portion in long-term debt of \$1,047, a decrease in short-term deferred revenue of \$13,536, an increase of \$40,473 in other current liabilities, and a decrease in accrued interest of \$6,685.

The increase in cash of \$443,827 reflects \$529,378 of net cash provided by operating activities, \$69,657 of net cash used in investing activities and \$15,894 of cash used in financing activities.

The cash provided by operating activities of \$529,378, excluding non-cash charges for the nine months ended September 30, 2010, is attributable to a \$378,543 increase in accounts receivable, a \$136,499 decrease in inventories, a \$13,536 decrease in short term customer deposits, a \$10,375 decrease in prepaid expenses and other current assets, a \$12,872 decrease in accounts payable, a \$13,536 decrease in short-term deferred revenue, a \$40,473 increase in other current liabilities. The changes in receivables, inventory, prepaid expenses and accounts payable primarily reflect differences in the timing related to both the payments for and the acquisition of inventory as well as for other services in connection with ongoing efforts related to Andrea's various product lines.

The cash used in investing activities of \$69,657 reflects purchases of property and equipment of \$59,948 and an increase in patents and trademarks of \$9,709. The significant increase in property and equipment reflects capital expenditures associated with information technology purchases including and, to a lesser extent, molds associated with our Andrea Anti-Noise Headset Products. The increase in patents and trademarks reflects capital expenditures associated with our intellectual property.

The cash used in financing activities of \$15,894, reflects repayments to finance a significant upgrade to our information technologies systems.

We plan to continue to improve our cash flows in 2010 and 2011 by aggressively pursuing additional licensing opportunities related to our Andrea DSP Audio Software and increasing the sales of our Andrea Anti-Noise Headset Products through the introduction of new products as well as the increased efforts we are putting into our sales and marketing efforts. However, there can be no assurance that we will be able to successfully execute the aforementioned plans. As of November 11, 2010, Andrea had approximately \$2,100,000 of cash deposits. We believe that we have sufficient liquidity available to continue in operation through at least September 2011. To the extent that we do not generate sufficient cash flows from our operations in the next twelve months, additional financing might be required. Although we have improved cash flows by reducing overall expenses, if our revenues decline, these reductions may impede our ability to be cash flow positive and our net income or loss may be disproportionately affected. We have no commitment for additional financing and may experience difficulty in obtaining additional financing on favorable terms, if at all. Any financing we obtain may contain covenants that restrict our freedom to operate our business or may have rights, preferences or privileges senior to our common stock and may dilute our current shareholders' ownership interest in Andrea. We cannot assure that demand will continue for any of our products, including future products related to our Andrea DSP Microphone and Audio Software technologies, or, that if such demand does exist, that we will be able to obtain the necessary working capital to increase production and provide marketing resources to meet such demand on favorable terms, or at all.

Recently Issued Accounting Pronouncements

For a discussion of the impact of recent accounting pronouncements, see Note 2 of the accompanying condensed consolidated financial statements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable.

ITEM 4. CONTROLS AND PROCEDURES

Andrea's management, including its principal executive officer and principal financial officer, have evaluated the effectiveness of the Company's "disclosure controls and procedures," as such term is defined in Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended, (the "Exchange Act"). Based upon their evaluation, the principal executive officer and principal financial officer concluded that, as of the end of the period covered by this report, Andrea's disclosure controls and procedures were effective for the purpose of ensuring that the information required to be disclosed in the reports that it files or submits under the Exchange Act with the Securities and Exchange Commission (the "SEC") (1) is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and (2) is accumulated and communicated to Andrea's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure.

A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that all control issues and instances of fraud, if any, within a company have been detected. Andrea's disclosure controls and procedures are designed to provide reasonable assurance of achieving its objectives.

There have been no changes in the Company's internal controls over financial reporting that have materially affected, or are reasonable likely to materially affect the Company's internal controls over financial reporting during the period covered by this Quarterly Report.

PART II OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

None.

ITEM 1A. RISK FACTORS

Not applicable.

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

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. (REMOVED AND RESERVED)

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

a) Exhibits

Exhibit 31 – Rule 13a-14(a)/15d-14(a) Certifications

Exhibit 32 – Section 1350 Certifications

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SIGNATURES

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

ANDREA ELECTRONICS CORPORATION

By: /s/ DOUGLAS J. ANDREA

Name: Douglas J. Andrea

Title: Chairman of the Board, President, Chief
Executive Officer and Corporate Secretary

Date: November 15, 2010

/s/ DOUGLAS J. ANDREA
Douglas J. Andrea

Chairman of the Board, President, Chief
Executive Officer and Corporate Secretary

November 15, 2010

/s/ CORISA L. GUIFFRE
Corisa L. Guiffre

Vice President, Chief Financial Officer and
Assistant Corporate Secretary

November 15, 2010