

NOCOPI TECHNOLOGIES INC/MD/  
Form 10-Q  
May 16, 2016

**United States**  
**Securities and Exchange Commission**  
**Washington, D.C. 20549**

**Form 10-Q**

(Mark One)

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

For the quarterly period ended March 31, 2016

or

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 000-20333

**NOCOPI TECHNOLOGIES, INC.**

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

**Maryland**

*(State or other jurisdiction of incorporation or organization)*

**87-0406496**

*(I.R.S. Employer Identification No.)*

**480 Shoemaker Road, Suite 104, King of Prussia, PA 19406**

*(Address of principal executive offices) (Zip Code)*

(610) 834-9600

*(Registrant's telephone number, including area code)*

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

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

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 58,599,016 shares of common stock, par value \$0.01, as of May 1, 2016.

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**NOCOPI TECHNOLOGIES, INC.**

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**PART I FINANCIAL INFORMATION****Item 1. Financial Statements***Nocopi Technologies, Inc.**Statements of Operations\***(unaudited)*

	<b>Three Months ended</b>	
	<b>March 31,</b>	
	<b>2016</b>	<b>2015</b>
<b>Revenues</b>		
Licenses, royalties and fees	\$ 112,800	\$ 78,100
Product and other sales	170,000	110,300
	282,800	188,400
<b>Cost of revenues</b>		
Licenses, royalties and fees	19,600	18,200
Product and other sales	69,100	55,600
	88,700	73,800
<b>Gross profit</b>	194,100	114,600
<b>Operating expenses</b>		
Research and development	37,600	32,900
Sales and marketing	56,500	49,900
General and administrative	87,500	83,500
	181,600	166,300
<b>Net income (loss) from operations</b>	12,500	(51,700)
<b>Other income (expenses)</b>		
Interest expense, bank charges and accretion of interest	(3,400)	(5,200)
	(3,400)	(5,200)
<b>Net income (loss)</b>	\$ 9,100	\$ (56,900)
<b>Basic and diluted net income (loss) per common share</b>	\$ .00	\$ (.00)
<b>Weighted average common shares outstanding</b>		
Basic	58,599,016	58,599,016

Diluted

58,600,159

58,599,016

\*See accompanying notes to these financial statements.

*Nocopi Technologies, Inc.**Balance Sheets\**

	<b>March 31, 2016 (unaudited)</b>	<b>December 31, 2015 (audited)</b>
<b>Assets</b>		
<b>Current assets</b>		
Cash	\$ 48,400	\$ 11,400
Accounts receivable less \$5,000 allowance for doubtful accounts	268,300	253,300
Inventory	31,200	36,600
Prepaid and other	16,600	32,600
<b>Total current assets</b>	<b>364,500</b>	<b>333,900</b>
<b>Fixed assets</b>		
Leasehold improvements	19,700	19,700
Furniture, fixtures and equipment	176,900	176,900
	196,600	196,600
Less: accumulated depreciation and amortization	177,500	175,700
	19,100	20,900
<b>Total assets</b>	<b>\$ 383,600</b>	<b>\$ 354,800</b>
<b>Liabilities and Stockholders' Deficiency</b>		
<b>Current liabilities</b>		
Demand loans	\$ 19,500	\$ 23,500
Convertible debentures	33,000	32,800
Accounts payable	103,400	76,200
Accrued expenses	455,800	453,000
Deferred revenue	105,900	112,400
<b>Total current liabilities</b>	<b>717,600</b>	<b>697,900</b>
Convertible debentures	95,000	95,000
<b>Stockholders' deficiency</b>		
Common stock, \$0.01 par value; Authorized 75,000,000 shares; Issued and outstanding 58,599,016 shares	586,000	586,000
Paid-in capital	12,426,600	12,426,600
Accumulated deficit	(13,441,600)	(13,450,700)
<b>Total stockholders' deficiency</b>	<b>(429,000)</b>	<b>(438,100)</b>
<b>Total liabilities and stockholders' deficiency</b>	<b>\$ 383,600</b>	<b>\$ 354,800</b>

\*See accompanying notes to these financial statements.

*Nocopi Technologies, Inc.**Statements of Cash Flows\***(unaudited)*

	<b>Three Months ended</b>	
	<b>March 31,</b>	
	<b>2016</b>	<b>2015</b>
<b>Operating Activities</b>		
Net income (loss)	\$ 9,100	\$ (56,900)
Adjustments to reconcile net income (loss) to net cash provided by operating activities		
Depreciation and amortization	1,800	1,200
Accretion of interest convertible debentures	200	1,400
	11,100	(54,300)
(Increase) decrease in assets		
Accounts receivable	(15,000)	68,100
Inventory	5,400	(11,000)
Prepaid and other	16,000	5,600
Increase (decrease) in liabilities		
Accounts payable and accrued expenses	30,000	3,200
Deferred revenue	(6,500)	
	29,900	65,900
Net cash provided by operating activities	41,000	11,600
<b>Financing Activities</b>		
Repayment of demand loans	(4,000)	(11,000)
Net cash used in financing activities	(4,000)	(11,000)
<b>Increase in cash</b>	37,000	600
<b>Cash at beginning of year</b>	11,400	28,000
<b>Cash at end of period</b>	\$ 48,400	\$ 28,600

\*See accompanying notes to these financial statements.



**NOCOPI TECHNOLOGIES, INC.**

**NOTES TO FINANCIAL STATEMENTS**

**(UNAUDITED)**

**Note 1. Financial Statements**

The accompanying unaudited condensed financial statements have been prepared by Nocopi Technologies, Inc. (the Company ). These statements include all adjustments (consisting only of normal recurring adjustments) which management believes necessary for a fair presentation of the statements and have been prepared on a consistent basis using the accounting policies described in the summary of Accounting Policies included in the Company's 2015 Annual Report on Form 10-K. Certain financial information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations, although the Company believes that the accompanying disclosures are adequate to make the information presented not misleading. The Notes to Financial Statements included in the 2015 Annual Report on Form 10-K should be read in conjunction with the accompanying interim financial statements. The interim operating results for the three months ended March 31, 2016 may not be necessarily indicative of the operating results expected for the full year.

The Company follows Financial Accounting Standards Board ( FASB ) Accounting Standards Codification ( ASC ) 220 in reporting comprehensive income. Comprehensive income is a more inclusive financial reporting methodology that includes disclosure of certain financial information that historically has not been recognized in the calculation of net income. Since the Company has no items of other comprehensive income, comprehensive income (loss) is equal to net income (loss).

**Note 2. Going Concern**

Since its inception, the Company has incurred significant losses and, as of March 31, 2016, had accumulated losses of \$13,441,600. For the three months ended March 31, 2016, the Company had net income from operations of \$12,500. At March 31, 2016, the Company had negative working capital of \$353,100 and a stockholders' deficiency of \$429,000. For the year ended December 31, 2015, the Company's net loss from operations was \$38,700. Due in part to uncertainties in the US economy, the Company, which is substantially dependent on its licensees to generate licensing revenues, may incur operating losses and experience negative cash flow in the future. Achieving profitability and positive cash flow depends on the Company's ability to generate and sustain significant increases in revenues and gross profits from its traditional business. There can be no assurances that the Company will be able to generate sufficient revenues and gross profits to return to and sustain profitability and positive cash flow in the future.

Receipt of funds in periods prior to 2015 from investors and from demand loan holders have allowed the Company to remain in operation through the current date. Management of the Company believes that it may need additional capital in the future both to fund investments needed to increase its operating revenues to levels that will sustain its operations and to fund operating deficits that it believes may occur until revenue increases from traditional and new product lines can be realized. There can be no assurances that the Company will be successful in obtaining sufficient additional capital, or if it does, that the additional capital will enable the Company to impact its revenues so as to have a material positive effect on the Company's operations and cash flow. The Company believes that without additional capital, whether in the form of debt, equity or both, it may be forced to cease operations at an undetermined future date.

### **Note 3. Stock Based Compensation**

The Company follows FASB ASC 718, *Compensation - Stock Compensation*, and uses the Black-Scholes option pricing model to calculate the grant-date fair value of an award. At March 31, 2016, the Company did not have an active stock option plan. There was no unrecognized portion of expense related to stock option grants at March 31, 2016.

### **Note 4. Demand Loans**

At March 31, 2016, the Company had unsecured loans totaling \$19,500 from two individuals outstanding. The loans bear interest at 8%. During the first three months of 2016, the Company repaid \$4,000 of the unsecured loans.

**NOCOPI TECHNOLOGIES, INC.****NOTES TO FINANCIAL STATEMENTS****(UNAUDITED)****Note 5. Convertible Debentures**

At March 31, 2016, the Company had convertible debentures totaling \$128,000 outstanding, of which \$33,000 are due during the third quarter of 2016 and \$95,000 are due during the third quarter of 2017. The convertible debentures bear interest at 7%. At the option of the lender, \$95,000 principal of the debentures and accrued interest are convertible in whole or part into common stock of the Company at \$0.025 per share and \$33,000 principal of the debentures and accrued interest are convertible in whole or part into common stock of the Company at \$0.05 per share. The Company also granted warrants to purchase 691,365 shares of the Company's common stock at \$0.02 per share to the holders of the debentures. The warrants are exercisable two years after issuance and expire seven years after issuance.

The fair value of the warrants was determined using the Black-Scholes pricing model. The relative fair value of the warrants was recorded as a discount to the notes payable with an offsetting credit to additional paid-in capital since the Company determined that the warrants were an equity instrument in accordance with FASB ASC 815. The debt discount related to the warrant issuances is being accreted through interest expense over the term of the notes payable. For the three months ended March 31, 2016 and March 31, 2015, approximately \$200 and \$1,400, respectively, was accreted through interest expense.

The following table summarizes all warrant activity of the Company since December 31, 2015:

	<b>Number of Shares</b>	<b>Exercise Price</b>	<b>Weighted Average Exercise Price</b>
Outstanding warrants - December 31, 2015	756,365	\$0.01 to \$0.07	\$0.022
Warrants expired	15,000	\$0.06	\$0.06
Outstanding warrants - March 31, 2016	741,365	\$0.01 to \$0.07	\$0.021
Weighted average remaining contractual life (years)	4.35		
Exercisable warrants - March 31, 2016	575,000	\$0.01 to \$0.07	\$0.022

Weighted average remaining contractual life (years)	4.08
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**Note 6. Other Income (Expenses)**

Other income (expenses) in the three months ended March 31, 2016 and March 31, 2015 includes interest on unsecured loans from three individuals and on convertible debentures held by ten investors.

**Note 7. Income Taxes**

There is no provision for income taxes for the three months ended March 31, 2016 due to the availability of net operating loss carryforwards. There is no income tax benefit for the losses for the three months ended March 31, 2015 because the Company has determined that the realization of the net deferred tax asset is not assured. The Company has created a valuation allowance for the entire amount of such benefits.

There was no change in unrecognized tax benefits during the period ended March 31, 2016 and there was no accrual for uncertain tax positions as of March 31, 2016.

Tax years from 2011 through 2015 remain subject to examination by U.S. federal and state jurisdictions.

**NOCOPI TECHNOLOGIES, INC.**

**NOTES TO FINANCIAL STATEMENTS**

**(UNAUDITED)**

**Note 8. Related Party Transactions**

In January 2016, the Company paid \$15,000 to Michael A. Feinstein, M.D., the Company's Chairman of the Board and Chief Executive Officer, representing a portion of previously deferred salary owed to him under an employment agreement with the Company. During the first quarter of 2016, Dr. Feinstein deferred \$21,250 of salary. At March 31, 2016, Dr. Feinstein was owed \$296,600 of salary deferred by him.

**Note 9. Earnings (Loss) per Share**

In accordance with FASB ASC 260, *Earnings per Share*, basic earnings (loss) per common share is computed using net earnings (loss) divided by the weighted average number of common shares outstanding for the periods presented. The computation of diluted earnings per common share involves the assumption that outstanding common shares are increased by shares issuable upon exercise of those warrants for which the market price exceeds the exercise price. The number of shares issuable upon the exercise of such warrants is decreased by shares that could have been purchased by the Company with related proceeds. For the three months ended March 31, 2016, the number of incremental common shares resulting from the assumed conversion of warrants was 1,143. Because the Company reported a net loss for the three months ended March 31, 2015, common stock equivalents, consisting of warrants to purchase common stock, were anti-dilutive.

**Note 10. Major Customer and Geographic Information**

The Company's revenues, expressed as a percentage of total revenues, from non-affiliated customers that equaled 10% or more of the Company's total revenues were:

	<b>Three Months ended</b>	
	<b>March 31,</b>	
	<b>2016</b>	<b>2015</b>
Customer A	51%	51%

Customer B	22%	27%
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The Company's non-affiliate customers, whose individual balances amounted to more than 10% of the Company's net accounts receivable, expressed as a percentage of net accounts receivable, were:

	<b>March 31, 2016</b>	<b>December 31, 2015</b>
Customer A	54%	31%
Customer B	23%	25%

The Company performs ongoing credit evaluations of its customers and generally does not require collateral. The Company also maintains allowances for potential credit losses. The loss of a major customer could have a material adverse effect on the Company's business operations and financial condition.

The Company's revenues by geographic region are as follows:

	<b>Three Months ended</b>	
	<b>March 31, 2016</b>	<b>2015</b>
North America	\$ 126,000	\$ 89,600
Asia	149,400	98,800
Australia	7,400	
	\$ 282,800	\$ 188,400

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

### **Forward-Looking Information**

*This Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 (the Exchange Act), regarding, among other things, anticipated improvements in operations, the Company's plans, earnings, cash flow and expense estimates, strategies and prospects, both business and financial. All statements other than statements of current or historical fact contained in this report are forward-looking statements. The words believe, expect, anticipate, should, plan, estimate, potential, continue and similar expressions, as they relate to the Company, are intended to identify, where possible, forward-looking statements.*

The Company has based these forward-looking statements largely on its current expectations and projections about future events, financial trends, market opportunities, competition, and the adequacy of the Company's available cash resources, which the Company believes may affect its financial condition, results of operations, business strategy and financial needs. This Form 10-Q also contains forward-looking statements attributed to third parties. All such statements can be affected by inaccurate assumptions, including, without limitation, with respect to risks, uncertainties, anticipated operating efficiencies, new business prospects and the rate of expense increases. In light of these risks, uncertainties and assumptions, the forward-looking statements in this report may not occur and actual results could differ materially from those anticipated or implied in the forward-looking statements. For these reasons, and because of the uncertainty relating to the current financial conditions in today's economic environment and the potential reduction in demand for the Company's products, you should not consider this information to be a guarantee by the Company or any other person that its objectives and plans will be achieved. When you consider these forward-looking statements, you should keep in mind the Risk Factors and other cautionary statements set forth in this Item 2 and elsewhere in this Form 10-Q. The Company's forward-looking statements speak only as of the date made. The Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

The following Management's Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with the Condensed Financial Statements and related notes included elsewhere in this report as well as with the Company's audited Financial Statements and Notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2015 filed with the Securities and Exchange Commission (the SEC) on March 30, 2016 and keeping in mind this cautionary statement regarding forward-looking information.

### **Results of Operations**

The Company's revenues are derived from (i) royalties paid by licensees of the Company's technologies, (ii) fees for the provision of technical services to licensees and (iii) the direct sale of (a) products incorporating the Company's technologies, such as inks, security paper and pressure sensitive labels, and (b) equipment used to support the application of the Company's technologies, such as ink-jet printing systems. Royalties consist of guaranteed minimum royalties payable by the Company's licensees and/or additional royalties, which typically vary with the licensee's sales or production of products incorporating the licensed technology. Technical services, in the form of on-site or telephone consultations by members of the Company's technical staff, may be offered to licensees of the Company's technologies. The consulting fees are billed at agreed upon per diem or hourly rates at the time the services are rendered. Service fees and sales revenues vary directly with the number of units of service or product provided.

The Company recognizes revenue on its lines of business as follows:

- a) License fees and royalties are recognized when the license term begins. Upon inception of the license term, revenue is recognized in a manner consistent with the nature of the transaction and the earnings process, which generally is ratably over the license term;
  
- b) Product sales are recognized upon shipment of products, when the price is fixed or determinable and collectability is reasonably assured; and
  
- c) Fees for technical services are recognized when (i) the service has been rendered; (ii) an arrangement exists; (iii) the price is fixed or determinable based upon a per diem or hourly rate; and (iv) collectability is reasonably assured.

The Company believes that, as fixed cost reductions beyond those it has achieved in recent years may not be achievable, its operating results are substantially dependent on revenue levels. Because revenues derived from licenses and royalties carry a much higher gross profit margin than other revenues, operating results are also substantially affected by changes in revenue mix.

Both the absolute amounts of the Company's revenues and the mix among the various sources of revenue are subject to substantial fluctuation. The Company has a relatively small number of substantial customers rather than a large number of small customers. Accordingly, changes in the revenue received from a significant customer can have a substantial effect on the Company's total revenue, revenue mix and overall financial performance. Such changes may result from a customer's product development delays, engineering changes, changes in product marketing strategies, production requirements and the like. In addition, certain customers have, from time to time, sought to renegotiate certain provisions of their license agreements and, when the Company agrees to revise terms, revenues from the customer may be affected. The addition of a substantial new customer or the loss of a substantial existing customer may also have a substantial effect on the Company's total revenue, revenue mix and operating results.

Revenues for the first quarter of 2016 were \$282,800 compared to \$188,400 in the first quarter of 2015, an increase of \$94,400, or approximately 50%. Licenses, royalties and fees increased by \$34,700, or approximately 44%, in the first quarter of 2016 to \$112,800 from \$78,100 in the first quarter of 2015. The increase in licenses, royalties and fees is due primarily to higher licensing revenue received from five licensees including two licensees added in the second half of 2015 along with a licensee in the entertainment and toy products market who signed a new four-year license in mid-2015. There can be no assurances that the marketing and product development activities of the Company's licensees or other businesses in the entertainment and toy products market will produce a significant increase in revenues for the Company, nor can the timing of any potential revenue increases be predicted, particularly given the uncertain economic conditions being experienced worldwide.

Product and other sales increased by \$59,700, or approximately 54%, to \$170,000 in the first quarter of 2016 from \$110,300 in the first quarter of 2015. Sales of ink increased in the first quarter of 2016 compared to the first quarter of 2015 due primarily to higher ink shipments to a third party authorized printer used by two of the Company's major licensees in the entertainment and toy products market and higher ink shipments to the Company's licensees in the retail receipt and document fraud market. In the first quarter of 2016, the Company derived revenues of approximately \$229,400 from its licensees and their authorized printers in the entertainment and toy products market compared to revenues of approximately \$154,600 in the first quarter of 2015.

The Company's gross profit increased to \$194,100, or approximately 69% of gross revenues, in the first quarter of 2016 from \$114,600, or approximately 61% of gross revenues, in the first quarter of 2015. Licenses, royalties and fees have historically carried a higher gross profit than product and other sales, which generally consist of either supplies or other manufactured products which incorporate the Company's technologies or equipment used to support the application of its technologies. These items (except for inks which are manufactured by the Company) are generally purchased from third-party vendors and resold to the end-user or licensee and carry a lower gross profit than licenses,

royalties and fees.

As the variable component of cost of revenues related to licenses, royalties and fees is a low percentage of these revenues and the fixed component is not substantial, period to period changes in revenues from licenses, royalties and fees can significantly affect both the gross profit from these sources as well as the Company's overall gross profit. Primarily due to the increase in revenues from licenses, royalties and fees in the first quarter of 2016 compared to the first quarter of 2015, the gross profit from licenses, royalties and fees increased to approximately 83% in the first quarter of 2016 from approximately 77% in the first quarter of 2015.

The gross profit of product and other sales, expressed as a percentage of revenues, is dependent on both the overall sales volumes of product and other sales and on the mix of the specific goods produced and/or sold. Primarily due to higher sales of inks and other products in the first quarter of 2016 compared to the first quarter of 2015, there was a higher gross profit from product and other sales of approximately 59% of revenues in the first quarter of 2016 compared to a gross profit of approximately 50% of revenues in the first quarter of 2015.

Research and development expenses increased to \$37,600 in the first quarter of 2016 from \$32,900 in the first quarter of 2015 due primarily to higher product development expenses in the first quarter of 2016 compared to the first quarter of 2015.

Sales and marketing expenses increased to \$56,500 in the first quarter of 2016 from \$49,900 in the first quarter of 2015 due primarily to higher commission expense on the higher level of revenues in the first quarter of 2016 compared to the first quarter of 2015.

General and administrative expenses increased in the first quarter of 2016 to \$87,500 compared to \$83,500 in the first quarter of 2015 due primarily to higher employment expenses and compliance expenses related to the Company's filing of its annual report on Form 10-K for 2015.

Other income (expenses) in the first quarter of 2016 and 2015 included interest on unsecured loans from three individuals and on convertible debentures held by ten investors.

The net income of \$9,100 in the first quarter of 2016 compared to the net loss of \$56,900 in the first quarter of 2015 resulted primarily from a higher gross profit on a higher level of revenues offset in part by higher operating expenses in the first quarter of 2016 compared to the first quarter of 2015.

#### **Plan of Operation, Liquidity and Capital Resources**

During the first quarter of 2016, the Company's cash increased to \$48,400 at March 31, 2016 from \$11,400 at December 31, 2015. During the first quarter of 2016, the Company generated \$41,000 from its operating activities and repaid \$4,000 to an individual lender.

During the first quarter of 2016, the Company's revenues increased approximately 50% primarily as a result of higher sales of ink to the authorized printer of four of the Company's licensees in the entertainment and toy products market and from higher licensing and royalty revenues from new and existing licensees. The Company's first quarter 2016 total overhead expenses increased compared to the 2015 first quarter total overhead expenses and the Company's interest expense decreased in the first quarter of 2016 compared to the first quarter of 2015. As a result of these factors, the Company's generated net income in the first quarter of 2016 compared to a net loss in the first quarter of 2015. The Company had positive operating cash flow of \$41,000 during the first quarter of 2016. At March 31, 2016, the Company had negative working capital of \$353,100 and a stockholders' deficiency of \$429,000. For the full year of 2015, the Company had a net loss of \$18,000 and had positive operating cash flow of \$41,800. At December 31, 2015, the Company had negative working capital of \$364,000 and a \$438,100 stockholders' deficiency.

Since January 1, 2015, the Company has repaid \$43,500 of \$63,000 of short-term loans that had been outstanding at January 1, 2015. In 2015, the Company repaid \$10,000 of convertible debentures and extended the maturity dates of \$95,000 of convertible debentures from the third quarter of 2015 to the third quarter of 2017. Borrowings and sales of common stock in years prior to January 1, 2015 have allowed the Company to remain in operation through the current date. There can be no assurances that the Company will be able to secure sufficient additional funding through investments or borrowings that will allow the Company to fund losses that it presently believes may continue during 2016. The Company believes that without additional investment, it may be forced to cease operations at an

undetermined date in the future.

The Company's plan of operation for the twelve months beginning with the date of this quarterly report consists of concentrating available human and financial resources to continue to capitalize on the specific business relationships the Company has developed in the entertainment and toy products market including two licensees with a significant presence in the entertainment and toy products market that have been marketing products incorporating the Company's technologies since 2012. These two licensees in the entertainment and toy products market are well known and highly regarded participants in this market. The Company believes that these two licensees will expand their offerings incorporating the Company's technologies currently being marketed and will introduce new products incorporating available technologies covered by the license agreements that are not currently being marketed by them. The Company plans to continue developing applications for these licensees while expanding its licensee base in the entertainment and toy market. The Company has additional licensees marketing or developing products incorporating the Company's technologies in certain niche markets of the overall entertainment and toy products market. In late 2015, the Company added a licensee who the Company believes will market products incorporating the Company's available technologies in certain international markets beginning in the second half of 2016. The Company maintains its presence in the retail loss prevention market and believes that revenue growth in this market can be achieved through increased security ink sales to its licensees in this market. The Company will continue to adjust its production and technical staff as necessary. The Company will also, subject to available financial resources, invest in capital equipment needed to support potential growth in ink production requirements beyond its current capacity. Additionally, the Company will pursue opportunities to market its current technologies in specific security and non-security markets. There can be no assurances that these efforts will enable the Company to generate additional revenues and positive cash flow.

The Company has received and may continue to seek additional capital, in the form of debt, equity or both, to support its working capital requirements. There can be no assurances that the Company will be successful in raising additional capital, or that such additional capital, if obtained, will enable the Company to generate additional revenues and positive cash flow.

The Company generates a significant portion of its total revenues from licensees in the entertainment and toy products market. These licensees generally sell their products through retail outlets. During the year, such sales may be adversely affected by changes in consumer spending that may occur as a result of an uncertain economic environment. As a result, the Company's revenues, results of operations and liquidity may be negatively impacted as they were in previous years.

## **Risk Factors**

The Company's operating results, financial condition and stock price are subject to certain risks, some of which are beyond the Company's control. These risks could cause actual operating and financial results to differ materially from those expressed in the Company's forward-looking statements, including the risks described below and the risks identified in other documents which are filed and furnished with the SEC including the Company's Annual Report on Form 10-K for the year ended December 31, 2015 that was filed with the SEC on March 30, 2016:

*Limited Interim Historical Information.* In September 2015, the Company filed a comprehensive annual report on Form 10-K for the fiscal years ended December 31, 2012, 2013 and 2014. The Form 10-K contains summarized quarterly financial information for each of the quarters ended June 30 and September 30, 2012 and for each of the quarters ended March 31, June 30 and September 30, 2013 and 2014. As the complete periodic filings for those periods have not been filed, certain financial information, disclosures and discussions normally contained in a Form 10-Q were not included in the Form 10-K. The omission of the information that would have been contained in these periodic filings leaves current and prospective investors, customers, employees and others without this source of information about the Company's business achievements and prospects and may negatively impact the Company's business opportunities and its ability to raise capital. There can be no assurances that the Company will be able to remain current with its required SEC filing obligations in the future.

*Access to Capital.* The Company anticipates that it may need to raise capital in the future to fund its historical and new business operations. Negative or uncertain global economic conditions could make it more difficult for the Company to raise capital. If the Company is unable to secure capital, if needed, in the future, in the form debt, equity or both, it may be forced to cease operations. There can be no assurances that, if required, the Company will be successful in obtaining additional investment in sufficient amounts to fund its ongoing business operations.

*Dependency on Major Customers.* The Company is dependent on its licensees to develop new products and markets that will generate increases in its licensing and product revenues. The inability of the Company's licensees to maintain at least current levels of sales of products utilizing the Company's technologies could adversely affect the Company's operating results and cash flow. To the extent that the Company's licensees are affected by negative economic conditions, the Company's revenues may also be negatively impacted. The Company derives a significant percentage of its revenues through licensing relationships with two major customers. Revenues obtained directly from these two

licensees and indirectly, through the licensees' third party authorized printer, equaled approximately 75% of the Company's revenues in the first quarter of 2016 and approximately 73% of the Company's revenues in 2015. The Company also has, from time to time, substantial receivables from these businesses. The Company has a license agreement containing guaranteed minimum royalties expiring in 2019 with one of these two licensees and a license with the second that expires in 2017. Products incorporating the Company's technologies that are sold by these two licensees have certain dissimilar characteristics and are marketed generally through distinctly different channels of distribution. These two licensees are well known and highly regarded participants in the entertainment and toy products market. The agreements with both licensees contain renewal options but there can be no assurances that the licenses will continue in force at the same or more favorable terms beyond their current termination dates, nor can there be any assurances that the relationships with these two licensees will generate increased revenues for the Company in the future.

*Possible Inability to Develop New Business.* Management of the Company believes that any significant improvement in the Company's cash flow must result from increases in revenues from traditional sources and from new revenue sources. The Company raised cash through additional capital investment and loans from investors in 2012, 2013 and 2014. The Company also benefited from limiting increases in its operating expenses and reducing its operating expenses when possible. The Company's ability to develop new revenues may depend on the extent of its marketing activities and its research and development activities, both of which are limited. There are no assurances that the resources that the Company can devote to marketing and to research and development will be sufficient to increase its revenues to levels that will enable it to maintain positive operating cash flow in the future.

*Inability to Obtain Raw Materials and Products for Resale.* The Company's adverse financial condition in the past has required it to significantly defer payments due to (i) vendors who supply raw materials and other components of the lines of inks marketed by the Company, (ii) providers of professional and other services and (iii) certain employees to whom salary and sales commissions are owed. As a result, the Company is required to pay cash in advance of shipment to certain of its suppliers. The inability to obtain materials on a timely basis and the possibility that certain vendors may permanently discontinue supplying the Company with needed products and services threaten to result in delayed shipments to customers and further impact the Company's ability to service its customers, thereby adversely affecting the Company's relationships with its customers and licensees. There can be no assurances that the Company will be able to maintain its vendor relationships in an acceptable manner.

*Uneven Pattern of Quarterly and Annual Operating Results.* The Company's revenues, which are derived primarily from licensing, royalties and sales of products incorporating its technologies, are difficult to forecast; such forecasting difficulty is due to, among other reasons, the long sales cycle of the Company's technologies, the potential for customer delay or deferral of implementation of the Company's technologies, the size and timing of inception of individual license agreements, the success of the Company's licensees and strategic partners in exploiting the market for the licensed products, modifications of customer budgets, and uneven patterns of royalty revenue and product orders. As the Company's revenue base is not substantial, delays in finalizing license contracts, implementing the technology to initiate the revenue stream and ordering decisions of customers can have a material adverse effect on the Company's quarterly and annual revenue expectations. As the Company's operating expenses are substantially fixed, income expectations will be subject to a similar adverse outcome. As licensees for the entertainment and toy products markets are added, the predictability of the Company's revenue stream may be further impacted.

*Volatility of Stock Price.* The market price for the Company's common stock has historically experienced significant fluctuations and may continue to do so. From inception, with the exception of 2007, 2013 and 2014, the Company has operated at a loss and has not produced revenue levels traditionally associated with publicly-traded companies. The Company's common stock is not listed on a national or regional securities exchange and, consequently, the Company receives limited publicity regarding its business achievements and prospects. Additionally, securities analysts and traders do not extensively follow the Company's stock and its stock is thinly traded. The Company's market price may be affected by announcements of new relationships or modifications to existing relationships. The stock prices of many developing public companies, particularly those with small capitalizations, have experienced wide fluctuations not necessarily related to operating performance. Such fluctuations may adversely affect the market price of the Company's common stock.

*Intellectual Property.* The Company relies on a combination of protections as may be available under applicable domestic, foreign or international patent, trademark and trade secret laws. The Company also relies on confidentiality, non-analysis and licensing agreements to establish and protect its rights in its proprietary technologies. While the Company attempts to protect these rights, its technologies may be compromised through reverse engineering, independent invention or other means. In addition, the Company's ability to enforce its intellectual property rights through appropriate legal action has been and will continue to be limited by its adverse liquidity. There can be no assurances that the Company will be able to protect the basis of its technologies from discovery by third parties or to preclude third parties from conducting activities that infringe on the Company's rights. The Company's adverse

liquidity situation also impacts its ability to obtain patent protection on its intellectual property and to maintain protection on previously issued patents. There can be no assurances that the Company will be able to continue to prosecute new patents and maintain issued patents. As a result, the Company's customer and licensee relationships could be adversely affected, and the value of the Company's technologies and intellectual property (including their value upon liquidation) could be substantially diminished.

*Economic Conditions.* The Company's revenue is susceptible to changes in general economic conditions. The Company's sales, liquidity and overall results of operations may be negatively affected by decreasing consumer confidence, slowdowns in consumer spending or other downturns in the U.S. economy as a whole or in any geographic markets from which the Company derives revenue. In addition, these factors may result in decreased customer and licensee demand for the Company's products and may negatively impact the Company's ability to develop new customers and licensees. Due to uncertainties surrounding the worldwide economy, the Company is unable to predict the effect of such conditions on its customers and licensees. Consequently, the Company cannot predict the scope or magnitude of the negative effect resulting from ongoing global financial uncertainties or economic slowdowns.

#### **Recently Adopted Accounting Pronouncements**

As of March 31, 2016 and for the period then ended, there were no recently adopted accounting pronouncements that had a material effect on the Company's financial statements.

### **Recently Issued Accounting Pronouncements Not Yet Adopted**

In August 2014, the FASB issued ASU 2014-15, *Presentation of Financial Statements – Going Concern (Subtopic 205-40), Disclosure of Uncertainties about an Entity’s Ability to Continue as a Going Concern*. The amendments in this Update provide guidance about management’s responsibility to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the entity’s ability to continue as a going concern within one year after the date that the financial statements are issued and to provide related footnote disclosures. Substantial doubt about an entity’s ability to continue as a going concern exists when relevant conditions and events, considered in the aggregate, indicate that it is probable that the entity will be unable to meet its obligations as they become due within one year after the date that the financial statements are issued. The amendments in this Update are effective for the annual period ending after December 15, 2016, and for annual periods and interim periods thereafter. Early application is permitted. Management is assessing the impact of the adoption to the financial statements.

### **Off-Balance Sheet Arrangements**

The Company does not have any off-balance sheet arrangements.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

Not applicable.

### **Item 4. Controls and Procedures**

#### **(a) Disclosure Controls and Procedures**

The Company has carried out an evaluation, under the supervision and with the participation of the Company’s management, including the Company’s Chief Executive Officer and Chief Financial Officer, of the effectiveness of the Company’s disclosure controls and procedures pursuant to Exchange Act Rules 13a-15(e) and 15d-15(e). Based upon that evaluation, the Company’s Chief Executive Officer and Chief Financial Officer have concluded, as of the end of the period covered by this report, that the Company’s disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in the reports filed or submitted under the Exchange Act is

recorded, processed, summarized and reported within the time periods specified within the rules and forms of the SEC, and are designed to ensure that information required to be disclosed by the Company in these reports is accumulated and communicated to management as appropriate to allow timely decisions regarding required disclosures.

(b) Changes in Internal Control over Financial Reporting

There have been no changes in the Company's internal controls over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act) during the most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

**PART II - OTHER INFORMATION**

**Item 6. Exhibits**

(a) Exhibits

- 31.1 Certification of Chief Executive Officer required by Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of Chief Financial Officer required by Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certifications of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 101.INS XBRL Instance Document
- 101.SCH XBRL Taxonomy Extension Schema
- 101.CAL XBRL Taxonomy Extension Calculation Linkbase
- 101.DEF XBRL Taxonomy Extension Definition Linkbase
- 101.LAB XBRL Taxonomy Extension Label Linkbase
- 101.PRE XBRL Taxonomy Extension Presentation Linkbase

**SIGNATURES**

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

**NOCOPI TECHNOLOGIES, INC.**

DATE: May 16, 2016

/s/ Michael A. Feinstein, M.D.  
Michael A. Feinstein, M.D.  
Chairman of the Board, President &  
Chief Executive Officer

DATE: May 16, 2016

/s/ Rudolph A. Lutterschmidt  
Rudolph A. Lutterschmidt  
Vice President & Chief Financial Officer

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