

SIMULATIONS PLUS INC  
Form 10-Q  
April 10, 2012

---

SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 10-Q

Quarterly Report Pursuant to Section 13 or 15(d) of the Security Exchange Act of 1934 for the quarterly period ended February 29, 2012

OR

Transmission Report Pursuant to Section 13 or 15(d) of the Security Exchange Act of 1937 for the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 001-32046

Simulations Plus, Inc.  
(Name of registrant as specified in its charter)

|   |   |
|---|---|
| California  | 95-4595609                              |
| (State or other jurisdiction of<br>Incorporation or Organization) | (I.R.S. Employer<br>identification No.) |

42505 10th Street West  
Lancaster, CA 93534-7059  
(Address of principal executive offices including zip code)

(661) 723-7723  
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) 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 filings 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 (Check one):

- |  |   |
|--|---|
| <input type="checkbox"/> Large accelerated filer   | <input type="checkbox"/> Accelerated filer                    |
| <input type="checkbox"/> Non-accelerated filer (Do not check if a smaller reporting company) | <input checked="" type="checkbox"/> Smaller reporting company |

Edgar Filing: SIMULATIONS PLUS INC - Form 10-Q

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

The number of shares outstanding of the registrant's common stock, par value \$0.001 per share, as of April 09, 2012 was 15,915,594 and no shares of preferred stock were outstanding.

---

---

Simulations Plus, Inc.

FORM 10-Q Quarterly Report  
For the Quarterly Period Ended February 29, 2012

Table of Contents

PART I. FINANCIAL INFORMATION

|         |  | Page |
|---------|--|------|
| Item 1. | Condensed Consolidated Financial Statements  | 3    |
|         | Condensed Consolidated Balance Sheets at February 29, 2012 (unaudited) and August 31, 2011 (audited)                             | 3    |
|         | Condensed Consolidated Statements of Operations for the three months and six months ended February 29, 2012 and 2011 (unaudited) | 4    |
|         | Condensed Consolidated Statements of Cash Flows for the six months ended February 29, 2012 and 2011 (unaudited)                  | 5    |
|         | Notes to Condensed Consolidated Financial Statements (unaudited)   | 6    |
| Item 2. | Management's Discussion and Analysis of Financial Condition and Result of Operations   | 16   |
|         | General  | 16   |
|         | Result of Operations   | 22   |
|         | Liquidity and Capital Resources  | 25   |
| Item 3. | Quantitative and Qualitative Disclosures about Market Risk   | 25   |
| Item 4. | Controls and Procedures  | 26   |

PART II. OTHER INFORMATION

|          |                                 |    |
|----------|---------------------------------|----|
| Item 1.  | Legal Proceedings               | 27 |
| Item 1A. | Risk Factors                    | 27 |
| Item 2.  | Changes in Securities           | 27 |
| Item 3.  | Defaults upon Senior Securities | 27 |

Edgar Filing: SIMULATIONS PLUS INC - Form 10-Q

|           |   |    |
|-----------|---|----|
| Item 4.   | Submission of Matters to a Vote of Security Holders | 27 |
| Item 5.   | Other Information                                   | 27 |
| Item 6.   | Exhibits  | 28 |
| Signature |   | 29 |

## PART I. FINANCIAL INFORMATION

## Item 1. Condensed Consolidated Financial Statements

SIMULATIONS PLUS, INC. CONDENSED BALANCE SHEETS  
at February 29, 2012 (Unaudited) and August 31, 2011 (Audited)

|   | February 29,<br>2012 | August 31,<br>2011 |
|---|----------------------|--------------------|
| <b>ASSETS</b>   |                      |                    |
| Current assets  |                      |                    |
| Cash and cash equivalents   | \$13,240,930         | \$10,181,049       |
| Income tax refund receivable  | 259,434              | 259,434            |
| Accounts receivable, net of allowance for doubtful accounts of \$0  | 2,175,756            | 1,170,861          |
| Contracts receivable  | 130,827              | 185,816            |
| Prepaid expenses and other current assets   | 140,433              | 123,954            |
| Deferred income taxes   | 211,393              | 302,076            |
| Current assets of discontinued operations   | -                    | 1,051,637          |
| Total current assets  | 16,158,773           | 13,274,827         |
| Long-term assets  |                      |                    |
| Capitalized computer software development costs, net of accumulated amortization of \$4,720,005 and \$4,416,669 | 2,372,145            | 2,188,982          |
| Property and equipment, net (note 3)  | 113,090              | 43,010             |
| Intellectual property, net (note 4)   | 75,000               | -                  |
| Customer relationships, net of accumulated amortization of \$127,793 and \$126,172                              | 249                  | 1,870              |
| Other assets  | 18,445               | 18,445             |
| Non-current assets of discontinued operations   | -                    | 340,204            |
| Total assets  | \$18,737,702         | \$15,867,338       |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>   |                      |                    |
| Current liabilities   |                      |                    |
| Accounts payable  | \$387,848            | \$176,136          |
| Dividends payable   | 790,692              | -                  |
| Accrued payroll and other expenses  | 294,071              | 276,327            |
| Accrued bonuses to officer  | 60,000               | -                  |
| Accrued income taxes  | 859,834              | 168,897            |
| Deferred revenue  | 180,932              | 141,191            |
| Current liabilities of discontinued operations  | -                    | 378,567            |
| Total current liabilities   | 2,573,377            | 1,141,118          |
| Long-term liabilities   |                      |                    |
| Deferred income taxes   | 738,974              | 656,047            |
| Non-current liabilities of discontinued operations  | -                    | 33,558             |
| Total liabilities   | 3,312,351            | 1,830,723          |

## Commitments and contingencies (note 5)

## Shareholders' equity (note 6)

|  |              |              |
|--|--------------|--------------|
| Preferred stock, \$0.001 par value 10,000,000 shares authorized no shares issued and outstanding                     | -            | -            |
| Common stock, \$0.001 par value 50,000,000 shares authorized 15,875,594 and 15,572,943 shares issued and outstanding | 4,347        | 4,044        |
| Additional paid-in capital   | 4,537,177    | 4,167,650    |
| Retained earnings  | 10,883,827   | 9,864,921    |
| Total shareholders' equity   | 15,425,351   | 14,036,615   |
| Total liabilities and shareholders' equity   | \$18,737,702 | \$15,867,338 |

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

SIMULATIONS PLUS, INC. AND SUBSIDIARY  
CONDENSED STATEMENTS OF OPERATIONS  
For the Three and Six months ended February 29 and 28,  
(Unaudited)

|   | Three months ended |             | Six months ended |             |
|---|--------------------|-------------|------------------|-------------|
|   | 2012               | 2011        | 2012             | 2011        |
| Net sales   | \$2,789,226        | \$2,621,686 | \$5,037,182      | \$4,672,120 |
| Cost of sales   | 396,566            | 412,778     | 748,936          | 766,434     |
| Gross profit  | 2,392,660          | 2,208,908   | 4,288,246        | 3,905,686   |
| Operating expenses  |                    |             |                  |             |
| Selling, general, and administrative                                | 956,325            | 665,641     | 1,656,438        | 1,351,692   |
| Research and development  | 264,581            | 233,894     | 516,516          | 434,648     |
| Total operating expenses  | 1,220,906          | 899,535     | 2,172,954        | 1,786,340   |
| Income from operations  | 1,171,754          | 1,309,373   | 2,115,292        | 2,119,346   |
| Other income (expense)  |                    |             |                  |             |
| Interest income   | 25,083             | 20,317      | 46,956           | 44,321      |
| Interest expense  | -                  | -           | (3               | ) (43       |
| Miscellaneous income  | 22,656             | -           | 22,656           | -           |
| Gain on currency exchange   | 40,502             | 8,341       | 138,888          | 8,341       |
| Gain (loss) from sale of assets                                     | (433               | ) 240       | (433             | ) 240       |
| Total other income (expense)  | 87,808             | 28,898      | 208,064          | 52,859      |
| Income from continuing operations before provision for income taxes | 1,259,562          | 1,338,271   | 2,323,356        | 2,172,205   |
| Provision for income taxes  | (420,985           | ) (467,324  | ) (729,680       | ) (728,340  |
| Income from continuing operations                                   | 838,577            | 870,947     | 1,593,676        | 1,443,865   |
| Discontinued operations:  |                    |             |                  |             |
| Gain (loss) from discontinued operations, net of tax                | -                  | 36,533      | (249,898         | ) 31,108    |
| Gain on sale of Words+, net of tax                                  | -                  | -           | 465,820          | -           |
| Results of discontinued operations                                  | -                  | 36,533      | 215,922          | 31,108      |
| Net Income  | \$838,577          | \$907,480   | \$1,809,598      | \$1,474,973 |
| Basic earnings per share:   |                    |             |                  |             |
| Continuing operations   | \$0.05             | \$0.06      | \$0.10           | \$0.09      |
| Discontinued operations   | -                  | -           | 0.01             | -           |
| Net basic earning per share   | \$0.05             | \$0.06      | \$0.11           | \$0.09      |
| Diluted earnings per share  |                    |             |                  |             |
| Continuing operations   | \$0.05             | \$0.05      | \$0.10           | \$0.09      |
| Discontinued operations   | -                  | -           | 0.01             | -           |
| Net basic earning per share   | \$0.05             | \$0.05      | \$0.11           | \$0.09      |
| Weighted-average common shares outstanding                          |                    |             |                  |             |

Edgar Filing: SIMULATIONS PLUS INC - Form 10-Q

|         |            |            |            |            |
|---------|------------|------------|------------|------------|
| Basic   | 15,635,898 | 15,472,504 | 15,604,420 | 15,581,301 |
| Diluted | 15,995,226 | 16,217,573 | 15,957,657 | 16,322,845 |

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



SIMULATIONS PLUS, INC. AND SUBSIDIARY  
CONDENSED STATEMENTS OF CASH FLOWSFor the six months ended February 29,  
(Unaudited)

|  | 2012        | 2011         |
|--|-------------|--------------|
| <b>Cash flows from operating activities</b>                                      |             |              |
| Net income   | \$1,809,598 | \$1,474,973  |
| Adjustments to reconcile net income to net cash provided by operating activities |             |              |
| (Income)/Loss from Discontinued Operations                                       | (215,922 )  | (31,108 )    |
| Depreciation and amortization of property and equipment                          | 19,637      | 11,210       |
| Amortization of customer relationships   | 1,622       | 4,613        |
| Amortization of capitalized computer software development costs                  | 303,336     | 336,586      |
| Excess tax benefits from share-based arrangement                                 | -           | (24,081 )    |
| Stock-based compensation   | 59,405      | 80,408       |
| (Gain)/Loss from sale of assets  | 433         | (240 )       |
| Deferred income taxes  | 140,053     | 315,295      |
| (Increase) decrease in   |             |              |
| Accounts receivable and Contracts receivable                                     | (949,906 )  | (962,085 )   |
| Income tax refundable  | -           | (33,924 )    |
| Inventory  | -           | 6            |
| Prepaid expenses and other assets  | (16,479 )   | (61,381 )    |
| Increase (decrease) in   |             |              |
| Accounts payable   | 211,711     | 105,532      |
| Accrued payroll and other expenses   | 9,957       | (5,421 )     |
| Accrued Bonus  | 60,000      | -            |
| Accrued income taxes   | 690,937     | 126,737      |
| Deferred revenue   | 39,741      | (12,468 )    |
| Net cash provided by operating activities of continuing operations               | 2,164,123   | 1,324,652    |
| Net cash provided by (used in) operating activities of discontinued operations   | (688,862 )  | 228,721      |
| Net cash provided by operating activities  | 1,475,261   | 1,553,373    |
| <b>Cash flows from investing activities</b>                                      |             |              |
| Proceeds from sale of Words+, Inc.   | 1,973,096   | -            |
| Proceeds from sale of assets   | 200         | 240          |
| Purchases of property and equipment  | (90,350 )   | (2,635 )     |
| Purchase of royalty  | (75,000 )   | -            |
| Capitalized computer software development costs                                  | (486,499 )  | (401,104 )   |
| Net cash provided by (used in) investing activities of continuing operations     | 1,321,447   | (403,499 )   |
| Net cash provided by (used in) investing activities of discontinued operations   | 6,532       | (76,298 )    |
| Net cash provided by (used in) investing activities                              | 1,327,979   | (479,797 )   |
| <b>Cash flows from financing activities</b>                                      |             |              |
| Repurchase of common stock   | -           | (2,048,172 ) |
| Excess tax benefits from share-based arrangement                                 | -           | 24,081       |
| Proceeds from the exercise of stock options                                      | 256,641     | 77,640       |
| Net cash provided by (used in) financing activities of continuing operations     | 256,641     | (1,946,451 ) |

Edgar Filing: SIMULATIONS PLUS INC - Form 10-Q

|   |              |              |
|---|--------------|--------------|
| Net increase (decrease) in cash and cash equivalents from continuing operations   | 3,742,211    | (1,025,298 ) |
| Net increase (decrease) in cash and cash equivalents from discontinued operations | (682,330 )   | 152,423      |
| Net increase (decrease) in cash and cash equivalents                              | 3,059,881    | (872,875 )   |
| Cash and cash equivalents, beginning of year                                      | 10,181,049   | 9,631,762    |
| Cash and cash equivalents, end of period  | \$13,240,930 | \$8,758,887  |
| <b>Supplemental disclosures of cash flow information</b>                          |              |              |
| Interest paid   | \$3          | \$43         |
| Income taxes paid   | \$170,000    | \$320,232    |

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

Simulations Plus, Inc.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(Unaudited)

Note 1: GENERAL

This report on Form 10-Q for the quarter ended February 29, 2012, should be read in conjunction with the Company's annual report on Form 10-K for the year ended August 31, 2011, filed with the Securities and Exchange Commission ("SEC") on November 29, 2011. As contemplated by the SEC under Article 8 of Regulation S-X, the accompanying financial statements and footnotes have been condensed and therefore do not contain all disclosures required by generally accepted accounting principles. The interim financial data are unaudited; however, in the opinion of Simulations Plus, Inc. ("we", "our", "us"), the interim data includes all adjustments, consisting only of normal recurring adjustments, necessary for a fair statement of the results for the interim periods. Results for interim periods are not necessarily indicative of those to be expected for the full year.

As further discussed in note 9 below, on November 30, 2011 we sold all interest and common stock of our former wholly owned subsidiary, Words+, Inc. ("Words+"), which is now treated as discontinued operations, but was operated during the first quarter of this fiscal year from September 1, 2011 through November 30, 2011.

Note 2: SIGNIFICANT ACCOUNTING POLICIES

Estimates

Our condensed consolidated financial statements and accompanying notes are prepared in accordance with accounting principles generally accepted in the United States of America. Preparing financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, and expenses. These estimates and assumptions are affected by management's application of accounting policies. Actual results could differ from those estimates. Significant accounting policies for us include revenue recognition, accounting for capitalized computer software development costs, valuation of stock options, and accounting for income taxes.

Revenue Recognition

We recognize revenues related to software licenses and software maintenance in accordance with the Financial Accounting Standard Board ("FASB") Accounting Standard Codification ("ASC") 985-605. Software product revenue is recorded when the following conditions are met: 1) evidence of arrangement exists, 2) delivery has been made, 3) the amount is fixed, and 4) collectability is probable. Post-contract customer support ("PCS") obligations are insignificant; therefore, revenue for PCS is recognized at the same time as the licensing fee, and the costs of providing such support services are accrued and amortized over the obligation period.

As a byproduct of ongoing improvements and upgrades for the new programs and new modules of software, some modifications are provided at no additional charge to customers who have already purchased software. Other software modifications result in new, additional-cost modules that expand the functionality of the software. These are licensed separately. We consider the modifications that are provided without charge to be minimal, as they do not significantly change the basic functionality or utility of the software, but rather add convenience, such as being able to plot some additional variable on a graph in addition to the numerous variables that had been available before, or adding some additional calculations to supplement the information provided from running the software. Such software modifications for any single product have typically occurred once or twice per year, sometimes more, sometimes less. Thus, they are infrequent. The Company provides, for a fee, additional training and service calls to its customers and recognizes revenue at the time the training or service call is provided.



Generally, we enter into one-year license agreements with customers for the use of our pharmaceutical software products. We recognize revenue on these contracts when all the criteria are met.

Most license agreements have a term of one year; however, from time to time, we enter into multi-year license agreements. We generally unlock and invoice software one year at a time for multi-year licenses. Therefore, revenue is recognized one year at a time.

We recognize the revenue from collaboration research and the revenue from grants equally over their terms. However, we recognize contract (consulting) study revenue using the percentage-of-completion method, depending upon how the contract studies are engaged, in accordance with FASB ASC 605-35. To recognize revenue using the percentage-of-completion method, we must determine whether we meet the following criteria: 1) there is a long-term, legally enforceable contract and 2) it is possible to reasonably estimate the total project costs, and 3) it is possible to reasonably estimate the extent of progress toward completion.

#### Cash and Cash Equivalents

For purposes of the statements of cash flows, we consider all highly liquid investments purchased with original maturities of three months or less to be cash equivalents.

#### Accounts Receivable

We analyze the age of customer balances, historical bad debt experience, customer creditworthiness, and changes in customer payment terms when making estimates of the collectability of the Company's trade accounts receivable balances. If the Company determines that the financial conditions of any of its customers deteriorated, whether due to customer-specific or general economic issues, an increase in the allowance may be made. Accounts receivable are written off when all collection attempts have failed. Although we experienced significant collection problems with our former Words+ subsidiary, we have not had customers fail to pay on the pharmaceutical software and services side of the business, which now represents our entire business after the sale of our former subsidiary on November 30, 2011.

#### Capitalized Computer Software Development Costs

Software development costs are capitalized in accordance with FASB ASC 985-20. Capitalization of software development costs begins upon the establishment of technological feasibility and is discontinued when the product is available for sale.

The establishment of technological feasibility and the ongoing assessment for recoverability of capitalized software development costs require considerable judgment by management with respect to certain external factors including, but not limited to, technological feasibility, anticipated future gross revenues, estimated economic life, and changes in software and hardware technologies. Capitalized software development costs are comprised primarily of salaries and direct payroll-related costs and the purchase of existing software to be used in our software products.

Amortization of capitalized software development costs is provided on a product-by-product basis on the straight-line method over the estimated economic life of the products (not to exceed five years, although all of our current software products have already been on the market for more than 7 years except for our newest MedChem Designer™ program, and we do not foresee an end-of-life for any of them at this point). Amortization of software development costs amounted to \$303,336 and \$336,586 for the six months ended February 29, 2012 and February 28, 2011, respectively. We expect future amortization expense to vary due to increases in capitalized computer software development costs as we expand staff and develop new and enhanced software products.



We test capitalized computer software costs for recoverability whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

#### Property and Equipment

Property and equipment are recorded at cost, less accumulated depreciation and amortization. Depreciation and amortization are provided using the straight-line method over the estimated useful lives as follows:

|                        |                                   |
|------------------------|-----------------------------------|
| Equipment              | 5 years                           |
| Computer equipment     | 3 to 7 years                      |
| Furniture and fixtures | 5 to 7 years                      |
| Leasehold improvements | Shorter of life of asset or lease |

Maintenance and minor replacements are charged to expense as incurred. Gains and losses on disposals are included in the results of operations.

#### Fair Value of Financial Instruments

Assets and liabilities recorded at fair value in the Condensed Consolidated Balance Sheets are categorized based upon the level of judgment associated with the inputs used to measure their fair value. The categories, as defined by the standard are as follows:

| Level Input: | Input Definition:  |
|--------------|--|
| Level I      | Inputs are unadjusted, quoted prices for identical assets or liabilities in active markets at the measurement date.  |
| Level II     | Inputs, other than quoted prices included in Level I, that are observable for the asset or liability through corroboration with market data at the measurement date. |
| Level III    | Unobservable inputs that reflect management's best estimate of what market participants would use in pricing the asset or liability at the measurement date.         |

The following table summarizes fair value measurements by level at February 29, 2012 for assets and liabilities measured at fair value on a recurring basis:

|                           | Level I       | Level II | Level III | Total         |
|---------------------------|---------------|----------|-----------|---------------|
| Cash and cash equivalents | \$ 13,240,930 | \$ -     | \$ -      | \$ 13,240,930 |
| Total                     | \$ 13,240,930 | \$ -     | \$ -      | \$ 13,240,930 |

For certain of our financial instruments, including accounts receivable, accounts payable, accrued payroll and other expenses, accrued bonuses to officers, and accrued warranty and service costs, the amounts approximate fair value due to their short maturities.

#### Research and Development Costs

Research and development costs are charged to expense as incurred until technological feasibility has been established. These costs consist primarily of salaries and direct payroll-related costs. It also includes purchased software and databases which were developed by other companies and incorporated into, or used in the development of, our final products.





### Income Taxes

We utilize FASB ASC 740-10 which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns.

Under this method, deferred income taxes are recognized for the tax consequences in future years of differences between the tax bases of assets and liabilities and their financial reporting amounts at each year-end based on enacted tax laws and statutory tax rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized. The provision for income taxes represents the tax payable for the period and the change during the period in deferred tax assets and liabilities.

We are currently being audited by the California Franchise Tax Board for the fiscal years ended August 31, 2007 and 2008. In March 2012, We also received a notice from Internal Revenue Services that our fiscal year ended August 31, 2008 is subject to their examination. The outcome of this audit may result in a change to the tax liability for those tax years.

### Customer relationships

We purchased customer relationships as a part of the acquisition of certain assets of Bioreason, Inc. in November 2005. Customer relationships was recorded at a cost of \$128,042, and is being amortized over 78 months under the sum-of-the-years'-digits method. Amortization expense for the six months ended February 29, 2012 and February 28, 2011 amounted to \$1,622 and \$4,613, respectively. Accumulated amortization as of February 29, 2012 and February 28, 2011 was \$127,793 and \$123,055, respectively.

### Earnings per Share

We report earnings per share in accordance with FASB ASC 260-10. Basic earnings per share is computed by dividing income available to common shareholders by the weighted-average number of common shares available. Diluted earnings per share is computed similar to basic earnings per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. The components of basic and diluted earnings per share for the six months ended February 29, 2012 and February 28, 2011 were as follows:

|  | 02/29/2012  | 02/28/2011  |
|--|-------------|-------------|
| <b>Numerator</b>   |             |             |
| Net income attributable to common shareholders                               | \$1,809,598 | \$1,474,973 |
| <b>Denominator</b>   |             |             |
| Weighted-average number of common shares outstanding during the year         | 15,604,420  | 15,581,301  |
| Dilutive effect of stock options   | 353,238     | 741,544     |
| Common stock and common stock equivalents used for diluted earning per share | 15,957,658  | 16,322,845  |

### Stock-Based Compensation

Compensation costs related to stock options are determined in accordance with FASB ASC 718-10 using the modified prospective method. Under this method, compensation cost includes: (1) compensation cost for all share-based payments granted prior to, but not yet vested as of September 1, 2006, based on the grant date fair value estimated in accordance with the original provisions of SFAS No. 123 amortized over the options' vesting period, and (2) compensation cost for all share-based payments granted subsequent to September 1, 2006, based on the grant-date fair value estimated in accordance FASB ASC 718-10, amortized on a straight-line basis over the options' vesting period. Stock-based compensation was \$59,405 and \$80,408 for the six months ended February 29, 2012 and February 28, 2011, respectively, and is included in the consolidated statements of operations as Selling, General and Administration (SG&A), and Research and Development expense. As of November 30, 2011, the unvested options for employees who terminated due to sale of Words+, Inc. are fully vested. As a result, the unamortized portion of such stock-based compensation for those employees was expensed in full in the first fiscal quarter ended November 30, 2011 and is presented as a part of discontinued operations.

### Concentrations and Uncertainties

International sales accounted for 50% and 34% of net sales for the six months ended February 29, 2012 and February 28, 2011, respectively. Three customers accounted for 11%, 8% (a dealer account in Japan representing various customers) and 6% of net sales during the six months ended February 29, 2012, compared with three customers accounting for 15%, 8% and 7% of net sales during the six months ended February 28, 2011.

We operate in the computer software industry, which is highly competitive and changes rapidly. Our operating results could be significantly affected by our ability to develop new products and find new distribution channels for new and existing products.

At February 29, 2012, two customers comprised 14% and 13% (a dealer account in Japan representing various customers) of its accounts receivable at February 29, 2012, and three customers comprised 14%, 12% (a dealer account representing various customers), and 10% of accounts receivable at February 28, 2011.

### Recently Issued or Newly Adopted Accounting Standards

In September 2009, the FASB issued ASU 2009-14 which amends Statement of Position ("SOP") 97-2, "Software Revenue Recognition", to exclude tangible products containing software components and non-software components that function together to deliver the product's essential functionality. ASU 2009-14 applies to revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010, with early application permitted with EITF 08-1. We adopted this standard in the first quarter of fiscal 2011. We believe adoption did not have a material effect on the Company's consolidated financial statements.

In September 2009, the FASB issued ASU 2009-13, "Revenue Arrangements with Multiple Deliverables" ("EITF 08-1"). ASU 2009-13 amends EITF 00-21, "Revenue Arrangements with Multiple Deliverables", to require an entity to use an estimated selling price when vendor-specific objective evidence or acceptable third-party evidence does not exist for any products or services included in a multiple element arrangement. The arrangement consideration should be allocated among the products and services based upon their relative selling prices, thus eliminating the use of the residual method of allocation. ASU 2009-13 also requires expanded qualitative and quantitative disclosures regarding significant judgments made and changes in applying the guidance. ASU 2009-13 applies to fiscal years beginning after June 15, 2010, with early application permitted. We adopted this standard in the first quarter of fiscal 2011. We believe adoption did not have a material effect on the Company's consolidated financial statements.

In May 2011, the Financial Accounting Standards Board (“FASB”) issued ASU 2011-04, Fair Value Measurement (“ASU 2011-04”), which amended ASC 820, Fair Value Measurements (“ASC 820”), providing a consistent definition and measurement of fair value, as well as similar disclosure requirements between U.S. GAAP and International Financial Reporting Standards. ASU 2011-04 changes certain fair value measurement principles, clarifies the application of existing fair value measurement and expands the disclosure requirements. ASU 2011-04 was effective for us beginning January 1, 2012. The adoption of ASU 2011-04 is not expected to have a material effect on our financial statements or disclosures.

In June 2011, the FASB issued ASU 2011-05, Presentation of Comprehensive Income (“ASU 2011-05”). ASU 2011-05 requires the presentation of comprehensive income in either (1) a continuous statement of comprehensive income or (2) two separate but consecutive statements. ASU 2011-05 was effective for us beginning January 1, 2012. The adoption of ASU 2011-05 is not expected to have a material effect on our financial statements or disclosures.

In September 2011, the FASB issued ASU 2011-08, Testing Goodwill for Impairment (“ASU 2011-08”), which amends the guidance in ASC 350-20, Intangibles—Goodwill and Other – Goodwill. ASU 2011-08 provides entities with the option of performing a qualitative assessment before calculating the fair value of the reporting unit when testing goodwill for impairment. If the fair value of the reporting unit is determined, based on qualitative factors, to be more likely than not less than the carrying amount of the reporting unit, the entities are required to perform a two-step goodwill impairment test. ASU 2011-08 was effective for us beginning January 1, 2012. The adoption of ASU 2011-08 is not expected to have a material effect on our financial statements or disclosures.

### Note 3: PROPERTY AND EQUIPMENT

Property and equipment as of February 29, 2012 consisted of the following:

|   |            |
|---|------------|
| Equipment                                       | \$ 121,290 |
| Computer equipment                              | 257,849    |
| Furniture and fixtures                          | 48,813     |
| Leasehold improvements                          | 53,898     |
| Sub total                                       | 481,850    |
| Less: Accumulated depreciation and amortization | (368,760 ) |
| Net Book Value                                  | 113,090    |

### Note 4: COMMITMENTS AND CONTINGENCIES

Sublease with Words+, Inc., a wholly owned subsidiary of Prentke Romich Company

After the sale of Words+, we entered into a sublease agreement under which Words+ pays 20 percent of the monthly rent we pay to our landlord, plus 20% of facility-related operating expenses. The term of this sublease is from month to month commencing on January 1, 2012.

#### Employment Agreement

On July 22, 2011, the Company entered into an employment agreement with its President/Chief Executive Officer that expires in August 2013. The employment agreement provides for an annual base salary of \$300,000 per year, and a performance bonus in an amount not to exceed 10% of the Employee’s salary, or \$30,000 per year, at the end of each fiscal year. The specific amount of the bonus to be awarded will be determined by the Compensation Committee of the Board of Directors, based on the financial performance and achievements of the Company for the previous fiscal year. The agreement also provides Employee stock options, exercisable for five years, to purchase fifty (50) shares of Common Stock for each one thousand dollars (\$1,000) of net income before taxes at the end of each fiscal year up to a

maximum of 120,000 options over the term of the agreement. The Company may terminate the agreement upon 30 days' written notice if termination is without cause. The Company's only obligation would be to pay its President the greater of a) 12 months salary or b) the remainder of the term of the employment agreement from the date of notice of termination.

For fiscal year 2011, the Compensation Committee awarded a \$27,500 performance bonus to Walter Woltosz, our President/Chief Executive Officer, which was paid in December 2011, which was 100% of the previous year's contract bonus amount.

#### Litigation

We are not a party to any litigation at this time and we are not aware of any pending litigation of any kind.

## Note 5: SHAREHOLDERS' EQUITY

## Declaration of cash dividend

On February 13, the board of directors declared a distribution of ongoing quarterly cash dividend of \$0.05 per share to its shareholders. The first dividend payment was distributed on Thursday, March 1, 2012, for shareholders of record as of Tuesday, February 21, 2012. The total dividend payable as of February 29, 2012 was \$790,692.

## Stock Repurchase

On January 10, 2010, the Board of Directors authorized a renewed share repurchase program (Phase II) effective as of February 15, 2010. The renewed program enabled the Company to buy back up to one million shares during a 12-month period.

The detail of repurchases made under Phase II is listed in the following table:

| Period               | Total Number of<br>Shares Purchased | Average Price<br>Paid<br>per Share | Remaining<br>Shares<br>Authorized for<br>Repurchase<br>Under the Share<br>Repurchase Plan –<br>Phase II |
|----------------------|-------------------------------------|------------------------------------|---|
| 04/01/10 to 04/30/10 | 86,976                              | \$ 2.2237                          | 913,024   |
| 05/01/10 to 05/31/10 | 170,101                             | \$ 2.3515                          | 742,923   |
| 06/01/10 to 06/30/10 | 33,665                              | \$ 2.3670                          | 709,258   |
| 07/01/10 to 07/31/10 | 18,789                              | \$ 2.4433                          | 690,469   |
| 08/01/10 to 08/31/10 | 10,878                              | \$ 2.4283                          | 679,591   |
| 09/01/10 to 09/30/10 | 81,070                              | \$ 2.6969                          | 598,521   |
| 10/01/10 to 10/31/10 | 170,494                             | \$ 3.1671                          | 428,027   |
| 11/01/10 to 11/30/10 | 146,116                             | \$ 2.9523                          | 281,911   |
| 12/01/10 to 12/31/10 | 41,214                              | \$ 2.5716                          | 240,697   |
| 01/01/11 to 01/31/11 | 119,469                             | \$ 2.9028                          | 121,228   |
| 02/01/11 to 02/28/11 | 117,476                             | \$ 3.4510                          | 3,752   |
| Phase II Total       | 996,248                             | \$ 2.8041                          |   |

\*Phase II repurchase program ended on 02/14/2011.

### Stock Option Plan

In September 1996, the Board of Directors adopted, and the shareholders approved, the 1996 Stock Option Plan (the "Option Plan") under which a total of 1,000,000 shares of common stock had been reserved for issuance. In March 1999, the shareholders approved an increase in the number of shares that may be granted under the Option Plan to 2,000,000. In February 2000, the shareholders approved an increase in the number of shares that may be granted under the Option Plan to 4,000,000. In December 2000, the shareholders approved an increase in the number of shares that may be granted under the Option Plan to 5,000,000. Furthermore, in February 2005, the shareholders approved an additional 1,000,000 shares, resulting in the total number of shares that may be granted under the Option Plan to 6,000,000. The 1996 Stock Option Plan terminated in September 2006 by its term.

On February 23, 2007, the Board of Directors adopted and the shareholders approved the 2007 Stock Option Plan under which a total of 1,000,000 shares of common stock had been reserved for issuance.

### TRANSACTIONS IN FY 2012

|                                | Number of<br>Options | Weighted-Average<br>Exercise Price<br>Per Share | Weighted-Average<br>Remaining<br>Contractual Life |
|--------------------------------|----------------------|---|---|
| Outstanding, August 31, 2011   | 957,636              | \$ 1.40   | 5.22  |
| Granted                        | 100,000              | \$ 3.25   |   |
| Exercised                      | (298,336 )           | \$ 1.18   |   |
| Expired                        | (5,500 )             | \$ 2.84   |   |
| Outstanding, February 29, 2012 | 753,800              | \$ 1.72   | 5.07  |
| Exercisable, February 29, 2012 | 483,500              | \$ 1.43   | 4.43  |

The weighted-average remaining contractual life of options outstanding issued under the Plan was 5.07 years at February 29, 2012. The exercise prices for the options outstanding at February 29, 2012 ranged from \$1.00 to \$3.27, and the information relating to these options is as follows:

| Exercise Price |         | Awards Outstanding |   |  | Awards Exercisable |   |  |
|----------------|---------|--------------------|---|--|--------------------|---|--|
| Low            | High    | Quantity           | Weighted<br>Average<br>Remaining<br>Contractual<br>Life | Weighted<br>Average<br>Exercise<br>Price | Quantity           | Weighted<br>Average<br>Remaining<br>Contractual<br>Life | Weighted<br>Average<br>Exercise<br>Price |
| \$ 1.00        | \$ 1.50 | 432,300            | 5.3 years   | \$ 1.07                                  | 324,300            | 4.6 years   | \$ 1.10                                  |
| \$ 1.51        | \$ 2.00 | 100,000            | 2.8 years   | \$ 1.62                                  | 100,000            | 2.8 years   | \$ 1.62                                  |
| \$ 2.01        | \$ 2.50 | 50,000             | 8.1 years   | \$ 2.49                                  | 10,000             | 8.1 years   | \$ 2.49                                  |
| \$ 3.01        | \$ 3.27 | 171,500            | 5.0 years   | \$ 3.18                                  | 49,200             | 5.5 years   | \$ 3.06                                  |
|                |         | 753,800            | 5.1 years   | \$ 1.72                                  | 483,500            | 4.4 years   | \$ 1.43                                  |

### Other Stock Options

As of February 29, 2012, the outside members of the Board of Directors hold options to purchase 79,000 shares of common stock at exercise prices ranging from \$0.38 to \$6.68, which were granted prior to August 31, 2011.



| Transactions in FY12           | Number of<br>Options | Weighted-Average<br>Exercise Price Per<br>Share |
|--------------------------------|----------------------|---|
| Outstanding, August 31, 2011   | 79,000               | \$ 1.37   |
| Exercised                      | (40,800 )            | \$ 0.84   |
| Outstanding, February 29, 2012 | 38,200               | \$ 1.93   |
| Exercisable, February 29, 2012 | 15,400               | \$ 2.06   |

#### Note 6: RELATED PARTY TRANSACTIONS

As of February 29, 2012, included in bonus expenses to officers was \$87,500, of which \$60,000 was accrued bonus representing 5% of the Company's FY12 net income before bonuses and taxes, not exceeding \$60,000, paid to the Corporate Secretary, Virginia Woltosz, as an annual bonus as part of the terms of the sale of Words+ to Simulations Plus in 1996. The other \$27,500, paid in December 2011, was a performance bonus to Walter Woltosz, our President/Chief Executive Officer.

#### Note 7: SEGMENT AND GEOGRAPHIC REPORTING

We allocate revenues to geographic areas based on the locations of our customers. Geographical revenues for the six months ended February 29, 2012 and February 28, 2011 were as follows (in thousands):

|                   | North<br>America | Europe  | Asia  | South<br>America | Total   |
|-------------------|------------------|---------|-------|------------------|---------|
| February 29, 2012 | \$2,515          | \$1,626 | \$886 | \$10             | \$5,037 |
| February 28, 2011 | 2,477            | 1,571   | 610   | 14               | 4,672   |

Prior to the sale of Words+ on November 30, 2011, the Company operated in two business segments, which consisted of the pharmaceutical software and consulting services business and the augmentative communication device business. Upon the sale of Words+ on November 30, 2011, the Company ceased operations in the augmentative communication device business. The results of this segment are presented as discontinued operations in the accompanying financial statements. The pharmaceutical software segment, which represents the Company's ongoing business, is presented as continuing operations.

#### Note 8: EMPLOYEE BENEFIT PLAN

We maintain a 401(K) Plan for all eligible employees, and make matching contributions equal to 100% of the employee's elective deferral, not to exceed 4% of total employee compensation. We can also elect to make a profit-sharing contribution. Our contributions to this Plan amounted to \$45,416 and \$40,473 for the six months ended February 29, 2012 and February 28, 2011, respectively.



## Note 9: DISCONTINUED OPERATIONS

On November 30, 2011, we sold our interest in Words+, Inc. for \$1,973,096 in cash. Words+ operations are now presented as discontinued operations in accordance with accounting rules related to the disposal of long-lived assets.

We recognized a gain of \$465,820, net of tax, from this sale, which is included in income from discontinued operations in our condensed statement of operations for the fiscal quarter ended November 30, 2011. The revenue and expenses of discontinued operations for the first fiscal quarter of 2012 and the fiscal year ended August 31, 2011 are as follows:

| (in thousand)  | Period from<br>09/01/11 to<br>11/30/11 | For the fiscal<br>year ended<br>08/31/11 |
|--|--|--|
| Net sales  | \$ 479                                 | \$ 2,981                                 |
| Cost of sales  | 265                                    | 1,381                                    |
| Gross profit   | 214                                    | 1,600                                    |
| Selling, general and administrative                            | 563                                    | 1,466                                    |
| Research and development                                       | 55                                     | 64                                       |
| Total operating expenses                                       | 618                                    | 1,530                                    |
| Income (Loss) from discontinued operations                     | (404 )                                 | 70                                       |
| Other income   | -                                      | 2  |
| Income (Loss) from discontinued operations before income taxes | (404 )                                 | 72                                       |
| (Provision for) income taxes                                   | 154                                    | -  |
| Results from discontinued operations, net of tax               | \$ (250 )                              | \$ 72                                    |

The carrying amount of the assets and liabilities of discontinued operations at August 31, 2011 and just prior to the date of the sale on November 30, 2011 were as follows:

| (in thousands)                              | 11/30/11 | 08/31/11 |
|---|----------|----------|
| Cash and cash equivalents                   | \$ 6     | \$ 143   |
| Receivables, net                            | 357      | 603      |
| Inventory                                   | 392      | 392      |
| Prepaid and other current assets            | 33       | 57       |
| Capitalized software development costs, net | 212      | 220      |
| Property and equipment, net                 | 91       | 120      |
| Total Assets                                | 1,091    | 1,535    |
| Accounts payable                            | 72       | 116      |
| Accrued payroll and other expenses          | 109      | 219      |
| Accrued warranty and service costs          | 37       | 44       |
| Total Liabilities                           | 218      | 379      |
| Net liabilities of discontinued operations  | \$ 873   | \$ 1,153 |

## Note 10: SUBSEQUENT EVENT

From March 1, 2012 to April 9, 2012, an additional 44,320 shares were issued as results of options being exercised.

## Item 2. Management's Discussion and Analysis or Plan of Operations

### Forward-Looking Statements

This document and the documents incorporated in this document by reference contain forward-looking statements that are subject to risks and uncertainties. All statements other than statements of historical fact contained in this document and the materials accompanying this document are forward-looking statements.

The forward-looking statements are based on the beliefs of our management, as well as assumptions made by and information currently available to our management. Frequently, but not always, forward-looking statements are identified by the use of the future tense and by words such as “believes,” “expects,” “anticipates,” “intends,” “will,” “may,” “could,” “would,” “projects,” “continues,” “estimates” or similar expressions. Forward-looking statements are not guarantees of future performance and actual results could differ materially from those indicated by the forward-looking statements. Forward-looking statements involve known and unknown risks, uncertainties, and other factors that may cause our or our industry’s actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by the forward-looking statements.

The forward-looking statements contained or incorporated by reference in this document are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (“Securities Act”) and Section 21E of the Securities Exchange Act of 1934, as amended (“Exchange Act”) and are subject to the safe harbor created by the Private Securities Litigation Reform Act of 1995. These statements include declarations regarding our plans, intentions, beliefs or current expectations.

Among the important factors that could cause actual results to differ materially from those indicated by forward-looking statements are the risks and uncertainties described under “Risk Factors” in our Annual Report and elsewhere in this document and in our other filings with the SEC.

Forward-looking statements are expressly qualified in their entirety by this cautionary statement. The forward-looking statements included in this document are made as of the date of this document and we do not undertake any obligation to update forward-looking statements to reflect new information, subsequent events or otherwise.

### General

#### BUSINESS

Simulations Plus, Inc., incorporated in 1996, develops and produces software for use in pharmaceutical research and for education, as well as provides consulting and contract research services to the pharmaceutical industry. Simulations Plus also took over responsibility for producing a personal productivity software program called Abbreviate! originally spun out of products for the disabled by its former subsidiary, Words+ for the retail market. Words+, founded in 1981, produces computer software and specialized hardware for use by persons with disabilities. The Words+ subsidiary was sold effective November 30, 2011, and is treated as “discontinued operations” in the financial statements. During the first quarter ended November 30, 2011, Words+ continued to refine its products for the disabled. The former subsidiary is now a wholly owned subsidiary of the Prentke Romich Company of Wooster, Ohio. This discussion will therefore focus on the ongoing operations for pharmaceutical software and services and the Abbreviate! utility software.

We currently offer five software products for pharmaceutical research: ADMET Predictor™, MedChem Designer™, MedChem Studio™ (formerly known as ClassPharmer™), DDDPlus™, and GastroPlus™.

#### ADMET Predictor™

ADMET Predictor is a computer program that takes molecular structures as inputs and predicts over 130 different properties for them at the rate of about 200,000 compounds per hour on a fast personal computer. This capability means that a pharmaceutical scientist can screen a very large number of molecules in a very short time using ADMET Predictor. The current state-of-the-art of this type of software allows identifying molecules that are sure to fail as potential drug candidates without the need to synthesize and test them. Millions of “virtual” compounds can now be created and screened in a day, compared to potentially months of work to synthesize and test a few hundred actual compounds. The ability to quickly eliminate obviously poor compounds in this manner enables chemists to investigate a much larger “chemical space” in their search for new medicines.

Pharmaceutical companies spend enormous amounts of money conducting a wide variety of experiments on new molecules each year, resulting in large databases of experimental data. Using this proprietary data to build predictive models can provide a second return on their investment; however, model building has traditionally been a tedious activity performed by specialists. The ADMET Modeler program that is integrated into ADMET Predictor enables scientists without model-building experience to use their own experimental data to quickly create high-quality, proprietary predictive models using the same powerful modeling methods we use to build our top-ranked property predictions.

We have been developing Version 6.0 of ADMET Predictor for a number of months, and expect to release it during our fiscal 3rd quarter of 2012. This new version incorporates a powerful and exciting new feature that enables users to generate likely metabolites for any molecule using an embedded version of our MedChem Designer™ program. It also increases the number of predictive models for metabolism and toxicity, and refines many of our earlier predictions, which had already been top-rated in almost every published independent comparison study. In addition, the graphical user interface has been revised and enhanced to make it easier for scientists to find, use, and export the powerful information provided by the program. In a subsequent event to this reporting period, we announced the buyout of a royalty agreement with Ensein Research under which royalties were paid from revenues on each license for the Ensein Metabolism Module. This buyout gives us ownership of the intellectual property and allows us to merge the former Ensein Metabolism Module and our Metabolite Module into a single module. We believe this will make it easier for customers to realize the value in the combined capabilities of the two separate functions. We are also progressing with curating literature for a much larger data set for certain enzymes known as cytochrome P450 to further enhance the predictive capabilities of ADMET Predictor for metabolism.

We have been finalizing Version 6.0 of ADMET Predictor during the second quarter and expect to release it early in the third quarter. Because of the tighter integration in the upcoming releases of ADMET Predictor, MedChem Studio, MedChem Designer, and GastroPlus, ensuring that all required functionalities are provided seamlessly in all possible computer environments (server, standalone, various languages, and various version of the Windows operating system), extensive testing has been required, and a number of challenges have had to be dealt with. We believe that as of this writing, release of ADMET Predictor 6.0 is imminent, along with new releases of our other products as described further below.

Version 6.0 will add a new graphical user interface (GUI) to ADMET Predictor to make it much more convenient for users to find. But more importantly are the powerful improvements to metabolism and metabolite prediction, which can be accessed not only within ADMET Predictor itself, but now also via MedChem Designer and MedChem Studio. In addition, we have expanded and enhanced our molecular descriptor set and retrained all models to use them, resulting in further improvements to our already best-in-class predictive capabilities.



#### MedChem Designer™

MedChem Designer was launched in February 2011. It was at first a molecule drawing program, or “sketcher”, but it has been enhanced to do much more than other molecule drawing programs because of its tight integration with both MedChem Studio and ADMET Predictor. We provide MedChem Designer for free because we believe that in the long run it will help to increase demand for ADMET Predictor and MedChem Studio. Most existing molecule drawing programs are also free, so in order to convince chemists to try MedChem Designer, it must also be provided for free. The free version includes a small set of best-in-class ADMET Predictor property predictions, allowing the chemist to modify molecular structures and then see a few key properties very quickly.

When coupled with a license for ADMET Predictor, MedChem Designer becomes a very powerful de novo design tool for medicinal chemists. With it, they can draw one or more molecular structures, then click on the ADMET Predictor icon and have over 130 properties for each structure calculated in seconds, including our unique ADMET Risk™ index. ADMET Risk provides a single number that tells the chemist how many predicted threshold values were crossed (or violated) by each structure. Thus, in a single number, the chemist can instantly compare how different structural changes affect a large number of predicted properties. As chemists attempt to modify structures to improve one property, they often cause others to become unacceptable. Without ADMET Risk, the chemist has to examine a large number of properties for each new molecule to see if any became unacceptable as a result of changing the structure. Thus, ADMET Risk lets them “see” in many dimensions at once. We believe this provides a novel and unequalled capability for new molecule design. In addition to affecting the therapeutic target, there are many properties that are required for a molecule to become a drug, and ADMET Predictor can predict a large number of such properties if the user has a license for it.

During the second quarter, we continued the development of MedChem Designer 2.0 with its new capabilities to show the most likely metabolites that would be produced from a parent molecule by the most dominant CYP enzymes. With this capability, the chemist can not only see predicted likely metabolites, but can also use ADMET Predictor to assess whether any of the predicted metabolites would be likely to result in unacceptable adverse effects. It is often the case that a molecule that could have been a good medicine is metabolized into a toxic metabolite that renders the parent molecule dangerous or useless. This ability to predict metabolites and their properties can again reduce the number of molecules that are taken forward into development only to fail at a later stage after considerable time and money have been expended to investigate the molecule and its metabolites. We expect to release MedChem Designer Version 2.0 in the third quarter, with this and other expanded capabilities.

#### MedChem Studio™

MedChem Studio updates have resulted in an ever-more-powerful tool for medicinal and computational chemists for both data mining and for designing new drug-like molecules. MedChem Studio evolved from our acquisition of ClassPharmer™ and ChemTK™ in 2005, which were originally designed to examine the results from high throughput screening experiments of many hundreds to many hundreds of thousands of molecules against a therapeutic target.

For new molecule design, MedChem Designer can be used to refine a small number of molecules; however, going from a very large number of molecules and getting down to a few promising candidate leads is the job of MedChem Studio (with ADMET Predictor). MedChem Studio has features that enable it to generate very large numbers of molecules using a variety of de novo design methods. Coupled with ADMET Predictor, we believe the two programs provide an unmatched capability for chemists to search through large libraries of compounds that have undergone high throughput screening experiments to find the most promising classes and molecules that are active against a particular target. In addition, MedChem Studio with ADMET Predictor can take an interesting (but not acceptable) molecule and very quickly generate many thousands of high quality analogs (i.e., similar new molecules) using a variety of design algorithms to generate new molecules that are predicted to be both active against the target as well as acceptable in a variety of ADMET properties. MedChem Designer (see above) is also a part of MedChem Studio, so the user can click on the MedChem Designer icon and bring up the drawing window to investigate how further

modifications to the structures of molecules generated by MedChem Studio can improve their properties.

Continued enhancement of MedChem Studio has taken place during the second quarter, and the next release is expected in the third quarter, along with new releases of MedChem Designer and ADMET Predictor.

#### NCE Project

We believe that the suite of MedChem Studio/MedChem Designer/ADMET Predictor is so powerful that we have initiated our own program of designing and making new molecules (NCEs, or new chemical entities). We have selected as a target the malaria parasite *Plasmodium falciparum*, both because there is a tremendous unmet need for a very low-cost cure, and because external funding opportunities exist if we are successful in generating high-quality lead compounds using our software. We had completed the design process in the first quarter and after the end of this reporting period we had five molecules of our own design synthesized by an outside company and in testing at outside laboratories. These compounds were tested for inhibition of the parasite at the University of California at Riverside, and one showed activity at a nanomolar level (considered very high potency) while others showed micromolar potency. Three of these molecules have been sent to another outside laboratory for additional experiments to measure a few key ADMET (Absorption, Distribution, Metabolism, and Excretion) properties to compare the values vs our ADMET Predictor predictions. The results obtained so far are for the drug-sensitive strain of malaria. With this success in hand, we are now testing against the drug-resistant strain. Results are expected in mid-April.

Two additional molecules remain in synthesis. These are the ones we had greatest expectations for, but they have been more difficult to synthesize. The synthesis contractor expects them to be available by late April.

Our goal for this project is not actually to cure malaria, although it would be a wonderful result. Rather, our goal is to demonstrate that using our software tools, high-quality lead candidates can be generated in a fraction of the time and cost usually required to reach that stage of drug development. We expect to pursue additional therapeutic targets in the coming months.

#### DDDPlus

DDDPlus simulates in vitro laboratory experiments used to measure the rate of dissolution of the drug and sometimes the additives (excipients) contained in tablets and capsules under a variety of experimental conditions. This one-of-a-kind software program is used by formulation scientists in industry and the U.S. Food and Drug Administration (FDA) to (1) understand the physical mechanisms affecting dissolution rate for various formulations, (2) reduce the number of cut-and-try attempts to design new drug formulations, and (3) to design in vitro dissolution experiments to better mimic in vivo conditions.

Development during the second quarter was very limited because of priorities on other programs.

#### GastroPlus

Our flagship product and largest source of revenues is GastroPlus. GastroPlus simulates the absorption, pharmacokinetics, and pharmacodynamics of drugs administered to humans and animals, and is currently in use at numerous pharmaceutical companies, the U.S. Food and Drug Administration (FDA), the U.S. National Institutes of Health, and other government agencies in the U.S. and other countries.



In addition to every major pharmaceutical company, licenses include government agencies in the U.S and abroad, a growing number of smaller pharmaceutical and biotech companies, generic drug companies, and drug delivery companies (companies that design the tablet or capsule for a drug compound that was developed by another company). Although these companies are smaller than the pharmaceutical giants, we believe they can also save considerable time and money through simulation. We believe this part of the industry, which we believe includes a few thousand companies, represents major continued growth potential for GastroPlus. Our experience has been that the number of new companies adopting GastroPlus continues to grow steadily, adding to the base of annual license renewals each year. Recent consolidations by larger companies have not adversely affected our sales to date. In fact, because of the increased need for improving productivity, those companies have often adopted in silico tools at ever-greater levels, with the result that large company licenses have often increased at renewal time even in the face of such consolidation.

GastroPlus simulations can guide project decisions in various ways. Among the kinds of knowledge gained through such simulations are:

- (1) the best estimate for “first dose in human” for a new drug prior to Phase I trials,
- (2) whether a potential new drug compound is likely to be absorbed at high enough levels to achieve the desired blood concentrations needed for effective therapy,
- (3) whether the absorption process is affected by certain enzymes and transporter proteins in the intestinal tract that may cause the amount of drug reaching the blood to be very different after absorption from one region of the intestine to another,
- (4) when certain properties of a new compound are probably adequately estimated by in silico predictions (such as from ADMET Predictor) or from simple experiments, rather than through more expensive and time-consuming in vitro or animal experiments,
- (5) what the likely variations in blood and tissue concentration levels of a new drug would be in a large population, in different age groups or in different ethnic groups, and
- (6) whether a new formulation for an existing approved drug is likely to demonstrate “bioequivalence” (equivalent blood concentration versus time) to the currently marketed dosage form in a human trial (important for generic drug companies and the Office of Generic Drugs at the FDA, which has numerous licenses for GastroPlus).

Second quarter efforts on GastroPlus have continued working toward the release of Version 8.0, now expected in the third quarter. This new version will add many new features, including:

- (1) extend the predictive capabilities for ocular and nasal/pulmonary dosing,
- (2) add a paracellular permeability capability that distinguishes between how some drug molecules permeate the intestinal membrane by moving through gaps between the epithelial cells from the diffusion through the cells,
- (3) enhancing the PDPlus™ pharmacodynamic module to incorporate a tumor compartment model and to better deal with multiple metabolites,
  - (4) provide enhanced graphical outputs and reporting capabilities requested by customers.

#### Contract Research and Consulting Services

Our recognized world-class expertise in oral absorption and pharmacokinetics is evidenced by the fact that our staff members have been speakers or presenters at over 50 prestigious scientific meetings worldwide in the past five years. We frequently conduct contracted studies for large customers (including top 5 pharmaceutical companies) who have particularly difficult problems and who recognize our expertise in solving them, as well as for smaller customers who prefer to have studies run by our scientists rather than to license our software and train someone to use it. The demand for our consulting services has been increasing steadily, and we expect this trend to continue. Long-term collaborations and shorter-term consulting contracts serve both to showcase our technologies and to build and strengthen customer relationships.

During the second quarter we continued our work on our 5-year collaboration agreement with the Center for Food Safety and Applied Nutrition (CFSAN) of the U.S. Food and Drug Administration (FDA) using ADMET Predictor/Modeler to build predictive models for likely toxicities of food additives and contaminants. We've analyzed FDA databases and worked with FDA scientists to ensure that the FDA data to be used for building new predictive models is as correct as we can reasonable make it. Both FDA scientists and our scientists are building a series of models to classify new compounds as toxic or nontoxic from FDA datasets. Included in this effort was a special modification to ADMET Predictor to allow the user to set a minimum value for specificity or sensitivity when building a model. Sensitivity refers to how well a model identifies toxic (or any other property) compounds. A model that said all compounds are toxic would have 100% sensitivity, because all toxic compounds would be labeled as such; however, all nontoxic compounds would also be labeled toxic. Specificity refers to how well a model distinguishes between toxic and nontoxic compounds. Increasing one almost always results in decreasing the other. Depending on the purpose of the model, some scientists will prefer to train models that emphasize one statistic over the other.

#### STRATEGY

Our business strategy is to do the things we need to do to promote growth both organically (by expanding our current products and services through in-house efforts) and by acquisition. We believe that the fundamental science and technologies that underlie our business units are the keys to improving our existing products and to expanding the product line with new products that meet our various customers' needs. The search for suitable acquisitions continues to be a high priority.

With our constantly growing cash reserves, we continue to seek suitable acquisitions. The board of directors declared a \$0.05 per share per quarter cash dividend during the second quarter and the first dividend payments were made on March 1.

#### Discontinued Operations

On November 30, 2011 we sold our entire interest in our former wholly owned subsidiary, Words+, an augmentative and alternative communication device manufacturer, for aggregate gross proceeds of \$1.97 million. We recognized a gain of approximately \$465,820 from the sale of Words+, which is included in discontinued operations in our statement of operations for the fiscal quarter ended November 30, 2011. The difference between the sales price and the net gain is a result of adjustments to net working capital from August 31, 2011 until the closing on November 30, 2011, legal fees, auditing fees, tax specialist's fees, and severance compensation for terminated employees.

## Results of Operations

Comparison of Three Months Ended February 29, 2012 and February 28, 2011.

The following table sets forth our consolidated statements of operations (in thousands) and the percentages that such items bear to net sales:

|                                     | Three Months Ended |         |          |         |
|-------------------------------------|--------------------|---------|----------|---------|
|                                     | 02/29/12           |         | 02/28/11 |         |
| Net sales                           | \$2,789            | 100%    | \$2,622  | 100%    |
| Cost of sales                       | 396                | 14.2    | 413      | 15.8    |
| Gross profit                        | 2,393              | 85.8    | 2,209    | 84.2    |
| Selling, general and administrative | 956                | 34.3    | 666      | 25.4    |
| Research and development            | 265                | 9.5     | 234      | 8.9     |
| Total operating expenses            | 1,221              | 43.8    | 900      | 34.3    |
| Income from operations              | 1,172              | 42.0    | 1,309    | 49.9    |
| Other income                        | 88                 | 3.2     | 29       | 1.1     |
| Net income before taxes             | 1,260              | 45.2    | 1,338    | 51.0    |
| (Provision) for income taxes        | (421 )             | (15.1 ) | (467 )   | (17.8 ) |
| Income from continuing operation    | 839                | 30.1%   | 871      | 33.2    |
| Results of discontinued operations  | -                  | -       | 36       | 1.4     |
| Net income                          | \$839              | 30.1%   | \$907    | 34.6%   |

## Net Sales

Net sales increased \$167,000, or 6.4%, to \$2,789,000 in the second fiscal quarter of 2012 (2QFY12) from \$2,622,000 in the second fiscal quarter of 2011 (2QFY11). We attribute the increase in revenues due to an approximately \$256,000 increase in software licenses from new customers as well as orders for additional licenses from existing customers, which offset decreased revenues from consulting services of approximately \$24,000 and decreased grant revenues of approximately \$65,000.

## Cost of Sales

Cost of sales decreased \$17,000, or 3.9%. As a percentage of revenue, cost of sales decreased to 14.2% in 2QFY12 from 15.7% in 2QFY11.

A significant portion of cost of sales for pharmaceutical software products is the systematic amortization of capitalized software development costs, which is an independent fixed cost rather than a variable cost related to sales. This amortization cost decreased approximately \$13,000, or 8%, in 2QFY12 compared with 2QFY11.

Royalty expense, a variable cost related to sales of our GastroPlus core program as well as our ADMET Predictor Enslein Metabolism module, decreased approximately \$14,000, or 8%, in 2QFY12 compared with 2QFY11. On February 28, 2012, we signed an agreement to buy out the Enslein Metabolism Module royalty agreement with Enslein Research of Rochester, New York for \$75,000. By canceling out the existing agreement with its accumulated bonus royalty, royalty expense was reduced by approximately \$38,000.

Service cost, such as labor costs for trainings/workshops, analytical studies, and technical support, increased approximately \$10,000, or 33%, in 2QFY12 compared with 2QFY11 as a result of a greater number of person-hours allocated to those services during 2QFY12 compared with 2QFY11.

## Gross Profit

Gross profit increased \$184,000, or 8.3%, to \$2,393,000 in 2QFY12 from \$2,209,000 in 2QFY11. We attribute this increase to increased revenue and decrease in cost of goods sold.

### Selling, General and Administrative Expenses

Selling, general and administrative (SG&A) expenses increased \$290,000, or 43.7%. As a percentage of sales, SG&A increased to approximately 34.3% in 2QFY12 from approximately 25.4% in 2QFY11. One of the major increases in SG&A expenses was the final bill for M&A consultant fees connected with the sale of Words+, which we received after we finalized 1QFY12 reporting, thus it is included in 2QFY12. The other increases are marketing labor cost, salaries and year-end bonuses, insurance, and office lease. After the sale of Words+, we now book the entire office lease to Simulations Plus rather than splitting it with Words+. Although we sublease approximately 20% of the office space to Words+, the income from the sublease is recorded as other income and so does not offset the increased amount recorded as SG&A.

### Research and Development

We incurred approximately \$549,000 of research and development costs during 2QFY12. Of this amount, \$284,000 was capitalized and \$265,000 was expensed. In 2QFY11, we incurred \$543,000 of research and development costs, of which \$243,000 was capitalized and \$300,000 was expensed. The increase of \$6,000, or 1.1%, in total research and development expenditures from 2QFY11 to 2QFY12 was due to staff increases as well as salary increases for existing scientists. Our scientists allocated more marketing and workshop/training service hours in 2QFY12 compared to 2QFY11, and those hours are recorded in cost of goods sold and SG&A expenses, therefore the net increase in R&D expenditure was lower than the actual total salary increases paid to the scientists.

### Other income (expense)

Net other income (expense) increased by \$59,000, or 203.9%, to \$88,000 in 2QFY12 from \$29,000 in 2QFY11. This is due to fact that we invoiced in US dollar currency rather than Japanese yen in part of 2QFY11 in accordance with our Japanese distributor's request, resulting a larger gain from currency exchange in 2QFY12. In addition, we received sublease payments from Words+ for their rented space.

### Provision for Income Taxes

The provision for income taxes decreased by \$46,000, or 9.9%, to \$421,000 in 2QFY12 from \$467,000 in 2QFY11 due to decreased income before taxes. We are estimating our tax rate to be approximately 31~34% in FY2012.

### Income from Continuing Operations

Net income from continuing operations decreased by \$32,000, or 3.7%, to \$839,000 in 2QFY12 from \$871,000 in 2QFY11. We attribute this decrease to an increase in operating expenses which outweighed an increase in gross profit and other income.

Comparison of Six Months Ended February 29, 2012 and February 28, 2011.

The following table sets forth our consolidated statements of operations (in thousands) and the percentages that such items bear to net sales:

|                                     | Six Months Ended |      |          |      |
|-------------------------------------|------------------|------|----------|------|
|                                     | 02/29/12         |      | 02/28/11 |      |
| Net sales                           | \$ 5,037         | 100% | \$ 4,672 | 100% |
| Cost of sales                       | 749              | 14.9 | 766      | 16.4 |
| Gross profit                        | 4,288            | 85.1 | 3,906    | 83.6 |
| Selling, general and administrative | 1,656            | 32.9 | 1,352    | 28.9 |
| Research and development            | 517              | 10.3 | 435      | 9.3  |
| Total operating expenses            | 2,173            | 43.1 | 1,787    | 38.2 |
| Income from operations              | 2,115            | 42.0 | 2,119    | 45.4 |
| Other income                        | 208              | 4.1  | 53       | 1.1  |

Edgar Filing: SIMULATIONS PLUS INC - Form 10-Q

|  |          |         |          |         |
|--|----------|---------|----------|---------|
| Net income before taxes                          | 2,323    | 46.1    | 2,172    | 46.5    |
| (Provision) for income taxes                     | (729 )   | (14.5 ) | (728 )   | (15.6 ) |
| Income (loss) from continuing operation          | 1,594    | 31.6%   | 1,444    | 30.9    |
| Results of discontinued operations               | (250 )   | (5.0 )  | 31       | 0.7     |
| Gain on disposal of discontinued operations, net | 466      | 9.3     | -        | -       |
| Net income                                       | \$ 1,810 | 35.9%   | \$ 1,475 | 31.6%   |

23

---

#### Net Sales

Net sales increased \$365,000, or 6.4%, to \$5,037,000 in the first six months of fiscal quarter of 2012 (6moFY12) from \$4,672,000 in the first six months of fiscal quarter of 2011 (6moFY11). We attribute the increase in revenues due to an approximately \$517,000 increase in software licenses from new customers as well as orders for additional licenses from existing customers. Our revenue from services decreased approximately \$20,000 because no training workshops were scheduled in 6moFY12 while we held one training workshop in 6moFY11. Revenue from consulting services increased approximately \$18,000; however, the decrease in workshop revenue outweighed the increase from consulting services revenue. In 6moFY11, we had grant revenue of approximately \$132,000 while no such revenue was received in 6moFY12; however increases in revenue from software licenses and consulting services outweighed decreased revenue from workshops and grants.

#### Cost of Sales

Cost of sales decreased \$17,000, or 2.3%. As a percentage of revenue, cost of sales decreased to 14.9% in 6moFY12 from 16.4% in 6moFY11.

A significant portion of cost of sales for pharmaceutical software products is the systematic amortization of capitalized software development costs, which is an independent fixed cost rather than a variable cost related to sales. This amortization cost decreased approximately \$33,000, or 10%, in 6moFY12 compared with 6moFY11.

Royalty expense, a variable cost related to sales of our GastroPlus core program as well as our ADMET Predictor Enslein Metabolism module, increased approximately \$1,000, or 0.4%, in 6moFY12 compared with 6moFY11 due to an increase in revenue from software licenses which are subject to royalty. The increase in royalty expense was reduced by the royalty buyout agreement. On February 28, 2012, we signed an agreement to buy out the Enslein Metabolism Module royalty agreement with Enslein Research of Rochester, New York for \$75,000. By canceling out the existing agreement with an accumulated bonus royalty, royalty expense was reduced by approximately \$38,000.

Service cost, such as labor costs for training/workshop, analytical study, and technical support, increased approximately \$15,000, or 11%, in 6moFY12 compared with 6moFY11. This resulted from more man-hours allocated to those services during 6moFY12 compared with 6moFY11.

#### Gross Profit

Gross profit increased \$382,000, or 9.8%, to \$4,288,000 in 6moFY12 from \$3,906,000 in 6moFY11. We attribute this increase to increased revenue which outweighed the increase in cost of goods sold.

#### Selling, General and Administrative Expenses

Selling, general and administrative (SG&A) expenses increased \$304,000, or 22.5%, to \$1,656,000 in 6moFY12 from \$1,352,000 in 6moFY11. As a percentage of sales, SG&A also increased to approximately 32.9% in 6moFY12 from approximately 28.9% in 6moFY11. The major increases in SG&A expenses were marketing labor cost, salaries, insurance, and legal fees, as well as one-time costs associated with consultation on potential Entelos' assets purchase and the sale of Words+. Office lease expensed also increased due to the fact that we no longer share 50% of the cost with Words+. Although we sublease approximately 20% of our office space, income from the sublease is recorded as other income.

#### Research and Development

We incurred approximately \$1,003,000 of research and development costs during 6moFY12. Of this amount, \$486,000 was capitalized and \$517,000 was expensed. In 6moFY11, we incurred \$963,000 of research and development costs, of which \$528,000 was capitalized and \$435,000 was expensed. The increase of \$40,000, or 4.2%, in total research and development expenditures from 6moFY11 to 6moFY12 was due to staff increases as well as salary increases for existing scientists. Our scientists allocated more marketing and workshop/training service hours in 6moFY12 compared to 6moFY11, and those hours are recorded in cost of goods sold and SG&A expenses, therefore the net increase in R&D expenditure was lower than the actual total salary increases paid to the scientists.

#### Other income (expense)

Net other income (expense) increased by \$155,000, or 293.6%, to \$208,000 in 6moFY12 from \$53,000 in 6moFY11. This is due to fact that we invoiced in US dollar currency rather than Japanese yen in part of 6moFY11 in accordance with our Japanese distributor's request, resulting larger gain from currency exchange in 6moFY12. In addition, we received sublease payments from Words+ for their rented space.

#### Provision for Income Taxes

The provision for income taxes increased by \$1,000, or 0.2%, to \$729,000 in 6moFY12 from \$728,000 in 6moFY11 due to increased net income. We are estimating our tax rate to be approximately 31~34% in FY2012.

#### Income from Continuing Operations

Net income from continuing operations increased by \$150,000, or 10.4%, to \$1,594,000 in 6moFY12 from \$1,444,000 in 6moFY11. We attribute this increase to an increase in gross profit and other income which outweighed an increase in operating expense and taxes.

#### Liquidity and Capital Resources

Our principal sources of capital have been cash flows from our operations. We have achieved continuous positive operating cash flow in the last eight fiscal years. We believe that our existing capital and anticipated funds from operations will be sufficient to meet our anticipated cash needs for working capital and capital expenditures for the foreseeable future. Thereafter, if cash generated from operations is insufficient to satisfy our capital requirements, we may open a revolving line of credit with a bank, or we may have to sell additional equity or debt securities or obtain expanded credit facilities. In the event such financing is needed in the future, there can be no assurance that such financing will be available to us, or, if available, that it will be in amounts and on terms acceptable to us. If cash flows from operations became insufficient to continue operations at the current level, and if no additional financing was obtained, then management would restructure the Company in a way to preserve its pharmaceutical and disability businesses while maintaining expenses within operating cash flows.

#### Item 3. Quantitative and Qualitative Disclosures about Market Risk

Our risk from exposure to financial markets is limited to foreign exchange variances and fluctuations in interest rates. We may be subject to some foreign exchange risks. Most of our business transactions are in U.S. dollars, although we generate significant revenues from customers overseas. The exception is that we have been compensated in Japanese yen by Japanese customers and PRC Yuan by Chinese customers. The most of the time during 6moFY12, our business transactions were in U.S. dollars. As a result, we experienced a larger gain in 6moFY12 while we had a small gain in 6moFY11 during which we invoiced in Japanese yen in accordance with customers' requests. In the future, if foreign currency transactions increase significantly, then we may mitigate this effect through foreign currency forward contracts whose market-to-market gains or losses are recorded in "Other Income or expense" at the time of the transaction. To date, exchange rate exposure has not resulted in a material impact.





Item 4. Controls and Procedures

We are responsible for maintaining disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Disclosure controls and procedures are controls and other procedures designed to ensure that the information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the Securities and Exchange Commission’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure. In designing and evaluating disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

Based on management’s evaluation (with the participation of our chief executive officer and chief financial officer) of our disclosure controls and procedures as required by Rule 13a-15 under the Exchange Act, our principal executive officer and principal financial officer have concluded that our disclosure controls and procedures were effective.

**Management's Report on Internal Control over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal controls over financial reporting, as defined in Exchange Act Rule 13a-15(f). Our internal controls over financial reporting are designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles.

No changes were made in our internal controls over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act) during our most recent fiscal quarter that have materially affected or are reasonably likely to materially affect, our internal controls over financial reporting.

Our management, including our CEO and CFO, does not expect that our disclosure controls or internal controls over financial reporting will prevent all errors or all instances of fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within our company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple errors or mistakes. Controls can also be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls is based in part upon certain assumptions about the likelihood of future events, and any design may not succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with policies or procedures. Because of the inherent limitation of a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

## PART II. OTHER INFORMATION

## Item 1. Legal Proceedings

The Company is not a party to any legal proceedings and is not aware of any pending legal proceedings of any kind.

## Item 1A. Not applicable.

## Item 2. Changes in Securities

On January 10, 2010, the board of directors authorized a renewed share repurchase program effective as of February 15, 2010. The renewed program enables the Company to buy back up to one million shares during a 12-month period. As of February 14, 2011 when the program ended, the Company had bought back 996,248 shares under this renewed repurchase program.

## Item 3. Defaults Upon Senior Securities

None.

## Item 4. Submission of Matters to a Vote of Security Holders

On February 17, 2012, the Registrant held its annual meeting of shareholders. The following proposals were submitted to a vote of security holders at the meeting.

## 1. Election of five (5) directors.

Walter Woltosz  
Virginia Woltosz  
Dr. David Z. D'Argenio  
Dr. Richard Weiss  
H. Wayne Rosenberger

## 2. To ratify the selection of Rose, Snyder, and Jacobs CPAs as the Company's independent public accountants.

The above proposals were approved and the results of the balloting at the meeting are summarized in the following table.

| Proposal   | Votes For | Votes Against | Votes Abstaining | Votes Withheld | Broker-Non votes | Total (a)  |
|--|-----------|---------------|------------------|----------------|------------------|------------|
| (1) Walter Woltosz   | 8,695,791 |               |                  | 6,571          | 6,664,157        | 15,366,519 |
| (1) Virginia Woltosz   | 8,683,436 |               |                  | 18,926         | 6,664,157        | 15,366,519 |
| (1) Dr. David Z. D'Argenio   | 8,691,336 |               |                  | 11,026         | 6,664,157        | 15,366,519 |
| (1) Dr. Richard Weiss  | 8,690,324 |               |                  | 12,038         | 6,664,157        | 15,366,519 |
| (1) H. Wayne Rosenberger   | 8,691,324 |               |                  | 11,038         | 6,664,157        | 15,366,519 |
| (2) Appointment of RSJ   | 8,695,716 | 5,786         | 0                |                | 6,665,017        | 15,366,519 |
| (a) Total Proxy Shares on record date on December 15, 2011 out of which 15,366,519 shares were reported. |           |               |                  |                |                  |            |

## Item 5. Other Information

Edgar Filing: SIMULATIONS PLUS INC - Form 10-Q

We are currently being audited by the California Franchise Tax Board for the fiscal years ended August 31, 2007 and 2008. We claimed \$54,009 and \$14,661 refunds for fiscal years ended August 31, 2007 and 2008, respectively. The outcome of this audit may result in changes in the refund amounts.

We also received a notice from Internal Revenue Service that the fiscal year ended August 31, 2007 was selected for examination. We claimed \$188,114 refund for this tax period. The outcome of the examination may result in changes in the refund amount.

## Item 6.

## Exhibits

## EXHIBIT

## NUMBER DESCRIPTION

|         |  |
|---------|--|
| 3.1     | Articles of Incorporation of Simulations Plus, Inc. (1)  |
| 3.2     | Amended and Restated Bylaws of Simulations Plus, Inc. (1)  |
| 4.1     | Articles of Incorporation of Simulations Plus, Inc. (incorporated by reference to Exhibit 3.1 hereof) and Bylaws of Simulations Plus, Inc. (incorporated by reference to Exhibit 3.2 hereof) |
| 4.2     | Form of Common Stock Certificate (1)   |
| 4.3     | Share Exchange Agreement (1)   |
| 10.1    | Simulations Plus, Inc. 1996 Stock Option Plan (the "Option Plan") and forms of agreements relating thereto (1)   |
| 10.24   | Exclusive License Software Agreement by and between Simulations Plus, Inc. and Therapeutic Systems Research Laboratories dated June 30, 1997. (2)  |
| 10.45   | Employment Agreement by and between the Company and Walter S. Woltoz (5)   |
| 10.46   | Simulations Plus, Inc. 2007 Stock Option Plan (the "2007 Option Plan") (6)   |
| 10.47   | Lease extension agreement by and between Simulations Plus, Inc. and Crest Development (7)  |
| 10.48   | Employment Agreement by and between the Company and Walter S. Woltoz (8) (†)   |
| 10.49   | Bill of Sale by and between Simulations Plus, Inc. and Entelos, Inc. dated September 19, 2011 (9)  |
| 10.50   | Stock Purchase Agreement by and among Simulations Plus, Inc., Words+, Inc., and Prentke Romich Company dated November 15, 2011 (10)  |
| 10.51   | Departure of a director and an election of a new director (11)   |
| 10.52   | Appointment of a new officer (12)  |
| 31.1    | Rule 13a-14(a)/15d-14(a) – Certification of Chief Executive Officer (CEO). (13)  |
| 31.2    | Rule 13a-14(a)/15d-14(a) – Certification of Chief Financial Officer (CFO). (13)  |
| 32      | Section 1350 – Certification of CEO and CFO. (13)  |
| 101.INS | XBRL Instance Document (11)  |
| 101.SCH | XBRL Schema Document (11)  |
| 101.CAL | XBRL Calculation Linkbase Document (11)  |
| 101.DEF | XBRL Definition Linkbase Document (11)   |
| 101.LAB | XBRL Label Linkbase Document (11)  |
| 101.PRE | XBRL Presentation Linkbase Document (11)   |

- (1) Incorporated by reference to the Company's Registration Statement on Form SB-2 (Registration No. 333-6680) filed on March 25, 1997.
- (2) Incorporated by reference to the Company's Form 10-KSB for the fiscal year ended August 31, 1997.
- (3) Incorporated by reference to the Company's Registration Statement on Form S-8 (Registration No. 333-91592) filed on June 28, 2002.
- (4) Incorporated by reference to the Company's Form 10-KSB for the fiscal year ended August 31, 2006.
- (5) Incorporated by reference to the Company's Form 10-K for the fiscal year ended August 31, 2009.
- (6) Incorporated by reference to the Company's Form 10-Q for the fiscal quarter ended November 30, 2009.
- (7) Incorporated by reference to the Company's Form 10-K for the fiscal year ended August 31, 2010.
- (8) Incorporated by reference to the Company's Form 10-K filed November 29, 2011 (Commission No. 001-32046)
- (9) Incorporated by reference to the Company's Form 8-K filed September 22, 2011 (Commission No. 001-32046)
- (10) Incorporated by reference to the Company's Form 8-K filed November 16, 2011 (Commission No. 001-32046)
- (11) Incorporated by reference to the Company's Form 8-K filed March 1, 2012 (Commission No. 001-32046)
- (12) Incorporated by reference to the Company's Form 8-K filed March 7, 2012 (Commission No. 001-32046)
- (13) Filed herewith



SIGNATURE

In accordance with Section 13 or 15 (d) of the Securities Exchange Act of 1934, the Registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lancaster, State of California, on April 9, 2012.

Simulations Plus, Inc.

Date: April 9, 2012

By: /s/ MOMOKO BERAN  
Momoko Beran  
Chief Financial Officer