

APPLIED ENERGETICS, INC.
Form 10-Q
August 14, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

x Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended June 30, 2012

OR

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _____ to _____

Commission File Number 001-14015

APPLIED ENERGETICS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation or Organization)

77-0262908

(IRS Employer Identification Number)

3590 East Columbia Street
Tucson, Arizona

85714

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(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code (520) 628-7415

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

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

Large accelerated filer: Accelerated filer: Non-accelerated filer: Smaller reporting company:
(Do not check if a smaller reporting company)

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

Indicate the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date. As of August 2, 2012 there were 91,735,857 shares of the issuer's common stock, par value \$.001 per share, outstanding.

APPLIED ENERGETICS, INC.

QUARTERLY REPORT ON FORM 10-Q

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PART I. FINANCIAL INFORMATION**ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

APPLIED ENERGETICS, INC.

CONDENSED CONSOLIDATED BALANCE SHEETS

| | June 30, 2012 (Unaudited) | December 31, 2011 |
|--|------------------------------|---------------------|
| ASSETS | | |
| Current assets | | |
| Cash and cash equivalents | \$ 1,642,442 | \$ 3,937,135 |
| Accounts receivable | 569,352 | 494,744 |
| Inventory | 90,681 | 141,676 |
| Prepaid expenses and deposits | 112,722 | 249,215 |
| Other receivables | - | 99,447 |
| Total current assets | 2,415,197 | 4,922,217 |
| Long term receivables | - | 205,313 |
| Property held for sale - net | 1,386,804 | - |
| Property and equipment - net | 112,253 | 2,366,180 |
| TOTAL ASSETS | \$ 3,914,254 | \$ 7,493,710 |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| Current liabilities | | |
| Accounts payable | \$ 69,088 | \$ 318,330 |
| Accrued expenses | 118,502 | 415,880 |
| Short Term Financing | - | 212,526 |
| Accrued compensation | 149,690 | 293,671 |
| Customer deposits | - | 49,046 |
| Billings in excess of costs | 8,980 | 2,152 |
| Total current liabilities | 346,260 | 1,291,605 |
| Total liabilities | 346,260 | 1,291,605 |
| Commitments and contingencies - See Note 9 | | |
| Stockholders' equity | | |
| Series A Convertible Preferred Stock, \$.001 par value, 2,000,000 shares authorized; 107,172 shares issued and outstanding at June 30, 2012 and at December 31, 2011 | 107 | 107 |

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| | | |
|--|---------------|---------------|
| Common stock, \$.001 par value, 500,000,000 shares authorized; 91,735,857 shares issued and outstanding at June 30, 2012 and 91,670,192 at December 31, 2011 | 91,736 | 91,670 |
| Additional paid-in capital | 79,201,912 | 79,155,518 |
| Accumulated deficit | (75,725,761) | (73,045,190) |
| Total stockholders' equity | 3,567,994 | 6,202,105 |
| TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY | \$3,914,254 | \$ 7,493,710 |

See accompanying notes to condensed consolidated financial statements (unaudited).

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APPLIED ENERGETICS, INC.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited)

| | For the three months ended June 30, | |
|--|--|----------------|
| | 2012 | 2011 |
| Revenue | \$504,307 | \$1,022,765 |
| Cost of revenue | 389,523 | 927,728 |
| Gross profit | 114,784 | 95,037 |
| Operating expenses | | |
| General and administrative | 511,331 | 903,884 |
| Selling and marketing | 275,937 | 341,060 |
| Research and development | 22,526 | 445,588 |
| Impairment loss on property held for sale | 708,000 | - |
| Total operating expenses | 1,517,794 | 1,690,532 |
| Operating loss | (1,403,010) | (1,595,495) |
| Other (expense) income | | |
| Interest expense | - | (928) |
| Interest income | 390 | 892 |
| Total other (expense) income | 390 | (36) |
| Net loss | (1,402,620) | (1,595,531) |
| Preferred stock dividends | (43,539) | (45,834) |
| Net loss attributable to common stockholders | \$(1,446,159) | \$(1,641,365) |
| Net loss per common share – basic and diluted | \$(0.02) | \$(0.02) |
| Weighted average number of shares outstanding, basic and diluted | 91,735,440 | 91,096,836 |

See accompanying notes to condensed consolidated financial statements (unaudited).

APPLIED ENERGETICS, INC.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited)

| | For the six months ended | |
|--|--------------------------|----------------|
| | June 30, | 2011 |
| | 2012 | |
| Revenue | \$903,514 | \$3,839,343 |
| Cost of revenue | 754,591 | 3,599,842 |
| Gross profit | 148,923 | 239,501 |
| Operating expenses | | |
| General and administrative | 1,200,733 | 1,898,570 |
| Selling and marketing | 675,502 | 665,901 |
| Research and development | 157,313 | 631,788 |
| Impairment loss on property held for sale | 708,000 | - |
| Total operating expenses | 2,741,548 | 3,196,259 |
| Operating loss | (2,592,625) | (2,956,758) |
| Other (expense) income | | |
| Interest expense | (1,651) | (2,339) |
| Interest income | 783 | 2,140 |
| Total other (expense) income | (868) | (199) |
| Net loss | (2,593,493) | (2,956,957) |
| Preferred stock dividends | (87,077) | (91,669) |
| Net loss attributable to common stockholders | \$(2,680,570) | \$(3,048,626) |
| Net loss per common share – basic and diluted | \$(0.03) | \$(0.03) |
| Weighted average number of shares outstanding, basic and diluted | 91,702,815 | 91,076,429 |

See accompanying notes to condensed consolidated financial statements (unaudited).

APPLIED ENERGETICS, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

| | For the six months ended | |
|---|--------------------------|---------------|
| | June 30, | 2011 |
| | 2012 | 2011 |
| CASH FLOWS FROM OPERATING ACTIVITIES: | | |
| Net loss | \$(2,593,493) | \$(2,956,957) |
| Adjustments to reconcile net loss to net cash used in operating activities: | | |
| Depreciation and amortization | 159,123 | 179,434 |
| Impairment loss on property held for sale | 708,000 | - |
| Loss (gain) on equipment disposal | (21,500) | 96 |
| Provision for inventory reserves | - | (73,830) |
| Non-cash stock based compensation expense | 46,459 | 186,192 |
| Changes in assets and liabilities: | | |
| Accounts receivable | (74,608) | 1,494,828 |
| Other receivable | 99,447 | 772 |
| Inventory | 50,995 | 498,074 |
| Prepaid expenses, deposits and other assets | 136,493 | 223,213 |
| Long term receivables - net | 205,313 | - |
| Accounts payable | (249,242) | (624,364) |
| Billings in excess of costs | 6,828 | (4,891) |
| Accrued expenses and deposits | (702,931) | (881,142) |
| Net cash used in operating activities | (2,229,116) | (1,958,575) |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | |
| Purchase of land, building and equipment | - | (101,630) |
| Proceeds from disposal of equipment | 21,500 | 3,400 |
| Net cash provided by (used in) investing activities | 21,500 | (98,230) |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | |
| Dividends paid (preferred stock) | (87,077) | - |
| Exercise of stock options | - | 23,975 |
| Net cash provided by (used in) financing activities | (87,077) | 23,975 |
| Net decrease in cash and cash equivalents | (2,294,693) | (2,032,830) |
| Cash and cash equivalents, beginning of period | 3,937,135 | 8,983,281 |
| Cash and cash equivalents, end of period | \$1,642,442 | \$6,950,451 |

See accompanying notes to condensed consolidated financial statements (unaudited).

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1. BASIS OF PRESENTATION

The accompanying interim unaudited condensed consolidated financial statements include the accounts of Applied Energetics, Inc. and its wholly owned subsidiaries, Ionatron Technologies, Inc. and North Star Power Engineering, Inc. as of June 30, 2012 (collectively, "company," "Applied Energetics," "we," "our" or "us"). All intercompany balances and transactions have been eliminated. In the opinion of management, all adjustments (which include normal recurring adjustments) necessary for a fair presentation of the results for the interim periods presented have been made. The results for the three- and six-month periods ended June 30, 2012, may not be indicative of the results for the entire year. The interim unaudited condensed consolidated financial statements should be read in conjunction with the company's audited consolidated financial statements contained in our Annual Report on Form 10-K.

Recent Developments

The U.S. Government defense spending continues to be weak, especially within the area of research and development of new technologies. We continue to seek U.S. Government funding for our technologies and systems, with several proposals submitted and awaiting funding decisions. We have one funded Government contract, and have completed several small development efforts during the past quarter. We have suspended company investment in the development of new technologies for both the commercial and Government sectors in an effort to conserve limited cash resources. We will continue to market our USP laser technologies and high voltage systems in commercial markets and protect our intellectual property rights. At June 30, 2012, our backlog of orders approximated \$0.4 million.

As a result of the decrease in U.S. Government funding, we have significantly reduced our workforce to a level consistent with our expected operations, maintaining key technical, management and administrative personnel required to fulfill our contractual obligations, resume Government and commercial contract activities when and if funding is received, and maintain our status as a fully compliant public company.

We continue to consider and investigate strategic alternatives, including mergers, joint ventures, strategic teaming arrangements, the acquisition of one or more businesses or technologies, and/or the disposition of one or more of our existing businesses.

We have entered into an agreement to sell the building which we have occupied since our inception in 2002. The building represents a sizable asset which is much larger than that required to support our present operations. It is expected that this sale will be completed prior to the end of September 2012 and will provide us with additional operating capital. We have entered into agreements to lease facilities consistent with the present level of activity. These facilities will provide adequate space for our commercial applications centers, fabrication of laser and high voltage systems and performance of development activities and testing as contained within the outstanding proposals

to the Government, and will provide us secure storage for company assets and Government equipment.

We believe that we have sufficient funds for 2012 operations. Our continuance in business beyond 2012 is dependent on successful development of commercial customers, sales of our USP laser systems, obtaining new contracts from Department of Defense customers and additional financing necessary to fund our operations and achieving profitability.

The accompanying unaudited financial statements have been prepared on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. For the six months ended June 30, 2012, the company incurred a net loss of \$2.6 million, had negative cash flows from operations of \$2.2 million and may incur additional future losses due to the reduction in Government contract activity. These matters raise substantial doubt as to the company's ability to continue as a going concern. The financial statements do not include any adjustments relating to the recoverability of assets and the amount or classification of liabilities that might be necessary should the company be unable to continue as a going concern.

As of July 31, 2012, the company had \$1.71 million in cash and cash equivalents.

USE OF ESTIMATES

The preparation of consolidated financial statements in conformity with United States Generally Accepted Accounting Principles (“GAAP”) requires management to make estimates, judgments and assumptions that affect the amounts reported in the financial statements and accompanying notes. Management bases its assumptions on historical experiences and on various other estimates that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. In addition, management considers the basis and methodology used in developing and selecting these estimates, the trends in and amounts of these estimates, specific matters affecting the amount of and changes in these estimates, and any other relevant matters related to these estimates, including significant issues concerning accounting principles and financial statement presentation. Such estimates and assumptions could change in the future, as more information becomes known which could impact the amounts reported and disclosed herein. Significant estimates include revenue recognition under the percentage of completion method of contract accounting, estimating costs at completion on a contract, the valuation of inventory, carrying amount of long-lived assets, expected forfeiture rate on stock-based compensation and measurements of income tax assets and liabilities.

CASH AND CASH EQUIVALENTS

Cash equivalents are investments in money market funds or securities with an initial maturity of three months or less. These money market funds are invested in government and US treasury based securities.

FAIR VALUE OF CURRENT ASSETS AND LIABILITIES

The carrying amount of accounts receivable and accounts payable approximate fair value due to the short maturity of these instruments.

2. ACCOUNTS RECEIVABLE

Accounts receivable consists of the following:

| | June 30, 2012 | December 31, 2011 |
|----------------------|---------------|-------------------|
| Contracts receivable | \$ 568,177 | \$ 494,395 |

| | | |
|---|------------|------------|
| Costs and estimated earnings on uncompleted contracts | 1,175 | 349 |
| Accounts receivable, net | 569,352 | 494,744 |
| Short term receivable (contract retention) | | 47,817 |
| Long term receivable (contract retention) | - | 205,313 |
| | \$ 569,352 | \$ 747,874 |

Contracts receivable are expected to be collected within a year.

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Costs and Estimated Earnings on Uncompleted Contracts

| | June 30, 2012 | December 31, 2011 |
|--|---------------|----------------------|
| Costs incurred on uncompleted contracts | \$ 6,010,743 | \$ 33,898,851 |
| Estimated earnings | 541,715 | 2,563,744 |
| Total billable costs and estimated earnings | 6,552,458 | 36,462,595 |
| Less: | | |
| Billings to date | 6,560,263 | 36,464,398 |
| Total | \$ (7,805) | \$ (1,803) |
| Included in accompanying balance sheet: | | |
| Unbilled costs and estimated earnings on uncompleted contracts included in accounts receivable | \$ 1,175 | \$ 349 |
| Billings in excess of costs and estimated earnings on uncompleted contracts | (8,980) | (2,152) |
| Total | \$ (7,805) | \$ (1,803) |

3. INVENTORY

Our inventories consist of the following:

| | June 30, 2012 | December 31, 2011 |
|-----------------|---------------|-------------------|
| Raw materials | \$ 85,139 | \$ 81,303 |
| Work-in-process | 5,542 | 60,373 |
| Total | \$ 90,681 | \$ 141,676 |

4. PROPERTY HELD FOR SALE

Our property held for sale consists of the following:

| | June 30, 2012 | December 31, 2011 |
|--|---------------|-------------------|
| Land - held for sale | \$ 410,728 | \$ - |
| Buildings and improvements, leasehold improvements - net held for sale | 1,684,076 | - |
| Total | 2,094,804 | - |
| Less estimated impairment | (708,000) | - |
| Net property held for sale | \$ 1,386,804 | \$ - |

In July 2012, we entered into an agreement to sell our principal office, manufacturing, storage, and primary research and development facility in Tucson, Arizona for approximately \$1.4 million. In the quarter ended June 30, 2012, we recognized a \$708,000 impairment charge as we do not expect to recover the carrying amount of these assets. The fair value used in the calculation of the impairment charge was based on the purchase price contained in the building purchase agreement. The building represents a sizable asset which is much larger than that required to support our present operations. It is expected that this sale will be completed prior to the end of September 2012 and will provide

us with additional operating capital. We have entered into agreements to lease facilities consistent with the present level of activity. These facilities will provide adequate space for our commercial applications centers, fabrication of laser and high voltage systems and performance of development activities and testing as contained within the outstanding proposals to the Government, and will provide us secure storage for company assets and Government equipment.

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5. PROPERTY AND EQUIPMENT

Our property and equipment consist of the following:

| | June 30, 2012 | December 31, 2011 |
|--|---------------|-------------------|
| Land | \$ - | \$ 410,728 |
| Buildings and improvements, leasehold improvements | - | 2,278,264 |
| Equipment | 2,303,235 | 2,339,853 |
| Furniture | 96,546 | 250,751 |
| Software | 801,498 | 801,498 |
| Total | 3,201,279 | 6,081,094 |
| Less accumulated depreciation and amortization | (3,089,026) | (3,714,914) |
| Net property and equipment | \$ 112,253 | \$ 2,366,180 |

We review long-lived assets, including intangible assets subject to amortization, for possible impairment whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable.

We annually assess the recoverability of such long-lived assets by determining whether the amortization of the balances over their remaining lives can be recovered through undiscounted future operating cash flows. The amount of impairment, if any, is measured based on projected discounted future operating cash flows. The assessment of the recoverability of long-lived assets will be impacted if estimated future operating cash flows are not achieved. We will conduct an impairment test for property and equipment in October 2012. Based on a qualitative analysis as of June 30, 2012 we concluded that the carrying value of these assets is not expected to be recoverable through expected future operating cash flows and, accordingly, an impairment charge for \$708,000 was posted. In July 2012, we entered into an agreement to sell our principal office, manufacturing, storage, and primary research and development facility in Tucson, Arizona for approximately \$1.4 million and we reclassified the assets as held for sale.

6. SHARE-BASED COMPENSATIONShare-Based Compensation – Employees and Directors

For the three months ended June 30, 2012 and 2011, share-based compensation expense totaled approximately \$5,000 and \$95,000, respectively. For the six months ended June 30, 2012 and 2011, share-based compensation expense totaled approximately \$46,000 and \$186,000, respectively.

There was no related income tax benefit recognized because our deferred tax assets are fully offset by a valuation allowance.

As of June 30, 2012, \$67,000 of total unrecognized compensation cost related to restricted stock and restricted stock units is expected to be recognized over a weighted average period of approximately 1.61 years.

We determine the fair value of share-based awards at their grant date, using a Black-Scholes-Merton Option-Pricing Model applying the assumptions in the following table:

| | Six Months Ended | |
|--|------------------|-----------------|
| | June 30, | |
| | 2012 | 2011 |
| Expected life (years) | - | 2.5 years |
| Dividend yield | - | 0.0 % |
| Expected volatility | - | 93.6 % |
| Risk free interest rates | - | 0.85% - 1.105 % |
| Weighted average fair value of options at grant date | - | \$0.48 |

During the six months ended June 30, 2012, 75,250 shares of restricted stock units were forfeited, 6,604 shares of restricted stock awards were forfeited, no options to purchase shares were granted or exercised, and options to purchase 103,331 shares were forfeited. At June 30, 2012, 2,661,334 options with average exercises prices of \$0.51 were outstanding.

7. SIGNIFICANT CUSTOMERS

Approximately 83% and 98% of revenues for the three-month periods ended June 30, 2012 and 2011, respectively, are generated from either the U.S. Government or contractors to the U.S. Government. Approximately 90% and 96% of revenues for the six-month periods ended June 30, 2012 and 2011, respectively, are generated from either the U.S. Government or contractors to the U.S. Government.

8. NET LOSS PER SHARE

Basic net loss per common share is computed by dividing net loss available to common shareholders by the weighted average number of common shares outstanding during the period before giving effect to stock options, stock warrants, restricted stock units and convertible securities outstanding, which are considered to be dilutive common stock equivalents. Diluted net loss per common share is calculated based on the weighted average number of common and potentially dilutive shares outstanding during the period after giving effect to convertible preferred stock, stock options, warrants and restricted stock units. Contingently issuable shares are included in the computation of basic loss per share when issuance of the shares is no longer contingent. Due to the losses from continuing operations for the six months ended June 30, 2012 and 2011, basic and diluted loss per common share were the same, as the effect of potentially dilutive securities would have been anti-dilutive.

Potentially dilutive securities not included in the diluted loss per share calculation, due to net losses from continuing operations, were as follows:

| | Six Months Ended June 30, | |
|---------------------------------------|------------------------------|-----------|
| | 2012 | 2011 |
| Options to purchase common shares | 2,661,334 | 4,093,921 |
| Warrants to purchase common shares | - | 923,272 |
| Unvested restricted stock units | 88,440 | 321,310 |
| Convertible preferred stock | 107,172 | 107,172 |
| Total potentially dilutive securities | 2,856,946 | 5,445,675 |

9.DIVIDENDS

As of June 30, 2012, we had 107,172 shares of our 6.5% Series A Convertible Preferred Stock outstanding. A dividend was declared and was paid in cash on August 1, 2012 to the holders of record as of July 16, 2012.

Dividends on Preferred Stock are accrued when the amount and kind of the dividend is determined and are payable quarterly on the first day of February, May, August and November, in cash or shares of common stock.

10.SUBSEQUENT EVENTS

In July 2012, we have collected approximately \$73,000 in the sale of unused equipment and supplies which we do not anticipate utilizing at our new facilities. The Company's management has evaluated subsequent events occurring after June 30, 2012, the date of our most recent balance sheet, through the date our financial statements were issued.

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

Our discussion and analysis of the financial condition and results of operations should be read in conjunction with the unaudited condensed consolidated financial statements and the related disclosures included elsewhere herein and in Management's Discussion and Analysis of Financial Condition and Results of Operations included as part of our Annual Report on Form 10-K for the year ended December 31, 2011.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements in this Quarterly Report on Form 10-Q constitute forward-looking statements within the meaning of the securities laws. Forward-looking statements include all statements that do not relate solely to the historical or current facts, and can be identified by the use of forward looking words such as "may", "believe", "will", "would", "could", "should", "expect", "project", "anticipate", "estimates", "possible", "plan", "strategy", "target", "prospect" or "continue" and other similar terms and phrases. These forward looking statements are based on the current plans and expectations of our management and are subject to a number of uncertainties and risks that could significantly affect our current plans and expectations, as well as future results of operations and financial condition and may cause our actual results, performances or achievements to be materially different from any future results, performances or achievements expressed or implied by such forward-looking statements. Important factors that could cause our actual results to differ materially from our expectations are described in Item 1A. (Risk Factors) of our Annual Report on Form 10-K, as amended, for the year ended December 31, 2011. In making these forward-looking statements, we claim the protection of the safe-harbor for forward-looking statements contained in the Private Securities Reform Act of 1995. Although we believe that the expectations reflected in such forward-looking statements are reasonable, there can be no assurance that such expectations will prove to have been correct. We do not assume any obligation to update these forward-looking statements to reflect actual results, changes in assumptions, or changes in other factors affecting such forward-looking statements.

OVERVIEW

Applied Energetics, Inc. ("company", "Applied Energetics", "we", "our" or "us") designs, develops and manufactures solid state Ultra Short Pulse (USP) lasers for commercial applications and applied energy systems for military applications. Through our technology development efforts, we have gained expertise and proprietary knowledge in high performance lasers and high-voltage electronics.

We believe our proprietary USP laser systems, which are a commercial adaptation of our prior military development activities, offer better performance for high pulse energy and high average power compared to commercially available

USP lasers for micromachining. Micromachining applications include drilling, cutting, and engraving metals, composites and ceramics.

Additionally, we develop and manufacture high-voltage systems for government and commercial customers for a range of applications.

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RESULTS OF OPERATIONS**COMPARISON OF OPERATIONS FOR THE THREE MONTHS ENDED JUNE 30, 2012 AND 2011:**

| | 2012 | 2011 |
|---|---------------|---------------|
| Revenue | \$504,307 | \$1,022,765 |
| Cost of revenue | 389,523 | 927,728 |
| General and administrative | 511,331 | 903,884 |
| Selling and marketing | 275,937 | 341,060 |
| Research and development | 22,526 | 445,588 |
| Impairment loss on property held for sale | 708,000 | - |
| Other (expense) income: | | |
| Interest expense | - | (928) |
| Interest income | 390 | 892 |
| Net loss | \$(1,402,620) | \$(1,595,531) |

REVENUE

Revenue decreased by approximately \$518,000 to \$504,000 for the three months ended June 30, 2012 compared to \$1.0 million for the three months ended June 30, 2011. Revenues from the C-IED product line decreased by \$441,000 to \$0 as we completed all deliverables and testing required in the second quarter of 2011, LGE revenues decreased by \$252,000 to \$254,000, Laser revenues decreased by \$35,000 to \$0 and High Voltage revenues increased by \$209,000 to \$250,000 for the three months ended June 30, 2012 compared to the three months ended June 30, 2011.

COST OF REVENUE

Cost of revenue includes manufacturing labor, benefits and overhead, and an allocation of allowable general and administration and research and development costs in accordance with the terms of our government contracts.

Cost of revenue decreased by approximately \$538,000 to \$390,000 for the three months ended June 30, 2012, compared to \$928,000 for the three months ended June 30, 2011. The decrease in cost of revenue is directly tied to the decrease in sales activity of approximately 51%. Cost of revenue as a percentage of revenue remained relatively constant.

GENERAL AND ADMINISTRATIVE

General and administrative expenses decreased approximately \$393,000 to \$511,000 for the three months ended June 30, 2012 compared to \$904,000 for the three months ended June 30, 2011. Salaries and wages decreased by approximately \$580,000, professional services decreased by approximately \$216,000, recruiting expense decreased by approximately \$95,000, supplies and building related expenses decreased by approximately \$84,000 and non-cash compensation costs decreased by approximately \$81,000. Offsetting these reductions in operating expenses totaling approximately \$1.1 million was a decrease in absorption of labor and overheads of approximately \$743,000 previously charged to government contracts. Cost saving measures were instituted throughout 2011 and continuing into 2012 to compensate for the decrease in revenues, including reductions of our workforce, exiting our leased facilities, and reductions in other operating expenses.

SELLING AND MARKETING

Selling and marketing expenses decreased \$65,000 to \$276,000 for the three months ended June 30, 2012 compared to \$341,000 for the three months ended June 30, 2011. The decrease in sales and marketing expenses is mostly tied to decreases in bid and proposal expenses of \$63,000 and marketing expenses of \$48,000 tied to our headcount reductions. These decreases were partially offset by an increase in business development expense of \$46,000 associated with the delivery and set up of one of our new USP laser systems at our laser machining partner's facility.

RESEARCH AND DEVELOPMENT

Research and development expenses decreased by \$423,000 to \$23,000 during the three months ended June 30, 2012 as compared to \$446,000 for the three months ended June 30, 2011. This decrease reflects our goal to limit the investment of our own resources in research and development efforts as a cost reduction measure.

IMPAIRMENT LOSS

The impairment loss is the recognition that we do not expect to recover the carrying value of our land and building through expected future operating cash flows. In July 2012, we entered into an agreement to sell our principal office, manufacturing, storage, and primary research and development facility in Tucson, Arizona for approximately \$1.4 million which is approximately \$708,000 less than the carrying amount of these assets.

INTEREST INCOME AND INTEREST EXPENSE

Net interest income for the three months ended June 30, 2012 was higher by approximately \$400 as compared to the three months ended June 30, 2011.

NET LOSS

Our operations for the three months ended June 30, 2012 resulted in a net loss of approximately \$1.4 million, a decrease of approximately \$193,000 compared to the \$1.6 million loss for the three months ended June 30, 2011.

COMPARISON OF OPERATIONS FOR THE SIX MONTHS ENDED JUNE 30, 2012 AND 2011:

| | 2012 | 2011 |
|----------------------------|-----------|-------------|
| Revenue | \$903,514 | \$3,839,343 |
| Cost of revenue | 754,591 | 3,599,842 |
| General and administrative | 1,200,733 | 1,898,570 |
| Selling and marketing | 675,502 | 665,901 |

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| | | |
|---|---------------|---------------|
| Research and development | 157,313 | 631,788 |
| Impairment loss on property held for sale | 708,000 | - |
| Other (expense) income: | | |
| Interest expense | (1,651) | (2,339) |
| Interest income | 783 | 2,140 |
| Net loss | \$(2,593,493) | \$(2,956,957) |

REVENUE

Revenue decreased by approximately \$2.9 million to \$904,000 for the six months ended June 30, 2012 compared to \$3.8 million for the six months ended June 30, 2011. Revenues from the C-IED product line decreased by \$2.2 million to \$0 as we completed all deliverables and testing required in the second quarter of 2011, LGE revenues decreased by \$748,000 to \$466,000, Laser revenues decreased by \$181,000 to \$0 and High Voltage revenues decreased by \$164,000 to \$437,000 for the six months ended June 30, 2012 compared to the six months ended June 30, 2011.

COST OF REVENUE

Cost of revenue includes manufacturing labor, benefits and overhead, and an allocation of allowable general and administration and research and development costs in accordance with the terms of our government contracts.

Cost of revenue decreased by approximately \$2.8 million to \$755,000 for the six months ended June 30, 2012, compared to \$3.6 million for the six months ended June 30, 2011. The decrease in cost of revenue is directly tied to the decrease in sales activity of approximately 76%. Cost of revenue as a percentage of revenue remained relatively constant.

GENERAL AND ADMINISTRATIVE

General and administrative expenses decreased approximately \$698,000 to \$1.2 million for the six months ended June 30, 2012 compared to \$1.9 million for the six months ended June 30, 2011. Salaries and wages decreased by approximately \$1.3 million, professional services decreased by approximately \$703,000, supplies and building related expenses decreased by approximately \$190,000, recruiting expense decreased by approximately \$95,000, and non-cash compensation costs decreased by approximately \$131,000. Offsetting these reductions in operating expenses totaling approximately \$2.7 million was a decrease in absorption of labor and overheads of approximately \$2.1 million previously charged to government contracts. Cost saving measures were instituted throughout 2011 and continuing into 2012 to compensate for the decrease in government revenues, including reductions of our workforce, exiting our leased facilities, and reductions in other operating expenses.

SELLING AND MARKETING

Selling and marketing expenses increased by approximately \$10,000 to \$676,000 for the six months ended June 30, 2012 compared to \$666,000 for the six months ended June 30, 2011. The increase in sales and marketing expenses is mostly tied to increases in business development expenses of \$183,000 associated with the introduction of our new products into the commercial market and participation in trade shows. These increases were partially offset by decreases in marketing expenses of \$96,000 tied to headcount reductions and bid and proposal expenses of \$77,000.

RESEARCH AND DEVELOPMENT

Research and development expenses decreased by \$474,000 to \$157,000 during the six months ended June 30, 2012 as compared to \$632,000 for the six months ended June 30, 2011. During the first quarter of 2012, we completed the development of our ultrafast laser prototype. This decrease represents our goal to reduce our investment in research and development efforts as a cost reduction measure.

IMPAIRMENT LOSS

The impairment loss is the recognition that we do not expect to recover the carrying value of our land and building through expected future operating cash flows. In July 2012, we entered into an agreement to sell our principal office, manufacturing, storage, and primary research and development facility in Tucson, Arizona for approximately \$1.4 million which is approximately \$708,000 less than the carrying amount of these assets.

INTEREST INCOME AND INTEREST EXPENSE

Net interest expense for the six months ended June 30, 2012 was higher by approximately \$700 as compared to the six months ended June 30, 2011.

NET LOSS

Our operations for the six months ended June 30, 2012 resulted in a net loss of approximately \$2.6 million, a decrease of approximately \$363,000 compared to the \$3.0 million loss for the six months ended June 30, 2011.

LIQUIDITY AND CAPITAL RESOURCES

At June 30, 2012, we had approximately \$1.6 million of cash and cash equivalents. Our cash position decreased during the first half of 2012 by approximately \$2.3 million. During the first half of 2012, we received approximately \$1.0 million in cash from customers, and paid approximately \$3.4 million to our suppliers and employees. Investing activities resulted in net cash inflow of approximately \$21,000 and financing activities resulted in net cash outflow of approximately \$87,000.

The fiscal year 2012 Department of Defense budget was approved in January of 2012. This budget and the President's proposed budget for 2013 reflect significant reductions in research and development funding for the foreseeable future. This area has historically generated greater than 90% of revenues; therefore we expect to continue having significantly reduced revenues from the US Government. Furthermore, it is expected that revenue generated from commercial sales of our new USP laser and High Voltage systems will not become significant for at least the next twelve months as these products gain market acceptance. The combination of these conditions will cause further depletion our cash reserves during the transition to commercialize our USP laser technologies. We continue to consider and investigate strategic alternatives, including mergers, joint ventures, strategic teaming arrangements, the acquisition of one or more businesses or technologies, and/or the disposition of one or more of our existing businesses.

Our continuance in business beyond 2012 is dependent on successful development of commercial customers, sales of our USP laser systems, obtaining new contracts from Department of Defense customers and additional financing necessary to fund our operations and achieving profitability. Since there can be no assurances regarding the above, these factors raise substantial doubt about our ability to continue as a going concern.

In their report accompanying our financial statements, our independent auditors stated that our financial statements for the year ended December 31, 2011 were prepared assuming that we would continue as a going concern, and that they have substantial doubt as to our ability to continue as a going concern. Our auditors' doubts are based on the net loss of \$6.4 million for 2011, negative cash flows from operations of \$4.8 million in 2011 and the fact that we may incur additional future losses due to the reduction in Government contract activity that raise substantial doubt about our ability to continue as a going concern.

BACKLOG OF ORDERS

At June 30, 2012, we had a backlog (workload remaining on signed contracts) of approximately \$0.4 million, to be completed within the next twelve months.

ITEM 4. CONTROLS AND PROCEDURES

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

Our management, with the participation of our Principal Executive Officer and Principal Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as of June 30, 2012. Based on that evaluation, our Principal Executive Officer and Principal Financial Officer has concluded that our disclosure controls and procedures as of June 30, 2012 are effective to ensure that information required to be disclosed by us in reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms.

During the three months ended June 30, 2012, there was no significant change in our internal controls over financial reporting that has materially affected or which is reasonably likely to materially affect our internal controls over financial reporting.

PART II – OTHER INFORMATION

ITEM 6. EXHIBITS

| EXHIBIT NUMBER | DESCRIPTION |
|-------------------|--|
| 31.1 | Certification of Principal Executive Officer and Principal Financial Officer pursuant to Rule 13a-14 or 15d-14 of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32.1 | Principal Executive Officer and Principal Financial Officer Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 101.INS | XBRL Instance Document |
| 101.SCH | XBRL Schema Document |
| 101.CAL | XBRL Calculation Linkbase Document |
| 101.LAB | XBRL Label Linkbase Document |
| 101.PRE | XBRL Presentation Linkbase Document |

SIGNATURES

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

APPLIED
ENERGETICS, INC.

By/s/ Joseph C. Hayden
Joseph C. Hayden
President, Principal
Executive Officer,
Principal Financial
Officer and Principal
Accounting Officer

Date: August 10, 2012