

NATURAL ALTERNATIVES INTERNATIONAL INC  
Form 10-Q  
May 14, 2012  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 10-Q**  
**QUARTERLY REPORT**  
pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934  
**FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2012**

**000-15701**

(Commission file number)

**NATURAL ALTERNATIVES INTERNATIONAL, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of incorporation)

**84-1007839**  
(IRS Employer Identification No.)

**1185 Linda Vista Drive**

**San Marcos, California 92078**  
(Address of principal executive offices)

**(760) 744-7340**  
(Registrant's telephone number)

Indicate by check mark whether Natural Alternatives International, Inc. (NAI) (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 NAI 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 NAI 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 during the preceding 12 months (or for such shorter period that NAI was required to submit and post such files).

Yes  No

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Indicate by check mark whether NAI is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Indicate by check mark whether NAI is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

As of May 14, 2012, 6,968,687 shares of NAI's common stock were outstanding, net of 331,990 treasury shares.

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**SPECIAL NOTE ABOUT FORWARD-LOOKING STATEMENTS**

Certain statements in this report, including information incorporated by reference, are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, Section 21E of the Securities Exchange Act of 1934, and the Private Securities Litigation Reform Act of 1995. Forward-looking statements reflect current views about future events and financial performance based on certain assumptions. They include opinions, forecasts, intentions, plans, goals, projections, guidance, expectations, beliefs or other statements that are not statements of historical fact. Words such as may, will, should, could, would, expects, plans, believes, anticipates, intends, estimates, ap projects, or the negative or other variation of such words, and similar expressions may identify a statement as a forward-looking statement. Any statements that refer to projections of our future financial performance, our anticipated growth and trends in our business, our goals, strategies, focus and plans, and other characterizations of future events or circumstances, including statements expressing general optimism about future operating results, are forward-looking statements. Forward-looking statements in this report may include statements about:

future financial and operating results, including projections of net sales, revenue, income or loss, net income or loss per share, profit margins, expenditures, liquidity, and other financial items;

our ability to develop relationships with new customers and maintain or improve existing customer relationships;

the outcome of litigation, regulatory and tax matters, the costs associated with such matters and the effect of such matters on our business and results of operations;

currency exchange rates, their effect on our results of operations, including amounts that may be reclassified as earnings, our ability to effectively hedge against foreign exchange risks and the extent to which we may seek to hedge against such risks;

future levels of our revenue concentration risk;

sources and availability of raw materials;

inventories, including the adequacy of inventory levels to meet future customer demand and the timing of our ability to liquidate our inventory of beta-alanine, as well as the adequacy and intended use of our facilities;

development of new products and marketing strategies;

our ability to increase our marketing and advertising efforts for our Pathway to Healing® product line, the timing of such efforts and their effect on future sales;

distribution channels, product sales and performance, and timing of product shipments;

current or future customer orders;

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the impact on our business and results of operations and variations in quarterly net sales from seasonal and other factors;

inflation rates and their impact on our operations and profitability;

management's goals and plans for future operations;

our ability to improve operational efficiencies, manage costs and business risks and improve or maintain profitability;

growth, expansion, diversification, acquisition, divestment and consolidation strategies, the success of such strategies, and the benefits we believe can be derived from such strategies;

personnel;

our ability to operate within the standards set by the Food and Drug Administration's Good Manufacturing Practices;

operations outside the United States (U.S.);

the adequacy of reserves and allowances;

overall industry and market performance;

competition and competitive advantages resulting from our quality commitment;

current and future economic and political conditions;

the impact of accounting pronouncements; and

other assumptions described in this report underlying or relating to any forward-looking statements.

The forward-looking statements in this report speak only as of the date of this report and caution should be taken not to place undue reliance on any such forward-looking statements. Forward-looking statements are subject to certain events, risks, and uncertainties that may be outside of our control. When considering forward-looking statements, you should carefully review the risks, uncertainties and other cautionary statements in this report as they identify certain important factors that could cause actual results to differ materially from those expressed in or implied by the forward-looking statements. These factors include, among others, the risks described under Item 1A of Part II and elsewhere in this report, as well as in other reports and documents we file with the U.S. Securities and Exchange Commission (SEC).

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Unless the context requires otherwise, all references in this report to the Company, NAI, we, our, and us refer to Natural Alternatives International, Inc. and, as applicable, our wholly owned subsidiary Natural Alternatives International Europe S.A. (NAIE).

**Table of Contents****PART I FINANCIAL INFORMATION****ITEM 1. FINANCIAL STATEMENTS****NATURAL ALTERNATIVES INTERNATIONAL, INC.****Condensed Consolidated Balance Sheets****(In thousands, except share and per share data)**

|  | March 31,<br>2012<br>(Unaudited) | June 30, 2011 |
|--|----------------------------------|---------------|
| <b>Assets</b>  |                                  |               |
| Current assets:  |                                  |               |
| Cash and cash equivalents  | \$ 11,105                        | \$ 15,461     |
| Accounts receivable - less allowance for doubtful accounts of<br>\$126 at March 31, 2012 and \$73 at June 30, 2011   | 5,128                            | 3,287         |
| Inventories, net   | 13,171                           | 6,499         |
| Deferred income taxes  | 1,639                            | 1,639         |
| Prepays and other current assets   | 1,726                            | 942           |
| Total current assets   | 32,769                           | 27,828        |
| Property and equipment, net  | 10,882                           | 11,411        |
| Deferred income taxes  | 1,388                            | 1,388         |
| Long-term pension asset  | 26                               | 64            |
| Other noncurrent assets, net   | 517                              | 453           |
| Total assets   | \$ 45,582                        | \$ 41,144     |
| <b>Liabilities and Stockholders' Equity</b>  |                                  |               |
| Current liabilities:   |                                  |               |
| Accounts payable   | \$ 2,212                         | \$ 2,232      |
| Accrued liabilities  | 1,516                            | 1,009         |
| Accrued compensation and employee benefits   | 1,285                            | 1,234         |
| Income taxes payable   | 764                              | 472           |
| Total current liabilities  | 5,777                            | 4,947         |
| Deferred rent  | 557                              | 719           |
| Total liabilities  | 6,334                            | 5,666         |
| Commitments and contingencies  |                                  |               |
| Stockholders' equity:  |                                  |               |
| Preferred stock; \$.01 par value; 500,000 shares authorized; none issued or outstanding  | 0                                | 0             |
| Common stock; \$.01 par value; 20,000,000 shares authorized; issued and outstanding (net of treasury shares)<br>6,968,687 at March 31, 2012 and 7,013,713 at June 30, 2011 | 72                               | 72            |
| Additional paid-in capital   | 19,524                           | 19,357        |
| Accumulated other comprehensive income (loss)  | 59                               | (365)         |

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|  |           |           |
|--|-----------|-----------|
| Retained earnings  | 21,320    | 17,939    |
| Treasury stock, at cost, 331,990 shares at March 31, 2012 and 286,964 at June 30, 2011 | (1,727)   | (1,525)   |
| Total stockholders' equity   | 39,248    | 35,478    |
| Total liabilities and stockholders' equity   | \$ 45,582 | \$ 41,144 |

*See accompanying notes to condensed consolidated financial statements.*



**Table of Contents****NATURAL ALTERNATIVES INTERNATIONAL, INC.****Condensed Consolidated Statements of Income and Comprehensive Income****(In thousands, except share and per share data)****(Unaudited)**

|  | Three Months Ended |           | Nine Months Ended |           |
|--|--------------------|-----------|-------------------|-----------|
|  | March 31,          |           | March 31,         |           |
|  | 2012               | 2011      | 2012              | 2011      |
| Net sales  | \$ 17,422          | \$ 13,375 | \$ 51,924         | \$ 41,484 |
| Cost of goods sold   | 13,299             | 10,991    | 39,765            | 33,576    |
| Gross profit   | 4,123              | 2,384     | 12,159            | 7,908     |
| Selling, general & administrative expenses   | 2,493              | 2,126     | 6,956             | 5,601     |
| Income from operations   | 1,630              | 258       | 5,203             | 2,307     |
| Other (expense) income:  |                    |           |                   |           |
| Interest income  | 5                  | 4         | 15                | 12        |
| Interest expense   | (27)               | (12)      | (93)              | (41)      |
| Foreign exchange (loss) gain   | (5)                | 1         | 101               | 22        |
| Other, net   | 8                  | --        | 14                | 2         |
|  | (19)               | (7)       | 37                | (5)       |
| Income before income taxes   | 1,611              | 251       | 5,240             | 2,302     |
| Provision for income taxes   | 543                | 70        | 1,859             | 355       |
| Net income   | \$ 1,068           | 181       | \$ 3,381          | \$ 1,947  |
| Unrealized (loss) gain resulting from change in fair value of derivative instruments, net of tax | (406)              | (58)      | 424               | (58)      |
| Comprehensive income   | \$ 662             | \$ 123    | \$ 3,805          | \$ 1,889  |
| Net income per common share:   |                    |           |                   |           |
| Basic  | \$ 0.15            | \$ 0.03   | \$ 0.48           | \$ 0.27   |
| Diluted  | \$ 0.15            | \$ 0.03   | \$ 0.48           | \$ 0.27   |
| Weighted average common shares outstanding:  |                    |           |                   |           |
| Basic  | 6,968,687          | 7,117,847 | 6,984,477         | 7,112,440 |
| Diluted  | 6,979,499          | 7,122,027 | 6,992,902         | 7,121,042 |

*See accompanying notes to condensed consolidated financial statements.*

**Table of Contents****NATURAL ALTERNATIVES INTERNATIONAL, INC.****Condensed Consolidated Statements of Cash Flows****(In thousands)****(Unaudited)****Nine Months Ended****March 31,****2012                      2011**

|   | <b>2012</b> | <b>2011</b> |
|---|-------------|-------------|
| <b>Cash flows from operating activities</b>   |             |             |
| Income from operations  | \$ 3,381    | \$ 1,947    |
| Adjustments to reconcile net income to net cash (used in) provided by operating activities: |             |             |
| Increase (decrease) of uncollectible accounts receivable                                    | 53          | (1)         |
| Depreciation and amortization   | 2,283       | 2,429       |
| Non-cash compensation   | 167         | 179         |
| Pension expense   | 38          | 37          |
| Loss on disposal of assets  | 5           | 4           |
| Changes in operating assets and liabilities:  |             |             |
| Accounts receivable   | (1,894)     | 879         |
| Inventories, net  | (6,672)     | (492)       |
| Other assets  | (206)       | (159)       |
| Accounts payable and accrued liabilities  | 340         | 251         |
| Income taxes payable  | 59          | 145         |
| Accrued compensation and employee benefits  | 51          | (634)       |
| Net cash (used in) provided by operating activities   | (2,395)     | 4,585       |
| <b>Cash flows from investing activities</b>   |             |             |
| Capital expenditures  | (1,759)     | (1,313)     |
| Proceeds from the sale of property & equipment  | 0           | 45          |
| Net cash used by investing activities   | (1,759)     | (1,268)     |
| <b>Cash flows from financing activities</b>   |             |             |
| Net activity from the issuance of common stock  | 0           | 28          |
| Repurchase of common stock  | (202)       | 0           |
| Net cash (used in) provided by financing activities   | (202)       | 28          |
| Net (decrease) increase in cash and cash equivalents  | (4,356)     | 3,345       |
| Cash and cash equivalents at beginning of period  | 15,461      | 8,547       |
| Cash and cash equivalents at end of period  | \$ 11,105   | \$ 11,892   |
| <b>Supplemental disclosures of cash flow information</b>                                    |             |             |
| Cash paid during the period for:  |             |             |
| Interest  | \$ 13       | \$ 20       |
| Taxes   | \$ 1,733    | \$ 223      |

*See accompanying notes to condensed consolidated financial statements.*

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**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(UNAUDITED)**

**A. Basis of Presentation and Summary of Significant Accounting Policies**

**Basis of Presentation**

The accompanying interim unaudited condensed consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and applicable rules and regulations. Certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. generally accepted accounting principles (GAAP) have been condensed or omitted pursuant to such rules and regulations. In management's opinion, all adjustments necessary for a fair presentation of the financial position, results of operations and cash flows have been included and are of a normal, recurring nature. The results of operations for the three and nine months ended March 31, 2012 are not necessarily indicative of the operating results for the full fiscal year or any future periods.

You should read the financial statements and these notes, which are an integral part of the financial statements, together with our audited financial statements included in our Annual Report on Form 10-K for the fiscal year ended June 30, 2011 ( 2011 Annual Report ). The accounting policies used to prepare the financial statements included in this report are the same as those described in the notes to the consolidated financial statements in our 2011 Annual Report unless otherwise noted below.

**Reclassifications**

Certain items previously reported in our prior year's consolidated financial statements have been reclassified to conform with the current year's presentation. The reclassifications had no effect on previously reported total assets, stockholders' equity, or net income.

**Recent Accounting Pronouncements**

In May 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standard Update (ASU) 2011-04, Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS. The amendments in this update are the result of the work of the FASB and the International Accounting Standards Board (IASB) to develop common requirements for measuring fair value and for disclosing information about fair value measurements. There was no significant impact to our consolidated financial statements as a result of our adoption of this amendment during the third quarter of fiscal 2012.

In June 2011, the FASB issued ASU 2011-05, Presentation of Comprehensive Income. ASU 2011-05 requires all non-owner changes in stockholders' equity be presented either in a single continuous statement of comprehensive income or in two separate but continuous statements. If presented in two separate statements, the first statement should present total net income and its components followed immediately by a second statement of total other comprehensive income, its components and the total comprehensive income. In December 2011, the FASB issued ASU 2011-12, Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05. ASU 2011-12 defers those changes in ASU 2011-05 that relate to the presentation of reclassification adjustments. The FASB has deferred those changes in order to reconsider whether to present on the face of the financial statements the effects of reclassifications out of accumulated other comprehensive income on the components of net income and other comprehensive income for all periods presented. ASU 2011-12 does not impact the requirement of ASU 2011-05 to report comprehensive income either in a single continuous financial statement or in two separate but consecutive financial statements. ASU 2011-05 is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2011, which will be the first quarter of our fiscal 2013. ASU 2011-05 concerns disclosures only and will not have a material impact on our financial position or results of operations.

**Table of Contents****Net Income per Common Share**

We compute net income per common share using the weighted average number of common shares outstanding during the period, and diluted net income per common share using the additional dilutive effect of all dilutive securities. The dilutive impact of stock options account for the additional weighted average shares of common stock outstanding for our diluted net income per common share computation. We calculated basic and diluted net income per common share as follows (in thousands, except per share data):

|   | Three Months Ended<br>March 31, |         | Nine Months Ended<br>March 31, |          |
|---|---------------------------------|---------|--------------------------------|----------|
|   | 2012                            | 2011    | 2012                           | 2011     |
| <b>Numerator</b>                                      |                                 |         |                                |          |
| Net income  | \$ 1,068                        | \$ 181  | \$ 3,381                       | \$ 1,947 |
| <b>Denominator</b>                                    |                                 |         |                                |          |
| Basic weighted average common shares<br>outstanding   | 6,969                           | 7,118   | 6,984                          | 7,112    |
| Dilutive effect of stock options                      | 10                              | 4       | 9                              | 9        |
| Diluted weighted average common shares<br>outstanding | 6,979                           | 7,122   | 6,993                          | 7,121    |
| Basic net income per common share                     | \$ 0.15                         | \$ 0.03 | \$ 0.48                        | \$ 0.27  |
| Diluted net income per common share                   | \$ 0.15                         | \$ 0.03 | \$ 0.48                        | \$ 0.27  |

Shares related to stock options representing the right to acquire 220,000 shares of common stock for the three months ended March 31, 2012, and 443,917 shares for the nine months ended March 31, 2012, were excluded from the calculation of diluted net income per common share, as the effect of their inclusion would have been anti-dilutive.

Shares related to stock options representing the right to acquire 616,750 shares of common stock for the three months ended March 31, 2011, and 569,500 shares for the nine months ended March 31, 2011, were excluded from the calculation of diluted net income per common share, as the effect of their inclusion would have been anti-dilutive.

**Revenue Recognition**

To recognize revenue, four basic criteria must be met: 1) there is evidence that an arrangement exists; 2) delivery has occurred; 3) the fee is fixed or determinable; and 4) collectability is reasonably assured. Revenue from sales transactions where the buyer has the right to return the product is recognized at the time of sale only if (1) the seller's price to the buyer is substantially fixed or determinable at the date of sale; (2) the buyer has paid the seller, or the buyer is obligated to pay the seller and the obligation is not contingent on resale of the product; (3) the buyer's obligation to the seller would not be changed in the event of theft or physical destruction or damage of the product; (4) the buyer acquiring the product for resale has economic substance apart from that provided by the seller; (5) the seller does not have significant obligations for future performance to directly bring about resale of the product by the buyer; and (6) the amount of future returns can be reasonably estimated. We recognize revenue upon determination that all criteria for revenue recognition have been met. The criteria are usually met at the time title passes to the customer, which usually occurs upon shipment. Revenue from shipments where title passes upon delivery is deferred until the shipment has been delivered.

We also enter into arrangements whereby revenues are derived from multiple deliverables. In these arrangements, we record revenue as separate elements if the delivered items have value to the customer on a standalone basis, and if the arrangement includes a general right of return relative to the delivered item, delivery or performance of the undelivered items is considered probable and substantially in the seller's control. Arrangement consideration should be allocated at the inception of the arrangement to all deliverables using the relative selling price method that is based on a three-tier hierarchy. The relative selling price method allocates any discount in the arrangement proportionally to each deliverable on the basis of each deliverable's estimated selling price. Applicable revenue recognition criteria are also considered separately for separate units of accounting. Revenues from multiple-element arrangements involving license fees, up-front payments and milestone payments, which are received and/or billable in connection with other rights and services that represent our continuing obligations, are deferred until all applicable revenue recognition criteria are met for each separable element. Contract interpretation is normally required to determine the appropriate

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accounting, including whether the deliverables specified in a multiple element arrangement should be treated as separate units of accounting for revenue recognition purposes, and if so, how the price should be allocated among the multiple-elements, when to begin to recognize revenue for each element, and the period over which revenue should be recognized.

We record reductions to gross revenue for estimated returns of private label contract manufacturing products and branded products. The estimated returns are based on the trailing six months of private label contract manufacturing gross sales and our historical experience for both private label contract manufacturing and branded product returns. However, the estimate for product returns does not reflect the impact of a potential large product recall resulting from product nonconformance or other factors as such events are not predictable nor is the related economic impact estimable.

We currently own certain U.S. patents, and each patent's corresponding foreign patent applications. All of these patents and patent rights relate to the ingredient known as beta-alanine, marketed and sold under the CarnoSyn® trade name. We have sold this ingredient to customers for use in a limited market, and since March 2009 have had an agreement with Compound Solutions, Inc. (CSI) under which we have agreed to grant a license of certain of our patent rights to customers of CSI who purchase beta-alanine from CSI. Before October 1, 2011, we received a fee from CSI that varied based on the amount of net sales of beta-alanine sold by CSI less CSI's costs and other agreed upon expenses. As of October 1, 2011, we receive a fee from CSI that varies based on the quantity of beta-alanine sold by CSI and the source of such beta-alanine.

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In June 2011, we entered into a license and supply agreement with Abbott Laboratories (Abbott) under which we agreed to grant an exclusive license to Abbott for the use of beta-alanine in certain medical foods and medical nutritionals. Under the terms of the agreement, Abbott paid an initial license fee of \$300,000, an additional fee of \$300,000 in January 2012, and had the right to terminate the agreement at any time up to March 31, 2012, at which time, if not terminated, Abbott was required to pay the initial installment of additional license fees in the amount of \$708,334. In exchange for the payment of \$354,167 by Abbott to NAI, the agreement was amended effective as of February 20, 2012, to grant Abbott an extension, until July 31, 2012, of Abbott's termination rights and the due date of the remaining \$354,167 of the initial installment. The agreement, as amended, is for a term of 10 years but Abbott may terminate the agreement at any time up to July 31, 2012. Unless sooner terminated by Abbott, in addition to the remaining installment due, the agreement requires Abbott to pay to NAI (i) upon achievement of certain milestones, additional license fees to NAI of \$150,000 on or before July 31, 2012; and (ii) additional license fees in the amount of \$3.5 million in five annual payments beginning on March 31, 2013. Subject to certain other conditions set forth in the agreement, after August 1, 2012 and until terminated by either party, Abbott is required to purchase certain material exclusively from NAI and make royalty payments to NAI upon Abbott's sale of products subject to the agreement. Because Abbott may terminate the agreement at any time up to July 31, 2012, there is no assurance NAI will receive any of the additional license fees or royalty payments described above. No additional royalty payments were received during the three or nine months ended March 31, 2012.

We recorded royalty income as a component of revenue in the amount of \$2.1 million during the three months ended March 31, 2012 and \$4.1 million during the nine months ended March 31, 2012. We recorded royalty income as a component of revenue in the amount of \$720,000 during the three months ended March 31, 2011 and \$1.3 million during the nine months ended March 31, 2011. These royalty income amounts resulted in royalty expense paid to the original patent holders from whom NAI acquired its patents and patent rights. We recognized royalty expense as a component of cost of goods sold in the amount of \$181,000 during the three months ended March 31, 2012 and \$551,000 during the nine months ended March 31, 2012. We recognized royalty expense as a component of cost of goods sold in the amount of \$112,000 during the three months ended March 31, 2011 and \$236,000 during the nine months ended March 31, 2011.

## **Stock-Based Compensation**

We have an omnibus incentive plan that was approved by our Board of Directors effective as of October 15, 2009 and approved by our stockholders at the Annual Meeting of Stockholders held on November 30, 2009. Under the plan, we may grant nonqualified and incentive stock options and other stock-based awards to employees, non-employee directors and consultants. Our prior equity incentive plan was terminated effective as of November 30, 2009.

We estimate the fair value of stock option awards at the date of grant using the Black-Scholes option valuation model. The Black-Scholes option valuation model was developed for use in estimating the fair value of traded options that have no vesting restrictions and are fully transferable. Option valuation models require the input of highly subjective assumptions. Black-Scholes uses assumptions related to volatility, the risk-free interest rate, the dividend yield (which we assume to be zero, as we have not paid any cash dividends) and employee exercise behavior. Expected volatilities used in the model are based mainly on the historical volatility of our stock price. The risk-free interest rate is derived from the U.S. Treasury yield curve in effect in the period of grant. The expected life of stock option grants is derived from historical experience.

Our net income included stock based compensation expense of approximately \$53,000 for the three months ended March 31, 2012 and approximately \$167,000 for the nine months ended March 31, 2012. Our net income included stock based compensation expense of approximately \$69,000 for the three months ended March 31, 2011 and approximately \$179,000 for the nine months ended March 31, 2011.

## **Fair Value of Financial Instruments**

Fair value is defined as the exchange price that would be received to sell an asset or paid to transfer a liability (i.e., the exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. We use a three-level hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that observable inputs be used when available. Observable inputs are inputs that market participants would use in pricing the asset or liability based on market data obtained from independent sources. Unobservable inputs are inputs that reflect our assumptions about the inputs that market participants would use in pricing the asset or liability and are developed based on the best information available under the circumstances.

The fair value hierarchy is broken down into three levels based on the source of inputs. In general, fair values determined by Level 1 inputs use quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access. We classify cash, cash equivalents, and marketable securities balances as Level 1 assets. Fair values determined by Level 2 inputs





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are based on quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active and models for which all significant inputs are observable or can be corroborated, either directly or indirectly by observable market data. Level 3 inputs are unobservable inputs for the asset or liability, and include situations where there is little, if any, market activity for the asset or liability. These include certain pricing models, discounted cash flow methodologies and similar techniques that use significant unobservable inputs.

Our financial statements include the following Level 1 financial instruments: cash equivalents, accounts receivable, short-term investments, accounts payable, and accrued expenses. We believe the carrying amounts of these assets and liabilities in the financial statements approximate the fair values of these financial instruments at March 31, 2012 and June 30, 2011. We classify derivative forward exchange contracts as Level 2 assets. The fair value of our forward exchange contracts as of March 31, 2012 was \$773,000. The fair value of our forward exchange contracts as of June 30, 2011 was \$15,000. As of March 31, 2012 and June 30, 2011, we did not have any financial assets or liabilities classified as Level 3.

**B. Inventories**

Inventories, net consisted of the following (in thousands):

|                  | March 31,<br>2012 | June 30,<br>2011 |
|------------------|-------------------|------------------|
| Raw materials    | \$ 9,497          | \$ 5,524         |
| Work in progress | 1,937             | 971              |
| Finished goods   | 2,042             | 925              |
| Reserves         | (305)             | (921)            |
|                  | \$ 13,171         | \$ 6,499         |

**C. Property and Equipment**

Property and equipment consisted of the following (dollars in thousands):

|   | Depreciable<br>Life In<br>Years | March 31,<br>2012 | June 30,<br>2011 |
|---|---------------------------------|-------------------|------------------|
| Land  | N/A                             | \$ 393            | \$ 393           |
| Building and building improvements              | 7 39                            | 2,756             | 2,755            |
| Machinery and equipment                         | 3 12                            | 25,448            | 26,130           |
| Office equipment and furniture                  | 3 5                             | 3,100             | 3,014            |
| Vehicles  | 3                               | 136               | 136              |
| Leasehold improvements                          | 1 15                            | 10,095            | 10,083           |
| Total property and equipment                    |                                 | 41,928            | 42,511           |
| Less: accumulated depreciation and amortization |                                 | (31,046)          | (31,100)         |
| Property and equipment, net                     |                                 | \$ 10,882         | \$ 11,411        |

**D. Debt**

On December 16, 2010, we executed a new Credit Agreement ( Credit Agreement ) with Wells Fargo Bank, National Association. This Credit Agreement replaced our previous credit facility and provides us with a line of credit of up to \$5.0 million. The line of credit may be used to finance working capital requirements. In consideration for granting the line of credit, we paid a commitment fee of \$12,500 upon execution of the agreement and paid an additional commitment fee of \$12,500 in December 2011. There are no amounts currently drawn under the line of

credit.

Under the terms of the Credit Agreement, borrowings are subject to eligibility requirements including maintaining (i) net income after taxes of not less than \$750,000 on a trailing four quarter basis as of the end of each calendar quarter beginning with the four quarter period ended December 31, 2010; and (ii) a ratio of total liabilities to tangible net worth of not greater than 1.25 to 1.0 at any time. Any amounts outstanding under the line of credit will bear interest at a fixed or fluctuating interest rate as elected by NAI from time to time; provided, however, that if the outstanding principal amount is less than \$100,000 such amount shall bear interest at the then applicable fluctuating rate of interest. If elected, the fluctuating rate per annum would be equal to 2.75% above the daily one month LIBOR rate as in effect from time to time. If a fixed rate is elected, it would equal a per annum rate of 2.50% above the LIBOR rate in effect on the first day of the applicable fixed rate term. Any amounts outstanding under the line of credit must be paid in full on or before November 1, 2013; provided, however, that we must maintain a zero balance on advances under the line of credit for a period of at least 30 consecutive days during each fiscal year. Amounts outstanding that are subject to a fluctuating interest rate may be prepaid at any time without penalty. Amounts outstanding that are subject to a fixed interest rate may be prepaid at any time in minimum amounts of \$100,000, subject to a prepayment fee equal to the sum of the discounted monthly differences for each month from the month of prepayment through the month in which the then applicable fixed rate term matures.

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Our obligations under the Credit Agreement are secured by our accounts receivable and other rights to payment, general intangibles, inventory, equipment and fixtures. We also have a foreign exchange facility with Wells Fargo in effect until November 1, 2013, and with Bank of America, N.A. in effect until March 15, 2013.

On March 31, 2012, we were in compliance with all of the financial and other covenants required under the Credit Agreement.

On September 22, 2006, NAIE, our wholly owned subsidiary, entered into a credit facility to provide it with a credit line of up to CHF 1.3 million, or approximately \$1.4 million, which was the initial maximum aggregate amount that could be outstanding at any one time under the credit facility. This maximum amount is reduced annually by CHF 160,000, or approximately \$177,000. On February 19, 2007, NAIE amended its credit facility to provide that the maximum aggregate amount that may be outstanding under the facility cannot be reduced below CHF 500,000, or approximately \$554,000. As of March 31, 2012, there was no outstanding balance under this credit facility.

Under its credit facility, NAIE may draw amounts either as current account loan credits to its current or future bank accounts or as fixed loans with a maximum term of 24 months. Current account loans will bear interest at the rate of 5% per annum. Fixed loans will bear interest at a rate determined by the parties based on current market conditions and must be repaid pursuant to a repayment schedule established by the parties at the time of the loan. If a fixed loan is repaid early at NAIE's election or in connection with the termination of the credit facility, NAIE will be charged a pre-payment penalty equal to 0.1% of the principal amount of the fixed loan or CHF 1,000 (approximately \$1,107), whichever is greater. The bank reserves the right to refuse individual requests for an advance under the credit facility, although its exercise of such right will not have the effect of terminating the credit facility as a whole.

We did not use our working capital line of credit nor did we have any long-term debt outstanding during the nine months ended March 31, 2012. As of March 31, 2012, we had \$5.6 million available under our credit facilities.

**E. Defined Benefit Pension Plan**

We sponsor a defined benefit pension plan that provides retirement benefits to employees based generally on years of service and compensation during the last five years before retirement. Effective June 20, 1999, we adopted an amendment to freeze benefit accruals to the participants. We contribute an amount not less than the minimum funding requirements of the Employee Retirement Income Security Act of 1974 nor more than the maximum tax-deductible amount.

The components included in the net periodic expense for the periods ended March 31 were as follows (in thousands):

|                                | Three Months Ended<br>March 31, |       | Nine Months Ended<br>March 31, |       |
|--------------------------------|---------------------------------|-------|--------------------------------|-------|
|                                | 2012                            | 2011  | 2012                           | 2011  |
| Interest cost                  | \$ 23                           | \$ 22 | \$ 68                          | \$ 66 |
| Expected return on plan assets | (10)                            | (10)  | (30)                           | (29)  |
| Net periodic expense           | \$ 13                           | \$ 12 | \$ 38                          | \$ 37 |

**F. Economic Dependency**

We had substantial net sales to certain customers during the periods shown in the following table. The loss of any of these customers, or a significant decline in sales, or the growth rate of sales to these customers, or in their ability to make payments when due, could have a material adverse impact on our net sales and net income. Net sales to any one customer representing 10% or more of the respective period's total net sales were as follows (dollars in thousands):

| \$00,000.0                   | \$00,000.0 | \$00,000.0 | \$00,000.0 | \$00,000.0                  | \$00,000.0 | \$00,000.0 | \$00,000.0 |
|------------------------------|------------|------------|------------|-----------------------------|------------|------------|------------|
| Three Months Ended March 31, |            |            |            | Nine Months Ended March 31, |            |            |            |
| 2012                         |            |            |            | 2011                        |            |            |            |

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|            | Net Sales by<br>Customer | % of Total<br>Net Sales | Net Sales by<br>Customer | % of Total<br>Net Sales | Net Sales by<br>Customer | % of Total<br>Net Sales | Net Sales by<br>Customer | % of Total<br>Net Sales |
|------------|--------------------------|-------------------------|--------------------------|-------------------------|--------------------------|-------------------------|--------------------------|-------------------------|
| Customer 1 | \$ 7,963                 | 46%                     | \$ 7,088                 | 53%                     | \$ 24,444                | 47%                     | \$ 21,579                | 52%                     |
| Customer 2 | 2,893                    | 17                      | 3,079                    | 23                      | 10,730                   | 21                      | 8,846                    | 21                      |
|            | \$ 10,856                | 63%                     | \$ 10,167                | 76%                     | \$ 35,174                | 68%                     | \$ 30,425                | 73%                     |

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We buy certain products, including beta-alanine, from a limited number of raw material suppliers. The loss of any of these suppliers could have a material adverse impact on our net sales and net income. Raw material purchases from any one supplier representing 10% or more of the respective period's total raw material purchases were as follows (dollars in thousands):

|            | Three Months Ended March 31, |                    |                        |                    | Nine Months Ended March 31, |                    |                        |                    |
|------------|------------------------------|--------------------|------------------------|--------------------|-----------------------------|--------------------|------------------------|--------------------|
|            | 2012                         |                    | 2011                   |                    | 2012                        |                    | 2011                   |                    |
|            | Raw Material Purchases       | % of Total Raw     | Raw Material Purchases | % of Total Raw     | Raw Material Purchases      | % of Total Raw     | Raw Material Purchases | % of Total Raw     |
|            | by Supplier                  | Material Purchases | by Supplier            | Material Purchases | by Supplier                 | Material Purchases | by Supplier            | Material Purchases |
| Supplier 1 | (a)                          | (a)                | (a)                    | (a)                | \$ 2,419                    | 10%                | (a)                    | (a)                |
| Supplier 2 | (a)                          | (a)                | \$ 490                 | 12%                | (a)                         | (a)                | (a)                    | (a)                |
| Supplier 3 | (a)                          | (a)                | (a)                    | (a)                | (a)                         | (a)                | \$ 1,791               | 11%                |
|            | (a)                          | (a)                | \$ 490                 | 12%                | \$ 2,419                    | 10%                | \$ 1,791               | 11%                |

(a) Purchases were less than 10% of the respective period's total raw material purchases.

**G. Segment Information**

As a result of our efforts to commercialize our patent and trademark estate and the increased level of income we have recently received from such efforts, beginning with the first quarter of fiscal 2012, our business consists of three segments for financial reporting purposes. The three segments are identified as (i) private label contract manufacturing, which primarily relates to the provision of private label contract manufacturing services to companies that market and distribute nutritional supplements and other health care products, (ii) patent and trademark licensing, which primarily includes royalty income from our license and supply agreements associated with the sale and use of beta-alanine under our CarnosSyn® trade name, and (iii) branded products, which relates to the marketing and distribution of our branded nutritional supplements and consists primarily of the products sold under our Pathway to Healing® product line.

We evaluate performance based on a number of factors. The primary performance measures for each segment are net sales and income or loss from operations before corporate allocations. Operating income or loss for each segment does not include corporate general and administrative expenses, interest expense and other miscellaneous income and expense items. Corporate general and administrative expenses include, but are not limited to: human resources, corporate legal, finance, information technology, and other corporate level related expenses, which are not allocated to any segment. The accounting policies of our segments are the same as those described in Note A above and in the consolidated financial statements included in our 2011 Annual Report other than the change in the number of segments.

Our operating results by business segment were as follows (in thousands):

|                                      | Three Months Ended |                | Nine Months Ended |                |
|--------------------------------------|--------------------|----------------|-------------------|----------------|
|                                      | March 31, 2012     | March 31, 2011 | March 31, 2012    | March 31, 2011 |
| <b>Net Sales</b>                     |                    |                |                   |                |
| Private label contract manufacturing | \$ 14,943          | \$ 12,224      | \$ 46,586         | \$ 38,758      |
| Patent and trademark licensing       | 2,092              | 720            | 4,146             | 1,336          |
| Branded products                     | 387                | 431            | 1,192             | 1,390          |
|                                      | \$ 17,422          | \$ 13,375      | \$ 51,924         | \$ 41,484      |

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|  | Three Months Ended<br>March 31, |               | Nine<br>Months Ended<br>March 31, |                 |
|--|---------------------------------|---------------|-----------------------------------|-----------------|
|  | 2012                            | 2011          | 2012                              | 2011            |
| <b>Income from Operations</b>                        |                                 |               |                                   |                 |
| Private label contract manufacturing                 | \$ 2,028                        | \$ 1,182      | \$ 7,133                          | \$ 5,074        |
| Patent and trademark licensing                       | 857                             | 71            | 1,659                             | 152             |
| Branded products                                     | 12                              | 85            | 134                               | 273             |
| <b>Income from operations of reportable segments</b> | <b>2,897</b>                    | <b>1,338</b>  | <b>8,926</b>                      | <b>5,499</b>    |
| Corporate expenses not allocated to segments         | (1,267)                         | (1,080)       | (3,723)                           | (3,192)         |
|  | <b>\$ 1,630</b>                 | <b>\$ 258</b> | <b>\$ 5,203</b>                   | <b>\$ 2,307</b> |

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|                                      | March 31,<br>2012 | June 30,<br>2011 |
|--------------------------------------|-------------------|------------------|
| <b>Total Assets</b>                  |                   |                  |
| Private label contract manufacturing | \$ 41,220         | \$ 40,824        |
| Patent and trademark licensing       | 3,991             | 111              |
| Branded products                     | 371               | 209              |
|                                      | <b>\$ 45,582</b>  | <b>\$ 41,144</b> |

Our private label contract manufacturing products are sold both in the U.S. and in markets outside the U.S., including Europe, Australia and Asia. Our primary market outside the U.S. is Europe. Our patent and trademark licensing activities are primarily based in the U.S. and our branded products are only sold in the U.S.

Net sales by geographic region, based on the customers' location, were as follows (in thousands):

|                                   | Three Months Ended |                  | Nine Months Ended |                  |
|-----------------------------------|--------------------|------------------|-------------------|------------------|
|                                   | March 31,          |                  | March 31,         |                  |
|                                   | 2012               | 2011             | 2012              | 2011             |
| United States                     | \$ 10,876          | \$ 8,703         | \$ 29,935         | \$ 26,423        |
| Markets outside the United States | 6,546              | 4,672            | 21,989            | 15,061           |
| <b>Total net sales</b>            | <b>\$ 17,422</b>   | <b>\$ 13,375</b> | <b>\$ 51,924</b>  | <b>\$ 41,484</b> |

Products manufactured by NAIE accounted for approximately 69% of net sales in markets outside the U.S. for the three months ended March 31, 2012, and 67% for the three months ended March 31, 2011. NAIE accounted for 66% of net sales in markets outside the U.S. for the nine months ended March 31, 2012, and 63% for the nine months ended March 31, 2011. No products manufactured by NAIE were sold in the U.S. during the nine months ended March 31, 2012 and 2011.

Assets and capital expenditures by geographic region, based on the location of the company or subsidiary at which they were located or made, were as follows (in thousands):

|               | Long-Lived Assets |                  | Total Assets      |                  | Capital Expenditures<br>Nine Months Ended |                   |
|---------------|-------------------|------------------|-------------------|------------------|---|-------------------|
|               | March 31,<br>2012 | June 30,<br>2011 | March 31,<br>2012 | June 30,<br>2011 | March 31,<br>2012                         | March 31,<br>2011 |
| United States | \$ 10,277         | \$ 10,835        | \$ 32,987         | \$ 30,210        | \$ 1,336                                  | \$ 730            |
| Europe        | 2,536             | 2,481            | 12,595            | 10,934           | 423                                       | 583               |
|               | <b>\$ 12,813</b>  | <b>\$ 13,316</b> | <b>\$ 45,582</b>  | <b>\$ 41,144</b> | <b>\$ 1,759</b>                           | <b>\$ 1,313</b>   |

**H. Income Taxes**

The effective tax rate for the three months ended March 31, 2012 was 33.7% and the effective tax rate for the nine months ended March 31, 2012 was 35.5%. The rate differs from the U.S. federal statutory rate of 34% primarily due to the recognition of state taxes partially offset by the favorable impact of foreign earnings taxed at less than the U.S. statutory rate.

To determine our quarterly provision for income taxes, we use an estimated annual effective tax rate, which is based on expected annual income, statutory tax rates and tax planning opportunities available in the various jurisdictions to which the Company is subject. Certain significant or unusual items are separately recognized in the quarter in which they occur and can be a source of variability in the effective tax rate from quarter to quarter. We recognize interest and penalties related to uncertain tax positions, if any, as an income tax expense.

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Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the financial reporting basis and tax basis of our assets and liabilities. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

We are subject to taxation in the U.S., Switzerland and various state jurisdictions. Our tax years for the fiscal year ended June 30, 2006 and forward are subject to examination by U.S. and state tax authorities and our tax years for the fiscal year ended June 30, 2007 and forward are subject to examination by the Switzerland tax authorities.



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We do not record U.S. income tax expense for NAIE's retained earnings that are declared as indefinitely reinvested offshore, thus reducing our overall income tax expense. The amount of earnings designated as indefinitely reinvested in NAIE is based on the actual deployment of such earnings in NAIE's assets and our expectations of the future cash needs of our U.S. and foreign entities. Income tax laws are also a factor in determining the amount of foreign earnings to be indefinitely reinvested offshore.

It is our policy to establish reserves based on management's assessment of exposure for certain positions taken in previously filed tax returns that may become payable upon audit by tax authorities. The tax reserves are analyzed at least annually, generally in the fourth quarter of each year, and adjustments are made as events occur that we believe warrant adjustments to the reserves.

### **I. Treasury Stock**

On June 2, 2011, the Board of Directors authorized the repurchase of up to \$2.0 million of our common stock. Under the repurchase plan, we may, from time to time, purchase shares of our common stock, depending upon market conditions, in open market or privately negotiated transactions. For the year ended June 30, 2011, we purchased 106,023 shares at a weighted average cost of \$4.02 per share and a total cost of \$426,000, including commissions and fees. During the nine months ended March 31, 2012, we purchased an additional 45,026 shares at a weighted average cost of \$4.49 per share and a total cost of \$202,000, including commissions and fees.

### **J. Derivatives and Hedging**

We are exposed to gains and losses resulting from fluctuations in foreign currency exchange rates relating to forecasted product sales denominated in foreign currencies and transactions of NAIE, our foreign subsidiary. As part of our overall strategy to manage the level of exposure to the risk of fluctuations in foreign currency exchange rates, we may use foreign exchange contracts in the form of forward contracts. There can be no guarantee any such contracts, to the extent we enter into such contracts, will be effective hedges against our foreign currency exchange risk.

During the three and nine months ended March 31, 2012, we had forward contracts designated as cash flow hedges primarily to protect against the foreign exchange risks inherent in our forecasted sales of products at prices denominated in currencies other than the U.S. Dollar. These contracts are expected to be settled through July 2013. For derivative instruments that are designated and qualify as cash flow hedges, we record the effective portion of the gain or loss on the derivative in accumulated other comprehensive income (OCI) as a separate component of stockholders' equity and subsequently reclassify these amounts into earnings in the period during which the hedged transaction is recognized in earnings.

For foreign currency contracts designated as cash flow hedges, hedge effectiveness is measured using the spot rate. Changes in the spot-forward differential are excluded from the test of hedge effectiveness and are recorded currently in earnings as interest expense. We measure effectiveness by comparing the cumulative change in the hedge contract with the cumulative change in the hedged item. During the three and nine months ended March 31, 2012, we did not have any material losses or gains related to the ineffective portion of our hedging instruments. No hedging relationships were terminated as a result of ineffective hedging or forecasted transactions no longer probable of occurring for foreign currency forward contracts. We monitor the probability of forecasted transactions as part of the hedge effectiveness testing on a quarterly basis.

As of March 31, 2012, the notional amounts of our foreign exchange contracts designated as cash flow hedges were approximately \$12.6 million (EUR 8.8 million). As of March 31, 2012, a net gain of approximately \$698,000 related to derivative instruments designated as cash flow hedges was recorded in OCI. We expect approximately \$610,000 will be reclassified into earnings in the next 12 months along with the earnings effects of the related forecasted transactions.

As of March 31, 2012, \$685,000 of the fair value of our cash flow hedges was classified in prepaids and other current assets and \$87,000 was classified in other noncurrent assets, net in our Consolidated Balance Sheets. During the three months ended March 31, 2012 we recognized \$280,000 of losses in OCI and reclassified \$365,000 of gains from OCI to revenue. During the nine months ended March 31, 2012 we recognized \$1.4 million of gains in OCI and reclassified \$728,000 of gains from OCI to revenue. During the three months ended March 31, 2011, we recognized \$226,000 of losses in OCI and reclassified \$43,000 of gains from OCI to revenue. During the nine months ended March 31, 2011, we recognized \$39,000 of gains in OCI and reclassified \$97,000 of gains from OCI to revenue.

### **K. Contingencies**

From time to time, we become involved in various investigations, claims and legal proceedings that arise in the ordinary course of our business. These matters may relate to intellectual property, product liability, employment, tax, regulation, contract or other matters. The resolution of these matters as they arise will be subject to various uncertainties and, even if such claims are without merit, could result in the expenditure of

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significant financial and managerial resources. While unfavorable outcomes are possible, based on available information, we generally do not believe the resolution of these matters will result in a material adverse effect on our business, consolidated financial condition, or results of operations. However, a settlement payment or unfavorable outcome could adversely impact our results of operations. Our evaluation of the likely impact of these actions could change in the future and we could have unfavorable outcomes that we do not expect.

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As of May 14, 2012, except as described below, neither NAI nor its subsidiary were a party to any material pending legal proceeding nor was any of their property the subject of any material pending legal proceeding.

On August 20, 2009, NAI filed a lawsuit in the U.S. District Court for the District of Delaware, accusing Vital Pharmaceutical, Inc. (VPX) and DNP International Co., Inc. (DNP) of infringing certain patents owned by NAI relating to the ingredient known as beta-alanine marketed and sold under the CarnoSyn® trade name. NAI asserted claims for unfair competition and false marking, among others, against one or both of the companies named in this lawsuit and sought an injunction against continued infringement and violations and damages for past infringement and violations including, among others, punitive damages and attorneys' fees. On August 8, 2011, a settlement agreement was reached between NAI and VPX. As part of the settlement, NAI granted VPX a limited and restricted covenant not to sue on certain claims of NAI's asserted beta-alanine patents and VPX agreed to dismiss its claims of invalidity and to cease certain business activities.

On August 3, 2011, NAI and CSI filed an amended and supplemental complaint against DNP reasserting claims for unfair competition and violation of the Delaware Deceptive Trade Practices Act. The amended complaint also asserted new facts in support of these claims. On September 8, 2011, NAI and CSI filed a voluntary notice of dismissal of the amended and supplemental complaint against DNP and filed a new complaint in the U.S. District Court for the District of Delaware alleging similar claims of unfair competition, violation of the Delaware Deceptive Trade Practices Act and interference with business relations. On December 22, 2011, DNP filed a complaint in the U.S. District Court for the District of Delaware against NAI and CSI for declaratory judgment of non-infringement and invalidity of three of NAI's patents. On January 27, 2012, DNP amended its complaint to add declaratory judgment claims of non-infringement and invalidity against NAI's U.S. Patent No. 8,067,381 (the '381 patent), entitled "Methods and compositions for increasing the anaerobic working capacity in tissues." On February 6, 2012, the Company and CSI moved to dismiss the cases related to the three previously asserted patents for lack of subject matter jurisdiction. On the same day, the Company filed its answer and counterclaims for infringement by DNP of the '381 patent. DNP subsequently agreed to voluntarily dismiss CSI from the lawsuit. On March 2, 2012, the Court ordered the dismissal of CSI. The Company's motion is still pending before the Court.

On December 21, 2011, NAI filed a lawsuit in the U.S. District Court for the Southern District of Texas, Houston Division, accusing Woodbolt Distribution, LLC, also known as Cellucor (Woodbolt), Vitaquest International, Inc., d/b/a Garden State Nutritionals (Garden State) and F.H.G. Corporation, d/b/a Integrity Nutraceuticals (Integrity), of infringing the '381 patent. NAI filed the complaint after Woodbolt failed to comply with a cease and desist demand. The complaint alleges that Woodbolt sells nutritional supplements, including supplements containing beta-alanine such as C4 Extreme, M5 Extreme, and N-Zero Extreme, that infringe the '381 patent. Woodbolt's alleged contract manufacturers, Garden State and Integrity, also were included in the suit for infringing the '381 patent. Woodbolt, in turn, filed a complaint seeking a declaratory judgment of non-infringement and invalidity of the '381 patent in the U.S. District Court for the District of Delaware. On February 17, 2012, Woodbolt filed a First Amended Complaint, realleging its original claims against the Company and asserting new claims of violation of the Sherman Act Antitrust Laws (15 U.S.C. § 2) and Unfair Competition. The Company reasserted the arguments in its prior motion to dismiss and moved to dismiss the new claims asserted by Woodbolt. The Company's motion is still pending before the Court.

On January 20, 2012, NAI filed two lawsuits in the U.S. District Court for the Southern District of Texas, Houston, Division, for infringement of the '381 patent, one against BPI Sports Holdings, LLC d/b/a BPI Sports, LLC and BPI Sports (BPI) and the other against Image Sports, LLC d/b/a Image Nutrition LLC (Image). NAI filed the lawsuits after BPI failed to comply with a cease and desist demand. In its suit against BPI, NAI alleged that BPI infringes the '381 patent by making, using, offering for sale and selling nutritional supplements and bundled supplement products containing beta-alanine such as its 1.M.R. product. NAI's suit against Image alleged that Image makes, uses, offers for sale and sells nutritional supplements and bundled supplement products containing beta-alanine such as its Alarm product. On January 30, 2012, BPI Sports, LLC filed a complaint in the U.S. District Court for the Southern District of Florida for declaratory judgment of non-infringement, invalidity and/or unenforceability of certain of NAI's patents. On March 13, 2012, the parties finalized a settlement agreement regarding all three lawsuits. Under the terms of the settlement agreement, BPI and Image will purchase CarnoSyn® beta-alanine from NAI's licensed distributor, CSI, pursuant to a separate supply agreement between CSI, BPI and Image and receive a license from NAI to its intellectual property rights regarding CarnoSyn® beta-alanine. NAI receives royalties for sales of Carnosyn® beta-alanine sold by CSI.

On May 3, 2012, NAI filed a Complaint in the U.S. District Court for the Southern District of Texas, Houston Division, against Woodbolt Distribution, Inc., for infringing its U.S. Patent No. 8,129,422 (the '422 patent) entitled "Methods and compositions for increasing the anaerobic working capacity in tissues."

On July 31, 2009, Real Health Laboratories, Inc. (RHL), a former wholly-owned subsidiary, sold substantially all of its remaining assets related to its wholesale and direct-to-consumer business to PharmaCare US Inc. and PharmaCare Laboratories Pty Ltd. for a cash purchase price of \$500,000. NAI provided a guarantee of RHL's indemnity obligations under the asset purchase agreement, which potential liability is capped at the amount of the purchase price paid by the buyers to RHL. The guaranty continues for a minimum period of three years from the date of the Asset Purchase Agreement. RHL was dissolved in November 2011.



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

The following discussion and analysis is intended to help you understand our financial condition and results of operations for the three and nine months ended March 31, 2012. You should read the following discussion and analysis together with our unaudited condensed consolidated financial statements and the notes to the condensed consolidated financial statements included under Item 1 in this report, as well as the risk factors and other information included in our 2011 Annual Report and other reports and documents we file with the SEC. Our future financial condition and results of operations will vary from our historical financial condition and results of operations described below based on a variety of factors.

#### **Executive Overview**

*The following overview does not address all of the matters covered in the other sections of this Item 2 or other items in this report or contain all of the information that may be important to our stockholders or the investing public. This overview should be read in conjunction with the other sections of this Item 2 and this report.*

Our primary business activity is providing private label contract manufacturing services to companies that market and distribute vitamins, minerals, herbs and other nutritional supplements, as well as other health care products, to consumers both within and outside the U.S. Historically, our revenue has been largely dependent on sales to one or two private label contract manufacturing customers and subject to variations in the timing of such customers' orders, which in turn is impacted by such customers' internal marketing programs, supply chain management, entry into new markets, new product introductions, the demand for such customers' products, and general industry and economic conditions. More recently, our revenue has included royalty and licensing revenue generated from our patent estate pursuant to license and supply agreements with third parties for the distribution and use of the ingredient known as beta-alanine and sold under the CarnoSyn® trade name.

A cornerstone of our business strategy is to achieve long-term growth and profitability and to diversify our sales base. We have sought and expect to continue to seek to diversify our sales by developing relationships with additional, quality-oriented, private label contract manufacturing customers, commercializing our patent estate through contract manufacturing, royalty and license agreements, and developing and growing our own line of branded products.

During the first nine months of fiscal 2012, our net sales were 25.2% higher than in the first nine months of fiscal 2011. Private label contract manufacturing sales increased 20.2% due primarily to higher volumes of existing products in existing markets, sales of new products to existing customers and sales to new customers. This increase was partially offset by lower product sales to other existing customers. Our revenue concentration risk for our two largest customers decreased to 68% as a percentage of our total sales for the first nine months of fiscal 2012 compared to 73% in the first nine months of fiscal 2011. We expect our contract manufacturing revenue concentration percentage for our two largest customers to decrease marginally during the remainder of fiscal 2012 with the anticipated increase of sales of new products to existing customers.

During fiscal 2011, we expanded our beta-alanine licensing programs through new agreements with Nestle Nutrition and Abbott Laboratories. During the nine months ended March 31, 2012, CarnoSyn® beta-alanine royalty and licensing revenue totaled \$4.1 million, representing a 210% increase over the comparable prior year period. Our CarnoSyn® related income has grown considerably in recent periods due to the increased popularity of this ingredient as a sports nutrition supplement and expanded distribution channels and efforts. To protect our CarnoSyn® business and its underlying patent estate, we incurred litigation and patent compliance expenses of approximately \$1.4 million during fiscal 2011, \$544,000 during the three months ended March 31, 2012 and \$1.1 million during the nine months ended March 31, 2012. Our efforts to protect our patent estate are described in more detail under Item 1 of Part II of this report. During the second quarter of fiscal 2012, we also purchased approximately \$2.9 million of beta-alanine raw material to help ensure sufficient inventory to meet anticipated future customer demand and to remove infringing beta-alanine product from the industry supply chain. During the third quarter of fiscal 2012, we purchased an additional \$307,000 and sold \$364,000 of beta-alanine raw material. As of March 31, 2012, we had \$2.9 million of beta-alanine raw material on hand. Subject to customer demand levels and other economic influences, we expect to liquidate a majority of this beta-alanine inventory during the next several quarters.

Our ability to maintain or further increase our beta-alanine royalty and licensing revenue will depend in large part on the availability of the raw material beta-alanine when and in the amounts needed, the ability to expand distribution of beta-alanine to new and existing customers, and the continued compliance by third parties with our patent and trademark rights.

Net sales from our branded products declined 14.2% in the first nine months of fiscal 2012 as compared to the first nine months of fiscal 2011 due to the continued softening of our Pathway to Healing® product line. Our branded products segment consists primarily of the products sold under our Pathway to Healing® product line. Beginning in April 2007, Dr. Cherry ceased airing his weekly television program, which had served as the primary customer acquisition vehicle in marketing the Pathway to Healing® product line. While sales of the product line have been

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primarily generated by continuity orders from long-standing repeat customers, the loss of the television program has had a negative impact on our ability to acquire new customers and retain existing customers. During fiscal 2011, we began the process of re-launching a portion of our Pathway to Healing® product line and are continuing to evaluate alternatives for this product line.

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During the remainder of fiscal 2012, we plan to continue to focus on:

Leveraging our state of the art, certified facilities to increase the value of the goods and services we provide to our highly valued private label contract manufacturing customers, and assist us in developing relationships with additional quality oriented customers;

Expanding the commercialization of our beta-alanine patent estate through contract manufacturing, royalty and license agreements and protecting our proprietary rights;

Evaluating and implementing focused initiatives to grow our Pathway to Healing® product line; and

Improving operational efficiencies and managing costs and business risks to improve profitability.

**Critical Accounting Policies and Estimates**

The preparation of our financial statements requires that we make estimates and assumptions that affect the amounts reported in our financial statements and their accompanying notes. We have identified certain policies that we believe are important to the portrayal of our financial condition and results of operations. These policies require the application of significant judgment by our management. We base our estimates on our historical experience, industry standards, and various other assumptions that we believe are reasonable under the circumstances. Actual results could differ from these estimates under different assumptions or conditions. An adverse effect on our financial condition, changes in financial condition, and results of operations could occur if circumstances change that alter the various assumptions or conditions used in such estimates or assumptions.

Our critical accounting policies are discussed under Item 7 of our 2011 Annual Report. There have been no significant changes to these policies during the nine months ended March 31, 2012.

**Results of Operations**

The results of our operations for the periods ended March 31 were as follows (dollars in thousands):

|  | Three Months Ended<br>March 31, |           |             | Nine Months Ended<br>March 31, |           |             |
|--|---------------------------------|-----------|-------------|--------------------------------|-----------|-------------|
|  | 2012                            | 2011      | %<br>Change | 2012                           | 2011      | %<br>Change |
| Private label contract manufacturing       | \$ 14,943                       | \$ 12,224 | 22          | \$ 46,586                      | \$ 38,758 | 20          |
| Patent and trademark licensing             | 2,092                           | 720       | 191         | 4,146                          | 1,336     | 210         |
| Branded products                           | 387                             | 431       | (10)        | 1,192                          | 1,390     | (14)        |
| Total net sales                            | 17,422                          | 13,375    | 30          | 51,924                         | 41,484    | 25          |
| Cost of goods sold                         | 13,299                          | 10,991    | 21          | 39,765                         | 33,576    | 18          |
| Gross profit                               | 4,123                           | 2,384     | 73          | 12,159                         | 7,908     | 54          |
| Gross profit %                             | 23.7%                           | 17.8%     |             | 23.4%                          | 19.1%     |             |
| Selling, general & administrative expenses | 2,493                           | 2,126     | 17          | 6,956                          | 5,601     | 24          |
| % of net sales                             | 14.3%                           | 15.9%     |             | 13.4%                          | 13.5%     |             |
| Income from operations                     | 1,630                           | 258       | 532         | 5,203                          | 2,307     | 126         |
| % of net sales                             | 9.4%                            | 1.9%      |             | 10.0%                          | 5.6%      |             |

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|                             |          |        |     |          |          |       |
|-----------------------------|----------|--------|-----|----------|----------|-------|
| Other expense (income), net | 19       | 7      | 171 | (37)     | 5        | (840) |
| Income before income taxes  | 1,611    | 251    | 542 | 5,240    | 2,302    | 128   |
| % of net sales              | 9.2%     | 1.9%   |     | 10.1%    | 5.5%     |       |
| Income tax expense          | 543      | 70     | 676 | 1,859    | 355      | 424   |
| Net income                  | \$ 1,068 | \$ 181 | 490 | \$ 3,381 | \$ 1,947 | 74    |
| % of net sales              | 6.1%     | 1.4%   |     | 6.5%     | 4.7%     |       |



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The percentage increase in contract manufacturing net sales was primarily attributed to the following for the periods ended March 31, 2012:

|  | <b>Three Months</b> | <b>Nine Months</b> |
|--|---------------------|--------------------|
|  | <b>Ended</b>        | <b>Ended</b>       |
| Mannatech, Incorporated <sup>(1)</sup> | (1.5)%              | 7.4%               |
| NSA International, Inc. <sup>(2)</sup> | 7.1                 | 4.9                |
| Other customers <sup>(3)</sup>         | 16.6                | 7.9                |
| <b>Total</b>                           | <b>22.2%</b>        | <b>20.2%</b>       |

- 1 Net sales to Mannatech, Incorporated decreased during the three months ended March 31, 2012 as compared to the same period in the prior year primarily as a result of lower volumes of established products in existing markets. During the nine months ended March 31, 2012, net sales to Mannatech, Incorporated increased as compared to the same period in the prior year primarily as a result of higher volumes of established products in existing markets.
- 2 The increase in net sales to NSA International, Inc. (NSA) for the three months ended March 31, 2012 included an increase in international sales of 37.1% and a decrease in domestic sales of 2.2%. The increase in net sales to NSA for the nine months ended March 31, 2012 included an increase in international sales of 45.8% and a decline in domestic sales of 6.2%. The international sales increases were primarily due to increased demand by NSA's consumers. The domestic decreases were primarily due to lower average sales prices and lower sales volumes of existing products.
- 3 The increase in net sales was primarily due to sales of existing and new products to existing customers. Net sales from our branded products segment decreased 10% during the third quarter of fiscal 2012 as compared to the comparable quarter in fiscal 2011 and 14% during the nine months ended March 31, 2012 compared to the comparable nine month period last year. These sales declines were primarily due to the continuing impact of the cessation of the Dr. Cherry weekly television program in April 2007, which had served as the primary acquisition vehicle in marketing the Pathway to Healing<sup>®</sup> product line.

Gross profit margin increased 5.9 percentage points during the third quarter of fiscal 2012 from the comparable quarter in fiscal 2011 and 4.3 percentage points during the nine months ended March 31, 2012 from the comparable nine month period last year. The change in gross profit margin was primarily due to the following for the periods ended March 31, 2012:

|   | <b>Three Months</b> | <b>Nine Months</b> |
|---|---------------------|--------------------|
|   | <b>Ended</b>        | <b>Ended</b>       |
| <b>Contract manufacturing:</b>                  |                     |                    |
| Shift in sales and material mix                 | (3.0)%              | (3.1)%             |
| Reduced (incremental) overhead expenses         | 2.7                 | 3.4                |
| Reduced (incremental) direct and indirect labor | 2.4                 | 1.0                |
| Patent and trademark licensing                  | 4.4                 | 3.6                |
| Branded products operations                     | (0.6)               | (0.6)              |
| <b>Total</b>                                    | <b>5.9%</b>         | <b>4.3%</b>        |

Selling, general and administrative expenses increased \$367,000 and \$1.4 million, respectively, during the three and nine month periods ended March 31, 2012 as compared to the corresponding prior year periods. The increase during the third quarter of fiscal 2012 as compared to the same period in fiscal 2011 was primarily attributable to a \$171,000 increase in patent litigation and prosecution expenses associated with our patent and trademark licensing business and \$175,000 in increased expenses from our domestic private label contract manufacturing business.

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primarily related to employee compensation costs. The increase during the nine month period ended March 31, 2012 as compared to the same period in fiscal 2011 was primarily attributable to a \$640,000 increase in patent litigation and prosecution expenses associated with our patent and trademark licensing business and \$703,000 in increased expenses from our domestic private label contract manufacturing business primarily related to employee compensation costs. Selling, general and administrative expenses for our branded products business during the three and nine month periods ended March 31, 2012 were consistent with the comparable prior year periods.

Other expense, net increased \$12,000 during the third quarter of fiscal 2012 from the comparable quarter last year primarily due to foreign currency exchange activity. Other income, net increased \$42,000 during the nine month period ended March 31, 2012 from the comparable nine month period last year due primarily to favorable foreign currency exchange activity associated with the Swiss Franc and the related impact on the translation of Swiss Franc denominated expenses.

Our income tax expense increased \$473,000 during the third quarter of fiscal 2012 and \$1.5 million during the nine months ended March 31, 2012 as compared to the same periods in the prior fiscal year. The increases were primarily due to the recognition of federal and state income tax expense on domestic fiscal 2012 earnings compared to zero federal domestic income tax recognized for the three and nine month periods ended March 31, 2011. No U.S.-based federal income tax expense was recorded on domestic earnings during the three and nine month periods ended March 31, 2011 due to federal net operating loss carry forwards. As a result, the tax expense from operations for the three and nine month periods ended March 31, 2011 only included state tax expense on domestic operations and tax from our foreign subsidiary at a statutory tax rate of 20%. The three and nine month periods ended March 31, 2012 include both domestic federal and state income tax and income tax from our foreign subsidiary at a statutory tax rate of 20%.

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**Liquidity and Capital Resources**

Our primary sources of liquidity and capital resources are cash flows provided by operating activities and the availability of borrowings under our credit facility. Net cash used by operating activities was \$2.4 million for the nine months ended March 31, 2012 compared to \$4.6 million provided by operating activities in the comparable period in the prior year.

At March 31, 2012, changes in accounts receivable, consisting primarily of amounts due from our private label contract manufacturing customers and our patent and trademark licensing activities, used \$1.9 million in cash during the nine months ended March 31, 2012 compared to providing \$879,000 in the comparable period in the prior year. The increase in cash used by accounts receivable during the nine months ended March 31, 2012 was the result of higher sales and royalty and licensing revenue as compared to the comparable prior year period. Days sales outstanding was 22 days as of March 31, 2012 compared to 29 days as of March 31, 2011.

At March 31, 2012, changes in inventory used \$6.7 million in cash during the nine months ended March 31, 2012 compared to using \$492,000 of cash in the comparable prior year period. The increase in cash used by inventory during the nine months ended March 31, 2012 was primarily related to timing of inventory shipments and receipts, increased sales demand and the net acquisition of approximately \$2.9 million of beta-alanine raw material, which was acquired to help ensure sufficient inventory to meet anticipated future customer demand and to remove infringing beta-alanine product from the industry supply chain.

Approximately \$786,000 of our operating cash flow was generated by NAIE in the nine months ended March 31, 2012. As of March 31, 2012, NAIE's undistributed retained earnings were considered indefinitely reinvested.

Capital expenditures were \$1.8 million during the nine months ended March 31, 2012 compared to \$1.3 million in the comparable period in the prior year. Capital expenditures during the nine months ended March 31, 2012 and March 31, 2011 were primarily for manufacturing equipment in our Vista, California and Manno, Switzerland facilities

We did not have any consolidated debt as of either March 31, 2012 or June 30, 2011.

On December 16, 2010, we executed a new Credit Agreement with Wells Fargo Bank, National Association. This Credit Agreement replaced our previous credit facility and provides us with a line of credit of up to \$5.0 million. The line of credit may be used to finance working capital requirements. In consideration for granting the line of credit, we paid a commitment fee of \$12,500 upon execution of the agreement and paid an additional commitment fee of \$12,500 in December 2011. There are no amounts currently drawn under the line of credit.

Under the terms of the Credit Agreement, borrowings are subject to eligibility requirements including maintaining (i) net income after taxes of not less than \$750,000 on a trailing four quarter basis as of the end of each calendar quarter beginning with the four quarter period ended December 31, 2010; and (ii) a ratio of total liabilities to tangible net worth of not greater than 1.25 to 1.0 at any time. Any amounts outstanding under the line of credit will bear interest at a fixed or fluctuating interest rate as elected by NAI from time to time; provided, however, that if the outstanding principal amount is less than \$100,000 such amount shall bear interest at the then applicable fluctuating rate of interest. If elected, the fluctuating rate per annum would be equal to 2.75% above the daily one month LIBOR rate as in effect from time to time. If a fixed rate is elected, it would equal a per annum rate of 2.50% above the LIBOR rate in effect on the first day of the applicable fixed rate term. Any amounts outstanding under the line of credit must be paid in full on or before November 1, 2013; provided, however, that we must maintain a zero balance on advances under the line of credit for a period of at least 30 consecutive days during each fiscal year. Amounts outstanding that are subject to a fluctuating interest rate may be prepaid at any time without penalty. Amounts outstanding that are subject to a fixed interest rate may be prepaid at any time in minimum amounts of \$100,000, subject to a prepayment fee equal to the sum of the discounted monthly differences for each month from the month of prepayment through the month in which the then applicable fixed rate term matures.

Our obligations under the Credit Agreement are secured by our accounts receivable and other rights to payment, general intangibles, inventory, equipment and fixtures. We also have a foreign exchange facility with Wells Fargo in effect until November 1, 2013, and with Bank of America, N.A. in effect until March 15, 2013.

On March 31, 2012, we were in compliance with all of the financial and other covenants required under the Credit Agreement.

On September 22, 2006, NAIE entered into a credit facility to provide it with a credit line of up to CHF 1.3 million, or approximately \$1.4 million, which was the initial maximum aggregate amount that could be outstanding at any one time under the credit facility. This maximum amount is reduced annually by CHF 160,000, or approximately \$177,000. On February 19, 2007, NAIE amended its credit facility to provide that the maximum aggregate amount that may be outstanding under the facility cannot be reduced below CHF 500,000, or approximately \$554,000. As of March 31, 2012, there was no outstanding balance under this credit facility.



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Under its credit facility, NAIE may draw amounts either as current account loan credits to its current or future bank accounts or as fixed loans with a maximum term of 24 months. Current account loans will bear interest at the rate of 5% per annum. Fixed loans will bear interest at a rate determined by the parties based on current market conditions and must be repaid pursuant to a repayment schedule established by the parties at the time of the loan. If a fixed loan is repaid early at NAIE's election or in connection with the termination of the credit facility, NAIE will be charged a pre-payment penalty equal to 0.1% of the principal amount of the fixed loan or CHF 1,000 (approximately \$1,107), whichever is greater. The bank reserves the right to refuse individual requests for an advance under the credit facility, although its exercise of such right will not have the effect of terminating the credit facility as a whole.

As of March 31, 2012, we had \$11.1 million in cash and cash equivalents and \$5.6 million available under our credit facilities. Of these amounts, \$5.3 million of cash and cash equivalents and \$554,000 of the amount available under our credit facilities were held by NAIE. Our intent is to permanently reinvest all of our earnings from foreign operations, and we do not currently anticipate that we will need funds generated from foreign operations to fund our domestic operations. In the event funds from foreign operations are needed to fund our U.S. operations, we may be required to accrue and pay additional U.S. taxes to repatriate any such funds. Overall, we believe our available cash, cash equivalents and potential cash flows from operations will be sufficient to fund our current working capital needs and capital expenditures through at least the next 12 months.

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

As of March 31, 2012, we did not have any off-balance sheet debt nor did we have any transactions, arrangements, obligations (including contingent obligations) or other relationships with any unconsolidated entities or other persons that have or are reasonably likely to have a material current or future effect on our financial condition, changes in financial condition, results of operations, liquidity, capital expenditures, capital resources, or significant components of revenue or expenses material to investors.

### **Recent Accounting Pronouncements**

Recent accounting pronouncements are discussed in the notes to our consolidated financial statements included under Item 1 of this report. Other than those pronouncements, we are not aware of any other pronouncements that materially affect our financial position or results of operations.

## **ITEM 4. CONTROLS AND PROCEDURES**

We maintain certain disclosure controls and procedures as defined under the Securities Exchange Act of 1934. They are designed to help ensure that material information is: (1) gathered and communicated to our management, including our principal executive and financial officers, in a manner that allows for timely decisions regarding required disclosures; and (2) recorded, processed, summarized, reported and filed with the SEC as required under the Securities Exchange Act of 1934 and within the time periods specified by the SEC. Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of March 31, 2012. Based on such evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective for their intended purpose described above as of March 31, 2012.

There were no changes to our internal control over financial reporting during the quarterly period ended March 31, 2012 that have materially affected, or that are reasonably likely to materially affect, our internal control over financial reporting.

**Table of Contents****PART II OTHER INFORMATION****ITEM 1. LEGAL PROCEEDINGS**

From time to time, we become involved in various investigations, claims and legal proceedings that arise in the ordinary course of our business. These matters may relate to intellectual property, product liability, employment, tax, regulation, contract or other matters. The resolution of these matters as they arise will be subject to various uncertainties and, even if such claims are without merit, could result in the expenditure of significant financial and managerial resources. While unfavorable outcomes are possible, based on available information, we generally do not believe the resolution of these matters will result in a material adverse effect on our business, consolidated financial condition, or results of operations. However, a settlement payment or unfavorable outcome could adversely impact our results of operations. Our evaluation of the likely impact of these actions could change in the future and we could have unfavorable outcomes that we do not expect.

As of May 14, 2012, except as described below, neither NAI nor its subsidiary were a party to any material pending legal proceeding nor was any of their property the subject of any material pending legal proceeding.

On August 20, 2009, NAI filed a lawsuit in the U.S. District Court for the District of Delaware, accusing Vital Pharmaceutical, Inc. (VPX) and DNP International Co., Inc. (DNP) of infringing certain patents owned by NAI relating to the ingredient known as beta-alanine marketed and sold under the CarnoSyn® trade name. NAI asserted claims for unfair competition and false marking, among others, against one or both of the companies named in this lawsuit and sought an injunction against continued infringement and violations and damages for past infringement and violations including, among others, punitive damages and attorneys' fees. On August 8, 2011, a settlement agreement was reached between NAI and VPX. As part of the settlement, NAI granted VPX a limited and restricted covenant not to sue on certain claims of NAI's asserted beta-alanine patents and VPX agreed to dismiss its claims of invalidity and to cease certain business activities.

On August 3, 2011, NAI and CSI filed an amended and supplemental complaint against DNP reasserting claims for unfair competition and violation of the Delaware Deceptive Trade Practices Act. The amended complaint also asserted new facts in support of these claims. On September 8, 2011, NAI and CSI filed a voluntary notice of dismissal of the amended and supplemental complaint against DNP and filed a new complaint in the U.S. District Court for the District of Delaware alleging similar claims of unfair competition, violation of the Delaware Deceptive Trade Practices Act and interference with business relations. On December 22, 2011, DNP filed a complaint in the U.S. District Court for the District of Delaware against NAI and CSI for declaratory judgment of non-infringement and invalidity of three of NAI's patents. On January 27, 2012, DNP amended its complaint to add declaratory judgment claims of non-infringement and invalidity against NAI's U.S. Patent No. 8,067,381 (the '381 patent), entitled "Methods and compositions for increasing the anaerobic working capacity in tissues." On February 6, 2012, the Company and CSI moved to dismiss the cases related to the three previously asserted patents for lack of subject matter jurisdiction. On the same day, the Company filed its answer and counterclaims for infringement by DNP of the '381 patent. DNP subsequently agreed to voluntarily dismiss CSI from the lawsuit. On March 2, 2012, the Court ordered the dismissal of CSI. The Company's motion is still pending before the Court.

On December 21, 2011, NAI filed a lawsuit in the U.S. District Court for the Southern District of Texas, Houston Division, accusing Woodbolt Distribution, LLC, also known as Cellucor (Woodbolt), Vitaquest International, Inc., d/b/a Garden State Nutritionals (Garden State) and F.H.G. Corporation, d/b/a Integrity Nutraceuticals (Integrity), of infringing the '381 patent. NAI filed the complaint after Woodbolt failed to comply with a cease and desist demand. The complaint alleges that Woodbolt sells nutritional supplements, including supplements containing beta-alanine such as C4 Extreme, M5 Extreme, and N-Zero Extreme, that infringe the '381 patent. Woodbolt's alleged contract manufacturers, Garden State and Integrity, also were included in the suit for infringing the '381 patent. Woodbolt, in turn, filed a complaint seeking a declaratory judgment of non-infringement and invalidity of the '381 patent in the U.S. District Court for the District of Delaware. On February 17, 2012, Woodbolt filed a First Amended Complaint, realleging its original claims against the Company and asserting new claims of violation of the Sherman Act Antitrust Laws (15 U.S.C. § 2) and Unfair Competition. The Company reasserted the arguments in its prior motion to dismiss and moved to dismiss the new claims asserted by Woodbolt. The Company's motion is still pending before the Court.

On January 20, 2012, NAI filed two lawsuits in the U.S. District Court for the Southern District of Texas, Houston, Division, for infringement of the '381 patent, one against BPI Sports Holdings, LLC d/b/a BPI Sports, LLC and BPI Sports (BPI) and the other against Image Sports, LLC d/b/a Image Nutrition LLC (Image). NAI filed the lawsuits after BPI failed to comply with a cease and desist demand. In its suit against BPI, NAI alleged that BPI infringes the '381 patent by making, using, offering for sale and selling nutritional supplements and bundled supplement products containing beta-alanine such as its I.M.R. product. NAI's suit against Image alleged that Image makes, uses, offers for sale and sells nutritional supplements and bundled supplement products containing beta-alanine such as its Alarm product. On January 30, 2012, BPI Sports, LLC filed a complaint in the U.S. District Court for the Southern District of Florida for declaratory judgment of non-infringement, invalidity and/or unenforceability of certain of NAI's patents. On March 13, 2012, the parties finalized a settlement agreement regarding all three lawsuits. Under the terms of



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the settlement agreement, BPI and Image will purchase CarnoSyn® beta-alanine from NAI's licensed distributor, CSI, pursuant to a separate supply agreement between CSI, BPI and Image and receive a license from NAI to its intellectual property rights regarding CarnoSyn® beta-alanine. NAI receives royalties for sales of Carnosyn® beta-alanine sold by CSI.

On May 3, 2012, NAI filed a Complaint in the U.S. District Court for the Southern District of Texas, Houston Division, against Woodbolt Distribution, Inc., for infringing its U.S Patent No. 8,129,422 ( the 422 patent ) entitled Methods and compositions for increasing the anaerobic working capacity in tissues.

Although we believe the above litigation matters are supported by valid claims, there is no assurance NAI will prevail in these litigation matters or in similar proceedings it may initiate or that litigation expenses will be as anticipated.

NAI incurred litigation and patent compliance expenses of approximately \$544,000 during the three months ended March 31, 2012 and \$1.1 million during the nine months ended March 31, 2012. NAI incurred litigation and patent compliance expenses of approximately \$488,000 during the three months ended March 31, 2011 and \$770,000 during the nine months ended March 31, 2011.

**ITEM 1A. RISK FACTORS**

You should carefully consider the risks described under Item 1A of our 2011 Annual Report, as well as the other information in our 2011 Annual Report, this report and other reports and documents we file with the SEC, when evaluating our business and future prospects. If any of the identified risks actually occur, our business, financial condition and results of operations could be seriously harmed. In that event, the market price of our common stock could decline and you could lose all or a portion of the value of your investment in our common stock.

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

None.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None.

**ITEM 5. OTHER INFORMATION**

None.



**Table of Contents****ITEM 6. EXHIBITS**

The following exhibit index shows those exhibits filed with this report and those incorporated by reference:

| Exhibit Number | Description  | Incorporated By Reference To  |
|----------------|--|---|
| 3(i)           | Amended and Restated Certificate of Incorporation of Natural Alternatives International, Inc. filed with the Delaware Secretary of State on January 14, 2005             | Exhibit 3(i) of NAI's Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2004, filed with the commission on February 14, 2005  |
| 3(ii)          | Amended and Restated By-laws of Natural Alternatives International, Inc. dated as of February 9, 2009  | Exhibit 3(ii) of NAI's Current Report on Form 8-K dated February 9, 2009, filed with the commission on February 13, 2009                              |
| 4(i)           | Form of NAI's Common Stock Certificate   | Exhibit 4(i) of NAI's Annual Report on Form 10-K for the fiscal year ended June 30, 2005, filed with the commission on September 8, 2005              |
| 10.1           | 1999 Omnibus Equity Incentive Plan as adopted effective May 10, 1999, amended effective January 30, 2004, and further amended effective December 3, 2004*                | Exhibit 10.1 of NAI's Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2004, filed with the commission on February 14, 2005  |
| 10.2           | Amended and Restated Exclusive License Agreement effective as of September 1, 2004 by and among NAI and Dr. Reginald B. Cherry   | Exhibit 10.11 of NAI's Annual Report on Form 10-K for the fiscal year ended June 30, 2004, filed with the commission on September 14, 2004            |
| 10.3           | Exclusive License Agreement effective as of September 1, 2004 by and among NAI and Reginald B. Cherry Ministries, Inc.   | Exhibit 10.12 of NAI's Annual Report on Form 10-K for the fiscal year ended June 30, 2004, filed with the commission on September 14, 2004            |
| 10.4           | First Amendment to Exclusive License Agreement effective as of December 10, 2004 by and among NAI and Reginald B. Cherry Ministries, Inc.                                | Exhibit 10.13 of NAI's Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2004, filed with the commission on February 14, 2005 |
| 10.5           | Lease of Facilities in Vista, California between NAI and Calwest Industrial Properties, LLC, a California limited liability company (lease reference date June 12, 2003) | Exhibit 10.10 of NAI's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2003, filed with the commission on November 5, 2003 |
| 10.6           | Form of Indemnification Agreement entered into between NAI and each of its directors   | Exhibit 10.15 of NAI's Annual Report on Form 10-K for the fiscal year ended June 30, 2004, filed with the commission on September 14, 2004            |
| 10.7           | Lease of Facilities in Manno, Switzerland between NAIE and Mr. Silvio Tarchini dated May 9, 2005 (English translation)   | Exhibit 10.19 of NAI's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2005, filed with the commission on May 13, 2005         |
| 10.8           | Lease of Facilities in Manno, Switzerland between NAIE and Mr. Silvio Tarchini dated July 25, 2003 (English translation)   | Exhibit 10.19 of NAI's Annual Report on Form 10-K for the fiscal year ended June 30, 2005, filed with the commission on September 8, 2005             |
| 10.9           | Lease of Facilities in Manno, Switzerland between NAIE and Mr. Silvio Tarchini dated June 8, 2004 (English translation)  | Exhibit 10.20 of NAI's Annual Report on Form 10-K for the fiscal year ended June 30, 2005, filed with the commission on                               |

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|       |   |   |
|-------|---|---|
| 10.10 | Lease of Facilities in Manno, Switzerland between NAIE and Mr. Silvio Tarchini dated February 7, 2005 (English translation) | Exhibit 10.21 of NAI's Annual Report on Form 10-K for the fiscal year ended June 30, 2005, filed with the commission on September 8, 2005 |
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| 10.11 | Amendment effective as of September 15, 2005 to Lease of Facilities in Manno, Switzerland between NAIE and Mr. Silvio Tarchini dated May 9, 2005 (English translation)   | Exhibit 10.24 of NAI's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2005, filed with the commission on November 4, 2005 |
| 10.12 | Loan Agreement between NAIE and Credit Suisse dated as of September 22, 2006, including general conditions (portions of the Loan Agreement have been omitted pursuant to a request for confidential treatment) | Exhibit 10.36 of NAI's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2006, filed with the commission on November 1, 2006 |
| 10.13 | First Amendment to Loan Agreement between NAIE and Credit Suisse dated as of February 19, 2007   | Exhibit 10.41 of NAI's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2007, filed with the commission on May 14, 2007         |
| 10.14 | 2009 Omnibus Incentive Plan*   | Exhibit D of NAI's definitive Proxy Statement filed with the commission on October 16, 2009   |
| 10.15 | Manufacturing Agreement by and between NSA, Inc. and NAI dated April 1, 2005   | Exhibit 10.43 of NAI's Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2009, filed with the commission on February 16, 2010 |
| 10.16 | Manufacturing Agreement by and between Mannatech, Inc. and NAI dated April 22, 1998  | Exhibit 10.44 of NAI's Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2009, filed with the commission on February 16, 2010 |
| 10.17 | First Amendment to Manufacturing Agreement by and between Mannatech, Incorporated and NAI dated May 23, 2003   | Exhibit 10.45 of NAI's Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2009, filed with the commission on February 16, 2010 |
| 10.18 | Second Amendment to Manufacturing Agreement by and between Mannatech, Incorporated and NAI dated July 1, 2003  | Exhibit 10.46 of NAI's Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2009, filed with the commission on February 16, 2010 |
| 10.19 | Third Amendment to Manufacturing Agreement by and between Mannatech, Incorporated and NAI dated July 1, 2004   | Exhibit 10.47 of NAI's Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2009, filed with the commission on February 16, 2010 |
| 10.20 | Fourth Amendment to Manufacturing Agreement by and among Mannatech, Incorporated, Mannatech Swiss International GmbH and NAI dated January 1, 2008   | Exhibit 10.48 of NAI's Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2009, filed with the commission on February 16, 2010 |
| 10.21 | Manufacturing Sales Agreement by and between Mannatech, Incorporated and NAI dated November 19, 2004   | Exhibit 10.49 of NAI's Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2009, filed with the commission on February 16, 2010 |
| 10.22 | Amendment to Manufacturing Sales Agreement by and among Mannatech, Incorporated, Mannatech Swiss International GmbH and NAI dated January 1, 2008  | Exhibit 10.50 of NAI's Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2009, filed with the commission on February 16, 2010 |
| 10.23 | Exclusive Manufacturing Agreement by and between NSA, Inc., NAI and NAIE dated as of April 1, 2005   | Exhibit 10.51 of NAI's Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2009, filed with the commission on February 16, 2010 |
| 10.24 | Amended and Restated Employment Agreement dated as of August 31, 2010, by and between NAI and Mark A. LeDoux*  | Exhibit 10.41 of NAI's Annual Report on Form 10-K for the fiscal year ended June 30, 2010, filed with the commission on September 17, 2010            |
| 10.25 | Amended and Restated Employment Agreement dated as of August 31, 2010, by and between NAI and Kenneth E. Wolf  | Exhibit 10.42 of NAI's Annual Report on Form 10-K for the fiscal year ended June 30, 2010, filed with the commission on                               |

September 17, 2010

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| 10.26 | License and Fee Agreement effective November 10, 2010 by and among Roger Harris, Mark Dunnett, Kenny Johansson and NAI  | Exhibit 10.40 of NAI's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2010, filed with the commission on November 12, 2010 |
| 10.27 | Credit Agreement by and between NAI and Wells Fargo Bank, National Association effective as of December 1, 2010   | Exhibit 10.1 of NAI's Current Report on Form 8-K dated December 16, 2010, filed with the commission on December 22, 2010                               |
| 10.28 | ISDA 2002 Master Agreement dated as of March 10, 2011 by and between Bank of America N.A. and NAI (with Schedule dated March 10, 2011)  | Exhibit 10.31 of NAI's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2011, filed with the commission on May 16, 2011          |
| 10.29 | Agreement to License by and between NAI and Compound Solutions, Inc. effective as of July 1, 2011   | Exhibit 10.31 of NAI's Annual Report on Form 10-K for the fiscal year ended June 30, 2011, filed with the commission on September 22, 2011             |
| 10.30 | First Amendment to Credit Agreement by and between NAI and Wells Fargo Bank, National Association effective as of November 28, 2011   | Exhibit 10.1 of NAI's Current Report on Form 8-K dated December 27, 2011, filed with the commission on December 30, 2011                               |
| 10.31 | Revolving Line of Credit Note made by NAI for the benefit of Wells Fargo Bank, National Association dated November 28, 2011 in the amount of \$5,000,000  | Exhibit 10.2 of NAI's Current Report on Form 8-K dated December 27, 2011, filed with the commission on December 30, 2011                               |
| 10.32 | Lease of Facilities in Manno, Switzerland between NAIE and Mr. Silvio Tarchini dated January 1, 2012 (English translation)  | Exhibit 10.32 of NAI's Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2011, filed with the commission on February 13, 2012  |
| 10.33 | First Amendment to Agreement to License by and between NAI and Compound Solutions, Inc. effective as of January 6, 2012   | Filed herewith   |
| 10.34 | Second Amendment to Agreement to License by and between NAI and Compound Solutions, Inc. effective as of March 19, 2012   | Filed herewith   |
| 10.35 | First Amendment to Manufacturing Agreement by and between NSA, Inc. and NAI effective as of April 1, 2012   | Filed herewith   |
| 10.36 | First Amendment to Exclusive Manufacturing Agreement by and between NSA, Inc., NAI and NAIE effective as of April 1, 2005.  | Filed herewith   |
| 31.1  | Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer   | Filed herewith   |
| 31.2  | Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer   | Filed herewith   |
| 32    | Section 1350 Certification  | Filed herewith   |
| 101   | The following financial statements and notes from NAI's Quarterly Report on Form 10-Q for the quarter ended March 31, 2012, formatted in XBRL: (i) Condensed Consolidated Balance Sheets; (ii) Condensed Consolidated | Filed herewith   |

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Statements of Income and Comprehensive Income; (iii)  
Condensed Consolidated Statements of Cash Flows; and (iv)  
the Notes to Condensed Consolidated Financial Statements.\*\*

\* Indicates management contract or compensatory plan or arrangement.

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\*\* Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

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**SIGNATURES**

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

Date: May 14, 2012

NATURAL ALTERNATIVES INTERNATIONAL, INC.

By: /s/ Kenneth E. Wolf  
Kenneth E. Wolf, Chief Financial Officer

Mr. Wolf is the principal financial officer of Natural Alternatives International, Inc. and has been duly authorized to sign on its behalf.