Eaton Vance Tax-Managed Global Buy-Write Opportunities Fund
Form N-CSR
February 27, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form N-CSR

CERTIFIED SHAREHOLDER REPORT OF REGISTERED

MANAGEMENT INVESTMENT COMPANIES

Investment Company Act File Number: 811-21745

Eaton Vance Tax-Managed Global Buy-Write Opportunities Fund

(Exact Name of Registrant as Specified in Charter)

Two International Place, Boston, Massachusetts 02110

(Address of Principal Executive Offices)

Maureen A. Gemma

Two International Place, Boston, Massachusetts 02110

(Name and Address of Agent for Services)

(617) 482-8260

(Registrant s Telephone Number)

December 31

Date of Fiscal Year End

December 31, 2016

Date of Reporting Period

Item 1. Reports to Stockholders

Eaton Vance

Tax-Managed Global Buy-Write Opportunities Fund (ETW)

Annual Report

December 31, 2016

Commodity Futures Trading Commission Registration. Effective December 31, 2012, the Commodity Futures Trading Commission (CFTC) adopted certain regulatory changes that subject registered investment companies and advisers to regulation by the CFTC if a fund invests more than a prescribed level of its assets in certain CFTC-regulated instruments (including futures, certain options and swap agreements) or markets itself as providing investment exposure to such instruments. The Fund has claimed an exclusion from the definition of the term commodity pool operator under the Commodity Exchange Act. Accordingly, neither the Fund nor the adviser with respect to the operation of the Fund is subject to CFTC regulation. Because of its management of other strategies, the Fund s adviser is registered with the CFTC as a commodity pool operator and a commodity trading advisor.

Managed Distribution Plan. Pursuant to an exemptive order issued by the Securities and Exchange Commission (Order), the Fund is authorized to distribute long-term capital gains to shareholders more frequently than once per year. Pursuant to the Order, the Fund s Board of Trustees approved a Managed Distribution Plan (MDP) pursuant to which the Fund makes monthly cash distributions to common shareholders, stated in terms of a fixed amount per common share.

The Fund currently distributes monthly cash distributions equal to $0.0973 per share in accordance with the MDP. You should not draw any conclusions about the Fund s investment performance from the amount of these distributions or from the terms of the MDP. The MDP will be subject to regular periodic review by the Fund s Board of Trustees and the Board may amend or terminate the MDP at any time without prior notice to Fund shareholders. However, at this time there are no reasonably foreseeable circumstances that might cause the termination of the MDP.

The Fund may distribute more than its net investment income and net realized capital gains and, therefore, a distribution may include a return of capital. A return of capital distribution does not necessarily reflect the Fund s investment performance and should not be confused with yield or income. With each distribution, the Fund will issue a notice to shareholders and a press release containing information about the amount and sources of the distribution and other related information. The amounts and sources of distributions contained in the notice and press release are only estimates and are not provided for tax purposes. The amounts and sources of the Fund s distributions for tax purposes will be reported to shareholders on Form 1099-DIV for each calendar year.

Fund shares are not insured by the FDIC and are not deposits or other obligations of, or guaranteed by, any depository institution. Shares are subject to investment risks, including possible loss of principal invested.

Annual Report December 31, 2016

Eaton Vance

Tax-Managed Global Buy-Write Opportunities Fund

Table of Contents

Management s Discussion of Fund Performance	2
Performance	3
Fund Profile	4
Fund Snapshot	5
Endnotes and Additional Disclosures	6
Financial Statements	7
Report of Independent Registered Public Accounting Firm	26
Federal Tax Information	27
Dividend Reinvestment Plan	28
Management and Organization	30
Important Notices	33

Eaton Vance

Tax-Managed Global Buy-Write Opportunities Fund

December 31, 2016

Management s Discussion of Fund Performance[1]

Economic and Market Conditions

With U.S. stock markets leading the way, most global equity markets delivered gains for the 12-month period ended December 31, 2016. Continued low interest rates and a rebound in oil prices were countered by geopolitical tensions, concerns about sluggish economic growth and uncertainties in the aftermath of the U.S. presidential election.

Global equity markets opened the period in a sharp downturn amid worries about falling oil prices, declining interest rates and slowing global growth, particularly in China. The pullback began in early January 2016 and continued into mid-February 2016, when stocks turned around and soon overcame the earlier losses. Coinciding with the rebound was a reversal in crude oil prices, which rose following a prolonged decline.

In late June 2016, Britain s Brexit vote to leave the European Union sent stocks into a two-day tailspin. However, equity markets quickly rallied, recovering the lost ground. In the U.S., major stock indexes reached multiple record highs during July and August 2016.

Global equity markets retreated in late August 2016, as oil prices declined and investors worried about a possible interest rate increase. The U.S. Federal Reserve s (the Fed s) decision at its September 2016 meeting to leave rates unchanged, along with an agreement by the Organization of the Petroleum Exporting Countries (OPEC) to curb oil production, sent stocks briefly higher. In November 2016, U.S. stocks rallied sharply following Donald Trump s victory in the U.S. presidential election. The rally continued into December 2016 with financial stocks and the aerospace & defense industry leading the way. Financial stocks got another boost in mid-December 2016 when the Fed raised its benchmark interest rate amid positive economic reports. However, the U.S. rally was not shared by other global markets, most of which lagged in the final month amid worries about future trade and immigration policy under President-elect Trump.

For the 12-month period, the MSCI World Index,[2] a proxy for global equities, returned 7.51%. The MSCI EAFE Index, an index of developed-market international equities, returned 1.00%, while the MSCI Emerging Markets Index returned 11.19%. In the U.S., the blue-chip Dow Jones Industrial Average advanced 16.50%, while the broader U.S. equity market, as represented by the S&P 500 Index, gained 11.96%.

Fund Performance

For the 12-month period ended December 31, 2016, Eaton Vance Tax-Managed Global Buy-Write Opportunities Fund (the Fund) had a total return of 3.46% at net asset value (NAV), underperforming the 11.96% return of its benchmark, the S&P 500 Index (the Index), the 7.07% return of the CBOE S&P 500 BuyWrite Index and the 5.81% return of the

CBOE NASDAQ-100 BuyWrite Index, but outperforming the 0.27% return of the FTSE Eurotop 100 Index in U.S. dollars. The Fund s common stock portfolio underperformed the Index during the period, and the Fund s options overlay strategy detracted from performance versus the Index as well.

The Fund employs an options strategy of writing (selling) stock index call options on a portion of its underlying common stock portfolio. The options strategy, which is designed to help limit the Fund s exposure to market volatility and to provide current income, proved disadvantageous during a 12-month period marked by generally low volatility in the equity markets and a strong market upturn in late June 2016, when equity markets rallied back sharply after initially declining post-Brexit (Great Britain s June 23 vote to leave the European Union). When the market turned upward, some of the Fund s writing of call options on U.S. and overseas indexes ended in losses and detracted from performance versus the Index.

Within the Fund s common stock portfolio, exposure to European stocks in general hurt Fund performance versus the U.S.-centric Index, due to the underperformance of European stocks overall compared with U.S. equities, as well as a strengthening U.S. dollar during the period that hurt the returns of European stocks when converted into dollars. More specifically, stock selection in the financials, health care and consumer staples sectors detracted from Fund performance relative to the Index. In financials, underweighting U.S. bank JPMorgan Chase & Co., relative to the Index, hurt performance vs. the Index, as the stock benefited from somewhat higher interest rates and the perception that the regulatory environment for banks would improve under the incoming U.S. administration. Elsewhere in the sector, the Fund s out-of-Index holding in Italian bank Intesa Sanpaolo SpA. declined on weak European economic growth and concern about the effects of Brexit on the European financial system. In health care, the Fund s out-of-Index positions in Swiss pharmaceutical firms Roche Holding AG PC and Novartis AG both declined in price, due in part to American news stories about high drug prices, which raised concerns that a new U.S. administration might put pricing pressure on the firms American business.

In contrast, Fund performance versus the Index was helped by stock selection in the materials sector, where the Fund s out-of-Index holdings in Anglo-Swiss mining firm Glencore PLC and British-Australian mining company Rio Tinto PLC both benefited from rising commodity prices that drove strong stock performance. Individual holdings in other sectors that rose in price and contributed to Fund performance relative to the Index included out-of-Index positions in German industrial conglomerate Siemens AG and U.K.-based semiconductor firm ARM Holdings PLC. By period-end, ARM Holdings had been acquired by another firm and was thus no longer held in the portfolio.

See Endnotes and Additional Disclosures in this report.

Past performance is no guarantee of future results. Returns are historical and are calculated by determining the percentage change in net asset value (NAV) or market price (as applicable) with all distributions reinvested and include management fees and other expenses. Fund performance at market price will differ from its results at NAV due to factors such as changing perceptions about the Fund, market conditions, fluctuations in supply and demand for Fund shares, or changes in Fund distributions. Investment return and principal value will fluctuate so that shares, when sold, may be worth more or less than their original cost. Performance less than or equal to one year is cumulative. Performance is for the stated time period only; due to market volatility, current Fund performance may be lower or higher than the quoted return. For performance as of the most recent month-end, please refer to eatonvance.com.

2

Eaton Vance

Tax-Managed Global Buy-Write Opportunities Fund

December 31, 2016

Performance[2]

Portfolio Managers Michael A. Allison, CFA and Thomas C. Seto

% Average Annual Total Returns	Inception Date	One Year	Five Years	Ten Years
Fund at NAV	09/30/2005	3.46%	7.89%	5.27%
Fund at Market Price		0.14	10.31	4.23
S&P 500 Index		11.96%	14.64%	6.94%
FTSE Eurotop 100 Index		0.27	5.66	0.69
CBOE S&P 500 BuyWrite Index		7.07	7.23	4.27
CBOE NASDAQ 100 BuyWrite Index		5.81	7.20	4.06

% Premium/Discount to NAV[3]	
	5.98%

Distributions[4]	
Total Distributions per share for the period	$ 1.168
Distribution Rate at NAV	10.90%
Distribution Rate at Market Price	11.59%

See Endnotes and Additional Disclosures in this report.

Past performance is no guarantee of future results. Returns are historical and are calculated by determining the percentage change in net asset value (NAV) or market price (as applicable) with all distributions reinvested and include management fees and other expenses. Fund performance at market price will differ from its results at NAV due to factors such as changing perceptions about the Fund, market conditions, fluctuations in supply and demand for Fund shares, or changes in Fund distributions. Investment return and principal value will fluctuate so that shares, when sold, may be worth more or less than their original cost. Performance less than or equal to one year is cumulative. Performance is for the stated time period only; due to market volatility, current Fund performance may be lower or higher than the quoted return. For performance as of the most recent month-end, please refer to eatonvance.com.

Eaton Vance

Tax-Managed Global Buy-Write Opportunities Fund

December 31, 2016

Fund Profile

Sector Allocation (% of total investments)[5]

Country Allocation (% of total investments)[5]

Top 10 Holdings (% of total investments)[5]

Apple, Inc.	4.0%
Microsoft Corp.	3.2
Amazon.com, Inc.	2.4
Nestle SA	2.0
Alphabet, Inc., Class A	1.7
Facebook, Inc., Class A	1.6
Alphabet, Inc., Class C	1.5
Roche Holding AG PC	1.5
Comcast Corp., Class A	1.4
Novartis AG	1.4
Total	20.7%

See Endnotes and Additional Disclosures in this report.

Eaton Vance

Tax-Managed Global Buy-Write Opportunities Fund

December 31, 2016

Fund Snapshot

Objective	The primary investment objective is to provide current income and gains, with a secondary objective of capital appreciation.
Strategy	The Fund invests in a diversified portfolio of common stocks and writes call options on one or more U.S. and foreign indices on a substantial portion of the value of its common stock portfolio to generate current earnings from the option premium. The Fund evaluates returns on an after tax basis and seeks to minimize and defer federal income taxes incurred by shareholders in connection with their investment in the Fund.

Options Strategy	Write Index Covered Calls
Equity Benchmarks[2]	S&P 500 Index FTSE Eurotop 100 Index
Morningstar Category	World Stock
Distribution Frequency	Monthly

Common Stock Portfolio

Positions Held	370
% US / Non-US	54.0/46.0
Average Market Cap	$144.2 Billion

Call Options Written

% of Stock Portfolio	94%
Average Days to Expiration	17 days
% Out of the Money	0.8%

The following terms as used in the Fund snapshot:

Average Market Cap: An indicator of the size of the companies in which the Fund invests and is the sum of each security s weight in the portfolio multiplied by its market cap. Market Cap is determined by multiplying the price of a share of a company s common stock by the number of shares outstanding.

Call Option: For an index call option, the buyer has the right to receive from the seller (or writer) a cash payment at the option expiration date equal to any positive difference between the value of the index at contract expiration and the exercise price. The buyer of a call option makes a cash payment (premium) to the seller (writer) of the option upon entering into the option contract.

Covered Call Strategy: A strategy of owning a portfolio of common stocks and writing call options on all or a portion of such stocks to generate current earnings from option premium.

Out of the Money: For a call option on an index, the extent to which the exercise price of the option exceeds the current price of the value of the index.

See Endnotes and Additional Disclosures in this report.

Eaton Vance

Tax-Managed Global Buy-Write Opportunities Fund

December 31, 2016

Endnotes and Additional Disclosures

[1] The views expressed in this report are those of the portfolio manager(s) and are current only through the date stated at the top of this page. These views are subject to change at any time based upon market or other conditions, and Eaton Vance and the Fund(s) disclaim any responsibility to update such views. These views may not be relied upon as investment advice and, because investment decisions are based on many factors, may not be relied upon as an indication of trading intent on behalf of any Eaton Vance fund. This commentary may contain statements that are not historical facts, referred to as forward looking statements . The Fund s actual future results may differ significantly from those stated in any forward looking statement, depending on factors such as changes in securities or financial markets or general economic conditions, the volume of sales and purchases of Fund shares, the continuation of investment advisory, administrative and service contracts, and other risks discussed from time to time in the Fund s filings with the Securities and Exchange Commission.

[2] MSCI World Index is an unmanaged index of equity securities in the developed markets. MSCI EAFE Index is an unmanaged index of equities in the developed markets, excluding the U.S. and Canada. MSCI Emerging Markets Index is an unmanaged index of emerging markets common stocks. MSCI indexes are net of foreign withholding taxes. Source: MSCI. MSCI data may not be reproduced or used for any other purpose. MSCI provides no warranties, has not prepared or approved this report, and has no liability hereunder. Dow Jones Industrial Average is a price- weighted average of 30 blue-chip stocks that are generally the leaders in their industry. S&P 500 Index is an unmanaged index of large-cap stocks commonly used as a measure of U.S. stock market performance. FTSE Eurotop 100 Index is a tradable index designed to represent the performance of the 100 most highly capitalized blue-chip companies in Europe. The return for the FTSE Eurotop 100 Index is calculated in U.S. dollars. CBOE S&P 500 BuyWrite Index measures the performance of a hypothetical buy-write strategy on the S&P 500 Index. CBOE NASDAQ-100 BuyWrite Index measures the performance of a theoretical portfolio that owns stocks included in the NASDAQ-100 Index and writes (sells) NASDAQ-100 Index covered call options. Unless otherwise stated, index returns do not reflect the effect of any applicable sales charges, commissions, expenses, taxes or leverage, as applicable. It is not possible to invest directly in an index. Performance since inception for an index, if presented, is the performance since the Fund s or oldest share class inception, as applicable.

[3] The shares of the Fund often trade at a discount or premium from their net asset value. The discount or premium of the Fund may vary over time and may be higher or lower than what is quoted in this report. For up-to-date premium/discount information, please refer to http://eatonvance.com/closedend.

[4] The Distribution Rate is based on the Fund s last regular distribution per share in the period (annualized) divided by the Fund s NAV or market price at the end of the period. The Fund s distributions may be comprised of amounts characterized for federal income tax purposes as qualified and non-qualified ordinary dividends, capital gains and nondividend distributions, also known as return of capital. For additional information about nondividend

distributions, please refer to Eaton Vance Closed-End Fund Distribution Notices (19a) posted on our website, eatonvance.com. The Fund will determine the federal income tax character of distributions paid to a shareholder after the end of the calendar year. This is reported on the IRS form 1099-DIV and provided to the shareholder shortly after each year-end. For information about the tax character of distributions made in prior calendar years, please refer to Performance-Tax Character of Distributions on the Fund s webpage available at eatonvance.com. In recent years, a significant portion of the Fund s distributions has been characterized as a return of capital. The Fund s distributions are determined by the investment adviser based on its current assessment of the Fund s long-term return potential. Fund distributions may be affected by numerous factors including changes in Fund performance, the cost of financing for leverage, portfolio holdings, realized and projected returns, and other factors. As portfolio and market conditions change, the rate of distributions paid by the Fund could change.

[5] Depictions do not reflect the Fund s option positions. Excludes cash and cash equivalents.

Fund snapshot and profile subject to change due to active management.

Eaton Vance

Tax-Managed Global Buy-Write Opportunities Fund

December 31, 2016

Portfolio of Investments

Common Stocks 100.4%

Security	Shares	Value
Aerospace & Defense 1.8%		
Airbus Group SE	97,477	$ 6,438,226
General Dynamics Corp.	6,866	1,185,484
L3 Technologies, Inc.	5,966	907,488
Northrop Grumman Corp.	13,028	3,030,052
Raytheon Co.	33,521	4,759,982
Rolls-Royce Holdings PLC	306,584	2,518,127
Textron, Inc.	30,061	1,459,762
		$ 20,299,121
Air Freight & Logistics 0.4%		
Deutsche Post AG	61,060	$ 2,002,465
Expeditors International of Washington, Inc.	33,631	1,781,098
United Parcel Service, Inc., Class B	2,894	331,768
		$ 4,115,331
Airlines 0.2%		
Alaska Air Group, Inc.	16,774	$ 1,488,357
International Consolidated Airlines Group SA	65,562	355,241
		$ 1,843,598
Auto Components 0.7%		
Aisin Seiki Co., Ltd.	10,200	$ 441,348
BorgWarner, Inc.	11,315	446,264
Compagnie Generale des Etablissements Michelin, Class B	26,277	2,920,919
Denso Corp.	60,300	2,608,364

Security	Shares	Value
Toyoda Gosei Co., Ltd.	12,800	298,741
Toyota Industries Corp.	6,400	304,290
Yokohama Rubber Co., Ltd. (The)	75,500	1,349,581
		$ 8,369,507
Automobiles 1.4%		
Daimler AG	132,059	$ 9,800,833
Ford Motor Co.	47,101	571,335
Honda Motor Co., Ltd.	41,600	1,214,524
Isuzu Motors, Ltd.	99,500	1,258,129
Mazda Motor Corp.	49,000	797,915
Toyota Motor Corp.	21,500	1,260,511
Volkswagen AG, PFC Shares	4,332	606,121
		$ 15,509,368

Security	**Shares**	**Value**
Banks 6.6%		
Banco Bilbao Vizcaya Argentaria SA	41,559	$ 280,063
Banco Santander SA	1,466,812	7,630,754
Bank of America Corp.	50,000	1,105,000
BNP Paribas SA	145,540	9,261,862
Citigroup, Inc.	10,022	595,607
Credit Agricole SA	243,088	3,009,109
Danske Bank A/S	77,886	2,356,343
Fifth Third Bancorp	112,006	3,020,802
First Horizon National Corp.	19,470	389,595
Hiroshima Bank, Ltd. (The)	87,000	405,404
HSBC Holdings PLC	995,388	8,031,398
Huntington Bancshares, Inc.	307,053	4,059,241
ING Groep NV	426,434	6,003,657
Intesa Sanpaolo SpA	2,091,453	5,297,946
JPMorgan Chase & Co.	47,825	4,126,819
KBC Group NV	22,722	1,403,942
KeyCorp	218,919	3,999,650
Lloyds Banking Group PLC	1,918,446	1,473,129
PNC Financial Services Group, Inc. (The)	6,406	749,246
Shinsei Bank, Ltd.	336,000	562,243
Societe Generale SA	135,261	6,653,056
SunTrust Banks, Inc.	19,446	1,066,613
U.S. Bancorp	20,850	1,071,064
Wells Fargo & Co.	51,808	2,855,139
		$ 75,407,682
Beverages 1.9%		
Anheuser-Busch InBev SA/NV	11,465	$ 1,213,502

Coca-Cola Co. (The)	100,476	4,165,735
Constellation Brands, Inc., Class A	29,994	4,598,380
Heineken Holding NV	24,773	1,722,728
Heineken NV	7,692	576,422
Kirin Holdings Co., Ltd.	59,000	957,642
PepsiCo, Inc.	70,441	7,370,242
Takara Holdings, Inc.	84,000	771,395
		$ 21,376,046

Biotechnology 3.6%

AbbVie, Inc.	47,758	$ 2,990,606
Amgen, Inc.	78,478	11,474,268
BioMarin Pharmaceutical, Inc.[1]	19,589	1,622,753
Celgene Corp.[1]	92,074	10,657,565
Gilead Sciences, Inc.	143,508	

$

(636,392

)

$

(1,451,363

)

$

(1,196,263

)

Basic and Diluted Loss Per Share

$

(0.05

)

$

(0.09

)

$

(0.09

)

$

(0.17

)

Weighted Average Common Shares Outstanding -
Basic and Diluted

15,458,212

7,008,212

15,458,212

7,008,212

3

PRECISION OPTICS CORPORATION, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE SIX MONTHS ENDED
DECEMBER 31, 2006 AND 2005
(UNAUDITED)

	Six Months Ended December 31,	
	2006	2005
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net Loss	$ (1,451,363)	$ (1,196,263)
Adjustments to Reconcile Net Loss to Net Cash		
Used In Operating Activities -		
Depreciation and Amortization	57,365	83,396
Gain on Disposal of Asset	-	(165,700)
Stock-based compensation expense	109,259	-
Provision for Inventory Write-Down	-	38,600
Changes in Operating Assets and Liabilities-		
Accounts Receivable	61,294	(135,458)
Inventories	(65,757)	30,164
Prepaid Expenses	(59,822)	(20,503)
Accounts Payable	75,651	26,146
Other Accrued Expenses	(36,292)	(44,403)
Net Cash Used In Operating Activities	(1,309,665)	(1,384,021)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of Property and Equipment	(83,304)	(8,017)
Proceeds from Disposal of Asset	-	162,000
Increase in Other Assets	(69,709)	(32,203)
Net Cash Provided By (Used In) Investing Activities	(153,013)	121,780
CASH FLOWS FROM FINANCING ACTIVITIES:		
Payment of Offering Costs	(15,460)	-
Net Cash Used In Financing Activities	(15,460)	-
NET DECREASE IN CASH AND CASH EQUIVALENTS	(1,478,138)	(1,262,241)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	2,030,428	2,171,693
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ 552,290	$ 909,452
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash Paid for-		
Interest	$ -	$ -
Income Taxes	$ 912	$ 912

PRECISION OPTICS CORPORATION, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation and Operations

The accompanying consolidated financial statements include the accounts of Precision Optics Corporation, Inc. and its wholly-owned subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation.

These consolidated financial statements have been prepared by the Company, without audit, and reflect normal recurring adjustments which, in the opinion of management, are necessary for a fair statement of the results of the second quarter and the first six months of the Company's fiscal year 2007. These consolidated financial statements do not include all disclosures associated with annual consolidated financial statements and, accordingly, should be read in conjunction with footnotes contained in the Company's consolidated financial statements for the year ended June 30, 2006 together with the Report of Independent Registered Public Accounting Firm filed under cover of the Company's 2006 Annual Report on Form 10-KSB.

The Company has incurred significant operating losses during the last ten fiscal years. This trend was primarily the result of the loss of several significant customers, and operating losses and provision for asset impairment, restructuring, and inventory write-downs associated with the downturn in demand for optical filters used in telecommunications systems. In fiscal 1998, the Company began making significant investments in research and development and capital purchases for new products. In August 1999 and March 2000, the Company raised gross proceeds of approximately $16 million of additional cash through the issuance of common stock. In July 2004, the Company completed a rights offering to stockholders by issuing 5,256,159 shares of common stock. Net cash proceeds to the Company (after offering costs of $222,175) were $5,033,984. In April 2006 the Company completed a private placement, issuing 8,450,000 shares of common stock. Net cash proceeds to the Company (after offering costs of $49,725) were $2,062,775.

In the past five fiscal years, the Company has implemented a number of restructuring and cost saving measures in an effort to align costs with revenues and strengthen financial performance. Full-time employee headcount has been reduced from 78 at June 30, 2001 to 32 at December 31, 2006. The Company has discontinued the development and manufacturing of telecommunications products, canceled the lease on its Optical Thin Films Technology Center, and written down and/or sold certain property, equipment and inventories invested in its telecommunications business. The Company will continue its review of other expense areas to determine where additional reductions in discretionary spending can be achieved.

The Company’s current sources of liquidity consist of its cash and cash equivalents and accounts receivable. At December 31, 2006 the Company had $552,290 in cash and cash equivalents and $319,803 in accounts receivable.

The Company expects its recent pattern of quarter-to-quarter revenue fluctuations to continue, due to the uncertain timing of individual orders and their size in relation to total revenues. The Company remains confident in the value of its technology and expertise in medical applications and elsewhere. During the past year, the Company introduced several new products that with continued promotion, and along with new and on-going customer relationships, the Company believes will result in increasing revenues. In addition, despite strict controls on R&D spending, the Company continues to move forward with new products and technical innovations.

Use of Estimates

The preparation of these consolidated financial statements requires the Company to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses. The Company bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

Loss Per Share

Basic loss per share is computed by dividing net loss by the weighted average number of shares of common stock outstanding during the period. For the three and six months ended December 31, 2006 and 2005, the effect of stock options was antidilutive; therefore, they were not included in the computation of diluted loss per share. The number of shares issuable upon the exercise of outstanding stock options that were excluded from the computation as their effect would be antidilutive were approximately 2,532,583 and 1,316,783 for the three months ended December 31, 2006 and 2005, respectively and approximately 2,492,583 and 1,336,783 for the six months ended December 31, 2006 and 2005, respectively.

Revenue Recognition

In December 2003, the Securities and Exchange Commission issued Staff Accounting Bulletin (“SAB”) No. 104 which establishes guidance in applying generally accepted accounting principles to revenue recognition in financial statements and was effective for the Company’s fiscal year 2004. SAB No. 104 requires that four basic criteria must be met before revenue can be recognized: (1) persuasive evidence of an arrangement exists; (2) delivery has occurred or services rendered; (3) the price to the buyer is fixed and determinable; and (4) collectibility is reasonably assured. The Company’s shipping terms are customarily FOB shipping point. The Company’s revenue recognition practices comply with the guidance in the bulletin.

The sales price of products and services sold is fixed and determinable after receipt and acceptance of a customer’s purchase order or properly executed sales contract, typically before any work is performed. Management reviews each customer purchase order or sales contract to determine that the work to be performed is specified and there are no unusual terms and conditions which would raise questions as to whether the sales price is fixed or determinable. The Company assesses credit worthiness of customers based upon prior history with the customer and assessment of financial condition. Accounts receivable are stated at the amount management expects to collect from outstanding balances. An allowance for doubtful accounts is provided for that portion of accounts receivable considered to be uncollectible, based upon historical experience and management’s evaluation of outstanding accounts receivable at the end of the year. Bad debts are written off against the allowance when identified.

The Company's revenue transactions typically do not contain multiple deliverable elements for future performance obligations to customers, other than a standard one-year warranty on materials and workmanship, the estimated costs for which are provided for at the time revenue is recognized.

Revenues for industrial and medical products sold in the normal course of business are recognized upon shipment when delivery terms are FOB shipping point and all other revenue recognition criteria have been met. Services that the Company provides to customers consist of repairs and engineering design and development. Recognition of service revenue occurs (assuming all other revenue recognition criteria have been met) upon delivery to the customer of the repaired product. Gross shipping charges reimbursable from customers, to deliver product, are insignificant and are included in Revenues, while shipping costs are shown in Selling, General and Administrative Expenses section of the Consolidated Statement of Operations.

Reclassification

The Company has revised certain classifications within the statement of operations to more appropriately reflect as research and development costs certain expenditures associated with product development efforts that previously were reflected as cost of sales. The Company also reclassified certain reimbursed research and development costs as an offset to research and development expense from revenue. This change has been reflected retrospectively to all periods presented. The Company believes this better reflects the nature of certain expenditures (and reimbursements) due to the fact that the Company does not engage in any contractual arrangements to perform research and development. The effect of the reclassification had no impact on operating income, net income, the Company's financial position or cash flows.

The table below summarizes the effect of these changes for the following periods:

	Three Months Ended December 31, 2005		Six Months Ended December 31, 2005	
	Currently Reported	Before Reclassification	Currently Reported	Before Reclassification
Revenues	$ 519,950	$ 529,195	$ 930,382	$ 948,777
Gross Profit	$ 116,849	$ 42,072	$ 93,355	$ (59,846)
Research and Development Expenses	$ 346,168	$ 269,159	$ 633,998	$ 477,270
Total Operating Expenses	$ 759,507	$ 684,730	$ 1,305,030	$ 1,151,829

	Three Months Ended December 31, 2006		Six Months Ended December 31, 2006	
	Currently Reported	Before Reclassification	Currently Reported	Before Reclassification
Revenues	$ 470,811	$ 489,911	$ 898,436	$ 964,065
Gross Profit	$ 154,374	$ 98,708	$ 198,539	$ 86,938
Research and Development Expenses	$ 378,954	$ 322,069	$ 643,477	$ 529,893
Total Operating Expenses	$ 924,948	$ 869,282	$ 1,672,497	$ 1,560,896

Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. 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.

In assessing the likelihood of utilization of existing deferred tax assets, management has considered historical results of operations and the current operating environment. Based on this evaluation, a full valuation reserve has been provided for the deferred tax assets.

Recent Accounting Pronouncements

In July 2006, the FASB issued FASB Interpretation No. 48 "Accounting for Uncertainty in Income Taxes" ("FIN48"). FIN 48 is an interpretation of FASB Statement No. 109. "Accounting for Income Taxes," and it seeks to reduce the diversity in practice associated with certain aspects of measurement and recognition in accounting for income taxes. In addition, FIN 48 requires expanded disclosure with respect to the uncertainty in income taxes and is required to be adopted for fiscal years beginning after December 15, 2006. The Company is currently evaluating the impact, if any, that FIN 48 will have on its financial statements.

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157 "Fair Value Measurements", ("FAS 157"). FAS 157 defines fair value, establishes a framework for measuring fair value, and expands disclosure requirements regarding fair value measurement. FAS 157 is effective for the Company beginning July 1, 2008. The Company is currently reviewing the Statement to determine the impact and materiality of its adoption to the Company.

In September 2006, the SEC issued Staff Accounting Bulletin No. 108 ("SAB 108"), Considering the Effects of Prior Year Misstatements When Quantifying Misstatements in Current Year Financial Statements, providing guidance on quantifying financial statement misstatement and implementation when first applying this guidance. Under SAB No.108, companies should evaluate a misstatement based on its impact on the current year income statement, as well as the cumulative effect of correcting such misstatements that existed in prior years still existing in the current year's ending balance sheet. SAB 108 is effective for fiscal years ending after November 15, 2006. The Company is currently evaluating the impact, if any, that SAB No. 108 will have on its financial statements.

2. INVENTORIES

Inventories are stated at the lower of cost (first-in, first-out) or market and consist of the following:

	December 31, 2006	June 30, 2006
Raw Materials	$ 264,969	$ 251,725
Work-In-Progress	169,599	114,786
Finished Goods	76,991	79,291
Total Inventories	$ 511,559	$ 445,802

3. STOCK-BASED COMPENSATION

On July 1, 2006, the Company adopted Statement of Financial Accounting Standards No. 123(R) (SFAS 123(R)) "Accounting for Stock-Based Compensation", which requires the measurement and recognition of all compensation costs for all stock based awards made to employees and the Board of Directors based upon fair value over the requisite service period for awards expected to vest. Prior to adoption, the Company accounted for stock options under the intrinsic value method set in accordance with Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees," and related interpretations, and provided the required pro forma disclosures prescribed by SFAS No. 123, "Accounting for Share-based Compensation", as amended.

SFAS 123(R) requires the Company to estimate the fair value of share-based awards on the date of grant using an option pricing model. The Company adopted SFAS 123(R) using the modified prospective transition method which requires the application of the accounting standard starting July 1, 2006, the first day of Company's fiscal year 2007. Prior period information will not be restated to reflect the fair value method of expensing share-based awards.

Stock-based compensation costs recognized for the three and six month periods ended December 31, 2006, included compensation costs for awards granted prior to, but not yet vested as of July 1, 2006 (adoption date), as well as any new grants issued after July 1, 2006. Total costs recognized during the three and six month periods ended December 31, 2006 amounted to approximately $51,000 and $109,000, respectively and are included in selling, general and administrative expenses in the accompanying consolidated statements of operations. No compensation has been capitalized because such amount would have been immaterial. There was no income tax benefit related to such compensation for the three and six months ended December 31, 2006, as the Company is currently in a loss position. Total amount of options granted during the three and six months ended December 31, 2006 were 40,000 and 265,000, respectively.

As of December 31, 2006, the unrecognized compensation costs related to options vesting will be primarily recognized over a period of approximately 5 years:

OPTIONS	2007	2008	2009	2010	2011	TOTAL
Compensation Expense	$ 85,578	$ 104,234	$ 84,720	$ 21,805	$ 21,805	$ 318,142

The Company had previously followed the disclosure-only provisions of SFAS No. 123, "Accounting for Share-based Compensation," as amended by SFAS No. 148, "Accounting for Share-based Compensation—Transition and Disclosure". The following table illustrates the effect on net income and earnings per share for the three and six months ended December 31, 2005 as if the Company had applied the fair value recognition provisions of SFAS No. 123 to share-based employee awards.

	Three Months Ended December 31, 2005		Six Months Ended December 31, 2005	
Net loss as reported	$	(636,392)	$	(1,196,263)
Add: Employee compensation expense for share options included in reported net income, net of income taxes		-		-
Less: Total employee compensation expense for share options determined under the fair value method, net of income taxes		(90,397)		(197,679)
Pro forma net loss	$	(726,789)	$	(1,393,942)
Net loss per share:				
Basic and diluted - as reported	$	(0.09)	$	(0.17)
Basic and diluted - pro forma	$	(0.10)	$	(0.20)

Upon adoption of SFAS 123(R), in accordance with Staff Accounting Bulletin No. 107, the Company selected the Black-Scholes option pricing model as the most appropriate method for determining the estimated fair value for the stock awards. The Black-Scholes method of valuation requires several assumptions: (1) the expected term of the stock award, (2) the expected future stock volatility over the expected term and (3) risk-free interest rate. The expected term represents the expected period of time the Company believes the options will be outstanding based on historical information. Estimates of expected future stock price volatility are based on the historic volatility of the Company's common stock and the risk free interest rate is based on the U.S. Zero-Bond rate. The Company utilizes a forfeiture rate based on an analysis of the Company's actual experience. The fair value of options at date of grant was estimated with the following assumptions:

	Six Months Ended	
	December 31, 2006	December 31, 2005
Assumptions:		
Option life	5.3 years	5.3 years
Risk-free interest rate	5.00%	4.07%
Stock volatility	108%	107%
Dividend yield	-0-	-0-
Weighted average fair value of grants	$0.27	$0.37

Stock Option and Other Compensation Plans:

Effective July 1, 2006, the Company adopted SFAS 123(R) using the modified prospective method to account for share-based payments to employees and the Company's Board of Directors. The type of share-based payments currently utilized by the Company is stock options.

The Company has various stock option and other compensation plans for directors, officers, and employees. The Company has the following stock option plans outstanding as of December 31, 2006: Amended and Restated 1997 Incentive Plan and the 2006 Equity Incentive Plan. Vesting periods are at the discretion of the Board of Directors and typically average five years. Options under these plans are granted at fair market value and have a term of ten years from the date of grant.

The following tables summarize stock option activity during the first six months of fiscal year 2007:

	Number of Shares	Options Outstanding Weighted Average Exercise Price		Weighted Average Contractual Life
Outstanding at June 30, 2006	2,277,583	$	0.66	
Grants	265,000		0.27	
Exercises	—			
Cancellations	(10,000)		0.55	
Outstanding at December 31, 2006	2,532,583	$	0.63	9.06 years

Information related to the stock options outstanding as of December 31, 2006 is as follows:

Range of Exercise Prices	Number of Shares	Weighted-Average Remaining Contractual Life (years)	Weighted-Average Exercise Price		Exercisable Number of Shares	Exercisable Weighted-Average Exercise Price	
$0.25	165,000	9.76	$	0.25	60,835	$	0.25
$0.30	100,000	9.65		0.30	-		0.30
$0.46	20,000	8.92		0.46	20,000		0.46
$0.55	1,313,583	9.36		0.55	553,512		0.55
$0.83	934,000	8.46		0.83	280,200		0.83
$0.25-$0.83	2,532,583	9.06	$	0.61	914,547	$	0.63

The aggregate intrinsic value of the Company’s “in-the-money” outstanding and exercisable options as of December 31, 2006 was $24,150 and $6,692, respectively.

On June 13, 2005 the Company issued options to purchase 934,000 shares (“Performance Options”) of common stock at an exercise price of $0.83 per share. At the date of issuance, 30% of the options vested immediately, and the vesting of the remaining options is subject to achievement of certain financial milestones by the Company.

On May 9, 2006, the Company’s Board of Directors approved the repricing of certain stock options held by employees and certain members of the Board of Directors. The new exercise price per share of common stock subject to such options (“Repriced Options”) was set at $0.55. The new exercise price per share applies to all stock options with an original exercise price above $0.55 per share, other than an option to purchase 560,400 shares of common stock held by Joseph Forkey and an option to purchase 373,600 shares of common stock held by Richard Forkey. Approximately 382,783 options were affected in the repricing.

According to Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees," the Performance Options and Repriced Options were subject to variable accounting until the awards are exercised, forfeited, or expire unexercised, which includes periodic measurement of compensation expense based on the intrinsic value of the options. The compensation cost, if any, was recognized and adjusted quarterly for vested options or ratably over the vesting period for unvested options. No compensation expense related to these stock options was reflected in the net loss for the quarter ended December 31, 2005 as all options granted had an exercise price greater than the market value of the underlying common stock as of December 31, 2005. Upon the adoption of SFAS No. 123(R), these options are no longer subject to variable accounting. Compensation related to these options is included in the amounts disclosed above for the three and six month periods ended December 31, 2006.

4. Sale of Equipment

In June 2005 the Company received an $18,000 deposit towards the sale of equipment previously used in its discontinued telecommunications business and in July 2005 recognized the sale of this equipment for $180,000, resulting in a gain of $165,700 in the quarter ended September 30, 2005. The Company received the remaining balance of $162,000 in the quarter ended September 30, 2005.

5. Subsequent Events

On February 1, 2007, the Company announced it had completed a private placement with institutional and other accredited investors pursuant to which it sold an aggregate of 10,000,000 shares of the Company’s common stock, par value $0.01 per share, at a price of $0.25 per share and warrants to purchase an aggregate of 10,000,000 shares of common stock at an exercise price of $0.32 per share. The closing of the Private Placement occurred on February 1, 2007, raising proceeds of $2,500,000 less customary transaction expenses, including professional fees associated with the private placement and the subsequent registration of the common stock under the Securities Act of 1933, as amended. The Company has agreed to file a registration statement with the Securities and Exchange Commission to register the resale of the shares of common stock issued and the shares of common stock issuable upon the exercise of the warrants sold in this private placement.

Item 2

PRECISION OPTICS CORPORATION, INC. AND SUBSIDIARIES

Management's Discussion and Analysis of Financial Condition and Results of Operations

Important Factors Regarding Forward-Looking Statements

When used in this discussion, the words “believes”, “anticipates”, “intends to”, and similar expressions are intended to identify forward-looking statements. Such statements are subject to certain risks and uncertainties which could cause actual results to differ materially from those projected. These risks and uncertainties, many of which are not within the Company’s control, include, but are not limited to, the uncertainty and timing of the successful development of the Company’s new products, the risks associated with reliance on a few key customers; the Company’s ability to attract and retain personnel with the necessary scientific and technical skills, the timing and completion of significant orders; the timing and amount of the Company’s research and development expenditures; the timing and level of market acceptance of customers’ products for which the Company supplies components; performance of the Company’s vendors; the ability of the Company to control costs associated with performance under fixed price contracts; and the continued availability to the Company of essential supplies, materials and services. Readers are cautioned not to place undue reliance on these forward looking statements, which speak only as of the date hereof. The Company undertakes no obligation to publicly release the result of any revision to these forward-looking statements which may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

Overview

Precision Optics Corporation, a developer and manufacturer of advanced optical instruments since 1982, designs and produces high-quality optical thin film coatings, micro-optics, medical instruments, and other advanced optical systems. The Company’s medical instrumentation line includes laparoscopes, arthroscopes and endocouplers and a world-class product line of 3-D endoscopes for use in minimally invasive surgical procedures.

The Company is currently developing specialty instruments incorporating its patent-pending LENSLOCK™ technology which is designed to provide lower cost, easier repairability and enhanced durability. The Company is also aggressively pursuing ultra-small instruments (some with lenses less than one millimeter in diameter) utilizing patent-pending micro-precision™ lens technology. The Company is also exploring new initiatives in single-molecule technology and nanotechnology for biomedical and other applications.

Precision Optics Corporation is certified to the ISO 9001 and ISO 13485 Quality Standards and complies with the FDA Good Manufacturing Practices and the European Union Medical Device Directive for CE marking of its medical products. The Company’s internet website is www.poci.com.

The areas in which the Company does business are highly competitive and include both foreign and domestic competitors. Many of the Company’s competitors are larger and have substantially greater resources than the Company. Furthermore, other domestic or foreign companies, some with greater financial resources than the Company, may seek to produce products or services that compete with those of the Company. The Company routinely outsources specialized production efforts as required, both domestic and off-shore to obtain the most cost effective production. Over the years, the Company has achieved extensive experience with other optical specialists worldwide.

Since the 1990's the Company has maintained a Hong Kong subsidiary to support business and quality control activities as required throughout Asia. The Company believes that the cost savings from such production is essential to the Company's ability to compete on a price basis in the medical products area particularly and to the Company's profitability in general.

The Company believes that competition for sales of its medical products and services, which have been principally sold to original equipment manufacturer (OEM) customers, is based on performance and other technical features, as well as other factors, such as scheduling and reliability, in addition to competitive price.

The Company believes that its future success depends to a large degree on its ability to continue to conceive and to develop new optical products and services and to enhance the performance characteristics and methods of manufacture of existing products. Accordingly, it expects to continue to pursue product-related design and development contracts with customers and to invest its own funds on research and development, to the extent funds are available.

Growth Trends and Critical Factors

Over the past few years new product and technology development has undergone significant changes in shifting the emphasis of R&D efforts from the development of underlying technologies to market exploitation in the applications of these new technologies. These have already been realized to some degree in a number of areas. Over the past two to three years these developments have produced revenues from new microprecision™ lens products and new Lenslock™ endoscopes. Recent initiatives in the area of microprecision™ lenses address specific customer opportunities in three or four different medical specialty applications. Similarly, in endoscope technologies we continue new product offerings in application of our Lenslock™ product line with over 150 such instruments produced and sold in the past year. Other instruments with possible volume production include our new video ophthalmoscope, which was developed and shipped in the past 24 months.

Our capabilities with very small high precision lenses have begun to realize new markets for our core competencies in medical optical systems design, development and production. Among our specialties in fiber optics, we believe we have been the pre-eminent supplier of micro endocouplers for the past decade, used to "read out", visually or electronically, ½ mm fiber optic image bundles. Recent customer requests for custom medical systems require special applications of the Company's proprietary fiber optic techniques and autoclavable instrumentation development and production experience.

In our Lenslock™ line, having now demonstrated commercial production viability for the 2.7mm ENT scope, we expect to have our new 4 mm arthroscope and sinuscope instruments ready to be introduced in the near future.

There has been a major change in our Company over the past year. Recently developed technologies are now being realized as production or pre-production hardware. Going forward, our expectations are aimed at applied development for revenue bearing products. Some examples beyond the new instruments mentioned above include our lens development for a new Night Vision system which is undergoing customer evaluation as well as a new line of industrial filter thin film coatings, which are nearing completion, for a specific customer.

Sales and Marketing Development

Within the past nine months we have added significant new resources for the Company with the addition of a Director of Marketing with special experience in broad market initiatives especially in the medical field. Together with our existing sales and marketing staff, this team has already begun a number of efforts to strengthen our market presence. This has included a newly designed website (www.poci.com), and a much more comprehensive view of trade show opportunities. Coupled with the recently renewed efforts for select key trade show attendance by our Chief Scientific Officer, our CEO as well as our overall sales and marketing staff, we believe we have a greater opportunity to reach and follow up a broader customer base than we have heretofore been able to achieve. A number of new opportunities are already leading to customer discussions for prospects for our new technologies including, Lenslock™, micro precision™, and custom applications of our core optical capabilities. This includes renewed interest in some of our well-developed products such as our “classic” autoclavable endoscopes, and endocouplers, as well as new applications with our micro (fiberoptic) endoscopes.

The Company places great emphasis in bringing new products to near term sales opportunities with prospects for long-term customer relationships.

Critical Accounting Policies and Estimates

General

Management’s discussion and analysis of financial condition and results of operations are based upon the Company’s consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”). The preparation of these consolidated financial statements requires the Company to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses. The Company bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

The Company believes that the following critical accounting policies affect its more significant judgments and estimates used in the preparation of its consolidated financial statements.

Revenue Recognition

The Company recognizes revenue in accordance with U.S. GAAP and the Securities and Exchange Commission Staff Accounting Bulletin (“SAB”) No. 104 Revenue Recognition in Financial Statements. SAB No. 104 requires that four basic criteria must be met before revenue can be recognized: (1) persuasive evidence of an arrangement exists; (2) delivery has occurred or services rendered; (3) the price to the buyer is fixed and determinable; and (4) collectibility is reasonably assured. The Company assesses credit worthiness of customers based upon prior history with the customer and assessment of financial condition. The Company’s shipping terms are customarily FOB shipping point.

Bad Debt

The Company maintains allowances for doubtful accounts for estimated losses resulting from the inability of its customers to make required payments. Allowances for doubtful accounts are established based upon review of specific account balances and historical experience. If the financial condition of the Company’s customers were to deteriorate, resulting in an impairment of their ability to make future payments, additional allowances may be required.

Inventories

The Company provides for estimated obsolescence on unmarketable inventory based upon assumptions about future demand and market conditions. If actual demand and market conditions are less favorable than those projected by management, additional inventory write downs may be required. Inventory, once written down, is not subsequently written back up, as these adjustments are considered permanent adjustments to the carrying value of the inventory.

Impairment of Long-Lived Assets and Long-Lived Assets to be Disposed of

The Company accounts for impairment of long-lived assets in accordance with SFAS No. 144, *Accounting for the Impairment or Disposal of Long-Lived* Assets. This statement requires that long-lived assets and certain identifiable intangibles be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to undiscounted future net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. Assets to be disposed of through sale are reported at the lower of the carrying amount or fair value less estimated costs to sell.

Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. 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.

In assessing the likelihood of utilization of existing deferred tax assets, management has considered historical results of operations and the current operating environment.

Stock-Based Compensation

Effective July 1, 2006, the Company adopted the fair-value recognition provisions of Statement of Financial Accounting Standards No. 123 revised, "Accounting for Stock-Based Compensation" (SFAS No. 123 (R)) to expense stock-based compensation.

Results of Operations

The Company has revised certain classifications within the statement of operations to more appropriately reflect as research and development costs certain expenditures associated with product development efforts that previously were reflected as cost of sales. The Company also reclassified certain reimbursed research and development costs as an offset to research and development expense from revenue. This change has been reflected retrospectively to all periods presented. The Company believes this better reflects the nature of certain expenditures (and reimbursements) due to the fact that the Company does not engage in any contractual arrangements to perform research and development. The effect of the reclassification had no impact on operating income, net income, the Company's financial position or cash flows.

Total revenues for the quarter ended December 31, 2006 (the second quarter of fiscal year 2007) decreased by approximately $49,000, or 9%, from the same period in the prior year. Total revenue for the six months ended December 31, 2006 decreased by approximately $32,000, or 3%, from the same period in the prior year.

The decrease was due primarily to lower sales of medical products including micro-precision™ optics and traditional endoscopes.

Revenues from the Company's largest customers, as a percentage of total revenues for the six months ended December 31, 2006 and 2005, were as follows:

	2006	**2005**
Customer A	29	18
Customer B	15	15
All Others	56	67
	100%	100%

No other customer accounted for more than 10% of the Company's revenues during those periods.

At December 31, 2006, receivables from the Company's three largest customers were approximately 29%, 17% and 11%, respectively, of the total net accounts receivable. At June 30, 2006, receivables from the Company's three largest customers were approximately 17%, 14%, and 14%, respectively, of the total net accounts receivable. No other customer accounted for more than 10% of the Company's receivables as of December 31, 2006 and June 30, 2006.

Gross profit for the quarter ended December 31, 2006 reflected a favorable change of approximately $38,000 compared to the quarter ended December 31, 2005. Gross profit as a percentage of revenues increased from 22.5% for the quarter ended December 31, 2005 to 32.8% for the quarter ended December 31, 2006. Gross profit for the six months ended December 31, 2006 reflected a favorable change of approximately $105,000 compared to the six months ended December 31, 2005. Gross profit as a percentage of revenues increased from 10% for the six months ended December 31, 2005 to a gross profit of 22.1% for the six months ended December 31, 2006. This favorable change was due primarily to efficiencies in production, product mix and higher volumes of individual products and certain reclassifications.

Research and development expenses were $378,954 for the quarter ended December 31, 2006, compared to $346,168 for the same period in the prior fiscal year. Research and development expenses were $643,477 for the six months ended December 31, 2006, compared to $633,998 for the same period in the prior fiscal year. These expenses reflect a shift from previous activities aimed at the development of new technologies to applications of these technologies for customer-driven product development along with certain reclassifications. Quarterly research and development expenses depend on the Company's assessment of new product opportunities and available resources.

Selling, general and administrative expenses increased by approximately $133,000, or 32.1% for the quarter ended December 31, 2006 compared to the same period in the prior fiscal year. Selling, general and administrative expenses increased by approximately $192,000, or 23%, for the six months ending December 31, 2006 compared to the same period in the prior fiscal year. This was due primarily to a non-cash charge related to stock-based compensation expense following the implementation of SFAS No. 123 (R) along with costs associated with enhanced sales and marketing activities focused on increasing sales of recently developed products and increased professional fees.

Interest income increased by approximately $1,100, or 18%, for the quarter ended December 31, 2006 and by approximately $7,200 for the six months ending December 31, 2006 compared to the corresponding periods in the prior fiscal year. The increase was due to higher interest rates offset by lower base of cash and cash equivalents.

No income tax provision was recorded in the first quarter of fiscal year 2006 or 2005 because of the losses generated in those periods.

Liquidity and Capital Resources

For the six months ended December 31, 2006, the Company's cash and cash equivalents decreased by $1,478,138 to $552,290. The decrease in cash was due primarily from cash used in operating activities of $1,309,665, capital expenditures of $83,304, and patent costs of $69,709.

On February 1, 2007, the Company closed on a private placement of its common stock raising gross proceeds of $2,500,000. The Company believes, based on its operating and strategic plans and the cash held by the Company, that it will have sufficient funds to conduct operations through the next twelve months.

Contractual cash commitments for the fiscal years subsequent to December 31, 2006 are summarized as follows:

	2007	2008	Thereafter	Total
Operating leases	$ 15,959	$ 5,641	$ 371	$ 21,971

The Company generally provides a standard one-year warranty on materials and workmanship to its customers. The Company provides for estimated warranty costs at the time product revenue is recognized. Warranty costs are included as a component of cost of goods sold in the accompanying consolidated statements of operations. For the three month periods ended December 31, 2006 and 2005, warranty costs were not significant.

Trends and Uncertainties That May Affect Future Results

For the quarter ended December 31, 2006, the Company's cash and cash equivalents decreased by $722,689, compared to a decrease of $755,449 for the previous quarter ended September 30, 2006.

Capital equipment expenditures during the quarter ended December 31, 2006 were $58,823 compared to $0 for the same period in 2005. Future capital expenditures will depend on future sales and the success of ongoing research and development efforts.

For the quarter ended December 31, 2006, research and development expenses were $378,954, compared to $346,168 a year earlier. The level of future quarterly R&D expenses will ultimately depend on the Company's assessment of new product opportunities and available cash resources.

The Company believes that the recent introduction of several new products, along with new and ongoing customer relationships, will generate additional revenues, which are required in order for the Company to achieve profitability. In the coming months the Company will continue to focus its efforts on marketing products recently introduced or redesigned. The Company believes that these marketing activities, if successful, may result in the overall growth of sales.

Item 3 Controls and Procedures

(a) As of the end of the period covered by this quarterly report, the Company's Chief Executive Officer and Principal Financial Officer have conducted an evaluation of the Company's disclosure controls and procedures. Based on their evaluation, the Company's Chief Executive Officer and Principal Financial Officer have concluded that the Company's disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the applicable Securities and Exchange Commission rules and forms.

(b) There was a change in our internal control over financial reporting that occurred during the quarter ended December 31, 2006. Our Chief Executive Officer and Chief Financial Officer evaluated our disclosure controls and procedures and internal control over financial reporting and concluded that our disclosure controls and procedures were not effective as of September 30, 2006 solely because of the following material weakness in internal control over financial reporting with respect to accounting for stock-based compensation: a failure to ensure the correct application of SFAS 123(R) as of its effective date for the Company, July 1, 2006. During its review of the Company's financials for the quarter ended September 30, 2006, the Company's independent accountants identified this weakness. On November 14, 2006, the Company established new procedures requiring the ongoing review and implementation of changes in accounting rules and related disclosure requirements in the form of periodic review meetings between the Company's Chief Executive Officer and Chief Financial Officer, held at least twice per quarter - once at the beginning of each quarter and once prior to each filing with the SEC containing the Company's financial statements.

There was no change in our internal control over financial reporting during the Company's most recently completed fiscal quarter as a result of the evaluation referred to in clause (a) of this Item 3.

PART II. OTHER INFORMATION
Item 4 Submission of Matters to a Vote of Security Holders

At the Annual Meeting of Shareholders of the Company held on November 28, 2006, 15,074,972 (or 97.52%) of the 15,458,212 then outstanding shares of common stock of the Company were present or represented and voted by proxy. Mr. Richard E. Forkey was elected as a Class I Director of the Company by a vote of 14,684,602 shares voted for and 390,370 shares withheld. Mr. Edward A. Benjamin was also elected as a Class I Director of the Company by a vote of 14,623,567 shares voted for and 451,405 shares withheld. Messrs. Donald A. Major, Richard Miles and Joel R. Pitlor and Dr. Joseph N. Forkey continued serving their terms of office as directors after the annual meeting. The shareholders also approved a proposed amendment to the Articles of Organization of the Company, as amended, to increase the number of shares of Common Stock that the Company is authorized to issue from 20,000,000 to 50,000,000 by a vote of 14,591,866 shares voted for, 472,016 shares voted against and 11,089 shares abstaining. The Company filed the amendment with the Secretary of the Commonwealth of Massachusetts on January 10, 2007. The shareholders also approved proposed amendments to the Amended and Restated 1997 Incentive Plan of the Company by a vote of 9,311,696 shares voted for, 485,554 shares voted against and 1,842 shares abstaining. The shareholders also approved the 2006 Equity Incentive Plan of the Company by a vote of 9,310,910 shares voted for, 484,355 shares voted against and 3,827 shares abstaining.

Item 6 Exhibits

Exhibit 10.1 - Form of Incentive Stock Option Certificate*

Exhibit 10.2 - Form of Nonstatutory Stock Option Certificate*

Exhibit 10.3 - 2006 Equity Incentive Plan (incorporated herein by reference to the Company's Current Report on Form 8-K (No. 001-10647) filed on December 4, 2006)*

Exhibit 31.1 - Certifications of the Company's Chief Executive Officer required by Rule 13a-14(a)/15d-14(a)

Exhibit 31.2 - Certifications of the Company's Chief Financial Officer required by Rule 13a-14(a)/15d-14(a)

Exhibit 32.1 - Certifications of the Company's Chief Executive Officer and Chief Financial Officer required by Rule 13a-14(b) and 18 U.S. C. 1350.

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* Management contract or compensatory plan.

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

PRECISION OPTICS CORPORATION, INC.

Date: February 14, 2007

By: /s/ Michael T. Pieniazek

Michael T. Pieniazek
Vice President and Chief Financial Officer

21

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