

APPLIED ENERGETICS, INC.  
Form 10-Q  
October 26, 2015

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 10-Q**

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

For the quarterly period ended September 30, 2015

**OR**

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

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

**Commission File Number 001-14015**

**APPLIED ENERGETICS, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or Other Jurisdiction of  
Incorporation or Organization)

**77-0262908**

(IRS Employer Identification Number)

**2480 W Ruthrauff Road, Suite 140 Q**

**Tucson, Arizona**

(Address of Principal Executive Offices)

**85705**

(Zip Code)

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

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

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

Yes x No "

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

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

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

Indicate the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date. As of October 22, 2015 there were 91,785,520 shares of the issuer's common stock, par value \$.001 per share, outstanding.

**APPLIED ENERGETICS, INC.**

**QUARTERLY REPORT ON FORM 10-Q**

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

APPLIED ENERGETICS, INC.

## CONDENSED CONSOLIDATED BALANCE SHEETS

|   | <b>September 30,<br/>2015<br/>(Unaudited)</b> | <b>December 31,<br/>2014</b> |
|---|---|------------------------------|
| <b>ASSETS</b>   |   |                              |
| Current assets  |   |                              |
| Cash and cash equivalents   | \$ 216,947                                    | \$ 364,232                   |
| Prepaid expenses and deposits   | 13,740  | 59,305                       |
| Total current assets  | 230,687                                       | 423,537                      |
| <b>TOTAL ASSETS</b>   | <b>\$ 230,687</b>                             | <b>\$ 423,537</b>            |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b>   |   |                              |
| Current liabilities   |   |                              |
| Accounts payable  | \$ 5,674                                      | \$ 4,967                     |
| Accrued expenses - current  | 2,750   | 7,442                        |
| Accrued dividends   | 378,823                                       | 378,823                      |
| Total current liabilities   | 387,247                                       | 391,232                      |
| Total liabilities   | 387,247                                       | 391,232                      |
| Commitments and contingencies   |   |                              |
| Stockholders' equity (deficit)  |   |                              |
| Series A Convertible Preferred Stock, \$.001 par value, 2,000,000 shares authorized; 107,172 shares issued and outstanding at September 30, 2015 and at December 31, 2014 | 107   | 107                          |
| Common stock, \$.001 par value, 125,000,000 shares authorized; 91,785,520 shares issued and outstanding at September 30, 2015 and at December 31, 2014                    | 91,785  | 91,785                       |
| Additional paid-in capital  | 79,236,839                                    | 79,236,839                   |
| Accumulated deficit   | (79,485,291)                                  | (79,296,426)                 |
| Total stockholders' equity (deficit)  | (156,560)                                     | 32,305                       |
| <b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b>   | <b>\$ 230,687</b>                             | <b>\$ 423,537</b>            |

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

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APPLIED ENERGETICS, INC.

## CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited)

|  | <b>For the three months ended</b> |               |
|--|-----------------------------------|---------------|
|  | <b>September 30,</b>              |               |
|  | <b>2015</b>                       | <b>2014</b>   |
| Revenue  | \$ -                              | \$ 1,875      |
| Cost of revenue  | -                                 | -             |
| Gross profit   | -                                 | 1,875         |
| Operating expenses   |                                   |               |
| General and administrative                                       | 45,041                            | 200,179       |
| Total operating expenses   | 45,041                            | 200,179       |
| Operating loss   | (45,041 )                         | (198,304 )    |
| Other income   |                                   |               |
| Interest income  | 116                               | 414           |
| Total other income   | 116                               | 414           |
| Net loss   | (44,925 )                         | (197,890 )    |
| Preferred stock dividends  | (66,983 )                         | (66,983 )     |
| Net loss attributable to common stockholders                     | \$ (111,908 )                     | \$ (264,873 ) |
| Net loss per common share – basic and diluted                    | \$ (0.00 )                        | \$ (0.00 )    |
| Weighted average number of shares outstanding, basic and diluted | 91,785,520                        | 91,785,520    |

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

APPLIED ENERGETICS, INC.

## CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited)

|  | <b>For the nine months ended</b> |              |
|--|----------------------------------|--------------|
|  | <b>September 30,</b>             |              |
|  | <b>2015</b>                      | <b>2014</b>  |
| Revenue  | \$-                              | 30,625       |
| Cost of revenue  | -                                | 24,606       |
| Gross profit   | -                                | 6,019        |
| Operating expenses   |                                  |              |
| General and administrative                                       | 190,273                          | 597,765      |
| Total operating expenses   | 190,273                          | 597,765      |
| Operating loss   | (190,273 )                       | (591,746 )   |
| Other income   |                                  |              |
| Gain on asset disposal   | 1,000                            | -            |
| Interest income  | 408                              | 1,616        |
| Total other income   | 1,408                            | 1,616        |
| Net loss   | (188,865 )                       | (590,130 )   |
| Preferred stock dividends  | (200,948 )                       | (200,948 )   |
| Net loss attributable to common stockholders                     | \$(389,813 )                     | \$(791,078 ) |
| Net loss per common share – basic and diluted                    | \$(0.01 )                        | \$(0.01 )    |
| Weighted average number of shares outstanding, basic and diluted | 91,785,520                       | 91,770,763   |

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

APPLIED ENERGETICS, INC.

## CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

|   | <b>For the nine months ended</b> |               |
|---|----------------------------------|---------------|
|   | <b>September 30,</b>             |               |
|   | <b>2015</b>                      | <b>2014</b>   |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>                                |                                  |               |
| Net loss  | \$ (188,865 )                    | \$ (590,130 ) |
| Adjustments to reconcile net loss to net cash used in operating activities: |                                  |               |
| Depreciation and amortization   | -                                | 5,770         |
| Net gain assets disposal  | (1,000 )                         | (7,736 )      |
| Non-cash stock based compensation expense                                   | -                                | 2,143         |
| Changes in assets and liabilities:  |                                  |               |
| Prepaid expenses, deposits and other assets                                 | 45,564                           | 74,085        |
| Accounts payable  | 708                              | (2,108 )      |
| Accrued expenses and deposits   | (4,692 )                         | (38,618 )     |
| Net cash used in operating activities                                       | (148,285 )                       | (556,594 )    |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>                                |                                  |               |
| Proceeds from disposal of assets  | 1,000                            | 8,949         |
| Net cash provided by investing activities                                   | 1,000                            | 8,949         |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>                                | -                                | -             |
| Net decrease in cash and cash equivalents                                   | (147,285 )                       | (547,645 )    |
| Cash and cash equivalents, beginning of period                              | 364,232                          | 1,079,336     |
| Cash and cash equivalents, end of period                                    | \$ 216,947                       | \$ 531,691    |
| <b>Supplemental Cash Flow Information</b>                                   |                                  |               |
| Cash paid for interest and taxes  | \$ -                             | \$ -          |

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



APPLIED ENERGETICS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2015

(Unaudited)

## 1. BASIS OF PRESENTATION

The accompanying interim unaudited condensed consolidated financial statements include the accounts of Applied Energetics, Inc. and its wholly owned subsidiary North Star Power Engineering, Inc. as of September 30, 2015 (collectively, "company," "Applied Energetics," "we," "our" or "us"). All intercompany balances and transactions have been eliminated. In the opinion of management, all adjustments (which include normal recurring adjustments) necessary for a fair presentation of the results for the interim periods presented have been made. The results for the three-month and nine month periods ended September 30, 2015, may not be indicative of the results for the entire year. The interim unaudited condensed consolidated financial statements should be read in conjunction with the company's audited consolidated financial statements contained in our Annual Report on Form 10-K. Certain amounts from the 2014 financial statements have been reclassified to conform to the current year presentation.

### Liquidity and Management's Plan

These interim financial statements should be read in conjunction with the consolidated financial statements and notes thereto in our Annual Report on Form 10-K for the year ended December 31, 2014. The report of our independent registered public accounting firm that accompanies the audited consolidated financial statements for the year ended December 31, 2014, included in that Annual Report on Form 10-K, contains a going concern explanatory paragraph in which our independent registered public accounting firm expressed substantial doubt about our ability to continue as a going concern. We have experienced significant losses and negative cash flows and have an accumulated deficit in excess of \$79 million as of September 30, 2015.

The interim results reported in these condensed consolidated financial statements are not necessarily indicative of the results to be expected for the full fiscal year, or any other future period, and have been prepared assuming we will continue as a going concern based on the realization of assets and the satisfaction of liabilities in the normal course of business.

The company is a “shell company” as such term is defined in Rule 12b-2 of the Securities Exchange Act of 1934, as amended. As of October 3, 2014, the company suspended its previous business activities. The company did not incur any material costs associated with the suspension of its activities. Our board has suspended payment of director fees and all employees are employed part-time and paid on an hourly basis to preserve cash.

Prior to October 3, 2014, the company engaged in the design, development and manufacture of applied energy systems for military and commercial applications and Ultra Short Pulse lasers and high voltage lasers for commercial applications. The company is currently seeking to sell or license its technology.

The company is continuing to consider strategic alternatives, including mergers, the acquisitions of one or more business or technologies and/or the disposition of one or more of our existing business.

The accompanying unaudited financial statements have been prepared on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. For the nine months ended September 30, 2015, the company incurred a net loss of approximately \$189,000, had negative cash flows from operations of approximately \$148,000 and expects to incur additional future losses due to the cessation of business activities. These matters raise substantial doubt as to the company’s ability to continue as a going concern. The financial statements do not include any adjustments relating to the recoverability of assets and the amount or classification of liabilities that might be necessary should the company be unable to continue as a going concern.

As of September 30, 2015, the company had approximately \$217,000 in cash and cash equivalents.

APPLIED ENERGETICS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2015

(Unaudited)

## **USE OF ESTIMATES**

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

## **RECENT ACCOUNTING PRONOUNCEMENTS**

The company has reviewed issued accounting pronouncements and plans to adopt those that are applicable to it. The company does not expect the adoption of any other pronouncements to have an impact on its results of operations or financial position.

### **2.**

## **SHARE-BASED COMPENSATION**

### Share-Based Compensation – Employees and Directors

For the three months ended September 30, 2015 and 2014, share-based compensation expense totaled approximately \$-0- and \$-0-, respectively. For the nine months ended September 30, 2015 and 2014, share-based compensation

expense totaled approximately \$-0- and \$2,000, respectively.

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

We determine the fair value of option grant share-based awards at their grant date, using a Black-Scholes-Merton Option-Pricing Model.

During the nine months ended September 30, 2015, no options to purchase stock were granted, exercised, forfeited or expired; no restricted stock units were granted, vested or forfeited; and no restricted stock awards were granted, vested or forfeited. At September 30, 2015, options to purchase 32,000 shares of common stock with an average exercise price of \$0.51 per share were outstanding.

### **3.SIGNIFICANT CUSTOMERS**

We had no revenue in the nine-month period ended September 30, 2015. Approximately 82% of revenue for the nine-month period ended September 30, 2014 was generated from either the U.S. Government or contractors to the U.S. Government.

### **4.NET LOSS PER SHARE**

Basic net loss per common share is computed by dividing net loss available to common shareholders by the weighted average number of common shares outstanding during the period before giving effect to stock options, stock warrants, restricted stock units and convertible securities outstanding, which are considered to be dilutive common stock equivalents. Diluted net loss per common share is calculated based on the weighted average number of common and potentially dilutive shares outstanding during the period after giving effect to convertible preferred stock, stock options, warrants and restricted stock units. Contingently issuable shares are included in the computation of basic loss per share when issuance of the shares is no longer contingent. Due to the losses from continuing operations for the nine months ended September 30, 2015 and 2014, basic and diluted loss per common share were the same, as the effect of potentially dilutive securities would have been anti-dilutive.

APPLIED ENERGETICS, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2015

(Unaudited)

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

|                                       | Nine months ended September 30, |         |
|---------------------------------------|---------------------------------|---------|
|                                       | 2015                            | 2014    |
| Options to purchase common shares     | 32,000                          | 302,000 |
| Convertible preferred stock           | 273,512                         | 251,185 |
| Total potentially dilutive securities | 305,512                         | 553,185 |

**5. DIVIDENDS**

Dividends on Preferred Stock are accrued when the amount and kind of the dividend is determined and are payable quarterly on the first day of February, May, August and November, in cash or shares of common stock. The holders of shares of Series A Convertible Preferred Stock are entitled to receive dividends at the initial rate of 6.5% of the liquidation preference per share (the "Initial Dividend Rate"), payable, at the option of the corporation, in cash or shares of common stock or a combination of cash and common stock. Upon the occurrence of the company's failure to pay dividends in the five business days following a dividend payment date (a "Payment Default"), the dividend rate shall immediately and automatically increase to 7.5% of the liquidation preference per share for as long as such Payment Default continues (or return to the Initial Dividend Rate at such time as such Payment Default no longer continues), and if a Payment Default shall occur on two consecutive Dividend Payment Dates, the dividend rate shall immediately and automatically increase to 10% of the Liquidation Preference for as long as such Payment Default continues and shall immediately and automatically return to the Initial Dividend Rate at such time as the Payment Default is no longer continuing.

As of September 30, 2015, we had 107,172 shares of our 6.5% Series A Convertible Preferred Stock outstanding. The company has not paid the dividends commencing with the quarterly dividend due August 1, 2013. Dividend arrearages as of September 30, 2015 was \$603,000. Our Board of Directors suspended the declaration of the dividend, commencing with the dividend payable as of February 1, 2015 since we did not have a surplus (as such term is defined in the Delaware general corporation Law) as of December 31, 2014, until such time as we have a surplus or

net profits for a fiscal year.

Our Series A Preferred Stock has a liquidation preference of \$25.00 per Share. The Series A Preferred Stock bears dividends at the rate of 6.5% of the liquidation preference per share per annum, which accrues from the date of issuance, and is payable quarterly. Dividends may be paid in: (i) cash, (ii) shares of our common stock (valued for such purpose at 95% of the weighted average of the last sales prices of our common stock for each of the trading days in the ten trading day period ending on the third trading day prior to the applicable dividend payment date), provided that the issuance and/or resale of all such shares of our common stock are then covered by an effective registration statement or (iii) any combination of the foregoing. If the Company fails to make a dividend payment within five business days following a dividend payment date, the dividend rate shall immediately and automatically increase by 1% from 6.5% of the liquidation preference per offered share of Series A preferred stock to 7.5% of such liquidation preference. If a payment default shall occur on two consecutive dividend payment dates, the dividend rate shall immediately and automatically increase to 10% of the liquidation preference for as long as such payment default continues and shall immediately and automatically return to the Initial dividend rate at such time as the payment default is no longer continuing.

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

Our discussion and analysis of the financial condition and results of operations should be read in conjunction with the unaudited condensed consolidated financial statements and the related disclosures included elsewhere herein and in Management's Discussion and Analysis of Financial Condition and Results of Operations included as part of our Annual Report on Form 10-K for the year ended December 31, 2014.

### **CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

Certain statements in this Quarterly Report on Form 10-Q constitute forward-looking statements within the meaning of the securities laws. Forward-looking statements include all statements that do not relate solely to the historical or current facts, and can be identified by the use of forward looking words such as "may", "believe", "will", "would", "could", "should", "expect", "project", "anticipate", "estimates", "possible", "plan", "strategy", "target", "prospect" or "continue" and other similar terms and phrases. These forward looking statements are based on the current plans and expectations of our management and are subject to a number of uncertainties and risks that could significantly affect our current plans and expectations, as well as future results of operations and financial condition and may cause our actual results, performances or achievements to be materially different from any future results, performances or achievements expressed or implied by such forward-looking statements. Important factors that could cause our actual results to differ materially from our expectations are described in Item 1A. (Risk Factors) of our Annual Report on Form 10-K, for the year ended December 31, 2014. Although we believe that the expectations reflected in such forward-looking statements are reasonable, there can be no assurance that such expectations will prove to have been correct. We do not assume any obligation to update these forward-looking statements to reflect actual results, changes in assumptions, or changes in other factors affecting such forward-looking statements.

### **Overview**

As of October 3, 2014, the company suspended its previous business activities. As a result, the company is a "shell company" as such term is defined in Rule 12b-2 of the Securities Exchange Act of 1934, as amended. The company did not incur any material costs associated with the suspension of its activities. The board has suspended payment of director fees and all employees are employed part-time and paid on an hourly basis to preserve cash.

Prior to October 3, 2014, the company engaged in the design, development and manufacture of applied energy systems for military and commercial applications and Ultra Short Pulse lasers and high voltage lasers for commercial applications. The company is currently seeking to sell or license its technology.

The company is continuing to consider strategic alternatives, including mergers, the acquisitions of one or more business or technologies and/or the disposition of one or more of our existing business.

In the future, we anticipate incurring costs related to:

- (i) Filing of Exchange Act reports;
- (ii) Rent, insurance, consulting fees; and
- (iii) Investigating and/or consummating acquisitions and/or or dispositions.



**RESULTS OF OPERATIONS**

**COMPARISON OF OPERATIONS FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2015 AND 2014:**

|                            | 2015       | 2014        |
|----------------------------|------------|-------------|
| Revenue                    | \$-        | \$1,875     |
| General and administrative | 45,041     | 200,179     |
| Other income:              |            |             |
| Interest income            | 116        | 414         |
| Net loss                   | \$(44,925) | \$(197,890) |

**REVENUE**

The company had no revenue for the three months ended September 30, 2015 compared to the approximate \$2,000 for the three months ended September 30, 2014. Revenue for second quarter 2014 was from the LGE product line.

**GENERAL AND ADMINISTRATIVE**

General and administrative expenses decreased approximately \$155,000 to \$45,000 for the three months ended September 30, 2015 compared to \$200,000 for the three months ended September 30, 2014. Professional services decreased by \$75,000, which reflects the elimination of our board fees and reduction in legal and audit costs; salaries, wages and benefits decreased by \$60,000, which is reflective of our reduction in workforce; building expenses and supplies decreased by \$12,000; and insurance and miscellaneous fees decreased by \$11,000.

**OTHER INCOME**

Interest income for the three months ended September 30, 2015 reduced slightly from the three months ended September 30, 2014 due to our reduced interest bearing balances.

**NET LOSS**

Our operations for the three months ended September 30, 2015 resulted in a net loss of approximately \$45,000, a decrease of approximately \$153,000 compared to the \$198,000 loss for the three months ended September 30, 2014.

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**COMPARISON OF OPERATIONS FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2015 AND 2014:**

|                            | 2015        | 2014        |
|----------------------------|-------------|-------------|
| Revenue                    | \$-         | \$30,625    |
| Cost of revenue            | -           | 24,606      |
| General and administrative | 190,273     | 597,765     |
| Other (expense) income:    |             |             |
| Gain on asset disposal     | 1,000       | -           |
| Interest income            | 408         | 1,616       |
| Net loss                   | \$(188,865) | \$(590,130) |

**REVENUE**

The company had no revenue for the nine months ended September 30, 2015 compared to the approximate \$31,000 for the nine months ended September 30, 2014. Revenue from the LGE product line was \$25,000 and High Voltage revenue was \$6,000 for the nine months ended September 30, 2014.

**COST OF REVENUE**

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

Cost of revenue decreased from approximately \$25,000 for the nine months ended September 30, 2014 to \$-0- for the nine months ended September 30, 2015.

**GENERAL AND ADMINISTRATIVE**

General and administrative expenses decreased approximately \$407,000 to \$190,000 for the nine months ended September 30, 2015 compared to \$598,000 for the nine months ended September 30, 2014. Salaries, wages and benefits decreased by \$191,000, which is reflective of our reduction in workforce; professional services decreased by \$149,000, which reflects the elimination of our board fees, and reduction in legal and audit costs by \$52,000; building

expenses and supplies decreased by \$42,000; insurance and miscellaneous fees decreased by \$34,000; and non-cash compensation costs decreased by \$2,000.

#### **OTHER INCOME**

Gain on asset disposal for the nine months ended September 30, 2015 represents gain on disposal of assets. Interest income for the nine months ended September 30, 2015 was reduced from the nine months ended September 30, 2014 due to our reduced interest bearing balances.

#### **NET LOSS**

Our operations for the nine months ended September 30, 2015 resulted in a net loss of approximately \$189,000, a decrease of approximately \$401,000 compared to the \$590,000 loss for the nine months ended September 30, 2014.

## **LIQUIDITY AND CAPITAL RESOURCES**

At September 30, 2015, we had approximately \$217,000 of cash and cash equivalents, a decrease of approximately \$147,000 from December 31, 2014. During the first nine months of 2015 the net cash outflow from operating activities was approximately \$148,000. This amount was comprised primarily of our net loss of \$189,000, a decrease in our accrued expenses and deposits of \$5,000 and our gain on sale of equipment of \$1,000, partially offset by a decrease in prepaid expenses, deposits and other assets of \$46,000 and. Investing activities reflected the proceeds from the sale of equipment of \$1,000 and financing activities reflected no activity, resulting in net cash outflow of approximately \$147,000.

As of October 3, 2014, the company suspended its previous business activities. As a result, the company is a “shell company” as such term is defined in Rule 12b-2 of the Securities Exchange Act of 1934, as amended. The company did not incur any material costs associated with the suspension of its activities. The board has suspended payment of director fees and all employees are employed part-time and paid on an hourly basis to preserve cash.

The company is continuing to consider strategic alternatives, including mergers, the acquisitions of one or more business or technologies and/or the disposition of one or more of our existing business.

The U.S. Government has significantly reduced defense spending and we do not anticipate receiving significant additional Government funding in the near future. We have completed our Government contracts and do not have any funded Government contracts for future work. We have also developed our USP laser technologies and systems for commercial markets. The Company is currently seeking to sell or license its technology.

In their report accompanying our financial statements, our independent auditors stated that our financial statements for the year ended December 31, 2014 were prepared assuming that we would continue as a going concern, and that they have substantial doubt as to our ability to continue as a going concern. Our auditors’ have noted that our recurring losses from operations and need to raise additional capital to sustain operations raise substantial doubt about our ability to continue as a going concern.

## **BACKLOG OF ORDERS**

At October 22, 2015, we had a backlog (workload remaining on signed contracts) of \$0, to be completed within the next twelve months.

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

##### **EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES**

Our management, with the participation of our Principal Executive Officer and Principal Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as of September 30, 2015. Based on that evaluation, our Principal Executive Officer and Principal Financial Officer has concluded that our disclosure controls and procedures as of September 30, 2015 are effective to ensure that information required to be disclosed by us in reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms.

During the three months ended September 30, 2015, there was no significant change in our internal controls over financial reporting that has materially affected or which is reasonably likely to materially affect our internal controls over financial reporting.

**PART II – OTHER INFORMATION**

**ITEM 6. EXHIBITS**

| EXHIBIT<br>NUMBER | DESCRIPTION   |
|-------------------|---|
| 31.1              | Certification of Principal Executive Officer and Chief Financial Officer Pursuant to Exchange Act Rule 13a-14(a).   |
| 32.1              | Principal Executive Officer and Principal Financial Officer Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 101.INS           | XBRL Instance Document  |
| 101.SCH           | XBRL Schema Document  |
| 101.CAL           | XBRL Calculation Linkbase Document  |
| 101.DEF           | XBRL Definition Linkbase Document   |
| 101.LAB           | XBRL Label Linkbase Document  |
| 101.PRE           | XBRL Presentation Linkbase Document   |

**SIGNATURES**

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

**APPLIED ENERGETICS, INC.**

By/s/ George P Farley  
George P Farley  
Principal Executive Officer and Principal Financial Officer

Date: October 26, 2015