

OPPENHEIMER HOLDINGS INC

Form 424B3

July 12, 2011

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**Filed pursuant to Rule 424(b)(3)
Registration No. 333-174932**

PROSPECTUS

\$200,000,000

OPPENHEIMER HOLDINGS INC.

**EXCHANGE OFFER FOR
8.75% SENIOR SECURED NOTES DUE 2018**

Offer to exchange \$200.0 million aggregate principal amount of 8.75% Senior Secured Notes Due 2018 (which we refer to as the old notes) for \$200.0 million aggregate principal amount of 8.75% Senior Secured Notes Due 2018 (which we refer to as the new notes) which have been registered under the Securities Act of 1933, as amended (the Securities Act).

The exchange offer will expire at 5:00 p.m., New York City time, on August 9, 2011, unless we extend the exchange offer in our sole and absolute discretion.

Terms of the exchange offer:

We will exchange new notes for all outstanding old notes that are validly tendered and not withdrawn prior to the expiration or termination of the exchange offer.

You may withdraw tenders of old notes at any time prior to the expiration or termination of the exchange offer.

The terms of the new notes are substantially identical to those of the outstanding old notes, except that the transfer restrictions and registration rights relating to the old notes do not apply to the new notes.

The exchange of old notes for new notes will not be a taxable transaction for U.S. federal income tax purposes. You should see the discussion under the caption **Certain U.S. Federal Income Tax Considerations** for more information.

We will not receive any proceeds from the exchange offer.

We issued the old notes in a transaction not requiring registration under the Securities Act, and as a result, their transfer is restricted. We are making the exchange offer to satisfy your registration rights, as a holder of the old notes.

There is no established trading market for the new notes or the old notes.

Each broker-dealer that receives new notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of such new notes. The letter of transmittal states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of new notes received in exchange for old notes where such

old notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. We have agreed that, for a period ending on the earlier of (i) 90 days from the date on which this registration statement is declared effective and (ii) the date on which a broker-dealer is no longer required to deliver a prospectus in connection with market-making or other trading activities., we will make this prospectus available to any broker-dealer for use in connection with any such resale. See Plan of Distribution.

See Risk Factors beginning on page 19 for a discussion of risks you should consider prior to tendering your outstanding old notes for exchange.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is July 12, 2011.

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CAUTIONARY NOTICE REGARDING FORWARD-LOOKING STATEMENTS

The statements contained in or incorporated by reference in this prospectus include certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Statements contained in this prospectus or incorporated by reference that are not historical facts are identified as forward-looking statements for the purpose of the safe harbor provided by Section 21E of the Securities and Exchange Act of 1934, as amended (the Exchange Act), and Section 27A of the Securities Act of 1933, as amended (the Securities Act). Forward-looking statements are subject to uncertainties that could cause actual future events and results to differ materially from those expressed in the forward-looking statements. These forward-looking statements are based on estimates, projections, beliefs, and assumptions that we believe are reasonable but are not guarantees of future events and results. Actual future events and our results may differ materially from those expressed in these forward-looking statements as a result of a number of important factors. Factors that could cause actual results to differ materially from those contemplated in our forward-looking statements include, among others:

transaction volume in the securities markets;

the volatility of the securities markets;

fluctuations in interest rates;

changes in regulatory requirements which could affect the cost and method of doing business and reduce returns;

fluctuations in currency rates;

general economic conditions, both domestic and international;

changes in the rate of inflation and the related impact on the securities markets;

competition from existing financial institutions and other participants in the securities markets;

legal developments affecting the litigation experience of the securities industry and us, including developments arising from the failure of the Auction Rate Securities markets and the results of pending litigation involving us;

changes in federal and state tax laws which could affect the popularity of products sold by us or impose taxes on securities transactions;

the effectiveness of efforts to reduce costs and eliminate overlap;

war and nuclear confrontation as well as political unrest and regime changes;

our ability to achieve our business plan;

corporate governance issues;

the impact of the credit crisis and tight credit markets on business operations;

the effect of bailout, financial reform and related legislation, including, without limitation, the Dodd-Frank Act;

the consolidation of the banking and financial services industry;

the effects of the economy on our ability to find and maintain financing options and liquidity;

credit, operations, legal and regulatory risks;

risks related to foreign operations; and

the factors set forth under **Risk Factors** in this prospectus and other factors described in our filings with the Securities and Exchange Commission (the **SEC**).

We undertake no obligation to publicly update or review any forward-looking statements, whether as a result of new information, future developments or otherwise.

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SUMMARY

This summary highlights selected information contained elsewhere or incorporated by reference in this prospectus. This summary may not contain all of the information that you should consider before buying any of the notes. You should read the following summary together with the more detailed information and consolidated financial statements and the notes to those statements incorporated into this prospectus by reference.

In this prospectus, except as otherwise indicated or as the content otherwise requires, the terms Company, we, us, and our refer to Oppenheimer Holdings Inc. and its consolidated subsidiaries. We refer to the directly and indirectly owned subsidiaries of Oppenheimer Holdings Inc. collectively as the Operating Subsidiaries.

Our Company

Company Overview

We are a leading middle-market investment bank and full service broker-dealer that provides financial services and advice to high net worth individuals, families, businesses and institutions. With roots tracing back to 1881 and a storied brand name, we are engaged in a broad range of activities in the securities industry, including retail securities brokerage, institutional sales and trading, investment banking (both corporate and public finance), research, market making, trust services, and investment advisory and asset management services. We own, directly or through subsidiaries, Oppenheimer & Co. Inc. (Oppenheimer), a New York-based securities broker-dealer, Oppenheimer Asset Management (OAM), a New York-based investment advisor, Freedom Investments Inc. (Freedom), a discount securities broker-dealer based in New Jersey, Oppenheimer Trust Company (Oppenheimer Trust), a New Jersey limited purpose bank, OPY Credit Corp., a New York corporation, organized to trade and clear syndicated corporate loans, and Oppenheimer Multifamily Housing & Healthcare Finance, Inc. (formerly known as Evanston Financial Corporation) (OMHHF), a Federal Housing Administration (FHA)-approved mortgage company based in Pennsylvania. Our international businesses are carried on through Oppenheimer E.U. Ltd. (United Kingdom), Oppenheimer Investments Asia Ltd. (Hong Kong), and Oppenheimer Israel (OPCO) Ltd. (Israel).

For the fiscal year 2010, our revenues and net income were \$1,035.0 million and \$38.3 million, respectively, compared with revenues and net income of \$991.4 million and \$19.5 million, respectively, for the fiscal year 2009. For the first quarter of 2011, our revenues and net income were \$253.4 million and \$5.1 million, respectively, compared with revenues and net income of \$246.2 million and \$9.2 million, respectively, for the first quarter of 2010. For the fiscal year 2010, our Consolidated Adjusted EBITDA and Consolidated Adjusted EBITDA margin were \$108.2 million and 10.5%, respectively, compared with Consolidated Adjusted EBITDA and Consolidated Adjusted EBITDA margin of \$84.9 million and 8.6%, respectively, for the fiscal year 2009. For the first quarter of 2011, our Consolidated Adjusted EBITDA and Consolidated Adjusted EBITDA margin were \$17.3 million and 6.8%, respectively, compared with Consolidated Adjusted EBITDA and Consolidated Adjusted EBITDA margin of \$26.9 million and 10.9%, respectively, for the first quarter of 2010. For the fiscal year 2010, our client assets and assets under management were \$73.2 billion and \$18.8 billion, respectively, compared with client assets and assets under management \$66.0 billion and \$16.4 billion, respectively, for the fiscal year 2009. For the first quarter of 2011, our client assets and assets under management were \$74.8 billion and \$19.9 billion, respectively, compared with client assets and assets under management \$69.6 billion and \$17.0 billion, respectively, for the first quarter of 2010.

At March 31, 2011, we employed 3,643 employees, of whom approximately 1,434 were financial advisors. We are headquartered in New York, New York and incorporated under the laws of the state of Delaware.

Private Client

Through its Private Client division, Oppenheimer provides a comprehensive array of financial services through a network of approximately 1,430 financial advisors in 96 offices located throughout the United States and in two offices in Latin America through locally incorporated and independently owned businesses. Clients include

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high-net-worth individuals and families, corporate executives, and small and mid-sized businesses. Clients may choose a variety of ways to establish a relationship and conduct business including brokerage accounts with transaction-based pricing and/or with investment advisory accounts with asset-based fee pricing. Oppenheimer provides the following private client services: Full-Service Brokerage, Wealth Planning, Margin Lending and Securities Lending. The Private Client division generated revenues of \$597.3 million and \$145.4 million in the fiscal year 2010 and in the first quarter of 2011, respectively, and at March 31, 2011, we held client assets of approximately \$74.8 billion.

Oppenheimer Trust offers a wide variety of trust services to the clients of Oppenheimer. This includes custody services, advisory services and specialized servicing options for clients. At March 31, 2011, Oppenheimer Trust held custodial assets of approximately \$2.7 billion.

Asset Management

We offer a wide range of investment advisory services to our retail and institutional clients through proprietary and third party distribution channels. Clients include high-net-worth individuals and families, foundations and endowments, and trust and pension funds. Asset management capabilities include equity, fixed income, large-cap balanced and alternative investments, which are offered through vehicles such as privately managed accounts, and retail and institutional separate accounts. Our asset management services include: Separate Managed Accounts, Uniform Managed Accounts, Other Managed Accounts, Investment Advisory Services, Discretionary Portfolio Management, Fee-Based Non-Discretionary Accounts, Institutional Investment Management and Alternative Investments. The Asset Management division generated \$69.2 million and \$18.3 million of revenues in the fiscal year 2010 and in the first quarter of 2011, respectively, and at March 31, 2011, we had \$19.9 billion of client assets under fee-based management programs.

Capital Markets

Our Capital Markets division generated revenues of \$359.2 million and \$89.8 million in the fiscal year 2010 and in the first fiscal quarter of 2011, respectively.

Investment Banking. Oppenheimer employs over 130 investment banking professionals throughout the United States, the United Kingdom, Israel and Asia. The investment banking department provides strategic advisory services and capital markets products to emerging growth and middle market businesses. The investment banking business has industry coverage groups that focus on each of consumer and business services, energy, financial institutions, healthcare, industrial growth and services, media and entertainment, technology, telecom and financial sponsors.

Equities Capital Markets. In our Equities Capital Markets division we provide institutional sales and trading in Equities, Options and Derivatives, and Convertible Bonds, offering a wide range of trading products and strategies, market making and access to global capital markets for a diverse set of domestic and international investors. Oppenheimer provides listed block trades, NASDAQ market making, bulletin board trading, capital markets/origination, risk arbitrage, statistical arbitrage, special situations, pair trades, relative value, and portfolio and electronic trading. In addition, Oppenheimer offers a suite of quantitative and algorithmic trading solutions as well as access to liquidity in order to access the global markets. Oppenheimer also has a dedicated team for Event Driven Sales and Trading. Oppenheimer's Equity Research group employs over 33 senior analysts covering over 550 equity securities worldwide, and over 70 dedicated equity research sales professionals. In addition to providing regular research pieces, Oppenheimer sponsors numerous conferences, connecting investors and the management of covered companies.

Debt Capital Markets. In our Debt Capital Markets division, we provide institutional sales and trading in Fixed Income, High Yield and Securitized products. Since June 2009, Oppenheimer has participated in auctions for U.S. Government securities conducted by the Federal Reserve Bank of New York. We also provide Fixed Income Research and operate a Public Finance department that advises and raises capital for state and local governments. Through OPY Credit Corp., we participate in loan syndications and operate as underwriting agent in leveraged financing transactions as well as trade syndicated corporate loans in the secondary market.

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Oppenheimer Multifamily Housing & Healthcare Finance, Inc.

OMHHF is a leading company in the FHA-insured mortgage industry, providing origination, underwriting, closing and servicing on commercial mortgage loans throughout the United States, focusing on the multifamily, affordable housing and healthcare industries using FHA programs. These programs provide certain categories of loans with a government guarantee prior to becoming securities and being sold off to investors. OMHHF, through Oppenheimer, immediately hedges its principal risk with a broad set of counterparties until the loans have been securitized and provided with a government guarantee. OMHHF also maintains a mortgage servicing portfolio in which it collects mortgage payments from mortgagees and passes these payments on to mortgage holders, charging a fee for its services. The Company owns 67.0% of OMHHF and the remaining 33.0% is owned by two key employees.

Credit Strengths

Strong Track Record of Paying Down Debt

We have consistently paid down our debt, reducing our long-term indebtedness related to a 2003 acquisition by \$202.5 million, from \$225.0 million in 2003 to \$22.5 million in 2010. We also significantly deleveraged through the credit crisis even as we were integrating a major acquisition, reducing our Debt to Last-Twelve-Months (LTM) Consolidated Adjusted EBITDA leverage ratio from 3.0x at the end of 2008 to 1.1x at the end of 2010. On an as adjusted basis to give effect to this offering, our LTM Consolidated Adjusted EBITDA leverage ratio would have been 1.8x at the end of 2010 (for the calculation of this ratio, the 2010 Consolidated Adjusted EBITDA represents historical Consolidated Adjusted EBITDA and has not been adjusted for the interest expense on long-term debt giving effect to this offering).

Robust Performance Across a Challenging Cycle

Despite the financial crisis of 2008 and its impact on the broader financial services sector, from the fiscal year 2005 to 2010, we grew revenue by 52.3% from \$679.7 million to \$1,035.0 million, we grew assets under management by 83% from \$10.3 billion to \$18.8 billion, and we grew book value per share from \$24.46 to \$37.02.

Primarily an Agency Business Model

Our business strategy is built on an agency model. We derive our revenues mainly by charging our clients commissions and fees on transactions we execute and assets we manage on their behalf. We take little principal risk, and when we do so, it is generally in order to facilitate our client facing business. In addition, we are not a bank holding company, therefore our operations will not be impacted by the limits on principal risk adopted in the recently enacted legislation aimed at financial institutions.

Strong Strategic Position

Our business model combines the full service capabilities of our larger competitors while maintaining the flexibility and independence of a boutique investment firm. We are one of the few full service firms that continues to consistently service middle market companies across the United States and internationally. We have a long-standing

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history in the private client business dating back to 1881 and have a focus on the attractive segment of clients with assets of \$3 million to \$15 million. We have a strong reputation in equity research and have an attractive niche position in middle-market banking and financial sponsor sectors. Oppenheimer is a leading market maker, making markets in over 550 stocks, with access to all international trading markets. Our full service boutique model positions us to compete for a broad range of business as the broader financial markets recover and retail and capital markets activity returns. Our independent and entrepreneurial culture is an advantage in recruiting financial advisors and other financial professionals. Our size allows us to adapt quickly in the changing market place and seek an attractive risk-adjusted return on capital, while being able to provide a full service offering. The loss of corporate independence by some of our competitors has improved our competitive position within middle market financial services and benefits our platforms for experienced financial advisors.

Diversified and Synergistic Business Model

We generate profits across three differentiated business segments. Our Private Client division earns revenues based on transaction volumes and assets under administration, our Asset Management division earns revenue based on assets under management and our Capital Markets division earns revenues based on transaction and trading volumes. The different drivers of revenues for the three divisions provides us with a diversified revenue stream. The Capital Markets division benefits from leads, distribution capabilities and brand recognition from the Private Client division, while providing additional opportunities for the Private Client division. The Asset Management division provides opportunities for us to monetize further fee streams from our Private Client division while providing more stable non-transactional revenues. Oppenheimer serves clients from 96 offices located in major cities and local communities in the United States, which limits our reliance on any one regional economy and provides clients with local high quality service with the benefits of a national full service business.

Proven Track Record of Profitable Growth with Attractive Future Prospects

We have a successful track-record of executing on both our organic and acquisition strategies. We have grown our revenues from \$283.3 million in 2002 to \$1,035.0 million in 2010, or 265.0%, organically and through acquisitions, including the 2003 acquisition of the U.S. Private Client and Asset Management Divisions of CIBC World Markets Corp. Our client assets under administration grew from \$17.8 billion in 2002 to \$73.2 billion in 2010, or 311.2%. Assuming the economy continues to recover, we are well positioned to benefit from the recovery of the broader financial services industry. We believe rebounding markets will likely increase trading activity by retail investors driving transactional revenues and increase asset values, which drive asset management fees. Increases in interest rates are expected to have a significant positive impact on the margin lending business and fees earned on cash products. We believe our Capital Markets division will also benefit from increasing activity in the financing and mergers and acquisitions markets. In addition, those financial services firms that survived the financial crisis will benefit from the greater stability and credibility provided by the recent regulatory reforms. We believe our strategic initiatives across our business segments, such as our application to become a New York Federal Reserve Primary Dealer and our investment in OMHMF, will provide new opportunities for growth. In addition we believe we have the business platform and meet the regulatory requirements to benefit from growth in international markets, particularly in Asia.

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Well Recognized Brand

We have an internationally recognized brand name. Our history dates back to 1881, successfully navigating two World Wars and numerous financial crises. We are in the top eight U.S. full service securities brokerage firms by the number of financial advisors and are able to leverage our name recognition across all our divisions to generate new client business. Our Private Client division supports our middle market banking efforts, while our well recognized equity research increases awareness across private client, capital markets and asset management clients.

Experienced Management Team

We have a strong and experienced senior management team with extensive securities industry experience and significant tenure of working together. Our top twelve senior managers have, on average, more than 13 years of experience at Oppenheimer and, on average, more than 24 years of overall industry experience.

Conservative Risk Position and Robust Risk Management Culture

We believe we maintain a conservative risk position with an average value at risk, or VaR, for the fiscal year 2010 of \$1.0 million and a year end VaR of \$1.4 million. Our assets consist primarily of cash and assets which can be readily converted into cash, to give us a strong liquidity position if it becomes necessary. We also have significant additional liquidity available through short-term funding sources such as bank loans, stock loans and repurchase agreements. We believe we have a robust risk management culture with a focus on managing market risk, credit risk, liquidity risk and operational risk. We have risk management policies and procedures overseen by our risk management committee, which is made up of many of our most senior officers. Oppenheimer seeks to manage its assets and the maturity profile of its obligations in order to be able to liquidate its assets prior to its obligations coming due, even in times of severe market dislocation. We seek to accomplish this by a strict balance sheet and regulatory capital management and staying focused on our core business. Oppenheimer had \$170.8 million in Regulatory Net Capital (pursuant to Rule 15c3-1 of the Exchange Act) and \$146.3 million of Regulatory Excess Net Capital as of December 31, 2010. Oppenheimer maintains Regulatory Net Capital in excess of \$150 million, the minimum amount required by the Federal Reserve Bank of New York for primary dealers.

Our Strategy

We have a number of strategic efforts in place to increase revenue and profitability in our Private Client, Asset Management and Capital Markets divisions. We continue to execute on our near-term strategies of new business and product development, streamlining our infrastructure, and investing in our technology. In the longer term, we plan to grow our business both organically and with opportunistic acquisitions within our areas of expertise, including branch acquisitions. We also see significant opportunities to expand our international operations in our Private Client and Capital Markets divisions.

Private Client. We intend to increase average production per financial advisor by leveraging the existing product platform through a greater percentage of our sales force, marketing and cross-selling our product offerings among our branch locations and enhancing our financial advisor technology. We will expand our sales force incrementally through efforts to recruit and retain top talent. We manage our recruitment costs and retention payments relative to competitors by taking advantage of our distinct culture and our favorable reputation with financial advisors frustrated with the large wire houses. We also intend to develop more products and services which target high net worth clients to attract new clients and leverage our existing relationships to increase our share of customer spending on financial services. We believe our earnings from this segment of our business will improve significantly in a higher interest rate environment.

Asset Management. Our clients have access to a team of specialists with expertise across many disciplines, from hedge funds to mutual funds, from domestic investments to offshore opportunities. We integrate traditional and non-traditional portfolios into a unified solution while offering ready access to the best managers in the investment management universe, both within and outside the firm. We intend to deepen and broaden our product offerings and penetration in asset management. One of our strategic advantages is our diligence process for identifying new asset managers and asset management strategies. Our diligence analysts are directly available for clients, which differentiates us from our competitors when working with

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high net worth individuals and family offices. We are also looking at additional opportunities to bring successful hedge fund and private equity investments to our clients. In addition, we are expanding our sales and marketing team in asset management in an effort to increase growth in client assets through new clients and increasing share of managed assets from existing clients.

Capital Markets. We intend to utilize our strong brand name to continue to develop our investment banking and research capabilities. Our institutional equities business is looking to grow through expansion of market share with existing clients by efficiently allocating resources across different products to focus on key targeted small to medium capitalization corporate clients. The increased penetration of institutional accounts will allow us to leverage our distribution capabilities. In investment banking, we intend to utilize our Private Client division for leads and continue to grow our middle-market banking and financial sponsor franchises, including our leveraged finance business. Longer term, we seek to increase our business footprint and reputation by hiring experienced bankers with diverse product and industry knowledge. In the taxable fixed income sector, we continue to expand our product line and selectively grow our recently established middle markets desk. We have also applied to be designated as a Primary Dealer with the U.S. Federal Reserve Bank of New York, which would give us access to bid directly in U.S. Treasury security auctions and provide new client service opportunities as more parties will be able to trade with us.

Corporate Structure

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SUMMARY DESCRIPTION OF THE EXCHANGE OFFER

On April 12, 2011, we completed the private placement of \$200.0 million aggregate principal amount of 8.75% Senior Secured Notes due 2018. As part of that offering, we entered into a registration rights agreement with the initial purchasers of the old notes, dated as of April 12, 2011, in which we agreed, among other things, to deliver this prospectus to you and to use commercially reasonable efforts to complete an exchange offer for the old notes. Below is a summary of the exchange offer.

Old Notes

8.75% Senior Secured Notes due 2018, which were issued on April 12, 2011.

New Notes

8.75% Senior Secured Notes due 2018, the issuance of which has been registered under the Securities Act. The form and terms of the new notes are identical in all material respects to those of the old notes, except that the transfer restrictions and registration rights relating to the old notes do not apply to the new notes.

Exchange Offer

We are offering to issue up to \$200.0 million aggregate principal amount of the new notes in exchange for a like principal amount of the old notes to satisfy our obligations under the registration rights agreement that was executed when the old notes were issued in a transaction in reliance upon the exemption from registration provided by Rule 144A and Regulation S of the Securities Act.

Expiration Date; Tenders

The exchange offer will expire at 5:00 p.m., New York City time, on August 9, 2011, unless extended in our sole and absolute discretion. By tendering your old notes, you represent to us that:

you are not our affiliate, as defined in Rule 405 under the Securities Act;

any new notes you receive in the exchange offer are being acquired by you in the ordinary course of your business;

neither you nor anyone receiving new notes from you, has any arrangement or understanding with any person to participate in a distribution of the new notes, as defined in the Securities Act;

if you are not a participating broker dealer, you are not engaged in, and do not intend to engage in, the distribution of the new notes, as defined in the Securities Act; and

if you are a broker-dealer that will receive new notes for your own account in exchange for old notes that were acquired by you as a result of your market-making or other trading activities, you will deliver a prospectus in connection with any resale of the new notes you receive.

For further information regarding resales of the new notes by participating broker-dealers, see the discussion under the caption Plan of Distribution.

Withdrawal; Non-Acceptance

You may withdraw any old notes tendered in the exchange offer at any time prior to 5:00 p.m., New York City time, on August 9, 2011. If we decide for any reason not to accept any old notes tendered for exchange, the old notes will be returned to the registered holder at our expense promptly after the expiration or termination of the exchange offer. In the case of the old notes tendered by book-entry transfer into the exchange agent's account at The Depository

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Trust Company (DTC), any withdrawn or unaccepted old notes will be credited to the tendering holder's account at DTC. For further information regarding the withdrawal of tendered old notes, see The Exchange Offer Terms of the Exchange Offer; Period for Tendering Old Notes and the The Exchange Offer Withdrawal Rights.

Conditions to the Exchange Offer

The exchange offer is subject to customary conditions, which we may waive. See the discussion below under the caption The Exchange Offer Conditions to the Exchange Offer for more information regarding the conditions to the exchange offer.

Procedures for Tendering the Old Notes

You must do one of the following on or prior to the expiration or termination of the exchange offer to participate in the exchange offer:

tender your old notes by sending the certificates for your old notes, in proper form for transfer, a properly completed and duly executed letter of transmittal, with any required signature guarantees, and all other documents required by the letter of transmittal, to The Bank of New York Mellon Trust Company, N.A., as exchange agent, at one of the addresses listed below under the caption The Exchange Offer Exchange Agent, or

tender your old notes by using the book-entry transfer procedures described below and transmitting a properly completed and duly executed letter of transmittal, with any required signature guarantees, or an agent's message instead of the letter of transmittal, to the exchange agent. In order for a book-entry transfer to constitute a valid tender of your old notes in the exchange offer, The Bank of New York Mellon Trust Company, N.A., as exchange agent, must receive a confirmation of book-entry transfer of your old notes into the exchange agent's account at DTC prior to the expiration or termination of the exchange offer. For more information regarding the use of book-entry transfer procedures, including a description of the required agent's message, see the discussion below under the caption The Exchange Offer Book-Entry Transfers.

Special Procedures for Beneficial Owners

If you are a beneficial owner whose old notes are registered in the name of the broker, dealer, commercial bank, trust company or other nominee and you wish to tender your old notes in the exchange offer, you should promptly contact the person in whose name the old notes are registered and instruct that person to tender on your behalf. If you wish to tender in the exchange offer on your own behalf, prior to completing and executing the letter of transmittal and delivering your old notes, you must either make appropriate arrangements to register ownership of the old notes in your name or obtain a properly completed bond power from the person in whose name the old notes are registered.

Certain U.S. Federal Income Tax Considerations

The exchange of the old notes for new notes in the exchange offer will not be a taxable transaction for United States federal income tax purposes. See the discussion under the caption Certain U.S. Federal Income Tax Considerations for more information regarding the tax consequences to

you of the exchange offer.

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Use of Proceeds

We will not receive any proceeds from the exchange offer.

Exchange Agent

The Bank of New York Mellon Trust Company, N.A. is the exchange agent for the exchange offer. You can find the address and telephone number of the exchange agent below under the caption "The Exchange Offer - Exchange Agent."

Resales

Based on interpretations by the staff of the SEC, as set forth in no-action letters issued to the third parties, we believe that the new notes you receive in the exchange offer may be offered for resale, resold or otherwise transferred without compliance with the registration and prospectus delivery provisions of the Securities Act. However, you will not be able to freely transfer the new notes if:

you are our affiliate, as defined in Rule 405 under the Securities Act;

you are not acquiring the new notes in the exchange offer in the ordinary course of your business;

you have an arrangement or understanding with any person to participate in the distribution, as defined in the Securities Act, of the new notes, you will receive in the exchange offer;

you are holding old notes that have or are reasonably likely to have the status of an unsold allotment in the initial offering; or

you are a participating broker-dealer that received new notes for its own account in the exchange offer in exchange for old notes that were acquired as a result of market-making or other trading activities.

If you fall within one of the exceptions listed above, you must comply with the registration and prospectus delivery requirements of the Securities Act in connection with any resale transaction involving the new notes. See the discussion below under the caption "The Exchange Offer Procedures for Tendering Old Notes" for more information.

Broker-Dealer

Each broker-dealer that receives new notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of new notes. The letter of transmittal states that by so acknowledging and delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of new notes received in exchange for old notes which were acquired by such broker-dealer as a result of market making activities or other trading activities. We have agreed that for a period of up to 90 days after the completion of this exchange offer, we will make this prospectus available to any broker-dealer for use in connection with any such resale.

See Plan of Distribution for more information.

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Furthermore, a broker-dealer that acquired any of its old notes directly from us:

may not rely on the applicable interpretations of the staff or the SEC's position contained in Exxon Capital Holdings Corp., SEC no-action letter (Apr. 13, 1988); Morgan Stanley & Co. Inc., SEC no-action letter (June 5, 1991); or Shearman & Sterling, SEC no-Action Letter (July 2, 1993); and

must also be named as a selling security holder in connection with the registration and prospectus delivery requirements of the Securities Act relating to any resale transaction.

Registration Rights Agreement

When the old notes were issued, we entered into a registration rights agreement with the initial purchasers of the old notes. Under the terms of the registration rights agreement, we agreed to use our commercially reasonable efforts to file with the SEC and cause to become effective, a registration statement relating to an offer to exchange the old notes for the new notes.

In the event that the exchange offer is not consummated within 360 days of the date of issuance of the old notes (i.e. by April 6, 2012), the interest rate borne by the old notes will be increased by 0.25% per annum for the first 90 days beginning after April 6, 2012, and 0.50% per annum thereafter.

Under some circumstances set forth in the registration rights agreement, holders of old notes, including holders who are not permitted to participate in the exchange offer or who may not freely sell new notes received in the exchange offer, may require us to file and cause to become effective, a shelf registration statement covering resales of the old notes by these holders.

A copy of the registration rights agreement is incorporated by reference as an exhibit to the registration statement of which this prospectus is a part. See Description of the New Notes Registration Rights and Additional Interest.

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CONSEQUENCES OF NOT EXCHANGING OLD NOTES

If you do not exchange your old notes in the exchange offer, your old notes will continue to be subject to the restrictions on transfer described in the legend on the certificate for your old notes. In general, you may offer or sell your old notes only:

if they are registered under the Securities Act and applicable state securities laws;

if they are offered or sold under an exemption from registration under the Securities Act and applicable state securities laws; or

if they are offered or sold in a transaction not subject to the Securities Act and applicable state securities laws.

We do not currently intend to register the old notes under the Securities Act. Under some circumstances, however, holders of the old notes, including holders who are not permitted to participate in the exchange offer or who may not freely resell new notes received in the exchange offer, may require us to file, and to cause to become effective, a shelf registration statement covering resales of old notes by these holders. For more information regarding the consequences of not tendering your old notes and our obligation to file a shelf registration statement, see [The Exchange Offer](#) [Consequences of Exchanging or Failing to Exchange Old Notes](#).

Table of Contents**SUMMARY DESCRIPTION OF THE NEW NOTES**

The terms of the new notes and those of the outstanding old notes are substantially identical, except that the transfer restrictions and registration rights relating to the old notes do not apply to the new notes. For a more complete understanding of the new notes, see Description of the new notes.

Issuer	Oppenheimer Holdings Inc.
Securities	Up to \$200.0 million aggregate principal amount of 8.75% Senior Secured Notes due 2018.
Maturity	April 15, 2018.
Interest	8.75% per annum, payable semi-annually in arrears on April 15 and October 15 of each year, beginning on October 15, 2011.
Subsidiary Guarantors	All payments on the new notes, including principal and interest, will be jointly and severally and fully and unconditionally guaranteed on a senior secured basis by E.A. Viner International Co. and Viner Finance Inc. and future subsidiaries required to guarantee the new notes pursuant to the Future Subsidiary Guarantees covenant (the Subsidiary Guarantors). See Description of the new notes Covenants Future subsidiary guarantees.
Collateral	The new notes and the subsidiary guarantees will be secured by a first-priority security interest in substantially all of the Company's and the Subsidiary Guarantors' existing and future tangible and intangible assets, subject to certain exceptions and permitted liens. See Description of the new notes Security.
Optional Redemption	We may redeem the new notes at any time on or after April 15, 2014. The redemption price for the new notes (expressed as a percentage of principal amount), will be as follows, plus accrued and unpaid interest and additional interest, if any, to, but not including, the redemption date:

If Redeemed During the 12-Month Period Commencing April 15,

	Redemption Price
2014	106.563%
2015	104.375%
2016	102.188%
2017 and thereafter	100.000%

In addition, at any time prior to April 15, 2014, we may redeem the new notes at our option, in whole at any time or in part from time to time, at a redemption price equal to 100% of the principal amount of the new notes redeemed plus a make-whole premium and accrued and unpaid interest and additional interest, if any.

In addition, at any time prior to April 15, 2014, we may redeem up to 35% of the principal amount of the new notes with the net cash proceeds of one or more sales of our capital stock (other than disqualified stock) at a redemption price of 108.75% of their principal amount, plus accrued and unpaid interest and additional interest, if any; provided that at least 65% of the original aggregate principal amount of new notes issued on the closing date remains outstanding after each such redemption and notice of any such redemption is mailed within 90 days of each such sale of capital stock.

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Change in Control

Upon a change of control we may be required to make an offer to purchase the new notes. The purchase price will equal 101% of the principal amount of the new notes on the date of purchase, plus accrued and unpaid interest and additional interest, if any. We may not have sufficient funds available at the time of a change of control to make any required debt payment (including repurchases of the new notes).

Ranking

The new notes will be our general senior obligations and will rank effectively senior in right of payment to all unsecured and unsubordinated obligations of the Company or the relevant Subsidiary Guarantor, to the extent of the value of the collateral owned by the Company or such Subsidiary Guarantor (and, to the extent of any unsecured remainder after payment of the value of the collateral, rank equally in right of payment with such unsecured and unsubordinated indebtedness of the Company). The new notes will also rank senior in right of payment to any subordinated debt of the Company or such Subsidiary Guarantor. The new notes will be secured on a first-priority basis by the collateral, subject to certain exceptions and permitted liens and it is intended that *pari passu* lien indebtedness, if any, will be secured on an equal and ratable basis. The new notes will be effectively junior in right of payment to all existing and future indebtedness, claims of holders of preferred stock and other liabilities (including trade payables) of subsidiaries of the Company that are not guarantors, including all Regulated Subsidiaries (as defined below) and unrestricted subsidiaries.

As of March 31, 2011, on an as adjusted basis after giving effect to the sale of the new notes and the use of proceeds thereof, we would have had approximately \$200 million of senior debt, \$200 million of which was secured, and no subordinated debt

We currently derive the majority of our revenue from the operations of our Regulated Subsidiaries. As our obligations under the new notes are not guaranteed by our Regulated Subsidiaries, creditors of a Regulated Subsidiary, including trade creditors, customers, and preferred stockholders, if any, of such Regulated Subsidiary generally will have priority with respect to the assets and earnings of such Regulated Subsidiary over the claims of the holders. The new notes, therefore, will be effectively subordinated to the claims of creditors, including trade creditors, customers and preferred stockholders, if any, of our Regulated Subsidiaries. As of March 31, 2011, our Regulated Subsidiaries had \$2.6 billion outstanding in such liabilities.

Certain Covenants

The Company will agree to covenants that limit the ability of the Company and its restricted subsidiaries and, in certain limited cases, its Regulated Subsidiaries, among other things, to:

incur additional debt and issue preferred stock;

pay dividends, acquire shares of capital stock, make payments on subordinated debt or make investments;

place limitations on distributions from Regulated Subsidiaries or restricted subsidiaries;

issue guarantees;

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sell or exchange assets;

enter into transactions with shareholders and affiliates;

create liens; and

effect mergers.

These covenants are subject to important exceptions and qualifications, which are described under the heading "Description of the new notes Covenants" in this prospectus. These exceptions and qualifications include, among other things, a variety of provisions that are intended to allow us to continue to conduct our brokerage operations in the ordinary course of business. In addition, if and for so long as the new notes have an investment grade debt rating from both Standard & Poor's, a division of The McGraw-Hill Companies, Inc. and Moody's Investors Service, Inc. and no default has occurred and is continuing under the indenture, we will not be subject to certain of the covenants listed above. See "Description of the new notes."

Pursuant to the indenture, the following covenants apply to us and our restricted subsidiaries, but generally do not apply, or apply only in part, to our Regulated Subsidiaries:

limitation on indebtedness and issuances of preferred stock, which restricts our ability to incur additional indebtedness or to issue preferred stock;

limitations on restricted payments, which generally restricts our ability to declare certain dividends or distributions or to make certain investments;

limitation on dividend and other payment restrictions affecting restricted subsidiaries or Regulated Subsidiaries, which generally prohibits restrictions on the ability of certain of our subsidiaries to pay dividends or make other transfers;

future Subsidiary Guarantors, which prohibits certain of our subsidiaries from guaranteeing our indebtedness or indebtedness of any restricted subsidiary unless the new notes are comparably guaranteed;

limitation on transactions with shareholders and affiliates, which generally requires transactions among our affiliated entities to be conducted on an arm's-length basis;

limitation on liens, which generally prohibits us and our restricted subsidiaries from granting liens unless the new notes are comparably secured; and

limitation on asset sales, which generally prohibits us and certain of our subsidiaries from selling assets or certain securities or property of significant subsidiaries.

Under certain circumstances, however, the covenants under Description of the new notes Covenants Limitation on indebtedness and issuances of preferred stock, Limitation on restricted payments, Limitation on dividend and other payment restrictions affecting restricted subsidiaries or regulated subsidiaries, Future

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subsidiary guarantees, Limitation on transactions with shareholders and affiliates, and Limitation on asset sales may apply to our Regulated Subsidiaries, depending on the nature of the transaction in question, whether a Regulated Subsidiary is incurring any Indebtedness (as defined in the indenture) and a variety of other factors.

For purposes of the covenants, Regulated Subsidiaries refers to any direct or indirect subsidiary of the Company that is registered as (i) a broker dealer pursuant to Section 15 of the Exchange Act, (ii) a broker dealer or underwriter under any foreign securities law or (iii) a banking or insurance subsidiary regulated under state, federal or foreign laws. Restricted subsidiaries generally include any of our subsidiaries that are not Regulated Subsidiaries and that have not been designated by our board of directors as unrestricted.

As of March 31, 2011, our Regulated Subsidiaries represented 93% of our total assets. For the quarter ended March 31, 2011 and the year ended December 31, 2010, our Regulated Subsidiaries represented 90% and 90% of our total revenues, respectively, and 44% and 54% of our net income, respectively.

No Established Trading Market

The new notes generally will be freely transferable but will also be new securities for which there is no established market. Accordingly, a liquid market for the new notes may not develop or be maintained. We have not applied, and do not intend to apply, for the listing of the new notes on any exchange or automated dealer quotation system.

Risk Factors

Tendering your old notes in the exchange offer involves risks. You should carefully consider the information set forth in this prospectus and, in particular, should evaluate the specific factors set forth in the section entitled Risk Factors for an explanation of certain risks of investing in the new notes before tendering any old notes. For a description of risks related to our industry and business, you should also evaluate the specific risk factors set forth in the section entitled Risk Factors in our annual report on Form 10-K for the year ended December 31, 2010, which is incorporated herein by reference.

Table of Contents**SUMMARY CONSOLIDATED HISTORICAL FINANCIAL DATA**

The summary consolidated historical financial data set forth below for each of the years ended December 31, 2010, 2009 and 2008 has been primarily derived from our audited consolidated financial statements. The summary consolidated historical financial data set forth below for the quarter ended March 31, 2011 has been primarily derived from our unaudited consolidated financial statements. The following data should be read in conjunction with

Management's Discussion and Analysis of Financial Condition and Results of Operations and the consolidated historical financial statements and the related notes contained in our annual report on Form 10-K for the year ended December 31, 2010, and our quarterly report on Form 10-Q for the quarter ended March 31, 2011, which are incorporated by reference into this prospectus.

			212,025	42,825
Total operating expenses	3,764,331	2,952,722	8,174,428	5,642,550
LOSS FROM OPERATIONS	(3,127,185)	(2,608,117)	(6,939,928)	(4,980,275)
Other income (expense):				
Interest income (expense), net	239	405	673	405
Other income (expense), net	(79,389)	—	76,028	—
Gain (loss) on change in fair value of warrant liability	455,899	(519,919)	(2,178,859)	(6,852,518)
Net loss before provision for income taxes	(2,750,436)	(3,127,631)	(9,042,086)	(11,832,388)
Income taxes (benefit)	—	—	—	—
NET LOSS	\$(2,750,436)	\$(3,127,631)	\$(9,042,086)	\$(11,832,388)
Net loss per share-basic and diluted	\$(0.00)	\$(0.00)	\$(0.01)	\$(0.02)
Weighted average shares outstanding-				
Basic and diluted	808,248,340	680,399,988	798,970,750	664,993,844

See the accompanying notes to the unaudited condensed consolidated financial statements

APPLIED DNA SCIENCES, INC
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Six Months Ended March	
	31,	
	2014	2013
Cash flows from operating activities:		
Net loss	\$ (9,042,086)	\$ (11,832,388)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	212,025	42,825
Fair value of vested options issued to officers, directors and employees	1,313,331	873,023
Change in fair value of warrant liability	2,178,859	6,852,518
Equity based compensation	—	13,238
Common stock issued for consulting services	337,500	—
Bad debt expense	16,144	—
Change in operating assets and liabilities:		
Accounts receivable	50,499	(110,803)
Prepaid expenses and deposits	59,134	54,762
Accounts payable and accrued liabilities	344,572	217,714
Deferred revenue	267,486	—
Net cash used in operating activities	(4,262,536)	(3,889,111)
Cash flows from investing activities:		
Purchase of property and equipment	(109,581)	(30,061)
Net cash used in investing activities	(109,581)	(30,061)
Cash flows from financing activities:		
Net proceeds from sale of common stock	—	2,000,000
Proceeds from sale of Series A preferred stock	—	5,500,000
Proceeds from exercise of warrants	—	150,000
Purchase and cancelation of previously issued warrants	—	(50,000)
Net cash provided by financing activities	—	7,600,000
Net (decrease)increase in cash and cash equivalents	(4,372,117)	3,680,828
Cash and cash equivalents at beginning of period	6,360,301	724,782
Cash and cash equivalents at end of period	\$ 1,988,184	\$ 4,405,610
Supplemental Disclosures of Cash Flow Information:		
Cash paid during period for interest	\$ —	\$ —
Cash paid during period for taxes	\$ —	\$ —
Non-cash investing and financing activities:		

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Common stock issued in exchange for previously incurred debt	\$	—	\$	—
Common stock issued for cashless exercise of options and warrants	\$	19,570	\$	—
Property, plant and equipment acquired, and included in accounts payable	\$	7,794	\$	—

See the accompanying notes to the unaudited condensed consolidated financial statements

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APPLIED DNA SCIENCES, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2014
(unaudited)

NOTE A — SUMMARY OF ACCOUNTING POLICIES

General

The accompanying condensed consolidated financial statements as of March 31, 2014 and for the three and six months ended March 31, 2014 and 2013 are unaudited. These unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States (“GAAP”) for interim financial information and are presented in accordance with the requirements of Rule S-X of the Securities and Exchange Commission (the “SEC”) and with the instructions to Form 10-Q. Accordingly, they do not include all the information and footnotes required by generally accepted accounting principles for complete financial statements.

In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three and six month periods ended March 31, 2014 are not necessarily indicative of the results that may be expected for the fiscal year ending September 30, 2014. The unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements as of and for the year ended September 30, 2013 and footnotes thereto included in the Company’s Annual Report on Form 10-K and Form 10-K/A filed with the SEC.

The condensed consolidated balance sheet as of September 30, 2013 contained herein has been derived from the audited consolidated financial statements as of September 30, 2013, but do not include all disclosures required by GAAP.

Business and Basis of Presentation

On September 16, 2002, Applied DNA Sciences, Inc. (the “Company”) was incorporated under the laws of the State of Nevada. Effective December 17, 2008, the Company reincorporated from the State of Nevada to the State of Delaware. The Company is principally devoted to developing DNA embedded biotechnology security solutions in the United States and Europe. To date, the Company has had a limited operating history, and as a result, its operations have produced limited recurring revenues from its services and products; it has incurred expenses and has sustained losses. Consequently, its operations are subject to all the risks inherent in the establishment of a biotechnology company. For the period from inception through March 31, 2014, the Company has accumulated losses of \$195,735,697.

The unaudited condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, Applied DNA Operations Management, Inc., APDN (B.V.I.) Inc. and Applied DNA Sciences Europe Limited, which currently have no operations.

Use of Estimates

The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Management bases its estimates on historical experience and on various assumptions that are believed to be reasonable under the circumstances, the results of which

form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. The most complex and subjective estimates include; recoverability of long-lived assets, including the value assigned to intangible assets and property and equipment, fair value calculations for warrants, contingencies and allowance for doubtful accounts. Management reviews its estimates on a regular basis and the effects of any material revisions are reflected in the condensed consolidated interim financial statements in the period they are deemed necessary. Accordingly, actual results could differ from those estimates.

Revenue Recognition

The Company recognizes revenue in accordance with Accounting Standards Codification (“ASC”) 605, Revenue Recognition (“ASC 605”). ASC 605 requires that four basic criteria must be met before revenue can be recognized: (1) persuasive evidence of an arrangement exists; (2) delivery has occurred and/or service has been performed; (3) the selling price is fixed and determinable; and (4) collectability is reasonably assured. Determination of criteria (3) and (4) are based on management’s judgments regarding the fixed nature of the selling prices of the products delivered or services provided and the collectability of those amounts. Provisions for allowances and other adjustments are provided for in the same period the related sales are recorded. The Company defers any revenue for which the product has not been delivered, service has not been provided, or is subject to refund until such time that the Company and the customer jointly determine that the product has been delivered, the service has been provided, or no refund will be required. At March 31, 2014 and September 30, 2013, the Company recorded deferred revenue of \$415,989 and \$148,503, respectively.

APPLIED DNA SCIENCES, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2014
(unaudited)

NOTE A — SUMMARY OF ACCOUNTING POLICIES (continued)

Revenue Recognition, continued

Revenue arrangements with multiple components are divided into separate units of accounting if certain criteria are met, including whether the delivered component has stand-alone value to the customer. Consideration received is allocated among the separate units of accounting based on their respective selling prices. The selling price for each unit is based on vendor-specific objective evidence, or VSOE, if available, third party evidence if VSOE is not available, or estimated selling price if neither VSOE nor third party is available. The applicable revenue recognition criteria are then applied to each of the units.

Revenue for a government contract award, which supports our development efforts on specific projects, is recognized as milestones are achieved as per the contract. The Company recognized revenue of approximately \$25,000 and \$50,000 from this contract award during the three and six month periods ended March 31, 2014, respectively.

Cash Equivalents

For the purpose of the accompanying unaudited condensed consolidated financial statements, all highly liquid investments with a maturity of three months or less are considered to be cash equivalents.

Accounts Receivable

The Company provides an allowance for doubtful accounts equal to the estimated uncollectible amounts. The Company's estimate is based on historical collection experience and a review of the current status of trade accounts receivable. It is reasonably possible that the Company's estimate of the allowance for doubtful accounts will change. At March 31, 2014 and September 30, 2013, the Company has an allowance for doubtful accounts of \$36,757 and \$62,415, respectively. The Company writes off receivables that are deemed uncollectible. The Company wrote-off \$16,801 and \$41,801, respectively, of accounts receivable that was previously reserved for during the three and six month periods ended March 31, 2014.

Income Taxes

The Company accounts for income taxes in accordance with ASC 740, Income Taxes ("ASC 740") which requires the recognition of deferred tax liabilities and assets for the expected future tax consequences of events that have been included in the financial statement or tax returns. Under this method, deferred tax liabilities and assets are determined based on the difference between financial statements and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. Temporary differences between taxable income reported for financial reporting purposes and income tax purposes include, but not limited to, accounting for intangibles, warrants, equity based compensation and depreciation and amortization.

The Company evaluates the recoverability of deferred tax assets and establishes a valuation allowance when it is more likely than not that some portion or all of the deferred tax asset will not be realized. During the year ended September

30, 2013 and the three and six months ended March 31, 2014, the Company incurred losses from operations. Based upon these results and the trends in the Company's performance projected for the remainder of fiscal year 2014, it is more likely than not that the Company will not realize any benefit from the deferred tax assets recorded by the Company in previous periods. Management makes judgments as to the interpretation of tax laws that might be challenged upon an audit and cause changes to previous estimates of tax liability. In management's opinion, adequate provisions for income taxes have been made for all years. If actual taxable income by tax jurisdiction varies from estimates, additional allowances or reversals of reserves may be necessary. The Company has identified its federal tax return and its state tax return in New York as "major" tax jurisdictions. Based on the Company's evaluation, it has been concluded that there are no significant uncertain tax positions requiring recognition in the Company condensed consolidated financial statements.

The Company's evaluation was performed for tax years 2009 through 2012. The Company believes that its income tax positions and deductions will be sustained on audit and does not anticipate any adjustments that will result in a material change to its financial position. It is the Company's policy to accrue interest and penalties on unrecognized tax benefits as components of income tax provision. The Company did not have any accrued interest or penalties as of March 31, 2014 and September 30, 2013.

APPLIED DNA SCIENCES, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2014
(unaudited)

NOTE A — SUMMARY OF ACCOUNTING POLICIES (continued)

Property Plant and Equipment

Property plant and equipment are stated at cost and depreciated using the straight line method over their estimated useful lives. The estimated useful lives for computer equipment, lab equipment and furniture is 3 to 5 years and leasehold improvements are amortized over the shorter of their useful life or the lease term. Property plant and equipment consist of:

	March 31, 2014 (unaudited)	September 30, 2013
Computer equipment	\$ 69,182	\$ 43,555
Lab equipment	739,889	657,735
Furniture	164,997	164,997
Leasehold improvements	248,931	239,337
Total	1,222,999	1,105,624
Accumulated depreciation	575,507	409,629
Property and equipment, net	\$ 647,492	\$ 695,995

Depreciation expense for the three and six month periods ended March 31, 2014 was \$83,864 and \$165,878, respectively. Depreciation expense for the three and six month periods ended March 31, 2013 was \$21,830 and \$42,825, respectively.

Impairment of Long-Lived Assets

The Company accounts for its long-lived assets in accordance with ASC 360, Property, Plant and Equipment (“ASC 360”). ASC 360 requires that long-lived assets and certain identifiable intangibles held and used by the Company be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The Company evaluates its long lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Events relating to recoverability may include significant unfavorable changes in business conditions, recurring losses, or a forecasted inability to achieve break-even operating results over an extended period. The Company evaluates the recoverability of long-lived assets based upon forecasted undiscounted cash flows. Should impairment in value be indicated, the carrying value of long-lived assets will be adjusted, based on estimates of future discounted cash flows resulting from the use and ultimate disposition of the asset. ASC 360 also requires assets to be disposed of be reported at the lower of the carrying amount or the fair value less costs to sell.

Segment Information

The Company follows the provisions of ASC 280, Segment Reporting (“ASC 280”). ASC 280 establishes standards for reporting information regarding operating segments in annual financial statements and requires selected information for those segments to be presented in interim financial reports issued to stockholders. ASC 280 also establishes standards for related disclosures about products and services and geographic areas. Operating segments are identified as components of an enterprise about which separate discrete financial information is available for evaluation by the chief operating decision maker, or decision-making group, in making decisions how to allocate resources and assess performance. The information disclosed herein, materially represents all of the financial information related to the Company’s single principal operating segment.

Net Loss Per Share

The Company presents loss per share utilizing a dual presentation of basic and diluted loss per share. Basic loss per share includes no dilution and has been calculated based upon the weighted average number of common shares outstanding during the period. Dilutive common stock equivalents consist of shares issuable upon the exercise of the Company’s stock options and warrants.

For the three and six months ended March 31, 2014 and 2013, common stock equivalent shares are excluded from the computation of the diluted loss per share as their effect would be anti-dilutive.

Fully diluted shares outstanding were 951,183,299 and 939,779,709 for the three and six month periods ended March 31, 2014, respectively.

Fully diluted shares outstanding were 813,157,960 and 797,751,816 for the three and six month periods ended March 31, 2013, respectively.

APPLIED DNA SCIENCES, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2014
(unaudited)

NOTE A — SUMMARY OF ACCOUNTING POLICIES (continued)

Stock Based Compensation

The Company accounts for stock-based compensation in accordance with ASC 718, Compensation (“ASC 718”). ASC 718 requires all share-based payments to employees, including grants of employee stock options, to be recognized in the statement of operations based on their fair values. Under the provisions of ASC 718, stock-based compensation costs is measured at the grant date, based on the fair value of the award, and is recognized as expense over the employee’s requisite service period (generally the vesting period of the equity grant). The fair value of the Company’s common stock options are estimated using the Black Scholes option-pricing model with the following assumptions: expected volatility, dividend rate, risk free interest rate and the expected life. The Company expenses stock-based compensation by using the straight-line method. In accordance with ASC 718, excess tax benefits realized from the exercise of stock-based awards are classified in cash flows from financing activities. The future realization of the reserved deferred tax assets related to these tax benefits associated with the exercise of stock options will result in a credit to additional paid in capital if the related tax deduction reduces taxes payable. The Company has elected the “with and without approach” regarding ordering of windfall tax benefits to determine whether the windfall tax benefit did reduce taxes payable in the current year. Under this approach, the windfall tax benefit would be recognized in additional paid-in-capital only if an incremental tax benefit is realized after considering all other benefits presently available. Stock-based compensation expense recognized under ASC 718 for the three and six month periods ended March 31, 2014 were \$547,784 and \$1,313,331, respectively, and for the three and six month periods ended March 31, 2013 were \$455,157 and \$873,023, respectively.

As of March 31, 2014, 192,484,972 employee stock options were outstanding with options to purchase 131,107,972 shares vested and exercisable.

Concentrations

Financial instruments and related items, which potentially subject the Company to concentrations of credit risk, consist primarily of cash, cash equivalents and trade receivables. The Company places its cash and temporary cash investments with high credit quality institutions. At times, such investments may be in excess of the FDIC insurance limit.

The Company’s revenues earned from sale of products and services for the three month period ended March 31, 2014 included an aggregate of 16% from one customer of the Company’s total revenues. During the six month period ended March 31, 2014 no customers represented 10% or greater of the Company’s total revenues.

The Company’s revenues earned from the sale of products and services for the three and six month periods ended March 31, 2013 included an aggregate of 66% and 59% from one and four customers of the Company’s total revenues, respectively.

Three customers accounted for 61% and 43% of the Company’s total accounts receivable at March 31, 2014 and September 30, 2013, respectively.

Research and Development

The Company accounts for research and development costs in accordance with the ASC 730, Research and Development (“ASC 730”). Under ASC 730, all research and development costs must be charged to expense as incurred. Accordingly, internal research and development costs are expensed as incurred. Third-party research and development costs are expensed when the contracted work has been performed or as milestone results have been achieved. Company-sponsored research and development costs related to both present and future products are expensed in the period incurred. The Company incurred research and development expenses of \$359,782 and \$176,485 for the three month periods ended March 31, 2014 and 2013, respectively, and \$819,086 and \$324,151 for the six month periods ended March 31, 2014 and 2013, respectively.

Advertising

The Company follows the policy of charging the costs of advertising to expense as incurred. The Company charged to operations \$22,477 and \$99,352 as advertising costs for the three month periods ended March 31, 2014 and 2013, respectively, and \$74,918 and \$136,811 for the six month periods ended March 31, 2014 and 2013, respectively.

APPLIED DNA SCIENCES, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2014
(unaudited)

NOTE A — SUMMARY OF ACCOUNTING POLICIES (continued)

Intangible Assets

The Company amortizes its intangible assets using the straight-line method over their estimated period of benefit. The estimated useful life for patents is five years while other intellectual property uses a seven year useful life. The Company periodically evaluates the recoverability of intangible assets and takes into account events or circumstances that warrant revised estimates of useful lives or that indicate that impairment exists. All of the Company's intangible assets are subject to amortization.

Fair Value of Financial Instruments

The Company's financial instruments are primarily composed of cash, accounts receivable, accounts payable and accrued liabilities, and warrants. The fair value of cash, accounts receivable, accounts payable and accrued liabilities, as reflected in the condensed consolidated balance sheet, approximate its fair value due to the short-term maturity of these instruments.

The valuation techniques utilized are based upon observable and unobservable inputs. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect internal market assumptions. These two types of inputs create the following fair value hierarchy:

Level 1 – Quoted prices in active markets for identical assets or liabilities.

Level 2 – Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the related asset or liabilities.

Level 3 – Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of assets or liabilities.

The Company utilizes observable market inputs (quoted market prices) when measuring fair value whenever possible.

For fair value measurements categorized within Level 3 of the fair value hierarchy, the Company's accounting and finance department, who report to the Chief Financial Officer, determine its valuation policies and procedures. The development and determination of the unobservable inputs for Level 3 fair value measurements and fair value calculations are the responsibility of the Company's accounting and finance department and are approved by the Chief Financial Officer.

As of March 31, 2014, there were no transfers in or out of Level 3 from other levels.

The fair value of each warrant is estimated using the Binomial Lattice option pricing model. Significant observable and unobservable inputs include stock price, exercise price, annual risk free rate, term, and expected volatility, and are

classified within Level 3 of the valuation hierarchy. An increase or decrease in volatility, in isolation, can significantly increase or decrease the fair value of the warrant. See Note H.

Recent Accounting Pronouncements

There were various updates recently issued, most of which represented technical corrections to the accounting literature or application to specific industries and are not expected to have a material impact on the Company's unaudited condensed consolidated financial position, results of operations or cash flows.

Subsequent Events

The Company has evaluated events that occurred subsequent to the balance sheet date and through the date the financial statements were available to be issued. Management concluded that no subsequent events required disclosure in the condensed consolidated financial statements.

APPLIED DNA SCIENCES, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2014
(unaudited)

NOTE B – LIQUIDITY AND MANAGEMENT’S PLAN

The Company has recurring net losses, which have resulted in an accumulated deficit of \$195,735,697 as of March 31, 2014. The Company incurred a net loss of \$9,042,086 and generated negative operating cash flow of \$4,262,536 for the six month period ended March 31, 2014. However, the Company has attained positive working capital of \$967,081 as of March 31, 2014. At March 31, 2014, the Company had cash and cash equivalents of \$1,988,184. The Company’s current capital resources include cash and cash equivalents and other working capital resources, and cash generated through operations. Historically, the Company has financed its operations principally from the sale of equity securities.

Continuation of the Company as a going concern is dependent upon future revenues, obtaining additional capital and ultimately, upon the Company attaining profitable operations. The Company will require additional funds to complete the continued development of its products, product manufacturing, and to fund expected additional losses from operations, until revenues are sufficient to cover the Company’s operating expenses. If the Company is unsuccessful in obtaining the necessary additional financing, it will most likely be forced to reduce operations.

Management believes that it will be able to raise additional funds and the Company is currently in discussions with investment bankers and potential investors regarding possible financing. However, the Company has no formal commitments for any future funding, and may not be able to obtain additional financing on terms acceptable to it, if at all, in the future.

The ability of the Company to continue as a going concern is dependent on its ability to successfully accomplish the plan described in the preceding paragraphs. The condensed consolidated financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or the amount and classification of liabilities that might result from the outcome of this uncertainty.

NOTE C – ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities at March 31, 2014 and September 30, 2013 are as follows:

	March 31,	September
	2014	30,
	(unaudited)	2013
Accounts payable	\$ 986,281	\$ 641,302
Accrued consulting fees	102,500	102,500
Accrued salaries payable	152,413	220,175
Other accrued expenses	78,149	3,000
Total	\$ 1,319,343	\$ 966,977

NOTE D – WARRANT LIABILITY

On December 16, 2013, Crede CG III, Ltd (“Crede”) effected the cashless exercise of 10,695,187 Series A Warrants and 7,000,000 Series B Warrants. At December 16, 2013 (date of exercise), the Company determined the fair value of the Warrants to be \$2,455,042 using the Binomial Lattice model with the following assumptions: fair value of the Company’s Common Stock \$0.18 per share; dividend yield 0%; expected term: 4.55 years; risk free interest rate: 1.55%; expected volatility of: 118.89%; and an exercise price of \$0.2431. The change in fair value of the warrant liability on the day of exercise amounted to a loss of \$1,288,752 and was included in the results of operations. Upon exercise, the fair value of the Series A and 7,000,000 of the Series B Warrants were reclassified to equity.

As of March 31, 2014 the fair value of the remaining 22,411,764 Series B Warrants was \$2,367,266. The fair value was determined using the Binomial Lattice model with the following assumptions: fair value of the Company’s Common Stock \$0.13 per share; dividend yield 0%; expected terms 4.30 years; risk free interest rate: 1.32%; expected volatility of: 138.87%; and the expected price at which holders are likely to exercise their Warrants of \$0.2431 per share.

APPLIED DNA SCIENCES, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
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NOTE E - CAPITAL STOCK

The Company is authorized to issue 1,350,000,000 shares of Common Stock as the result of a vote of stockholders conducted on January 27, 2012 which effected an increase in the authorized shares of Common Stock from 800,000,000 shares to 1,350,000,000 shares. In addition, the Company is authorized to issue 10,000,000 shares of preferred stock with a \$0.001 par value per share. As of March 31, 2014 and September 30, 2013, there were 808,596,863 and 786,526,955 shares of Common Stock issued and outstanding, respectively, and no shares of preferred stock outstanding.

Common Stock Transactions during the six month period ended March 31, 2014:

On December 16, 2013, Crede effected the cashless exercise of 10,695,187 Series A Warrants and 7,000,000 Series B Warrants, and the Company thereupon issued to Crede an aggregate of 18,823,073 shares of its Common Stock.

On December 20, 2013, 2,500,000 shares of the Company's Common Stock were issued in connection with a settlement resulting from the termination of a consulting agreement. The fair value of the Common Stock was determined using the Company's stock price on December 20, 2013. The total fair value of \$337,500 was charged to operations.

On February 11, 2014, 746,835 shares of the Company's Common Stock were issued in connection with the cashless exercise of 1,000,000 warrants to acquire the Company's Common Stock.

NOTE F - STOCK OPTIONS AND WARRANTS

Warrants

The following table summarizes the changes in warrants outstanding and the related prices for the shares of Common Stock issued to non-employees of the Company. These warrants were granted in lieu of cash compensation for services performed or financing expenses in connection with the sale of Common Stock.

Exercise Prices	Number Outstanding	Warrants		Weighted Average Exercise Price	Weighted Average Exercisable	Exercisable Weighted Average Exercise Price
		Outstanding Remaining Contractual Life (Years)				
\$ 0.0400	2,000,000	1.42	\$	0.0400	2,000,000	\$ 0.0400
\$ 0.0441	510,784	3.29	\$	0.0441	510,784	\$ 0.0441
\$ 0.0475	3,789,489	4.29	\$	0.0475	3,789,489	\$ 0.0475
\$ 0.0553	226,081	3.78	\$	0.0553	226,081	\$ 0.0553
\$ 0.0710	1,000,000	0.82	\$	0.0710	1,000,000	\$ 0.0710
\$ 0.0900	6,900,000	2.42	\$	0.0900	6,900,000	\$ 0.0900
\$ 0.1790	100,000	1.60	\$	0.1790	100,000	\$ 0.1790

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\$ 0.2140	100,000	2.10	\$ 0.2140	100,000	\$ 0.2140
\$ 0.2431	22,411,764	4.30	\$ 0.2431	22,411,764	\$ 0.2431
	37,038,118	3.67	\$ 0.1748	37,038,118	\$ 0.1748

Transactions involving warrants are summarized as follows:

	Number of Shares	Weighted Average Price Per Share
Balance at October 1, 2013	59,033,305	\$ 0.0196
Granted	—	—
Exercised	(18,695,187)	(0.2320)
Cancelled or expired	(3,300,000)	(0.2330)
Balance, March 31, 2014	37,038,118	\$ 0.1748

APPLIED DNA SCIENCES, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
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NOTE F - STOCK OPTIONS AND WARRANTS (continued)

Warrants , continued

Transactions involving warrants are summarized as follows:

On December 16, 2013, Crede effected the cashless exercise of 10,695,187 Series A Warrants and 7,000,000 Series B Warrants, and the Company thereupon issued to Crede an aggregate of 18,823,073 shares of its Common Stock.

On February 11, 2014, 746,835 shares of the Company's Common Stock were issued in connection with the cashless exercise of 1,000,000 warrants to acquire the Company's common stock.

Employee Stock Options

In 2005, the Board of Directors and holders of a majority of the outstanding shares of Common Stock approved the 2005 Incentive Stock Plan. In 2007, 2008 and 2012, the Board of Directors and holders of a majority of the outstanding shares of Common Stock approved various increases in the number of shares of Common Stock that can be issued as stock awards and stock options thereunder to an aggregate of 350,000,000 shares and the number of shares of Common Stock that can be covered by awards made to any participant in any calendar year to 50,000,000 shares.

The 2005 Incentive Stock Plan is designed to retain directors, executives, and selected employees and consultants by rewarding them for making contributions to the Company's success with an award of options to purchase shares of Common Stock. As of March 31, 2014, a total of 12,675,000 shares have been issued and options to purchase 198,488,972 shares have been granted under the 2005 Incentive Stock Plan.

The following table summarizes the changes in options outstanding and the related prices for the shares of Common Stock issued to employees of the Company under the 2005 Incentive Stock Plan:

Exercise Prices	Options Outstanding		Options Exercisable		
	Number Outstanding	Weighted Average Remaining Contractual Life (Years)	Weighted Average Exercise Price	Number Exercisable	Weighted Average Exercise Price
\$ 0.0500	24,000,000	1.10	\$ 0.0500	24,000,000	\$ 0.0500
\$ 0.0585	50,000,000	4.29	\$ 0.0585	50,000,000	\$ 0.0585
\$ 0.0600	30,000,000	1.26	\$ 0.0600	30,000,000	\$ 0.0600
\$ 0.0650	634,825	2.68	\$ 0.0650	634,825	\$ 0.0650
\$ 0.0680	4,770,000	2.67	\$ 0.0680	4,770,000	\$ 0.0680
\$ 0.0700	2,850,000	1.17	\$ 0.0700	2,300,000	\$ 0.0700
\$ 0.0866	7,377,000	4.71	\$ 0.0866	2,000,000	\$ 0.0866

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\$ 0.0900	1,500,000	1.42	\$ 0.0900	1,500,000	\$ 0.0900
\$ 0.0970	56,777,780	4.71	\$ 0.0970	3,777,780	\$ 0.0970
\$ 0.1100	5,400,000	4.21	\$ 0.1100	5,400,000	\$ 0.1100
\$ 0.1160	250,000	4.73	\$ 0.1160	—	\$ —
\$ 0.1170	2,000,000	4.73	\$ 0.1170	—	\$ —
\$ 0.1360	2,126,000	4.74	\$ 0.1360	2,126,000	\$ 0.1360
\$ 0.1600	2,500,000	4.83	\$ 0.1600	2,500,000	\$ 0.1600
\$ 0.1799	2,099,367	3.67	\$ 0.1799	2,099,367	\$ 0.1799
\$ 0.1930	100,000	4.25	\$ 0.1930	—	\$ —
\$ 0.2000	100,000	4.13	\$ 0.2000	—	\$ —
	192,484,972	3.45	\$ 0.0765	131,107,972	\$ 0.0670

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APPLIED DNA SCIENCES, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
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NOTE F - STOCK OPTIONS AND WARRANTS (continued)

Employee Stock Options , continued

Transactions involving stock options issued to employees are summarized as follows:

	Number of Shares	Weighted Average Exercise Price Per Share	Aggregate Intrinsic Value
Outstanding at October 1, 2013	121,454,192	\$ 0.0630	
Granted	71,030,780	0.0999	
Exercised	—	—	
Expired	—	—	
Outstanding at March 31, 2014	192,484,972	\$ 0.0765	
Vested at March 31, 2014	131,107,972		\$ 0.0670
Non-vested at March 31, 2014	61,377,000		\$ 0.036

Transactions involving stock options issued to employees are summarized as follows:

On October 14, 2013, the Company granted an aggregate of 7,377,000 options to purchase the Company's Common Stock at an exercise price of \$0.0886 per share for five years to employees. 5,377,000 of these options vest at 25% each anniversary for the next four years and 2,000,000 of these options vest immediately.

On October 17, 2013, the Company granted Dr. James A. Hayward, Chairman, CEO and President and Dr. Ming-Hwa Liang, Chief Technology Officer and Secretary of the Company options to purchase 50,000,000 and 3,000,000 shares of the Company's Common Stock, respectively, at an exercise price of \$0.0970 per share for five years with vesting at 25% each anniversary for the next four years. Also on October 17, 2013, the Company granted an aggregate of 3,777,780 options to non-employee board of director members at an exercise price of \$0.0970 per share for five years with immediate vesting.

On November 28, 2013, the Company granted 250,000 options to purchase the Company's Common Stock at an exercise price of \$0.1160 per share for five years to an employee with vesting at 25% each anniversary for the next four years.

On December 2, 2013, the Company granted 2,000,000 options to purchase the Company's Common Stock at an exercise price of \$0.1170 per share for five years to an employee with vesting at 25% each anniversary for the next four years.

On December 10, 2013, the Company granted an aggregate of 2,126,000 options to purchase the Company's Common Stock at an exercise price of \$0.1360 per share for five years to employees, with immediate vesting.

On February 6, 2014, the Company granted 2,500,000 options to purchase the Company's Common Stock at an exercise price of \$0.1600 per share for five years to a consultant, with immediate vesting.

The fair value of options granted during the three months ended March 31, 2014 was determined using the Black Scholes Option Pricing Model with the following assumptions: stock price \$0.1600, exercise price \$0.1600, dividend yield \$-0-, volatility of 124.88% and risk free rate of 0.51%.

The Company recorded \$547,784 and \$455,157 as stock compensation expense for the three month periods ended March 31, 2014 and 2013, respectively, and \$1,313,331 and \$873,023 for the six month periods ended March 31, 2014 and 2013, respectively, for the vesting portion of all employee options outstanding. As of March 31, 2014, unrecorded compensation cost related to non-vested awards was \$3,808,288, which is expected to be recognized through 2017.

APPLIED DNA SCIENCES, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
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NOTE G - COMMITMENTS AND CONTINGENCIES

Operating Leases

The Company leases office space under an operating lease in Stony Brook, New York for its corporate headquarters. The lease is for a 30,000 square foot building. The term of the lease commenced on June 15, 2013 and expires on May 31, 2016, with the option to extend the lease for two additional three-year periods. The base rent during the initial lease term is \$449,142 per annum. The Company also has operating leases for a laboratory in Huddersfield, England, which is currently inactive and Calverton, New York. The Huddersfield lease is currently on month to month. The Calverton lease is from February 1, 2014 through October 31, 2014, with the option to renew for additional one year periods. The base rent during the initial lease term is \$2,850 per year. Total rent expense for the three and six month periods ended March 31, 2014 were \$126,300 and \$254,983, respectively. Total rent expense for the three and six month periods ended March 31, 2013 were \$72,963 and \$144,548, respectively.

Employment Agreement

The Company has an employment agreement with the Chief Executive Officer as disclosed in the notes to consolidated financial statements included in its Annual Report on Form 10-K and Form 10-K/A for the fiscal year ended September 30, 2013.

Litigation

From time to time, the Company may become involved in various lawsuits and legal proceedings which arise in the ordinary course of business. When the Company is aware of a claim or potential claim, it assesses the likelihood of any loss or exposure. If it is probable that a loss will result and the amount of the loss can be reasonably estimated, the Company will record a liability for the loss. In addition to the estimated loss, the recorded liability includes probable and estimable legal costs associated with the claim or potential claim. Litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm the Company's business.

Demodulation, Inc. v. Applied DNA Sciences, Inc., et al. (Civil Action No. 2:11-00296-WJM-MF, District of New Jersey):

On May 18, 2011, the Company was served with a complaint in a lawsuit brought by Demodulation, Inc. against the Company, Corning Incorporated, Alfred University, and Alfred Technology Resources, Inc. On July 8, 2011, the Company filed a motion to dismiss the complaint. In response, on August 3, 2011, Demodulation filed an amended complaint. Demodulation alleged that it was unable to bring its microwire technology to market due to the wrongful acts of defendants, who allegedly conspired to steal Demodulation's trade secrets and other intellectual property and to interfere in its business opportunities. Of the seventeen claims alleged in the amended complaint, five were asserted against the Company, including alleged misappropriation of trade secrets, antitrust violations, civil RICO, and patent infringement. The Company believes these claims are without merit.

On January 27, 2012, the Company filed a motion to dismiss the amended complaint for failure to state a claim and on other grounds. On December 12, 2012, the Court entered an order on the Company's motion to dismiss. The Court granted in part and denied in part the Company's motion, dismissing four out of the five claims asserted against the Company, without prejudice, leaving only the patent infringement claim. Subsequently, the parties stipulated to sever the patent infringement claim against the Company from the claims against the other defendants. The Court entered an order severing the patent claim on February 20, 2013, and terminated the main lawsuit against the Company. Demodulation may seek to re-file its patent claim as a separate action, but to date has not done so. If Demodulation re-files its action, the Company intends to vigorously defend the action. The Company is unable to express an opinion with respect to the likelihood of an unfavorable outcome or to estimate the amount or range of potential loss if the outcome should be unfavorable, should Demodulation re-file its action, or whether it will re-file it.

SmartWater, Ltd. v. Applied DNA Sciences, Inc. (Civil Action No. 12-05731-JS-AKT, Eastern District of New York)

On June 6, 2012, a complaint for patent infringement was filed against the Company by SmartWater, Ltd. in the United States District Court for the District of Massachusetts. It alleged that the Company infringed one or more claims under two of SmartWater's patents by selling or offering for sale, manufacturing and using certain of the Company's products, by inducing others to infringe and by contributing to infringement by others. Prior to serving the complaint, on August 24, 2012, SmartWater voluntarily dismissed the complaint and refiled a similar complaint in the United States District Court for the Southern District of Florida, No. 12-611660-DMM. On August 30, 2012, SmartWater served the Company with the complaint. The refiled complaint seeks injunctive relief with respect to one of the patents as well as awards of damages and attorneys' fees with respect to the alleged infringement of both patents.

APPLIED DNA SCIENCES, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
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NOTE G - COMMITMENTS AND CONTINGENCIES, continued

The Company filed a motion to dismiss and a motion to transfer the action to the United States District Court for the Eastern District of New York. On November 19, 2012, the Court granted the Company's motion to transfer. Following the transfer, but prior to a decision on the Company's motion to dismiss, on June 26, 2013, SmartWater moved for leave to file an amended complaint asserting additional allegations in support of its claims. By memorandum and order dated September 27, 2013, the Court granted in part, and denied in part, SmartWater's motion. The Court held that SmartWater had adequately stated claims for direct infringement of both patents at issue, but had not adequately stated claims for contributory infringement of the patents, or induced infringement with respect to one of the patents, and therefore dismissed them. On October 10, 2013, the Company filed its (i) answer to the amended complaint, as modified by the Court's September 27, 2013 order, and (ii) counterclaims. On October 31, 2013, the Company filed an amended answer and counterclaims. The Company and SmartWater have filed motions for reconsideration of a portion of the Court's order. These motions seek a determination of whether SmartWater's remaining claim for induced infringement of one of the patents should survive, or be dismissed because the patent expired before the Company had notice of it. In addition, the parties are now engaged in discovery. On January 10, 2014, the Company filed a second amended answer and counterclaims to which SmartWater replied on January 24, 2014.

The Company believes the claims are without merit and intends to defend the action vigorously. We are unable to express our opinion with respect to the likelihood of an unfavorable outcome or to estimate the amount or range of potential loss if the outcome should be unfavorable.

NOTE H - FAIR VALUE

The carrying value of cash, accounts receivable, accounts payable and accrued expenses approximate estimated fair values because of their short maturities.

The carrying value of the warrant liability is determined using the Binomial Lattice option pricing model as described in Note A. Certain assumptions used in the calculation of the warrant liability represent level-3 unobservable inputs. The Company did not have any assets or liabilities categorized as Level 1 or 2 as of March 31, 2014.

The following table summarizes the activity of Level 3 inputs measured on a recurring basis:

Fair Value Measurements of Common Stock Warrants Using Significant Unobservable Inputs (Level 3)	Six Months Ended March 31,	
	2014	2013
Balance at October 1, 2012 and 2013	\$ 2,643,449	\$ —
Issuance of Series A and B Warrants	—	1,181,324
Adjustment resulting from change in value recognized in earnings (a)	2,178,859	6,852,518
Reclassification to equity upon exercise	(2,455,042)	—
Balance at March 31,	\$ 2,367,266	\$ 8,033,842

(a) Adjustment resulting from change in fair value is the amount of total gains or losses for the period attributable to the change in unrealized gains or losses relating to liabilities held at the reporting date. The unrealized gain or loss is recorded in change in fair value of warrant liability in the accompanying condensed consolidated statements of operations.

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Item 2. - Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion should be read in conjunction with our Unaudited Condensed Consolidated Financial Statements and Notes thereto, included elsewhere within this report. The Quarterly Report contains forward-looking statements, including statements using terminology such as “can”, “may”, “believe”, “designed to”, “will”, “expect”, “anticipate”, “estimate”, “potential” or “continue”, or the negative thereof or other comparable terminology regarding beliefs, plans, expectations or intentions regarding the future. You should read statements that contain these words carefully because they:

- discuss our future expectations;
- contain projections of our future results of operations or of our financial condition; and
- state other “forward-looking” information.

We believe it is important to communicate our expectations. However, forward looking statements involve risks and uncertainties and our actual results and the timing of certain events could differ materially from those discussed in forward-looking statements as a result of certain factors, including those set forth under “Risk Factors,” “Business” and elsewhere in our Annual Report on Form 10-K and Form 10-K/A for the fiscal year ended September 30, 2013. All forward-looking statements and risk factors included in this document are made as of the date hereof, based on information available to us as of the date thereof, and we assume no obligations to update any forward-looking statement or risk factor, unless we are required to do so by law.

Introduction

Using biotechnology as a forensic foundation, we create unique security solutions addressing the challenges of modern commerce. Whether working in supply chain security, brand protection or law enforcement applications, it is our goal to help establish secure flourishing environments that foster quality, integrity and success. With impenetrable taggants, high-resolution DNA authentication, and comprehensive reporting, our botanical DNA-based technologies are designed to deliver what we believe to be the greatest levels of security, deterrence and legal recourse strength.

SigNature® DNA. SigNature DNA is our platform ingredient, at the core of all our security solutions. From application to application the vehicle which carries SigNature DNA is custom designed to suit the application. Exhaustive development efforts have yielded a flexible and durable marker with all the accuracy provided by nature. SigNature DNA is based on full, double stranded plant DNA, and provides forensic power and protection for a wide array of applications. Highly secure, robust, durable and, in our belief, cost-effective, SigNature DNA markers are an ingredient that can be used to fortify brand protection efforts; mark, track and convict criminals; and strengthen supply chain security. Custom DNA sequences can be embedded into a wide range of host carriers including ink, varnish, thread, laminates and metal coatings. These items can then be tested for the presence of SigNature DNA Markers through an instant field detection or a forensic level authentication. Hundreds of millions of SigNature DNA marks now exist in the public domain on items ranging from consumer product packaging to microcircuits to guitars. We believe that no marks have ever been copied.

SigNature DNA, SigNature T™ DNA, fiberTyping®, DNANet® and digitalDNA®, our principal anti-counterfeiting and product authentication solutions and our recently introduced Counterfeit Prevention Authentication Program can be used in numerous industries, including microcircuits and other electronics, cash-in-transit (transport and storage of banknotes), homeland security, textiles and apparel, identity cards and other secure documents, law enforcement, pharmaceuticals, wine, and luxury consumer goods.

SigNature T DNA and fiberTyping . There is one common thread that runs through the global textile industry: success breeds counterfeiting and diversion. SigNature T botanical DNA markers are used for brand protection efforts and raw material source compliance programs. In situations where natural fibers like cotton or wool are in play, we can isolate and type inherent DNA, making it possible to verify the presence of specified materials. This fiberTyping process provides DNA verification to help manufacturers, retailers and brand owners ensure quality, safety and compliance of their products.

DNANet. Recognizing that DNA-based evidence is the cornerstone of the modern era of law enforcement, we have created what we believe to be the ultimate crime fighting tool: DNANet, a botanical DNA marker that can be used to definitively link evidence and offenders to specific crime scenes. Whether deployed as a residential asset marker, an offender spray in a retail location or a degradation dye in cash handling boxes, DNA markers facilitate conviction, and establish a heightened level of deterrence. SmartDNA is a unique and patented security system based on botanical DNA, a new and effective crime protection system for stores, warehouses, banks, pharmacies, ATMs and the protection of valuables. The system contains a water-based, non-toxic spray which may be triggered during a crime, marking the perpetrator and remaining on their person for weeks after the crime. Each SmartDNA product is designed to be unique to each store, warehouse or sting operation, allowing the police and prosecutors to link criminals to the crimes. Assets acquired from RedWeb Technologies including Sentry 500 Intruder Spray Systems and Advanced Molecular Taggant Technology and our SmartDNA product line are now included in the DNANet family of products.

digitalDNA. digitalDNA is a new security solution that utilizes the flexibility of mobile communications, the instant accessibility of secure, cloud-based data, and the absolute certainty of DNA to make item tracking and authentication fast, easy and definitive, while providing the opportunity to create a new customer interface. digitalDNA begins with a DNA-secured form of the QR (“quick read”) code or other two dimensional code. A unique serial code is created for each article, and represented in an easy-to-read QR style barcode. The product uses forensic authentication of a botanical DNA marker, sequence-encrypted within a secure QR code, and physically included within the ink used to digitally print the code. Should there ever be a question about the validity of a digitalDNA code; a laboratory-based analysis can be conducted to determine authenticity.

The unique digitalDNA codes can be used to mark, identify and track virtually any item. Each item’s unique digitalDNA code is recorded, at its point of origin, on a secure, cloud-based server, affording easy validation/inquiry/input using an iPhone or mobile computer.

Counterfeit Prevention Authentication Program. We recently announced the launch of a new turnkey program for electronics, military, commercial, and aerospace contractors called the Counterfeit Prevention Authentication Program (“CPA” Program). The program empowers end-users to verify the originality or provenance of parts which have been marked by their suppliers with our SigNature DNA Markers.

Plan of Operations

General

To date, the substantial portion of our revenues has been generated from sales of Signature DNA and fiberTyping, our principal anti-counterfeiting and product authentication solutions. We expect to continue to grow revenues from sales of our SigNature DNA platform ingredient, our fibertyping, DNANet, and digitalDNA offerings and the Counterfeit Prevention Authentication Program. We have continued to incur expenses in expanding our laboratory and office facilities and increasing our personnel to meet current and anticipated future demand. We have limited sources of liquidity. We have developed or are currently attempting to develop business in the following target markets: microcircuits and other electronics, homeland security, cash-in-transit, textile and apparel authentication, secure documents, pharmaceuticals, consumer products, law enforcement, fine wine, art and collectibles, and digital and recording media. Our developments in the semiconductor authentication, cash-in-transit and textile and apparel authentication have contributed to the increase in our revenues. We intend to pursue both domestic and international sales opportunities in each of these vertical markets.

Critical Accounting Policies

Financial Reporting Release No. 60, published by the SEC, recommends that all companies include a discussion of critical accounting policies used in the preparation of their financial statements. While all these significant accounting policies impact our financial condition and results of operations, we view certain of these policies as critical. Policies determined to be critical are those policies that have the most significant impact on our consolidated financial statements and require management to use a greater degree of judgment and estimates. Actual results may differ from those estimates.

We believe that given current facts and circumstances, it is unlikely that applying any other reasonable judgments or estimate methodologies would cause a material effect on our condensed consolidated results of operations, financial position or liquidity for the periods presented in this report.

The accounting policies identified as critical are as follows:

Revenue recognition;
Allowance for doubtful accounts; and
Equity based compensation.

Revenue Recognition

The Company recognizes revenue in accordance with Accounting Standards Codification (“ASC”) 605, Revenue Recognition (“ASC 605”). ASC 605 requires that four basic criteria must be met before revenue can be recognized: (1) persuasive evidence of an arrangement exists; (2) delivery has occurred and/or service has been performed; (3) the selling price is fixed and determinable; and (4) collectability is reasonably assured. Determination of criteria (3) and (4) are based on management’s judgments regarding the fixed nature of the selling prices of the products delivered or services provided and the collectability of those amounts. Provisions for allowances and other adjustments are provided for in the same period the related sales are recorded. The Company defers any revenue for which the product has not been delivered, service hasn’t been provided, or is subject to refund until such time that the Company and the customer jointly determine that the product has been delivered, service has been performed, or no refund will be required. At March 31, 2014 and September 30, 2013, the Company recorded deferred revenue of \$415,989 and \$148,503, respectively.

Revenue arrangements with multiple components are divided into separate units of accounting if certain criteria are met, including whether the delivered component has stand-alone value to the customer. Consideration received is allocated among the separate units of accounting based on their respective selling prices. The selling price for each unit is based on vendor-specific objective evidence, or VSOE, if available, third party evidence if VSOE is not available, or estimated selling price if neither VSOE nor third party is available. The applicable revenue recognition criteria are then applied to each of the units.

Revenue for a government contract award, which supports our development efforts on specific projects, is recognized as milestones under the contract are achieved as per the contract. The Company recognized revenue of approximately \$25,000 and \$50,000 from this contract during the three and six month periods ended March 31, 2014, respectively.

Allowance for Uncollectible Receivables

We provide an allowance for doubtful accounts equal to the estimated uncollectible amounts. The Company's estimate is based on historical collection experience and a review of the current status of trade accounts receivable. It is reasonably possible that the Company's estimate of the allowance for doubtful accounts will change. At March 31, 2014 and September 30, 2013 the Company had an allowance for doubtful accounts of \$36,757 and \$62,415, respectively. The Company writes off receivables that are deemed uncollectible. During the three and six month periods ended March 31, 2014, the Company wrote-off \$16,801 and \$41,801, respectively, of accounts receivable that was previously reserved.

Equity Based Compensation

The Company follows Accounting Standards Codification subtopic 718, Compensation ("ASC 718") which requires all share-based payments to employees, including grants of employee stock options, to be recognized in the statement of operations based on their fair values.

Use of Estimates

In preparing financial statements in conformity with accounting principles generally accepted in the United States of America, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and revenue and expenses during the reporting period. Actual results could differ from those estimates.

Remediation of Weakness in Internal Controls

We concluded that our disclosure controls and procedures were not effective as of March 31, 2014 as the result of a material weakness in our internal control over financial reporting as of September 30, 2014, that was not yet remediated as of March 31, 2014. The material weakness, which arose primarily due to the need for more enhanced and formalized documentation and procedures regarding the financial statement closing and review process, is further described in Item 4 of this Quarterly Report on Form 10-Q. We are taking the following steps to remediate this material weakness and to improve our disclosure controls and procedures:

- Our CEO has appointed a Sarbanes-Oxley project leadership team, consisting of our CFO and our Controller, that will oversee the project;

- Together with a consultant that we have engaged, we have enhanced our review procedures and the documentation thereof; and

- We have implemented these enhanced procedures as we prepared our Form 10-Q for the period ended March 31, 2014.

Comparison of Results of Operations for the Three Months Ended March 31, 2014 and 2013

Revenues

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For the three months ended March 31, 2014 and 2013, we generated \$637,146 and \$344,605, respectively, in revenues from operations. The increase in revenues of \$292,541 or 85% was primarily from revenue related to a term sheet entered into with a provider of polyolefins where the Company has agreed to cooperate in the development and supply of markers and related additives for polyolefin products, as well as an increase in sales to suppliers of the United States Defense Logistics Agency (“DLA”) and to the textile industry.

Costs and Expenses

Selling, General and Administrative

Selling, general and administrative expenses for the three months ended March 31, 2014 increased by \$543,332 or 20% from \$2,754,407 for the three months ended March 31, 2013 to \$3,297,739 for the three months ended March 31, 2014. The increase is primarily attributable to higher salary expense of approximately \$200,000 due to an increase in headcount from 38 as of March 31, 2013 to 52 as of March 31, 2014. The increase in the number of employees compared to the same period in the prior year was due to an increase for production, sales, information technology and finance, to meet the anticipated future demand for sales. In addition, the increase in salary expense is also attributable to commissions for the three month period ended March 31, 2014 of approximately \$30,000. The increase is also due to an increase in stock based compensation of approximately \$150,000. Rent and related utilities expense increased by approximately \$90,000 as a result of the larger office space and the Company now paying its utilities as compared to them being included as part of the rent during the three month period ended March 31, 2013. Legal fees also increased by approximately \$70,000.

Research and Development

Research and development expenses increased to \$359,782 for the three months ended March 31, 2014 from \$176,485 for the three months ended March 31, 2013. The increase of \$183,297 or 104% is attributable to the increased laboratory space with our new corporate headquarters as well as an increase in research and development to support the expansion of the Company’s business and markets. In particular, we have multiple workstreams in progress toward a launch of new products for field detection and reading of optical marks which use the SigNature DNA ingredient.

Depreciation and Amortization

In the three months ended March 31, 2014, depreciation and amortization increased by \$84,980 from \$21,830 for the three months ended March 31, 2013 to \$106,810 for the three months ended March 31, 2014. The increase is attributable to depreciation and amortization expense for the leasehold improvements and lab equipment purchased during the second half of the fiscal year ended September 30, 2013 related to the relocation of our corporate offices. The increase also relates to amortization for the intellectual property purchased from RedWeb Technologies during May 2013.

Total Operating Expenses

Total operating expenses increased to \$3,764,331 for the three months ended March 31, 2014 from \$2,952,722 for the three months ended March 31, 2013, or an increase of \$811,609 or 27% primarily attributable to an increase in payroll, stock based compensation expense and in R&D expenditures, as described above.

Gain (Loss) from Change in Fair Value of Warrant Liability

Gain (Loss) from change in fair value of warrant liability during the three months ended March 31, 2014 and 2013 was a gain of \$455,899 and a loss of (\$519,919), respectively. These changes in fair value relate to warrants containing certain reset provisions which required us to classify them as liabilities and mark the warrants to market and record the change in fair value at each reporting period as a non cash adjustment to our current period operations.

Net Loss

Net loss for the three months ended March 31, 2014 decreased to \$2,750,436 from a net loss of \$3,127,631 for the three months ended March 31, 2013 primarily attributable to factors described above.

Comparison of Results of Operations for the Six Months Ended March 31, 2014 and 2013

Revenues

For the six months ended March 31, 2014 and 2013, we generated \$1,234,500 and \$662,275, respectively, in revenues from operations. The increase in revenues of \$572,225 or 86% was primarily from an increase in sales to suppliers of the United States Defense Logistics Agency (“DLA”) of approximately \$390,000 as well as revenues related to a term sheet entered into with a provider of polyolefins where the Company has agreed to cooperate in the development and supply of markers and related additives for polyolefin products. To a lesser extent, the increase relates to a higher level of sales in the textile industry.

Costs and Expenses

Selling, General and Administrative

Selling, general and administrative expenses for the six months ended March 31, 2014 increased by \$1,867,743 or 35% from \$5,275,574 for the six months ended March 31, 2013 to \$7,143,317 for the six months ended March 31, 2014. The increase is primarily attributable to an increase in payroll of approximately \$515,000 due to an increase in headcount from 38 as of March 31, 2013 to 52 as of March 31, 2014. The increase in the number of employees compared to the same period in the prior year was due to an increase for production, sales, information technology and

finance, to meet the anticipated future demand for sales. In addition, the increase in salary expense is also attributable to the options granted during December 2013 and February 2014, which vested immediately for a total expense of approximately \$480,000. The increase is also due to shares of Common Stock issued to a consultant for settlement of their fees during the three months ended December 31, 2013 for \$337,500. Rent and related utilities expense increased by approximately \$170,000 as a result of the larger office space and the Company now paying its utilities as compared to them being included as part of the rent during the six month period ended March 31, 2013. Legal fees also increased by approximately \$130,000.

Research and Development

Research and development expenses increased to \$819,086 for the six months ended March 31, 2014 from \$324,151 for the six months ended March 31, 2013. The increase of \$494,935 or 153% is attributable to the increased laboratory space with our new corporate headquarters as well as an increase in research and development to support the expansion of the Company's business and markets. In particular, we have multiple workstreams in progress toward a launch of new products for field detection and reading of optical marks which use the SigNature DNA ingredient.

Depreciation and Amortization

In the six months ended March 31, 2014, depreciation and amortization increased by \$169,200 from \$42,825 for the six months ended March 31, 2013 to \$212,025 for the six months ended March 31, 2014. The increase is attributable to depreciation and amortization expense for the leasehold improvements and lab equipment purchased during the second half of the fiscal year ended September 30, 2013 related to the relocation of our corporate offices. The increase also relates to amortization for the intellectual property purchased from RedWeb Technologies during May 2013.

Total Operating Expenses

Total operating expenses increased to \$8,174,428 for the six months ended March 31, 2014 from \$5,642,550 for the six months ended March 31, 2013, or an increase of \$2,531,878 or 45% primarily attributable to an increase in payroll expense and in R&D expenditures, as described above.

Loss from Change in Fair Value of Warrant Liability

Loss from change in fair value of warrant liability during the six months ended March 31, 2014 and 2013 was \$2,178,859 and \$6,852,518, respectively. These losses relate to warrants containing certain reset provisions which required us classify them as liabilities and mark the warrants to market and record the change in fair value at each reporting period as a non cash adjustment to our current period operations.

Net Loss

Net loss for the six months ended March 31, 2014 decreased to \$9,042,086 from a net loss of \$11,832,388 for the six months ended March 31, 2013 primarily attributable to factors described above.

Liquidity and Capital Resources

Our liquidity needs consist of our working capital requirements and research and development expenditure funding. As of March 31, 2014, we had working capital of \$967,081. For the six months ended March 31, 2014, we generated a net cash flow deficit from operating activities of \$4,262,536 consisting primarily of our loss of \$9,042,086, net with non-cash adjustments of \$212,025 in depreciation and amortization charges, \$1,313,331 for equity based compensation, \$2,178,859 change in fair value of warrant liability, \$337,500 in common stock issued for consulting services and \$16,144 of bad debt expense. Additionally, we had a net decrease in operating assets of \$109,633 and a net increase in operating liabilities of \$612,058. Cash used in investing activities was \$109,581 for the purchase of property, plant and equipment. There were no financing activities during the six months ended March 31, 2014.

The Company has recurring net losses, which have resulted in an accumulated deficit of \$195,735,697 as of March 31, 2014. The Company incurred a net loss of \$9,042,086 and generated negative operating cash flow of \$4,262,536 for the six month period ended March 31, 2014. However, the Company has attained positive working capital of \$967,081 as of March 31, 2014. At March 31, 2014, the Company had cash and cash equivalents of \$1,988,184. The Company's current capital resources include cash and cash equivalents and other working capital resources, and cash generated through operations. Historically, the Company has financed its operations principally from the sale of equity securities.

Continuation of the Company as a going concern is dependent upon future revenues, obtaining additional capital and ultimately, upon the Company attaining profitable operations. The Company will require additional funds to complete

the continued development of its products, product manufacturing, and to fund expected additional losses from operations, until revenues are sufficient to cover the Company's operating expenses. If the Company is unsuccessful in obtaining the necessary additional financing, it will most likely be forced to reduce operations.

Management believes that it will be able to raise additional funds and the Company is currently in discussions with investment bankers and potential investors regarding possible financing. However, the Company has no formal commitments for any future funding, and may not be able to obtain additional financing on terms acceptable to it, if at all, in the future.

The ability of the Company to continue as a going concern is dependent on its ability to successfully accomplish the plan described in the preceding paragraphs. The condensed consolidated financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or the amount and classification of liabilities that might result from the outcome of this uncertainty.

We expect capital expenditures to be less than \$750,000 in fiscal 2014. Our primary investments will be in laboratory equipment to support prototyping, manufacturing, our authentication services and outside services for our detector and reader development.

Substantially all of the real property used in our business is leased under operating lease agreements.

Subsequent Events

None.

Product Research and Development

We anticipate spending approximately \$1,200,000 for product research and development activities during the next twelve months.

Acquisition of Plant and Equipment and Other Assets

We do not anticipate the sale of any material property, plant or equipment during the next 12 months.

Number of Employees

We currently have forty-eight full-time employees and four part-time employees, including five in management, eight in research and development, four in forensics, six in quality assurance, five in finance and accounting, eight in operations, nine in sales and marketing, one in human resources, two administrative, two in information services and two in investor relations and communications. We expect to increase our staffing dedicated to sales, manufacturing and production, and forensic authentication services. Expenses related to travel, marketing, salaries, and general overhead will be increased as necessary to support our growth in revenue. In order for us to attract and retain quality personnel, we anticipate we will have to offer competitive salaries and benefits to future employees. We anticipate that it may become desirable to add additional full and or part time employees to discharge certain critical functions during the next 12 months. This projected increase in personnel is dependent upon our ability to generate revenues and obtain sources of financing. There is no guarantee that we will be successful in raising the funds required or generating revenues sufficient to fund the projected increase in the number of employees. As we continue to expand, we will incur additional costs for personnel. In June 2012 we began working with Insperity Inc. to help us manage many of our back-end administrative human resources and payroll responsibilities.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements.

Inflation

The effect of inflation on our revenue and operating results was not significant.

Item 3. - Quantitative and Qualitative Disclosures About Market Risk .

There have been no material changes in the Company's market risk as previously disclosed under Part I, Item 3 in our Quarterly Report on Form 10-Q, as amended, for the quarterly period ended December 31, 2013. Please refer to the Company's Quarterly Report on Form 10-Q/A (filed with the SEC on May 2, 2014) for the quarterly period ended December 31, 2013.

Item 4 . - Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this Quarterly Report on Form 10-Q, we conducted an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act). Based on the evaluation of these disclosure controls and procedures, the Chief Executive Officer and Chief Financial Officer concluded that, as of March 31, 2014, our disclosure controls and procedures were not effective to ensure that the information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms due to a deficiency in our disclosure controls that was determined to be a material weakness, as described below.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

The specific material weakness identified by the Company's management as of September 30, 2013, which was not yet remediated as of March 31, 2014 is described as follows:

Our management determined that, as of September 30, 2013, the Company's disclosure controls and internal control over financial reporting were not effective, due to the need for more enhanced and formalized documentation and procedures regarding the financial statement closing and review process to ensure that the application of the Company's accounting policies and the presentation of disclosures in the Company's financial statements is adequate. Further, in the filing of our original Form 10-K for the year ended September 30, 2013, we did not effectively evaluate the impact of our unaffiliated aggregate market value being in excess of \$75 million (reported level of \$113 million) at March 31, 2013. Subsequent to the filing of our Form 10-K, our management determined that we should have included a 404(b) attestation report from our auditors in our Form 10-K.

Despite the material weakness reported above, the Company's management believes that its consolidated financial statements included in this report fairly present in all material respects the Company's financial condition, results of operations, and cash flows for the periods presented.

Remediation of Material Weakness

Our management has developed a remediation action plan and we are actively engaged in the implementation of the plan to fully remediate our material weakness. The principal elements of our remediation plan include the following:

- a. Our CEO has appointed a Sarbanes-Oxley project leadership team consisting of our CFO and our Controller, that will oversee the project,
- b. Together with a consultant that we have engaged, we have enhanced our review procedures and the documentation thereof, and,
- c. We have implemented these enhanced procedures as we prepared our Form 10-Q for the period ended March 31, 2014.

Further, we have amended our Form 10-K for the year ended September 30, 2013 to include a 404(b) attestation opinion from our auditors.

Changes in Internal Control over Financial Reporting

During the fiscal quarter ended March 31, 2014, the Company began to implement the remediation plan that is detailed above. Other than the implementation of the remediation plan, there were no other changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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Part II - Other Information

Item 1. - Legal Proceedings.

“Item 3- Legal Proceedings” of our most recent Annual Report on Form 10-K and Form 10-K/A, includes a discussion of our legal proceedings. During the three months ended March 31, 2014 there have been no material changes from the legal proceedings discussed in our Form 10-K and 10-K/A. See Note G to our Notes to Condensed Consolidated Financial Statements.

Item 1A . – Risk Factors.

Before deciding to invest in us or to maintain or increase your investment, you should carefully consider the risks and uncertainties described in the first two paragraphs under “Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations” of this report and our other filings with the SEC, including our Form 10-K/A, for the period ended September 30, 2013. The risks and uncertainties described in this report are not the only ones facing us. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also affect us. If any of these risks actually materialize, our business, financial position, results of operations and cash flows could be adversely impacted. In that event, the market price of our common stock could decline and you may lose all or part of your investment.

During the three months ended March 31, 2014, there have been no material changes in our risk factors previously disclosed in our Annual Report on Form 10-K, as amended for the year ended September 30, 2013. Please refer to the Company’s Annual Report on Form 10-K/A (filed with the SEC on May 1, 2014) for the year ended September 30, 2013 for a list of our risk factors.

Item 2. - Unregistered Sales of Equity Securities and Use of Proceeds.

None.

Item 3. – Defaults Upon Senior Securities.

None.

Item 4. – Mine Safety Disclosures.

None.

Item 5. – Other Information.

None.

Item 6. – Exhibits.

- 10.1* Term sheet for mutual development and cooperation dated March 31, 2014, filed as an exhibit to the current report on Form 8-K/A filed with the Commission on May 8, 2014 and incorporated herein by reference.
- 31.1** Certification of Chief Executive Officer pursuant to Rule 13a-14 and Rule 15d-14(a), promulgated under the Securities and Exchange Act of 1934, as amended
- 31.2** Certification of Chief Financial Officer pursuant to Rule 13a-14 and Rule 15d-14(a), promulgated under the Securities and Exchange Act of 1934, as amended
- 32.1*** Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Chief Executive Officer)
- 32.2*** Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Chief Financial Officer)
- 101 INS XBRL Instance Document
- 101 SCH XBRL Taxonomy Extension Schema Document
- 101 CAL XBRL Taxonomy Extension Calculation Linkbase Document
- 101 LAB XBRL Extension Label Linkbase Document
- 101 PRE XBRL Taxonomy Extension Presentation Linkbase Document

* Portions of Exhibit 10.1 have been omitted and separately filed with the Securities and Exchange Commission with a request for confidential treatment.

** Filed herewith.

*** Furnished herewith.

Signatures

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

Dated: May 12, 2014

Applied DNA Sciences, Inc.

/s/ JAMES A. HAYWARD, PH. D.
James A. Hayward, Ph. D.
Chief Executive Officer
(Duly authorized officer)

/s/ KAROL KAIN GRAY
Karol Kain Gray
Chief Financial Officer
(Duly authorized officer and
principal financial and accounting officer)