

TAITRON COMPONENTS INC  
Form 10-K  
March 30, 2016

---

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

---

FORM 10-K

---

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2015

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

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

Commission file number 0-25844

TAITRON COMPONENTS INCORPORATED  
(Exact name of registrant as specified in its charter)

California  
(State or other jurisdiction of incorporation or organization)

95-4249240  
(I.R.S. Employer Identification No.)

28040 West Harrison Parkway, Valencia, California  
(Address of principal executive offices) 91355  
(Zip Code)

Registrant's telephone number, including area code: (661) 257-6060

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Class A common stock, \$.001 par value	NASDAQ Capital Market

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Edgar Filing: TAITRON COMPONENTS INC - Form 10-K

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

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

The aggregate market value of voting and non-voting common equity held by non-affiliates of the registrant as of the registrant's most recently completed second fiscal quarter ended June 30, 2015 was approximately \$3,300,000.

Number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date:

Class	Outstanding on March 15, 2016
Class A common stock, \$.001 par value	4,768,235
Class B common stock, \$.001 par value	762,612

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive proxy statement pursuant to Regulation 14A in connection with the 2016 annual meeting of shareholders are incorporated by reference into Part III of this Form 10-K. The proxy statement will be filed with the SEC not later than 120 days after the registrant's fiscal year ended December 31, 2015.

Table of Contents

TAITRON COMPONENTS INCORPORATED  
 2015 FORM 10-K ANNUAL REPORT  
 December 31, 2015  
 TABLE OF CONTENTS

		Page
PART I		
Item 1.	<u>Business</u>	3
Item 1A.	<u>Risk Factors</u>	10
Item 1B.	<u>Unresolved Staff Comments</u>	10
Item 2.	<u>Properties</u>	10
Item 3.	<u>Legal Proceedings</u>	10
Item 4.	<u>Mine Safety Disclosures</u>	10
PART II		
Item 5.	<u>Market for the Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</u>	11
Item 6.	<u>Selected Financial Data</u>	12
Item 7.	<u>Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	12
Item 7A.	<u>Quantitative and Qualitative Disclosures About Market Risk</u>	14
Item 8.	<u>Financial Statements and Supplementary Data</u>	15
Item 9.	<u>Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</u>	32
Item 9A.	<u>Controls and Procedures</u>	32
Item 9B.	<u>Other Information</u>	32
PART III		
Item 10.	<u>Directors, Executive Officer and Corporate Governance</u>	33
Item 11.	<u>Executive Compensation</u>	33
Item 12.	<u>Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>	33
Item 13.	<u>Certain Relationships, Related Transactions and Director Independence</u>	33
Item 14.	<u>Principal Accounting Fees and Services</u>	33
PART IV		
Item 15.	<u>Exhibits and Financial Statement Schedules</u>	34
	<u>Signatures</u>	35

Table of Contents

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K contains statements which constitute “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements represent our expectations or beliefs concerning future events, including the following: any statements regarding future sales, costs and expenses and gross profit percentages; any statements regarding the continuation of historical trends; any statements regarding expected capital expenditures; and any statements regarding the sufficiency of our cash balances and cash generated from operating and financing activities for future liquidity and capital resource needs, and are usually denoted by words or phrases such as “believes,” “plans,” “should,” “expects,” “thinks,” “projects,” “estimates,” “anticipates,” “will likely result,” or similar expressions. We warn caution readers that all forward-looking statements are necessarily speculative and not to place undue reliance on forward-looking statements, which speak only as of the date made, and to advise readers that actual results could vary due to a variety of risks and uncertainties.

References to “Taitron,” “the Company,” “we,” “our” and “us” refer to Taitron Components Incorporated and its majority-owned subsidiary, unless the context otherwise requires.

PART I

ITEM 1. BUSINESS.

General

We are a national distributor of brand name electronic components and supplier of original designed and manufactured (“ODM”) electronic components (“ODM Components”), with our product offerings ranging from discrete semiconductors through small electronic devices. We also offer value-added engineering and turn-key services, focusing on providing contract electronic manufacturers (“CEM”s) and original equipment manufacturers (“OEM”s) with ODM services for their multi-year turn-key projects (“ODM Projects”). We are incorporated in California, and were originally formed in 1989. We maintain a majority-owned subsidiary in Mexico (our Mexico subsidiary sales and distribution operations closed in May 2013) and two divisions in each of Taiwan and China.

We have developed a reputation for stocking a large selection of inventories and having an in-depth knowledge of the products in our markets. Our “superstore” strategy consists of carrying a large quantity and variety of components in inventory to meet the rapid delivery requirements of our customers. To differentiate from other distributors, we also offer ODM Components, which are manufactured electronic components based on our own engineering specifications under the private label brand “TCI” through manufacturing partners. At December 31, 2015, our inventory consisted of approximately 12,000 different products manufactured by more than 100 different suppliers. In 2015 and 2014, we offered approximately 39 and 26, respectively, different ODM Projects that are manufactured to specifications developed as a result of our ODM services. Our Taiwan and China locations provide support for inventory sourcing, purchases and coordinating the manufacture of our ODM Components and ODM Projects (collectively we refer to as “ODM Products”). Our China location also serves as the engineering center responsible for making component datasheets and test specifications, arranging pre-production and mass production at our manufacturer partners, preparing samples, monitoring the quality of shipments, performing failure analysis reports, and designing circuits with partners for ODM projects.

Discrete semiconductors are basic electronic building blocks. One or more different types of discrete semiconductors generally are found in the electronic or power supply circuitry of products as diverse as automobiles, televisions, radios, telephones, computers, medical equipment, airplanes, industrial robotics and household appliances. The term

“discrete” is used to differentiate those single function semiconductor products which are packaged alone, such as transistors or diodes, from those which are “integrated” into microchips and other integrated circuit devices.

The U.S. electronics distribution industry is composed of national, international, regional and local distributors. Electronics distributors market numerous products, including active components (such as transistors, microprocessors and integrated circuits), passive components (such as capacitors and resistors) and electromechanical, interconnect and computer products. We focus our distribution efforts almost exclusively on discrete semiconductors, optoelectronic devices and passive components, a small subset of the electronic components market.

## Table of Contents

### Discrete Semiconductors and Commodity Integrated Circuits

Semiconductors can be broadly divided into two categories - discrete semiconductors, including transistors, diodes, rectifiers and bridges, which are packaged individually to perform a single or limited function, and integrated circuits ("IC"s), such as microprocessors and other "chips," which can contain from a few to several million transistors and other elements in a single package, which are usually designed to perform complex tasks. However, the commodity ICs, a combination of a limited number of discrete and passive components in one package, are far less sophisticated than other integrated circuits and perform simple tasks in circuits similar to discrete components.

While other integrated circuits may garner more public exposure, discrete semiconductors and commodity ICs, the ancestral root of today's complicated integrated circuits, have been a core element of electric equipment for more than 30 years. Discrete semiconductors and commodity ICs are found in most consumer, computer, communication, automotive, instrumentation, medical, industrial and military electrical and electronic applications.

Discrete semiconductors and commodity ICs represent only a small subset of the different types of semiconductors currently available. Discrete semiconductors and commodity ICs are generally more mature products with a more predictable demand, more stable pricing and more constant sourcing than other products in the semiconductor industry, and are thus less susceptible to technological obsolescence than other, more complex, integrated circuits.

### Optoelectronic Devices and Passive Components

In addition to discrete semiconductors, we offer optoelectronic devices such as LED's, infrared sensors and opto couplers, along with passive devices, such as resistors, capacitors and inductors which are electronic components manufactured with non-semiconductor materials. We market these optoelectronic devices and passive components through the same channels, as the discrete semiconductors. Sales of these optoelectronic devices and passive components were approximately 16% and 24% of our total sales for the years ended December 31, 2015 and 2014, respectively. During 2015 and 2014, we purchased \$900,000 and \$800,000, respectively, of inventory for these components to facilitate our market for these products.

### Electronics Distribution Channels

Electronic component manufacturers, which we refer to as suppliers, sell components directly to CEMs and OEMs, as well as to distributors. The practice among the major suppliers is generally to focus their direct selling efforts on larger volume customers, while utilizing distributors to reach small and medium-sized CEMs and OEMs, as well as smaller distributors. Many suppliers consider electronic distributors to be an integral part of their businesses. As a stocking, marketing and financial intermediary, the distributor relieves its suppliers of a portion of their costs and personnel associated with stocking and selling products, including otherwise sizable investments in warehousing, logistics and finished goods inventories. By having geographically dispersed selling and delivery capabilities, distributors are often able to serve small and medium-sized companies more effectively and economically than can the supplier.

Electronic distributors are also important to CEMs and OEMs. CEMs and OEMs frequently place orders which are of insufficient size to be placed directly with the suppliers or require delivery schedules not available from suppliers. Distributors offer product availability, selection and more rapid and flexible delivery schedules keyed to meet the requirements of their CEM and OEM customers. Also, they often rely upon electronic distributors to provide timely, knowledgeable access to electronic components.

There is also pressure on the suppliers, CEMs and OEMs to maintain small inventories. Inventory is costly to maintain and thus suppliers desire to ship finished goods as soon as the goods are manufactured. CEMs and OEMs

typically demand “just in time” delivery -- receipt of their requirements immediately prior to the time when the components are to be used. Distributors fill this niche.

#### ODM Service Industry

ODM service providers have experienced rapid change and growth as an increasing number of OEMs outsource their manufacturing requirements. OEMs have continued to turn to outsourcing in order to reduce product cost; achieve accelerated time-to-market and time-to-volume production; access advanced design and manufacturing technologies; improve inventory management and purchasing power; and reduce their capital investment in manufacturing resources. This enables OEMs to concentrate on what they believe to be their core strengths, such as new product definition, design, marketing and sales. We believe further growth opportunities exist for ODM service providers to penetrate the worldwide market. By designing private brand products to OEM customers in the US, we are able to expand export sales to overseas OEM customers.

## Table of Contents

### “Superstore” Strategy

Since 1997, we have marketed ourselves as the “discrete components superstore,” with an in-depth focus on discrete semiconductors, passive and optoelectronic components and extensive inventory of a wide variety of these products. In creating the “superstore” strategy, we have attempted to develop a more efficient link between suppliers and the small and medium-sized customers which generally do not have direct access to large suppliers and must purchase exclusively through distributors. The primary aspects of our “superstore” strategy include:

**Reliable One Stop Shopping: Large Inventory.** We believe that our most important competitive advantage is the depth of our inventory. Unlike other distributors who carry only the best-selling discrete components, we offer a large selection of different name-brand discrete semiconductors, optoelectronic devices and passive components. Because of our large inventory, we often can fill a significant portion, or all, of a customer’s order from stock. Also, we have been able to fill most of our customers’ orders within 24 hours and in compliance with their requested delivery schedules. However, we are also focusing on lowering our inventory levels to balance the weakened demand we have experienced for our products over the past several years. With immediate availability of a wide selection of products and brands, we believe that sales may grow if the market rebounds. See Part II, Item 7 – “Management’s Discussion and Analysis - Liquidity and Capital Resources”.

**Private Brand and Custom Made Parts.** To assure the best quality of the product with the most competitive price, we choose the best product lines among existing suppliers and market it under the “TCI” brand. These private label products, or ODM Components, are manufactured according to our specifications under a special contract agreement with manufacturing partners. Custom made parts are also available by following either the customer’s specifications or specially made engineering specifications. We believe the ODM Components business is more stable and profitable than the traditional commodity type business. The export sales are driven primarily from private brand products designed in the US by OEMs who later outsource the production to their overseas CEMs.

**Support Small Distributors, CEMs and OEMs.** We focus our marketing efforts on small contract manufacturers, distributors, CEMs and OEMs who generally do not have direct access to suppliers because of their limited purchasing volumes and, therefore, usually have to purchase their requirements from large distributors, often with substantial markups.

**Web Order Entry (WOE) and Customer Drop Shipment (CDS).** The demand of web purchasing from buyers around the world is growing rapidly. We have developed a web order entry system for existing customers to access our inventory and to place purchase orders in real time. Not only will they get the sales order and shipment confirmation on the same day, but also be able to assign the drop shipments to their customers directly. We believe this is a new trend for many local distributors and brokers who want to serve their customers more effectively and efficiently without material handling costs.

**Master Distributor.** We distribute electronic components to other distributors, including nationwide distributors, when their inventory cannot fulfill immediate customer orders. With its higher volume, lower cost inventory, we act as a master distributor for certain of its component suppliers. We estimate in 2015 and 2014, that approximately 19% and 18%, respectively, of our sales are a direct result of being a master distributor.

**Preferred Distributors.** We developed a Preferred Distributor Agreement with certain selective distributor customers to promote a much stronger business relationship. Under these agreements, our preferred distributors are required to provide point of sales (POS) reports which identify the distributor’s customers and we provide these preferred distributors with limited price protection, limited stock rotations and return privileges among other benefits. As of the date of this Report, we maintain Preferred Distributor Agreements with 6 selective distributors.



Vendor Managed Inventory (VMI). As a part of our warehouse management system, VMI not only allocates the forecasted inventory by the contract but also guarantees the same day shipment for customers who frequently change their shipping schedule driven by MRP demand. The VMI system is fully operational from the web by VMI managers who could either be our sales representatives, customers or employees.

#### Service Strategy and ODM Products

We offer value-added ODM services to our existing OEM and CEM customers utilizing our engineering design center in Shanghai, China. The sales of our ODM Products were \$3,700,000 and \$3,900,000 in 2015 and 2014, respectively. Strategic allies such as Teamforce Co. Ltd., Grand Shine Management (see Part II, Item 8: Note 4 – Other Assets) and Zowie Technology Corporation (see Part II, Item 8: Note 4 – Other Assets) assist us with this program by providing us with engineering support services in our ODM projects in order to lower costs and to shorten the design cycle.

## Table of Contents

By offering application engineering service to current customers, we are often involved in reviewing their bill of materials (BOMs) and circuit diagrams. Based upon their credit history, type of products, production volume, profitability of the industry and circuit schematics, we offer different solutions for quality improvement, additional functions and cost savings through the re-design processes such as component replacement, digital circuit instead of analog circuit, microprocessor instead of logic circuit, integrated circuit instead of discrete components. Our preference is to target low but increasing volume, high margin, stable demand, profitable and specialty products, and financially stable customers who know how to market their products. Our strengths are microprocessor programming, power supply, power management, LED message sign, RF transmission and receiving, encoder and decoder, remote controller, DC motor control and power amplifier. In many cases, we are able to take advantage of our component distribution capability by using current stock to reduce lead time and choosing the low cost components we currently sell. We depend on our outsourcing partners in mold design, plastic injection, metal stamping, wire hardness and final assembly. We ask between 15% to 30% down payment before accepting a purchase order and offer customers 30 to 60 days payment terms. All purchasing orders must have a firm delivery schedule under a non-cancelable and non-returnable (NCNR) agreement. To reduce the manufacturing and handling cost, we arrange production of the same model once a year and keep product in our warehouse to be released according to the predetermined schedule.

We utilize our existing inventory management system and established distribution relationships to facilitate the manufacturing and distribution of such products. Our ODM Service complements our “Superstore” strategy and facilitates additional utilization of electronic components for the manufacture of our ODM Products.

## Products

### Electronic Components – Discrete

We market a wide variety of discrete semiconductors, including rectifiers (or power diodes), diodes, transistors, optoelectronic devices and passive components, to other electronic distributors, contract electronic manufacturers and original equipment manufacturers, who incorporate them in their products. At December 31, 2015, our inventory consisted of over 12,000 different products manufactured by more than 100 different suppliers.

In 2015 and 2014, we purchased electronic component products from approximately 40 different suppliers, including Everlight Electronics Co, Ltd., Samsung Electro-Mechanics Co., Vishay Americas Inc. and Zowie Technology Corporation (see Part II, Item 8: Note 4 – Other Assets).

Discrete semiconductors are categorized based on various factors, including current handling capacity, construction, packaging, fabrication and function. The products we sell include:

**Rectifiers.** Rectifiers generally are utilized in power supply and other high power applications to convert alternating current to direct current. We sell a wide variety of rectifiers, including silicon rectifiers, fast efficient rectifiers, Schottky rectifiers, glass passivated rectifiers, fast efficient glass passivated rectifiers, silicon bridge rectifiers, fast recovery, glass passivated bridge rectifiers and controlled avalanche bridge rectifiers.

**Diodes.** Diodes are two-lead semiconductors that only allow electric current to flow in one direction. They are used in a variety of electronic applications, including signal processing and direction of current. Diodes sold by us include switching diodes, varistors, germanium diodes and zener diodes.

**Transistors.** Transistors are used in, among other applications, the processing or amplification of electric current and electronic signals, including data, television, sound and power. We currently sell many types of transistors, including small signal transistors, power transistors and power MOSFETS.

**Optoelectronic Devices.** Optoelectronic devices are solid state products which provide light displays (such as LEDs), optical links and fiber-optic signal coupling. Applications vary from digital displays on consumer video equipment to fiber optic transmission of computer signals to pattern sensing for regulation, such as those found in automobile cruise controls. Optoelectronic devices generally are not classified as discrete semiconductors or integrated circuits, although they incorporate semiconductor materials.

**Passive Components.** Passive components are a type of electronic component manufactured with non-semiconductor materials. Passive components such as resistors, capacitors and inductors are used in electronic circuitry but they do not provide amplification. Passive components are basic electronic components found in virtually all electronic products.

## Table of Contents

The products distributed by us are mature products that are used in a wide range of commercial and industrial products and industries. We believe that a majority of the products we distribute are used in applications where integrated circuits are not viable alternatives. However, a risk exists that over time the functions and technologies for which our discrete electronic components are used may eventually be displaced by integrated circuits.

We purchase products from manufacturers who provide warranties for their products that are common in the industry and therefore we conduct limited quality monitoring of our products. We are certified according to the International Standardization Organization (ISO) and we maintain our certificate under the quality standard ISO 9001:2008.

Our distribution of electronic components originates from our 50,000 square-foot facility located in Valencia, California. We utilize a computerized inventory control/tracking system which enables us to quickly access inventory levels and trace product shipments. See Item 2 - "Properties."

### ODM Projects

Our ODM Projects are custom made and are marketed in specific industries such as: wild animal feeders, timers for DC motor, public street light controllers, LED modules for swimming pools and water fountain lights, LED headlamps for vacuum cleaners, battery testers, universal remote control devices and battery chargers.

Our distribution of ODM Projects originates from our 50,000 square-foot facility located in Valencia, California. We utilize a computerized inventory control/tracking system which enables us to quickly access inventory levels and trace product shipments. See Item 2 - "Properties."

### Customers

We market our products to distributors, CEMs and OEMs, and our ODM Services to CEMs and OEMs. We believe that our strategic purchasing policies allow us to provide smaller and medium-sized distributors, CEMs and OEMs competitive prices on discrete electronic components while maintaining an adequate profit margin. As a rule, we do not impose minimum order limitations, which enable customers to avoid the cost of carrying large inventories. See "Business - Strategy."

During each year 2015 and 2014, we distributed our products to approximately 350 customers, however our two largest customers combined accounted for approximately 47% (individually by approximately 37% and 10%) of net sales during 2015 and approximately 38% (individually by approximately 27% and 11%) during 2014.

In 2015, distributors represented 18% of our 2015 net sales, while both CEMs and OEMs combined represented 80% with the remaining 2% represented by other exporters and overseas customers.

We historically have not required our distributor customers to provide any point of sale reporting and therefore we do not know the different industries in which our products are sold by our distributor customers. However, based on our sales to CEMs and OEMs, we believe that no particular industry accounted for a majority of the applications of our discrete electronic component products sold in 2015 or 2014.

We offer customers inventory support which includes carrying inventory for their specific needs and providing free samples of our products. We also offer customers a limited range of value-added services, such as lead cutting and bending for specific applications, enhanced quality monitoring and product source tracing, however to date, these value-added services have not been material to our business or results of operations.

We believe that exceptional customer service and customer relations are key elements of our success, and train our sales force to provide prompt, efficient and courteous service to all customers. See “Business - Sales and Marketing Channels.” We have the ability to ship most orders the same day they are placed and, historically, most of our customers’ orders have been shipped within the requested delivery schedule.

As our customers grow in size, we may lose our larger customers to our own discrete electronic components suppliers and as the electronics distribution industry consolidates, some of our customers may be acquired by competitors.

#### Sales and Marketing Channels

As of March 2, 2016, our sales and marketing department consisted of 8 employees. We have centralized our sales order processing and customer service department into our headquarters at Valencia, California. Our inside sales and customer service departments are divided into regional sales territories throughout North America. The outside sales account managers are also responsible for developing new CEM and OEM accounts, as well as working locally with our independent sales representatives and preferred distributors.

## Table of Contents

We have sales channels into Asia through our branch offices in Shanghai, China and Taipei, Taiwan. Sales to Asia were \$510,000 and \$450,000 in 2015 and 2014, respectively.

Independent sales representatives have played an important role in developing our client base, especially with respect to OEMs. Many OEMs want their suppliers to have a local presence and our network of independent sales representatives is responsive to those needs. Independent sales representatives are primarily responsible for face-to-face meetings with our customers, and for developing new customers. Independent sales representatives are each given responsibility for a specific geographic territory. Typically, sales representatives are only compensated for sales made to OEMs, OEMs and preferred distributors. We believe that this commission policy directs independent sales representatives' attention to those end users with potential to increase market share. Along with our independent sales representatives, we jointly advertise and participate in trade shows. We utilized 6 independent sales representatives during 2015.

We provide customers with catalogs that are specially designed to aid them to quickly find the types and brands of discrete semiconductors and passive and optoelectronic devices that they need.

## Suppliers

We believe that it's important to develop and maintain good relationships with our discrete electronic component suppliers, since we do not have long-term supply, distribution or franchise agreements with any of our suppliers. Instead, we cultivate strong working relationships with each of our suppliers.

In order to facilitate good relationships with our suppliers, we typically carry a complete line of each supplier's discrete products. We also support our suppliers by increasing their visibility through advertising and participation in regional and national trade shows. We generally order components far in advance, helping suppliers plan their production. Outstanding commitments to purchase inventory from suppliers as of March 1, 2016 were approximately \$1,400,000.

In 2015, we purchased components from approximately 40 different suppliers, including Samsung Electro-Mechanics Co., Everlight Electronics Co, Ltd., Vishay Americas Inc. and Zowie Technology Corporation (see Part II, Item 8: Note 4 – Other Assets). While we are continually attempting to build relationships with suppliers and from time to time add new suppliers in an attempt to provide our customers with a better product mix, the possibility exists that our relationship with a supplier may be terminated.

For the year ended December 31, 2015, the following name brands, Samsung Electro-Mechanics Co., Everlight Electronics Co, Ltd. and Vishay Americas Inc. collectively accounted for approximately 15% of our net purchases for name brand distributed components. However, we do not regard any one supplier as essential to our operations, since equivalent replacements for most of the products we market are either available from one or more of our other suppliers or are available from various other sources at competitive prices. We believe that, even if we lose a direct relationship with a supplier, there exist alternative sources for another supplier's products.

In connection with our ODM services, we have built special partnership agreements with few selected system integration companies in China. These agreements ensure the quality of the products and services and also provide a warranty on the finished products. Most of the projects involve multiple years of cooperation among components suppliers, overseas partners and the end customers in the US, and therefore, increase business stability and reduce the financial risk of excess inventory.

## Competition

We operate our discrete electronic components business in a highly competitive environment and face competition from numerous local, regional and national distributors (both in purchasing and selling inventory) and electronic component manufacturers, including some of our own suppliers. Many of our competitors are more established and have greater name recognition and financial and marketing resources than us. We believe that competition in the electronics industry is based on breadth of product lines, product availability, brand name, customer service, response time, competitive pricing and product knowledge, as well as value-added services. We believe we compete effectively with respect to breadth and availability of inventory, response time, pricing and product knowledge. Generally, large component manufacturers and large distributors do not focus their internal selling efforts on small and medium-sized OEMs and distributors, which constitute the vast majority of our customers. However, should our customers increase in size, component manufacturers may find it cost effective to focus direct sales efforts on those customers, which could result in the loss of customers or decreased selling prices.

## Table of Contents

The ODM services we provide are available from many independent sources as well as from the in-house manufacturing capabilities of current and potential customers. Our competitors may be more established in the industry and have substantially greater financial, manufacturing, or marketing resources than we do. We believe that the principal competitive factors in our targeted markets are our engineering capabilities, product quality, flexibility, cost and timeliness in responding to design and schedule changes, reliability in meeting product delivery schedules, pricing, technological sophistication and geographic location. In addition, in recent years, original design manufacturers that provide design and manufacturing services to OEMs have significantly increased their share of outsourced manufacturing services provided to OEMs in the consumer electronic product market. Competition from ODMs may increase if our business in these markets grows or if ODMs expand further into these markets.

### Management Information Systems

We have made a significant investment in computer hardware, software and personnel. The Management Information Systems (MIS) department is responsible for software and hardware upgrades, maintenance of current software and related databases, and designing custom systems. We believe that our MIS department is crucial to our success and believe in continually upgrading our hardware and software. We also developed a vendor management inventory software program which allows participating customers to access and manage their own inventory through the internet. The web site also provides users with other current information about us.

### Warehouse Management System

We utilize a wireless, fully bar-coded warehouse perpetual inventory tracking system that greatly enhances the processing speed, accuracy of product quantity and location control within the warehouse. It also reduces potential errors and accelerates the delivery of components to our customers. We continuously improve our warehouse management system with custom programming features.

### Foreign Trade Regulation

A large portion of the products we distribute are manufactured in Asia, including Taiwan, Hong Kong, Japan, China, South Korea, Thailand and the Philippines. The purchase of goods manufactured in foreign countries is subject to a number of risks, including economic disruptions, transportation delays and interruptions, foreign exchange rate fluctuations, imposition of tariffs and import and export controls, and changes in governmental policies, any of which could have a material adverse effect on our business and results of operations.

Sales to Asian customers were 9% and 7.7% of our total sales in 2015 and 2014, respectively.

From time to time, protectionist pressures have influenced U.S. trade policy concerning the imposition of significant duties or other trade restrictions upon foreign products. We cannot predict whether additional U.S. customs quotas, duties, taxes or other charges or restrictions will be imposed upon the importation of foreign components in the future or what effect any of these actions would have on our business, financial condition or results of operations.

The ability to remain competitive with respect to the pricing of imported components could be adversely affected by increases in tariffs or duties, changes in trade treaties, strikes in air or sea transportation, and possible future U.S. legislation with respect to pricing and import quotas on products from foreign countries. For example, it is possible that political or economic developments in China, or with respect to the United States' relationship with China, could have an adverse effect on our business. Our ability to remain competitive also could be affected by other governmental actions related to, among other things, anti-dumping legislation and international currency fluctuations. While we do not believe that any of these factors adversely impact our business at present, we cannot assure you that these factors will not materially adversely affect us in the future. Any significant disruption in the



delivery of merchandise from our suppliers, substantially all of whom are foreign, could have a material adverse impact on our business and results of operations.

#### Employees

As of March 2, 2016, our company consisted of 20 employees, all of whom are employed on a full time basis. None of our employees are covered by a collective bargaining agreement and we consider our relations with employees to be good.

Table of Contents

Website Availability of Our Reports Filed with the Securities and Exchange Commission

We maintain a website (<http://www.taitroncomponents.com>), but we are not including the information contained on this website as a part of, or incorporating it by reference into, this annual report on Form 10-K. We make available free of charge through this website our annual reports, quarterly reports and current reports on Form 8-K, and amendments to these reports, as soon as reasonably practicable after it electronically files that material with, or furnish the material to, the Securities and Exchange Commission.

ITEM 1A. RISK FACTORS. Not applicable.

ITEM 1B. UNRESOLVED STAFF COMMENTS. Not applicable.

ITEM 2. PROPERTIES.

We own our headquarters and main distribution facility which is located in approximately 50,000 square feet at 28040 West Harrison Parkway, Valencia, California. We believe this facility is adequately covered by insurance (except earthquake coverage).

We also have the following properties: (1) we own 4,500 square feet of office space in Shanghai, China - this property is being used as Company's project design and engineering center and partially as rental property for lease to others, (2) we own 15,000 square feet of office and distribution space through our subsidiary in Mexico – our use of this property ceased in May 2013 (see Part II, Item 8: Note 1 – Summary of Significant Accounting Policies) and is actively marketed for sale and (3) we own 2,500 square feet of office space in Taipei, Taiwan.. We believe these existing facilities are adequate for the foreseeable future and have no plans to renovate or expand them.

ITEM 3. LEGAL PROCEEDINGS.

In the ordinary course of business, we may become involved in legal proceedings from time to time. As of the date of this report, we are not aware of any material pending legal proceedings.

ITEM 4. MINE SAFETY DISCLOSURES. Not applicable.

Table of Contents

## PART II

## ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.

Market Information. Our Class A common stock is traded on the Nasdaq Smallcap Market under the symbol "TAIT". The following table sets forth, for the periods indicated, the high and low closing sale prices for our common stock, as reported by Nasdaq:

	High	Low
Fiscal Year Ended December 31, 2014:		
First Quarter	\$ 1.24	\$ 1.00
Second Quarter	1.10	0.95
Third Quarter	1.08	0.95
Fourth Quarter	1.32	0.95
Fiscal Year Ended December 31, 2015:		
First Quarter	\$ 1.08	\$ 0.93
Second Quarter	1.05	0.95
Third Quarter	1.10	0.92
Fourth Quarter	1.02	0.95
Fiscal Year Ended December 31, 2016:		
First Quarter (through March 4, 2016)	\$ 1.02	\$ 0.92

On March 4, 2016, the closing sale price of the Class A common stock as reported by Nasdaq was \$.97 per share.

Holders. As of March 1, 2016, there were 27 holders of record for our Class A common stock (holders whose shares of common stock are held in street name are considered in the aggregate as one holder) and one holder of our Class B common stock, which are not traded.

Dividends and Dividend Policy. During 2015 and 2014, the Company did not declare any dividends.

We are not aware of any contractual or similar restrictions that limit our ability to pay dividends, currently or in the future. See "Management's Discussion and Analysis - Results of Operations; Liquidity and Capital Resources."

Securities authorized for issuance under equity compensation plans.

## Equity Compensation Plan Information

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
---------------	--	--	--

Equity compensation plans approved by security holders	456,000	\$ 1.20	537,000
Equity compensation plans not approved by security holders	-	-	-
Total	456,000	\$ 1.20	537,000

Recent Sales of Unregistered Sales of Equity Securities. None.

Purchases of Equity Securities by the Issuer and Affiliated Purchasers. None.

Table of Contents

ITEM 6. SELECTED FINANCIAL DATA. Not Applicable.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

The following discussion should be read in conjunction with the consolidated financial statements, including the related notes, appearing in Item 8 of this Annual Report on Form 10-K. Also, several of the matters discussed in this document contain forward-looking statements that involve risks and uncertainties. Forward-looking statements usually are denoted by words or phrases such as "believes," "expects," "projects," "estimates," "anticipates," "will likely result," and similar expressions. We wish to caution readers that all forward-looking statements are necessarily speculative and not to place undue reliance on forward-looking statements, which speak only as of the date made, and to advise readers that actual results could vary due to a variety of risks and uncertainties.

Critical Accounting Policies and Estimates

**Use of Estimates** – We have made a number of estimates and assumptions relating to the reporting of assets and liabilities and the disclosure of contingent assets and liabilities to prepare our financial statements included in Item 8 of this Annual Report on Form 10-K in accordance with generally accepted accounting principles in the United States. These estimates have a significant impact on our valuation and reserve accounts relating to the allowance for sales returns and allowances, doubtful accounts, inventory reserves and deferred income taxes. Actual results could differ from these estimates.

**Revenue Recognition** – We recognize revenue when we have evidence of an arrangement, a determinable fee, and when collection is considered to be probable and products are delivered. This occurs upon shipment of the merchandise, which is when legal transfer of title occurs. Reserves for sales allowances and customer returns are established based upon historical experience and our estimates of future returns. Sales returns for the years ended December 31, 2015 and 2014 aggregated \$96,000 and \$8,000, respectively. The allowance for sales returns and allowances and doubtful accounts at December 31, 2015 and 2014 aggregated \$47,000 and \$50,000, respectively. We review the actual sales returns and bad debts for our customers and establish an estimate of future returns and an allowance for doubtful accounts.

**Inventory** - Inventory, consisting principally of products held for resale, is recorded at the lower of cost (determined using the first in-first out method) or estimated market value. We had inventory balances in the amount of \$9,015,000 and \$8,486,000 at December 31, 2015 and 2014, respectively, which is presented net of valuation allowances of \$5,674,000 and \$6,582,000 at December 31, 2015 and 2014, respectively. We evaluate inventories to identify excess, high-cost, slow-moving or other factors rendering inventories as unmarketable at normal profit margins. Due to the large number of transactions and the complexity of managing and maintaining a large inventory of product offerings, estimates are made regarding adjustments to the cost of inventories. If our assumptions about future demand change, or market conditions are less favorable than those projected, additional write-downs of inventories may be required. In any case, actual amounts could be different from those estimated.

Our worldwide operations are subject to local laws and regulations. As such, of particular interest is the European Union ("EU") directive relating to the Restriction of Certain Hazardous Substance ("RoHS"). On July 1, 2006, this directive restricted the distribution of products within the EU containing certain substances, including lead. At the present time, much of our inventory contains substances prohibited by the RoHS directive. Further, many of our suppliers are not yet supplying RoHS compliant products. The legislation is effective and some of our inventory has become obsolete. Management has estimated the impact of the legislation and have written down or reserved for related inventories based on amounts expected to be realized given all available current information. Actual amounts realized from the ultimate disposition of related inventories could be different from those estimated.

Deferred Taxes – We review the nature of each component of our deferred income taxes for reasonableness. If determined that it is more likely than not that we will not realize all or part of our net deferred tax assets in the future, we record a valuation allowance against the deferred tax assets, which allowance will be charged to income tax expense in the period of such determination. We also consider the scheduled reversal of deferred tax liabilities, tax planning strategies and future taxable income in assessing if deferred tax assets could be realized. We also consider the weight of both positive and negative evidence in determining whether a valuation allowance is needed. However, due to the continued net losses, we have fully reserved a \$3,400,000 allowance against our net deferred tax assets.

#### Recent Accounting Policies

Please see Note 1 of our financial statements that describe the impact, if any, from the adoption of Recent Accounting Pronouncements.

## Table of Contents

### Overview

We distribute discrete semiconductors, commodity Integrated Circuits (ICs), optoelectronic devices and passive components to other electronic distributors, CEMs and OEMs, who incorporate them in their products and supply ODM products for our customer's multi-year turn-key projects.

We continue to be impacted by the severe decline in demand for discrete semiconductors from the U.S. market, which began in late 2000. As a result, we have experienced declining sales in such components since early 2001. In response to this declining demand, we placed emphasis on increasing our sales to existing customers through further expansion of the number of different types of discrete components and other integrated circuits in our inventory and by attracting additional contract electronic manufacturers (CEMs), original equipment manufacturers (OEMs) and electronics distributor customers. In addition, over the last three years we have developed our ODM service capabilities and added products developed through partnership agreements with offshore solution providers (OEMs and CEMs).

Our core strategy still includes maintaining a substantial inventory of electronic components that allows us to fill customer orders immediately from stock held in inventory. However, we have included a non-cash provision of approximately \$600,000 during 2015 to increase our inventory reserves for price declines, non-RoHS compliant components and slow-moving and excess inventory.

In accordance with generally accepted accounting principles, we have classified inventory as a current asset in our December 31, 2015, consolidated financial statements representing approximately 69% of current assets and 50% of total assets. However, if all or a substantial portion of the inventory was required to be immediately liquidated, the inventory would not be as readily marketable or liquid as other items included or classified as a current asset, such as cash. We cannot assure you that demand in the discrete semiconductor market will increase and that market conditions will improve. Therefore, it is possible that further declines in our carrying values of inventory may result.

Our gross profit margins are subject to a number of factors, including product demand, the relative strength of the U.S. dollar, provisions for inventory reserves, our ability to purchase inventory at favorable prices and our sales product mix.

### Results of Operations

#### The Year Ended December 31, 2015 Compared to the Year Ended December 31, 2014

Net sales were \$5,674,000 and \$5,824,000 in 2015 and 2014, respectively, representing a decrease of \$150,000 or 2.6%. The decrease was primarily due lower ODM Project sales due to customer initiated design changes.

Gross margins were \$1,762,000 and \$1,478,000 in 2015 and 2014, respectively, which represented 31.1% and 25.4% of net sales for those periods.

Selling, general and administrative expenses were \$2,101,000 and \$2,136,000 in 2015 and 2014, respectively, which represented 37% and 36.7% of net sales for those periods. The decrease of \$35,000 was primarily due to decreases in operating expenses from closing our Mexico division.

Operating losses were \$339,000 and \$658,000 in 2015 and 2014, respectively, which represented 6% and 11.3% of net sales for those periods.

Net interest expense was \$45,000 and \$53,000 in 2015 and 2014, respectively.

Income tax provision was \$1,000 and \$3,000 in 2015 and 2014, respectively. Our tax provision is primarily based upon our state income tax liabilities.

We incurred net losses of \$595,000 and \$1,138,000 in 2015 and 2014, respectively, which represented 10.5% and 19.6% of net sales for those periods.



Table of Contents

## Liquidity and Capital Resources

We historically have satisfied our liquidity requirements through cash generated from operations, short-term commercial loans, subordinated promissory notes and issuance of equity securities. A summary of our cash flows resulting from our operating, investing and financing activities for the years ended December 31, 2015 and 2014 were as follows:

	Year Ended December 31,	
	2015	2014
Operating activities	\$ 274,000	\$ 979,000
Investing activities	\$ (37,000 )	\$ (259,000 )
Financing activities	\$ (16,000 )	\$ -

Cash provided by operating activities decreased to \$274,000 during 2015, as compared to \$979,000 in the prior year. The decrease in cash was primarily due to inventory levels decreasing by \$1,129,000 during 2015.

Cash used in investing activities decreased to \$37,000 during 2015, as compared to \$259,000 in the prior year.

Cash used in financing activities was \$16,000 during 2015, as compared to \$0 in the prior year.

We believe that funds generated from operations, existing cash balances and short-term loans, are likely to be sufficient to finance our working capital and capital expenditure requirements for the foreseeable future. If these funds are not sufficient, we may secure new sources of asset-based lending on accounts receivables or issue debt or equity securities. Otherwise, we may need to liquidate assets to generate the necessary working capital.

Inventory is included and classified as a current asset. As of December 31, 2015, inventory represented approximately 69% of current assets and 50% of total assets. However, it is likely to take over one year for the inventory to turn and therefore is likely not to be saleable within a one-year time frame. Hence, inventory would not be as readily marketable or liquid as other items included in current assets, such as cash.

## Off-Balance Sheet Arrangements

We had no material off-balance sheet arrangements that have, or are likely to have, a current or future material effect on our operations.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK. Not applicable.

Table of Contents

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

	Page
<u>Report of Independent Registered Public Accounting Firm</u>	16
<u>Consolidated Balance Sheets at December 31, 2015 and 2014</u>	17
<u>Consolidated Statements of Operations and Comprehensive Loss for the Years Ended December 31, 2015 and 2014</u>	18
<u>Consolidated Statement of Changes in Shareholder's Equity for the Years Ended December 31, 2015 and 2014</u>	19
<u>Consolidated Statements of Cash Flows for the Years Ended December 31, 2015 and 2014</u>	20
<u>Notes to Consolidated Financial Statements</u>	21

Table of Contents

Report Of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders

Taitron Components Incorporated:

We have audited the accompanying consolidated balance sheets of Taitron Components Incorporated and Subsidiary (the "Company") as of December 31, 2015 and December 31, 2014, and their related consolidated statements of operations and comprehensive loss, shareholders' equity and cash flows for each of the years ended December 31, 2015 and December 31, 2014. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits include consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Taitron Components Incorporated and Subsidiary as of December 31, 2015 and December 31, 2014, and the consolidated results of their operations and their cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

/s/ ANTON & CHIA, LLP

Newport Beach, California

March 30, 2016

Table of Contents

## TAITRON COMPONENTS INCORPORATED AND SUBSIDIARY

## Consolidated Balance Sheets

	December 31, 2015	December 31, 2014
Assets		
Current Assets:		
Cash and cash equivalents	\$3,692,000	\$3,470,000
Accounts receivable, less allowances of \$47,000 and \$50,000, respectively	291,000	534,000
Inventories, less reserves for obsolescence of \$5,674,000, and \$6,582,000, respectively	9,015,000	8,486,000
Prepaid expenses and other current assets	160,000	127,000
Total current assets	13,158,000	12,617,000
Property and equipment, net (Note 2)	4,203,000	4,321,000
Other assets (Note 3)	688,000	988,000
Total assets	\$18,049,000	\$17,926,000
Liabilities and Shareholders' Equity		
Current Liabilities:		
Accounts payable	\$1,039,000	\$396,000
Accrued liabilities	304,000	240,000
Current portion of long-term debt from related party (Note 4)	500,000	500,000
Total current liabilities	1,843,000	1,136,000
Long-term debt from related party (Note 4)	1,000,000	1,000,000
Total Liabilities	2,843,000	2,136,000
Commitments and contingencies (Notes 5, 8 and 9)		
Preferred stock, \$0.001 par value. Authorized 5,000,000 shares; None issued or outstanding		
	-	-
Class A common stock, \$0.001 par value. Authorized 20,000,000 shares; 4,768,235 and 4,777,144, shares issued and outstanding, respectively		
	5,000	5,000
Class B common stock, \$0.001 par value. Authorized, issued and outstanding 762,612 shares		
	1,000	1,000
Additional paid-in capital	10,692,000	10,684,000
Accumulated other comprehensive income	159,000	158,000
Retained earnings	4,245,000	4,832,000
Total Shareholders' Equity - Taitron Components Inc	15,102,000	15,680,000
Noncontrolling interest in subsidiary	104,000	110,000
Total Shareholders' Equity	15,206,000	15,790,000
Total Liabilities and Shareholders' Equity	\$18,049,000	\$17,926,000

See accompanying notes to consolidated financial statements.

Table of Contents

## TAITRON COMPONENTS INCORPORATED AND SUBSIDIARY

## Consolidated Statements of Operations and Comprehensive Loss

	Year Ended December 31,	
	2015	2014
Net sales	\$5,674,000	\$5,824,000
Cost of goods sold	3,912,000	4,346,000
Gross profit	1,762,000	1,478,000
Selling, general and administrative expenses	2,101,000	2,136,000
Operating loss	(339,000 )	(658,000 )
Interest expense, net	(45,000 )	(53,000 )
Loss on investments	(297,000 )	(226,000 )
Impairment of investment in securities	-	(305,000 )
Other income, net	87,000	107,000
Loss before income taxes	(594,000 )	(1,135,000 )
Income tax provision	(1,000 )	(3,000 )
Net loss	(595,000 )	(1,138,000 )
Net loss attributable to noncontrolling interest in subsidiary	(8,000 )	(11,000 )
Net loss attributable to Taitron Components Inc.	\$(587,000 )	\$(1,127,000 )
Net loss per share: Basic & Diluted	\$(0.11 )	\$(0.21 )
Weighted average common shares outstanding: Basic & Diluted	5,539,385	5,539,756
Net loss	\$(595,000 )	\$(1,138,000 )
Other comprehensive income (loss) :		
Foreign currency translation adjustment	1,000	26,000
Comprehensive loss	(594,000 )	(1,112,000 )
Comprehensive loss attributable to noncontrolling interests	(6,000 )	(9,000 )
Comprehensive loss attributable to Taitron Components Inc.	\$(588,000 )	\$(1,103,000 )

See accompanying notes to consolidated financial statements.

Table of Contents

## TAITRON COMPONENTS INCORPORATED AND SUBSIDIARY

## Consolidated Statement of Shareholders' Equity

For the years ended December 31, 2015 and December 31, 2014

	Class A common stock		Class B common stock		Additional Paid-in capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Noncontrolling Interest in Sub	Total Shareholders' Equity
	Shares	Amount	Shares	Amount					
Balances at December 31, 2013	4,777,144	\$5,000	762,612	\$1,000	\$10,661,000	\$132,000	\$5,959,000	\$119,000	\$16,877,000
Net loss	-	-	-	-	-	-	(1,127,000)	-	(1,127,000)
Comprehensive loss:									
Foreign currency translation adjustment	-	-	-	-	-	26,000	-	-	26,000
Amortization of stock based compensation	-	-	-	-	23,000	-	-	-	23,000
Noncontrolling interest in subsidiary	-	-	-	-	-	-	-	(9,000)	(9,000)
Balances at December 31, 2014	4,777,144	\$5,000	762,612	\$1,000	\$10,684,000	\$158,000	\$4,832,000	\$110,000	\$15,790,000
Net loss	-	-	-	-	-	-	(587,000)	-	(587,000)
Comprehensive loss:									
Foreign currency translation adjustment	-	-	-	-	-	1,000	-	-	1,000
	-	-	-	-	16,000	-	-	-	16,000

Amortization  
of stock based  
compensation

Stock repurchasing	(8,909 )	-	-	(8,000 )	-	-	-	(8,000 )
--------------------	----------	---	---	----------	---	---	---	----------

Noncontrolling interest in subsidiary	-	-	-	-	-	-	(6,000 )	(6,000 )
---------------------------------------	---	---	---	---	---	---	----------	----------

Balances at December 31, 2015	4,768,235	\$5,000	762,612	\$1,000	\$10,692,000	\$159,000	\$4,245,000	\$104,000	\$15,206,000
-------------------------------	-----------	---------	---------	---------	--------------	-----------	-------------	-----------	--------------

See accompanying notes to consolidated financial statements.

Table of Contents

## TAITRON COMPONENTS INCORPORATED AND SUBSIDIARY

## Consolidated Statements of Cash Flows

	Year Ended December 31,	
	2015	2014
Operating activities:		
Net loss	\$(595,000 )	\$(1,138,000 )
Adjustments to reconcile net loss to net cash (used in) provided by operating activities:		
Depreciation and amortization	155,000	155,000
Provision for inventory reserves	600,000	900,000
Provision for sales returns and doubtful accounts	96,000	3,000
Stock based compensation	24,000	23,000
Loss on investments	297,000	226,000
Impairment of investment in securities	-	305,000
Changes in assets and liabilities:		
Trade accounts receivable	147,000	(26,000 )
Inventory	(1,129,000 )	765,000
Prepaid expenses and other current assets	(33,000 )	(18,000 )
Trade accounts payable	640,000	(174,000 )
Accrued liabilities	67,000	(46,000 )
Other assets and liabilities	5,000	4,000
Total adjustments	869,000	2,117,000
Net cash provided by operating activities	274,000	979,000
Investing activities:		
Acquisition of property & equipment	(37,000 )	(14,000 )
Payments for investment in joint ventures	-	(245,000 )
Net cash used for investing activities	(37,000 )	(259,000 )
Financing activities:		
Repurchase of Class A common stock	(16,000 )	-
Net cash used for financing activities	(16,000 )	-
Impact of exchange rates on cash	1,000	26,000
Net increase in cash and cash equivalents	222,000	746,000
Cash and cash equivalents, beginning of period	3,470,000	2,724,000
Cash and cash equivalents, end of period	\$3,692,000	\$3,470,000
Supplemental disclosures of cash flow information:		
Cash paid for interest	\$53,000	\$53,000
Cash paid for income taxes, net	\$9,000	\$2,000

See accompanying notes to consolidated financial statements.





Table of Contents

TAITRON COMPONENTS INCORPORATED AND SUBSIDIARY

Notes to Consolidated Financial Statements

1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Overview of business

We are a national distributor of brand name electronic components and supplier of original designed and manufactured (ODM) electronic components (“ODM Components”), with our product offerings ranging from discrete semiconductors through small electronic devices. We also offer value-added engineering and turn-key services, focusing on providing contract electronic manufacturers (CEMs) and original equipment manufacturers (OEMs) with ODM services for their multi-year turn-key projects. We are incorporated in California, and were originally formed in 1989. We maintain a majority-owned subsidiary in Mexico (our Mexico sales and distribution operations closed in May 2013) and divisions in Taiwan and China which were established in 1998, 1996 and 2005, respectively.

Basis of Presentation

The accompanying consolidated financial statements have been prepared in accordance with generally accepted accounting principles (“GAAP”) as promulgated in the United States of America.

Principles of Consolidation

Our consolidated financial statements include the accounts of Taitron Components, its various divisions and its 60% majority-owned subsidiary, Taitron Components Mexico, SA de CV (“TCM”). All significant intercompany transactions and balances have been eliminated in consolidation. The ownership interests of the noncontrolling investors in TCM are recorded in the accompanying consolidated balance sheet as a part of shareholder’s equity with a balance of \$104,000 and \$110,000 as of December 31, 2015 and 2014, respectively.

Concentration of Risk

A significant number of the products we distribute are manufactured in Taiwan, Hong Kong, China, South Korea and the Philippines. The purchase of goods manufactured in foreign countries is subject to a number of risks, including economic disruptions, transportation delays and interruptions, foreign exchange rate fluctuations, imposition of tariffs and import and export controls and changes in governmental policies, any of which could have a material adverse effect on our business and results of operations.

The ability to remain competitive with respect to the pricing of imported components could be adversely affected by increases in tariffs or duties, changes in trade treaties, strikes in air or sea transportation, and possible future U.S. legislation with respect to pricing and import quotas on products from foreign countries. For example, it is possible that political or economic developments in China, or with respect to the relationship of the United States with China, could have an adverse effect on our business. Our ability to remain competitive could also be affected by other government actions related to, among other things, anti-dumping legislation and international currency fluctuations. While we do not believe that any of these factors adversely impact our business at present, we cannot provide assurance that these factors will not materially adversely affect us in the future. Any significant disruption in the delivery of merchandise from our suppliers, substantially all of whom are foreign, could also have a material adverse impact on our business and results of operations. Management estimates that over 90% of our products purchased were produced in Asia.

Grand Shine Management (see Note 3) accounted for approximately 33% and 28% of our net purchases for fiscal years 2015 and 2014, respectively. Samsung Electro-Mechanics Co. accounted for approximately 5% and 8% of our net purchases for fiscal years 2015 and 2014, respectively. However, we do not regard any one supplier as essential to our operations, since equivalent replacements for most of our products are either available from one or more of our other suppliers or are available from various other sources at competitive prices. We believe that, even if we lose our direct relationship with a supplier, there exist alternative sources for a supplier's products.

In 2015, we had two customers accounting for more than 10% of our net sales, for approximately 37% and 10% and in 2014, for approximately 27% and 11%.

As of December 31, 2015, we had four customers accounting for more than 10% of our trade accounts receivable, net of allowances, ranging between approximately 12% and 16% and as of December 31, 2014 we had two customers at 47% and 24%.

## Table of Contents

### Cash and Cash Equivalents

Cash and cash equivalents include cash on hand and on deposit at banking institutions as well as all highly liquid short-term investments with original maturities of 90 days or less. Our cash equivalents are comprised primarily of money market investments. Accounts on deposit at our primary domestic financial institution are non-interest-bearing transaction accounts with unlimited insurance coverage by the Federal Deposit Insurance Corporation through December 31, 2012. Our foreign deposit accounts are not insured, however, we do not believe there is a significant credit risk with respect to the non-performance of these institutions based on their respective creditworthiness and liquidity.

### Revenue Recognition

We recognize revenue on arrangements in accordance with FASB ASC No. 605, "Revenue Recognition". In all cases, revenue is recognized when we have evidence of an arrangement, a determinable fee, and when collection is considered to be probable and products are delivered. This occurs upon shipment of the merchandise, which is when legal transfer of title occurs. Reserves for sales allowances and customer returns are established based upon historical experience and management's estimates of future returns. Sales returns for the years ended December 31, 2015 and 2014 amounted to \$96,000 and \$8,000, respectively.

### Allowances for Sales Returns and Doubtful Accounts

**Sales Returns** - We may, on a case-by-case basis, accept returns of products from our customers, without restocking charges, when they can demonstrate an acceptable cause for the return. Requests by a distributor to return products purchased for its own inventory generally are not included under this policy. We may, on a case-by-case basis, accept returns of products upon payment of a restocking fee, which is generally 10% to 30% of the net sales price. We will not accept returns of any products that were special-ordered by a customer or that otherwise are not generally included in our inventory.

**Doubtful Accounts** - Accounts receivable are recorded at net realizable value or the amount we expect to collect on gross customer trade receivables. We evaluate the collectability of our accounts receivable based on a combination of factors. If we become aware of a customer's inability to meet its financial obligations after a sale has occurred, we records an allowance to reduce the net receivable to the amount it reasonably believes it will be able to collect from the customer. For all other customers, we recognize allowances for doubtful accounts based on the length of time the receivables are past due, the current business environment and historical experience. If the financial condition of our customers were to deteriorate or if economic conditions worsen, additional allowances may be required in the future. All of our accounts receivables are trade-related receivables.

The allowances for sales returns and doubtful accounts at December 31, 2015 and 2014 amounted to \$47,000 and \$50,000, respectively.

### Inventory

Inventory, consisting principally of products held for resale, is stated at the lower of cost, using the first-in, first-out method, or market. The amount presented in the accompanying consolidated balance sheet is net of valuation allowances of \$5,674,000 and \$6,582,000 at December 31, 2015 and 2014, respectively. Based upon our systematic methodology that includes regular evaluations of inventory to identify costs in excess of the lower of cost or market and slow-moving inventory, we increased our reserves by \$600,000 and \$900,000 for the years ended December 31, 2015 and 2014, respectively.

## Property and Equipment

Property and equipment are carried at cost less accumulated depreciation and amortization. Depreciation and amortization of property and equipment are computed principally using accelerated and straight-line methods using lives from 5 to 7 years for furniture, equipment, computer software and hardware and 31.5 years for building and building improvements. Property and equipment amortized using an accelerated method does not result in a material difference over the straight-line method. Renewals and betterments, which extend the life of an existing asset, are capitalized while normal repairs and maintenance costs are expensed as incurred.

## Table of Contents

### Investments

Investments are accounted for using the equity method if the investment provides us the ability to exercise significant influence, but not control, over an investee. Significant influence is generally deemed to exist if we have an ownership interest in the voting stock of the investee between 20% and 50%, although other factors, such as representation on the investee's Board of Directors, are considered in determining whether the equity method is appropriate.

All other equity investments, which consist of investments for which we do not possess the ability to exercise significant influence, are accounted for under the cost method. Under the cost method of accounting, investments are carried at cost and are adjusted only for other-than-temporary declines in realizable value and additional investments.

### Impairment of Long-Lived Assets and Long-Lived Assets to Be Disposed Of

In accordance with ASC 350-30, we evaluate long-lived assets for impairment whenever events or changes in circumstances indicate that their net book value may not be recoverable. When such factors and circumstances exist, we compare the projected undiscounted future cash flows associated with the related asset or group of assets over their estimated useful lives against their respective carrying amount. Impairment, if any, is based on the excess of the carrying amount over the fair value, based on market value when available, or discounted expected cash flows, of those assets and is recorded in the period in which the determination is made. We currently believe there is no impairment of our long-lived assets. There can be no assurance, however, that market conditions will not change or demand for our products under development will continue. Either of these could result in future impairment of long-lived assets.

### Marketing

Marketing costs consist primarily of payroll and related expenses for personnel engaged in marketing, business development, and selling activities. Advertising and other promotional costs, are expensed as incurred, and were \$5,000 and \$2,000 for the years ended December 31, 2015 and 2014, respectively.

### Shipping Activities

Outbound shipping charges to customers are included in "Net sales." Outbound shipping-related costs are included in "Cost of goods sold."

### Stock-Based Compensation

We account for our share-based compensation in accordance ASC 718-20. Stock-based compensation cost is measured at the grant date, based on the estimated fair value of the award, and is recognized as expense over the requisite vesting period.

### Income Taxes

We account for income taxes under the asset and liability method. Deferred tax assets and liabilities are recognized for future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Valuation allowances are recorded, when necessary, to reduce deferred tax

assets to the amount expected to be realized.

As a result of the implementation of certain provisions of ASC 740, Income Taxes (“ASC 740”), which clarifies the accounting and disclosure for uncertainty in tax positions, as defined, ASC 740 seeks to reduce the diversity in practice associated with certain aspects of the recognition and measurement related to accounting for income taxes. We adopted the provisions of ASC 740 as of January 1, 2007, and have analyzed filing positions in each of the federal and state jurisdictions where we are required to file income tax returns, as well as all open tax years in these jurisdictions. We have identified the U.S. federal and California as our "major" tax jurisdiction. With limited exceptions, we remain subject to Internal Revenue Service (“IRS”) examination of our income tax returns filed within the last three (3) years, and to California Franchise Tax Board examination of our income tax returns filed within the last four (4) years. However, we have certain tax attribute carryforwards which will remain subject to review and adjustment by the relevant tax authorities until the statute of limitations closes with respect to the year in which such attributes are utilized.

## Table of Contents

We believe that our income tax filing positions and deductions will be sustained on audit and do not anticipate any adjustments that will result in a material change to our financial position. Therefore, no reserves for uncertain income tax positions have been recorded pursuant to ASC 740. In addition, we did not record a cumulative effect adjustment related to the adoption of ASC 740. Our policy for recording interest and penalties associated with income-based tax audits is to record such items as a component of income taxes.

## Fair Value Measurements

When determining the fair value measurements for assets and liabilities required or permitted to be recorded at fair value, we consider the principal or most advantageous market in which it would transact and considers assumptions that market participants would use when pricing the asset or liability, such as inherent risk, transfer restrictions, and risk of nonperformance. We use the following three levels of inputs in determining the fair value of our assets and liabilities, focusing on the most observable inputs when available:

- Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.
- Level 2 - Quoted prices in markets that are not active; or other inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability.
- Level 3 - Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable.

To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level in the fair value hierarchy within which the fair value measurement is disclosed is determined based on the lowest level input that is significant to the fair value measurement.

## Net Loss Per Share

Basic loss per share is computed by dividing net loss available to common shareholders by the weighted average number of common shares outstanding during the period. Diluted loss per share includes potentially dilutive securities such as outstanding options and warrants, using various methods such as the treasury stock or modified treasury stock method in the determination of dilutive shares outstanding during each reporting period. Common equivalent shares, consisting primarily of stock options, of approximately 341,000 and 273,000 for the years ended December 31, 2015 and 2014, respectively, are excluded from the computation of diluted loss per share as their effect is anti-dilutive.

## Foreign Currency Translation

The financial statements of our majority-owned subsidiary in Mexico and divisions in Taiwan and China are translated from the Mexican Peso, the Taiwanese Dollar and the Chinese Yuan, respectively, into U.S. dollars for financial reporting purposes. Balance sheet accounts are translated at year-end or historical rates while income and expenses are translated at weighted-average exchange rates for the year. Translation gains or losses related to net assets are shown as a separate component of shareholders' equity as accumulated other comprehensive income. Gains and losses resulting from realized foreign currency transactions (transactions denominated in a currency other than the entities' functional currency) are included in operations. The transactional gains and losses are not significant to the consolidated financial statements.

## Use of Estimates



Our management has made a number of estimates and assumptions relating to the reporting of assets and liabilities and the disclosure of contingent assets and liabilities to prepare these financial statements in conformity with accounting principles generally accepted in the United States of America. These estimates have a significant impact on our valuation and reserve accounts relating to the allowance for sales returns and allowances, doubtful accounts and inventory reserves. Actual results could differ from these estimates.

#### Reclassifications

Certain reclassifications have been made to the prior years' financial statements in order to conform to the current year presentation. Such reclassifications are immaterial to both current and all previously issued financial statements taken as a whole and had no effect on previously reported results of operations.

## Table of Contents

### Business Segments

We operate in one industry, the business of providing distribution and value-added services for electronic components. Management designates the internal reporting used by the chief executive officer for making decisions and assessing performance as the source of our reportable segments. See Note 12 to the consolidated financial statements Geographic Information, for additional information.

### New Accounting Pronouncements Not Yet Adopted

In May 2014, the FASB issued Accounting Standards Update No. 2014-09, Revenue from Contracts with Customers (ASU 2014-09), which supersedes nearly all existing revenue recognition guidance under U.S. GAAP. The core principle of ASU 2014-09 is to recognize revenues when promised goods or services are transferred to customers in an amount that reflects the consideration to which an entity expects to be entitled for those goods or services. ASU 2014-09 defines a five step process to achieve this core principle and, in doing so, more judgment and estimates may be required within the revenue recognition process than are required under existing U.S. GAAP. The standard is effective for annual periods beginning after December 15, 2016, and interim periods therein, using either of the following transition methods: (i) a full retrospective approach reflecting the application of the standard in each prior reporting period with the option to elect certain practical expedients, or (ii) a retrospective approach with the cumulative effect of initially adopting ASU 2014-09 recognized at the date of adoption (which includes additional footnote disclosures). Early adoption is not permitted. The Company is currently evaluating the impact of the pending adoption of ASU 2014-09 on its consolidated financial statements and has not yet determined the method by which it will adopt the standard beginning January 1, 2017.

In August, 2015, the FASB issued ASU No. 2015-14, Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date. The amendment in this ASU defers the effective date of ASU No. 2014-09 for all entities for one year. Public business entities, certain not-for-profit entities, and certain employee benefit plans should apply the guidance in ASU 2014-09 to annual reporting periods beginning December 15, 2017, including interim reporting periods within that reporting period. Earlier application is permitted only as of annual reporting periods beginning after December 31, 2016, including interim reporting periods with that reporting period.

In February, 2015, the FASB issued ASU No. 2015-02, Consolidation (Topic 810): Amendments to the Consolidation Analysis. ASU 2015-02 provides guidance on the consolidation evaluation for reporting organizations that are required to evaluate whether they should consolidate certain legal entities such as limited partnerships, limited liability corporations, and securitization structures (collateralized debt obligations, collateralized loan obligations, and mortgage-backed security transactions). ASU 2015-02 is effective for periods beginning December 15, 2015. The adoption of ASU 2015-02 is not expected to have a material effect on the Company's consolidated financial statements. Early adoption is permitted.

In July 2015, the FASB issued ASU No. 2015-11, Inventory (Topic 330). The amendments in ASU 2015-11 require an entity to measure in scope inventory at the lower of cost and net realizable value. Net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. Subsequent measurement is unchanged for inventory measured using LIFO or the retail inventory method. The amendments do not apply to inventory that is measured using last-in, first-out (LIFO) or the retail inventory method. The amendments apply to all other inventory, which includes inventory that is measured using first-in, first-out (FIFO) or average cost. ASU 2015-11 is effective for public business entities for fiscal years beginning after December 15, 2016, including interim periods within those fiscal years. A reporting entity should apply the amendments prospectively with earlier application permitted as of the beginning of an interim or annual reporting period.

In November 2015, the FASB issued ASU No. 2015-17, Income Taxes (Topic 740). The amendments in ASU 2015-17 eliminates the current requirement for organizations to present deferred tax liabilities and assets as current and noncurrent in a classified balance sheet. Instead, organizations will be required to classify all deferred tax assets and liabilities as noncurrent. ASU 2015-17 is effective for public business entities for financial statements issued for annual periods beginning after December 15, 2016, and interim periods within those annual periods. The amendments may be applied prospectively to all deferred tax liabilities and assets or retrospectively to all periods presented.

Table of Contents

## 2 - PROPERTY AND EQUIPMENT

Property and equipment, at cost, is summarized as follows:

	December 31,	
	2015	2014
Land	\$ 1,297,000	\$ 1,297,000
Buildings and improvements	5,096,000	5,096,000
Furniture and equipment	748,000	754,000
Computer software and hardware	546,000	503,000
Total Property and Equipment	7,687,000	7,650,000
Less: Accumulated depreciation and amortization	(3,484,000)	(3,329,000)
Property and Equipment, net	\$ 4,203,000	\$ 4,321,000

## 3 - OTHER ASSETS

The following table presents a summary rollforward of other assets:

	Investment in securities - Zowie Technology	Investment in joint venture - Grand Shine Mgmt	Other	Other Assets Total
Balance at December 31, 2013	\$405,000	\$849,000	\$22,000	\$1,276,000
Payments for investment during the period	-	245,000	-	245,000
Net unrealized investment losses during the period	-	(226,000 )	-	(226,000 )
Impairment of investment during the period	(305,000 )	-	-	(305,000 )
Other changes	-	-	(2,000 )	(2,000 )
Balance at December 31, 2014	100,000	868,000	20,000	988,000
Net unrealized investment losses during the period	-	(297,000 )	-	(297,000 )
Other changes	-	-	(3,000 )	(3,000 )
Balance at December 31, 2015	\$100,000	\$571,000	\$17,000	\$688,000

Our \$100,000 investment in securities as of December 31, 2015 relates to our ownership of 1,037,739 common shares of Zowie Technology Corporation (Taipei Hsien, Taiwan), a supplier of electronic component products (see Part I: Item 1 – Business – Suppliers). Our investment relates to approximately 9.2% of their total outstanding shares although we do not have significant influence or control. This investment is accounted for under the cost method basis of accounting, however when facts and circumstances indicate that the carrying value of this asset may not be recoverable, we recognize an impairment loss. The impairment loss recognized is the amount by which the carrying amount exceeds the estimated fair value. In 2014, due to our estimated valuation assessment, we recognized an impairment loss of \$305,000.

Our \$571,000 investment in joint venture as of December 31, 2015, relates to our 49% ownership of Grand Shine Management Limited (Dong Guan, China), an electronic device contract manufacturer, and joint venture with its 51% owner, Teamforce Company Limited. This joint venture is not considered to be a “Variable Interest Entity”, and as such, is accounted for under the equity method basis of accounting.



Table of Contents

## 4 - LONG-TERM DEBT FROM RELATED PARTY

Long-term debt consists of the following:

	December 31, 2015	December 31, 2014
Secured credit facility from related party	\$ 1,500,000	\$ 1,500,000
Less current portion	(500,000 )	(500,000 )
Long-term debt, less current portion	\$ 1,000,000	\$ 1,000,000

Secured credit facility - On April 21, 2008 we entered into a \$3,000,000 credit facility, collateralized by real property, from K.S. Best International Co. Ltd., a company controlled by the brother of our Chief Executive Officer (see Note 5). On April 12, 2013 we renewed and extended maturities to June 30, 2015 and beyond. Credit is available in \$500,000 advances, each advance payable in monthly interest only installments, at the rate of Prime + 0.25% per annum. The advance history of the credit line is such that on June 3, 2008, we borrowed \$500,000, on April 3, 2009, we borrowed \$500,000 and on April 1, 2010, we borrowed \$500,000. All advances are due from June 30, 2016 to June 30, 2018.

## 5 – RELATED PARTY TRANSACTIONS

We receive professional services and have credit available from K.S. Best International Co. Ltd., a company controlled by the brother of our Chief Executive Officer. We made payments to K.S. Best International Co. Ltd during each of the years 2015 and 2014, in the amount of \$24,000 annually for professional fees related to the operational management of our Taiwan office. In addition, during each of the years 2015 and 2014, we made payments of \$53,000 annually, for interest expense incurred on our outstanding line of credit balance. See also Note 4.

We purchase electronic component products from Princeton Technology Corporation (“PTC”), a company controlled by Mr. Richard Chiang, one of the directors on our board. During the years ending December 31, 2015 and 2014, we purchased products in the amount of \$71,000 and \$61,000, respectively, from PTC. All of these purchases were for products we carry in inventory and we consider these purchases to be in the normal course of business and negotiated on an arm’s length basis. We have also entered into a distributor agreement with PTC, and accordingly, we expect to continue purchasing from PTC in the future.

## 6 - SHARE BASED COMPENSATION

Our 2005 Stock Incentive Plan (the “Plan”) authorizes the issuance of up to 1,000,000 shares pursuant to options or awards granted under the plan. Under the Plan, incentive stock and nonstatutory options were granted at prices equal to at least the fair market value of our Class A common stock at the date of grant. Outstanding options vest in three equal annual installments beginning one year from the date of grant and are subject to termination provisions as defined in the Plan. The fair value of options was determined using the Black-Scholes option-pricing model with the following weighted average assumptions as follows for 2015: dividend yield of 0%; expected volatility of 10%; a risk free interest rate of approximately 1.68% and an expected holding period of five years and for 2014: dividend yield of 0%; expected volatility of 20%; a risk free interest rate of approximately 2.65% and an expected holding period of five years.



Table of Contents

Stock option activity during the periods indicated is as follows:

	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value
Outstanding at December 31, 2013	396,000	\$ 1.24	4.8	\$ 13,400
Grants	78,000	1.02	8.5	3,100
Forfeited	(81,500 )	1.53	-	-
Outstanding at December 31, 2014	392,500	1.24	4.8	\$ 13,400
Grants	79,000	1.04		
Forfeited	(15,500 )	1.34		
Outstanding at December 31, 2015	456,000	1.20	4.3	\$ 17,000
Exercisable at December 31, 2015	320,333	\$ 1.28	3.4	\$ 5,600

At December 31, 2015, the range of individual weighted average exercise prices was \$.98 to \$1.37 and the unamortized compensation expense was approximately \$15,000.

## 7 - SHAREHOLDER'S EQUITY

**Preferred Stock** - There are 5,000,000 shares of authorized preferred stock, par value \$0.001 per share, with no shares of preferred stock issued or outstanding. The terms of the shares are subject to the discretion of the Board of Directors.

**Class A Common Stock** - There are 20,000,000 shares of authorized Class A common stock, par value \$0.001 per share, with 4,768,235 and 4,777,144 issued and outstanding as of December 31, 2015 and 2014, respectively. Each holder of Class A common stock is entitled to one vote for each share held. During 2015, we repurchased and cancelled 8,909 shares of our Class A common stock. During 2014, we did not repurchase, nor issue, any shares of our Class A common stock.

**Class B Common Stock** - There are 762,612 shares of authorized Class B common stock, par value \$0.001 per share, with 762,612 shares issued and outstanding as of December 31, 2015 and 2014. Each holder of Class B common stock is entitled to ten votes for each share held. The shares of Class B common stock are convertible at any time at the election of the shareholder into one share of Class A common stock, subject to certain adjustments. Our Chief Executive Officer is the sole beneficial owner of all the outstanding shares of Class B common stock.

**Dividends** – During 2015 and 2014, we did not declare any dividends.

## 8 - INCOME TAXES

Income tax provision is summarized as follows:

	Year Ended December 31,	
	2015	2014
Current:		
Federal	\$ -	\$ -
State	1,000	3,000



Edgar Filing: TAITRON COMPONENTS INC - Form 10-K

	1,000	3,000
Deferred:		
Federal	(176,000 )	(362,000 )
State	(39,000 )	(65,000 )
Increase in valuation allowance	215,000	427,000
	-	-
Income tax provision	\$ 1,000	\$ 3,000

Table of Contents

The actual income tax provision differs from the “expected” tax computed by applying the Federal corporate tax rate of 34% to the loss before income taxes as follows:

	Year Ended December 31,	
	2015	2014
“Expected” income tax benefit	\$ (202,000 )	\$ (386,000 )
State tax expense, net of Federal benefit	1,000	2,000
Foreign (income) loss	6,000	10,000
Increase in valuation allowance	215,000	427,000
Other	(19,000 )	(50,000 )
Income tax provision	\$ 1,000	\$ 3,000

The tax effects of temporary differences which give rise to significant portions of the deferred taxes are summarized as follows:

	December 31,	
	2015	2014
Deferred tax assets:		
Inventory reserves	\$ 2,431,000	\$ 2,820,000
Section 263a adjustment	74,000	79,000
Allowances for bad debts and returns	20,000	21,000
Accrued expenses	22,000	23,000
Asset valuation reserve	187,000	187,000
State net operating loss carry forward	526,000	40,000
Other	365,000	226,000
Total deferred tax assets	3,625,000	3,396,000
Valuation allowance	(3,365,000)	(3,150,000)
	260,000	246,000
Deferred tax liabilities:		
Deferred state taxes	(260,000 )	(246,000 )
Net deferred tax assets	\$ -	\$ -

As of December 31, 2015, we had approximately \$1,206,000 and \$1,316,000 in net operating loss carryforwards for federal and state income tax purposes, respectively. In assessing the realizability of the deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. We consider the scheduled reversal of deferred tax assets, the level of historical taxable income and tax planning strategies in making the assessment of the realizability of deferred tax assets. We have identified the U.S. federal and California as our "major" tax jurisdiction. With limited exceptions, we remain subject to IRS examination of our income tax returns filed within the last three (3) years, and to California Franchise Tax Board examination of our income tax returns filed within the last four (4) years.

As a result of the implementation of ASC 740, we recognized no material adjustment to unrecognized tax benefits. At the adoption date of January 1, 2007, we had \$795,000 of unrecognized tax benefits, all of which would affect our effective tax rate if recognized. At December 31, 2015 and 2014, we have \$3,365,000 and \$3,150,000 of unrecognized tax benefits, respectively. We will continue to classify income tax penalties and interest, if any, as part of interest and other expenses in its statements of operations. We have incurred no interest or penalties as of December 31, 2015 and 2014.



Table of Contents

## 9 - NET LOSS PER SHARE

The following data shows a reconciliation of the numerators and the denominators used in computing loss per share and the weighted average number of shares of potentially dilutive common stock.

	Year ended December 31,	
	2015	2014
Net loss available to common shareholders used in basic and diluted loss per share	\$ (595,000 )	\$ (1,138,000)
Weighted average number of common shares used in basic loss per share (Class A and B shares)	5,539,385	5,539,756
Basic loss per share (Class A and B shares)	\$ (0.11 )	\$ (0.21 )
Effect of dilutive securities:		
Options	-	-
Weighted average number of common shares and dilutive potential common shares used in diluted loss per share (Class A and B shares)	5,539,385	5,539,756
Diluted loss per share	\$ (0.11 )	\$ (0.21 )

## 10 - EMPLOYEE BENEFIT PLANS

We have a defined contribution profit sharing plan pursuant to Section 401(k) of the Internal Revenue Code (“the Plan”) covering only our U.S. based employees. Participants once eligible, as defined by the Plan, may contribute up to the maximum allowed under the Internal Revenue Code. The Plan also provides for safe harbor matching contributions, vesting immediately, at our discretion. For each of the years ended December 31, 2015 and 2014, employer matching contributions aggregated approximately \$28,000 and \$34,000, respectively.

Participants in the Plan, through self-directed brokerage accounts, held 850,833 (or 17.8%) and 599,303 (or 12.6%) shares in Class A common stock of Taitron Components as of December 31, 2015 and 2014, respectively. The Plan does not offer new issues of Taitron Components common stock as an investment option.

## 11 - COMMITMENTS AND CONTINGENCIES

## Legal and Regulatory Proceedings

We are engaged in various legal and regulatory proceedings incidental to our normal business activities, none of which, individually or in the aggregate, are deemed to be a material risk to our financial condition.

## Inventory Purchasing

Outstanding commitments to purchase inventory from suppliers aggregated \$1,400,000 as of December 31, 2015.

Table of Contents

## 12 - GEOGRAPHIC INFORMATION

The following table presents summary geographic information about revenues and long-lived assets (land and property, net of accumulated depreciation) attributed to countries based upon location of our customers or assets:

	Year ended December 31,		December 31,	
	2015	2014	2015	2014
	Revenues	Revenues	Long-lived Assets	Long-lived Assets
United States	\$4,952,000	\$5,297,000	\$2,883,000	\$2,966,000
Mexico	15,000	24,000	155,000	142,000
Brazil	21,000	29,000	-	-
Taiwan	195,000	196,000	242,000	245,000
China	268,000	220,000	923,000	968,000
Canada	13,000	24,000	-	-
Other foreign countries	210,000	34,000	-	-
Total	\$5,674,000	\$5,824,000	\$4,203,000	\$4,321,000

Table of Contents

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE. None.

ITEM 9A. CONTROLS AND PROCEDURES.

Evaluation of Disclosure Controls and Procedures.

Our management, with the participation of our principal executive and principal financial officer, evaluated the effectiveness of our disclosure controls and procedures pursuant to Rule 13a-15(b) of the Securities Exchange Act of 1934 (“Exchange Act”) as of the end of the period covered by this report. Based on that evaluation, our principal executive and principal financial officers concluded that our disclosure controls and procedures as of the end of the period covered by this report were effective such that the information required to be disclosed by us in reports filed under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms and (ii) accumulated and communicated to our management, including our principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure.

Internal Control over Financial Reporting.

a) Management’s Annual Report on Internal Control over Financial Reporting. Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) for the Company. Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States. Because of its inherent limitations, internal control over financial reporting may not prevent nor detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance of achieving their control objectives.

Our internal controls framework is based on the criteria set forth in the Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) and includes those policies and procedures that: (i) Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of our assets; (ii) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and (iii) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Based on such criteria, our management, with the participation of our principal executive and principal financial officers, evaluated the effectiveness of our internal controls over financial reporting as of December 31, 2014 and 2013 and concluded that, as of December 31, 2015 and 2014, our internal controls over financial reporting were effective.

Management's assessment report was not subject to attestation by our independent registered public accounting firm and as such, no attestation was performed pursuant to SEC Final Rule Release Nos. 33-8934; 34-58028 that permits us to provide only management's assessment report for the year ended December 31, 2015 and 2014.

b) Changes in Internal Control over Financial Reporting. There has been no change in our internal control over financial reporting that occurred in our fiscal quarter ended December 31, 2015 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION. None.

32

---

Table of Contents

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE.

The information required by this item will appear in our definitive proxy statement to be filed within 120 days after the close of the fiscal year-end in connection with our 2016 Annual Meeting of Shareholders (“the Proxy Statement”), and is incorporated herein by reference.

ITEM 11. EXECUTIVE COMPENSATION.

The information required by this item will appear in our Proxy Statement and is incorporated herein by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.

The information required by this item will appear in our Proxy Statement and is incorporated herein by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE.

The information required by this item will appear in our Proxy Statement and is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES.

The information required by this item will appear in our Proxy Statement and is incorporated herein by reference.



Table of Contents

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.

Financial Statement Schedules. Not Applicable.

Exhibits

- 21.1\* List of Subsidiaries (1)
  - 23.1\* Consent of Independent Registered Public Accounting Firm – Anton & Chia LLP
  - 24.1\* Power of Attorney (contained on the signature page hereof)
  - 31.1\* Principal Executive Officer - Section 302 Certification
  - 31.2\* Principal Financial Officer - Section 302 Certification
  - 32\* Principal Executive and Principal Financial Officers - Section 906 Certification
  - 101.INS\* XBRL Instance Document
  - 101.SCH\* XBRL Taxonomy Extension Schema
  - 101.CAL\* XBRL Taxonomy Extension Calculation Linkbase
  - 101.DEF\* XBRL Taxonomy Extension Definition Linkbase
  - 101.LAB\* XBRL Taxonomy Extension Label Linkbase
  - 101.PRE\* XBRL Taxonomy Extension Presentation Linkbase
- 

\* Filed herewith.

(1) Incorporated by reference from the Exhibit 21.1 of our Annual Report on Form 10-K for the year ended December 31, 2009 filed on March 31, 2010.

Table of Contents

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

TAITRON COMPONENTS INCORPORATED

Dated: March 30, 2016

By: /s/ Stewart Wang  
Stewart Wang  
Chief Executive Officer

Dated: March 30, 2016

By: /s/ David Vanderhorst  
David Vanderhorst  
Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Stewart Wang and David Vanderhorst and each of them singly, as attorneys-in-fact and agents, with full power of substitution, for him in any and all capacities, to sign any amendments to this Annual Report, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact, or his substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this report has been signed by the following persons on behalf of the Registrant and in the capacities and on the dates indicated below.

Signature	Title	Date
/ s / J o h n s o n Ku Johnson Ku	Chairman of the Board	March 30, 2016
/ s / S t e w a r t Wang Stewart Wang	Director, Chief Executive Officer and President (Principal Executive Officer)	March 30, 2016
/ s / R i c h a r d Chiang Richard Chiang	Director	March 30, 2016
/ s / C r a i g Miller Craig Miller	Director	March 30, 2016
	Director	March 30, 2016

/ s / F e l i x  
Sung  
Felix Sung

/ s / D a v i d Chief Financial Officer March 30, 2016  
Vanderhorst  
David Vanderhorst (Principal Financial and Accounting Officer)

35

---

