WALT DISNEY CO/
Form 8-K
March 13, 2017

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

FORM 8-K
CURRENT REPORT

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

Date of Report (Date of Earliest Event Reported):
March 8, 2017

The Walt Disney Company
(Exact name of registrant as specified in its charter)

Delaware	1-11605	95-4545390
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

500 South Buena Vista Street
Burbank, California 91521
(Address of principal executive offices)(Zip Code)

Registrant’s telephone number, including area code: (818) 560-1000

Not applicable
(Former name or address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

p Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
p Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
p Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
p Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07 Submission of Matters to a Vote of Security Holders

(a-b) The final results of voting on each of the matters submitted to a vote of security holders during the Registrant's annual meeting of shareholders on March 8, 2017 are as follows.

1. Election of Directors:	For	Against	Abstentions	Broker Non-Votes
Susan E. Arnold	1,045,272,268	29,950,976	2,068,391	270,155,246
John S. Chen	983,026,137	92,059,853	2,205,645	270,155,246
Jack Dorsey	999,232,887	75,101,566	2,957,182	270,155,246
Robert A. Iger	1,028,731,216	40,881,637	7,678,782	270,155,246
Maria Elena Lagomasino	1,029,931,053	45,164,772	2,195,810	270,155,246
Fred H. Langhammer	1,050,691,013	24,278,463	2,322,159	270,155,246
Aylwin B. Lewis	979,088,899	95,878,139	2,324,597	270,155,246
Robert W. Matschullat	1,053,621,158	21,326,400	2,344,077	270,155,246
Mark G. Parker	1,061,942,316	13,062,061	2,287,258	270,155,246
Sheryl K. Sandberg	1,066,440,575	8,817,874	2,033,186	270,155,246
Orin C. Smith	1,029,608,852	45,371,690	2,311,093	270,155,246

Under the Registrant's Bylaws, each of the directors was elected, having received more votes "for" than "against."

	For	Against	Abstentions
2. Ratification of PricewaterhouseCoopers LLP as registered public accountants	1,323,422,822	20,802,168	3,221,891

Under the Registrant's Bylaws, the selection of the auditors was ratified, having received "for" votes from more than a majority of shares cast for, against or abstain.

	For	Against	Abstentions	Broker Non-Votes
3. Approval of the advisory vote on executive compensation	900,491,165	171,054,086	5,746,384	270,155,246

Under the Registrant's Bylaws, the proposal was approved, having received "for" votes from more than a majority of shares cast for, against or abstain.

	One Year	Two Years	Three Years	Abstentions	Broker Non-Votes
4. Advisory vote on the frequency of votes on executive compensation	986,170,659	5,070,903	81,751,123	4,298,950	270,155,246

Under the Registrant's Bylaws, the proposal to hold advisory votes every year was approved, having received more than a majority of shares cast for one of the three options or abstain.

	For	Against	Abstentions	Broker Non-Votes
5. Shareholder proposal relating to lobbying disclosures	347,350,728	595,616,916	134,323,991	270,155,246

Under the Registrant's Bylaws, the proposal failed, having received "for" votes from less than a majority of votes cast for, against or abstain

	For	Against	Abstentions	Broker Non-Votes
6. Shareholder proposal relating to changes to proxy access bylaws	287,787,051	780,423,130	9,081,454	270,155,246

Under the Registrant's Bylaws, the proposal failed, having received "for" votes from less than a majority of votes cast for, against or abstain.

(d) On March 8, 2017, following the Registrant's annual meeting of shareholders, the Board adopted a resolution providing that an advisory vote on executive compensation would be held annually until the next required vote on the frequency of such votes.

Item 8.01 Other Events

On March 10, 2017 the Registrant entered into a new $2.5 billion 364-Day Credit Agreement with a syndicate of lenders to support commercial paper borrowings and for other general corporate purposes. The new facility will expire on March 9, 2018 and replaces the Registrant's $1.5 billion 364-Day Credit Agreement (filed as Exhibit 10.1 to the Registrant's Form 8-K dated March 14, 2016), which expired on March 10, 2017. Under the new 364-Day facility, as with the former facility, the Registrant has the option to extend the maturity date of all or a portion of advances outstanding at the time of maturity for one year. The Registrant has the option to borrow at LIBOR-based rates plus a spread, subject to a cap and a floor that vary with the Registrant's debt rating, depending on the credit default swap spread applicable to the Registrant's senior, unsecured debt. The remaining provisions of the new facility, including representations, warranties, covenants and events of default, are also substantially similar to the provisions of the former 364-Day facility. In particular, the new facility contains only one financial covenant, relating to interest coverage, and specifically excludes certain entities, including Euro Disney, Hong Kong Disneyland and Shanghai Disney Resort, from any representations, covenants or events of default.

A copy of the new 364-Day Credit Agreement is filed herewith as Exhibit 10.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits
10.1 364 Day Credit Agreement dated as of March 10, 2017

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

The Walt Disney Company

By: /s/ Roger J. Patterson
Roger J. Patterson
Associate General Counsel and Assistant Secretary
Registered In-House Counsel
Dated: March 13, 2017

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ACCOUNTS RECEIVABLE: The Company writes off trade receivables when deemed uncollectible. The Company estimates allowance for doubtful accounts based on the aged receivable balances and historical losses. The Company charges off uncollectible accounts when management determines there is no possibility of collecting the related receivable. The Company considers accounts receivable to be past due or delinquent based on contractual terms, which is generally net 30 days.

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The Company charged $0 to bad debt expense for the years ended December 31, 2015 and 2014. As the Company has historically experienced minimal bad debts, the allowance for doubtful accounts balance of $18,714 at December 31, 2014 was reduced to a $4,000 reserve at December 31, 2015. Management feels this to be an adequate reserve based on the experience seen over multiple years.

The Company maintains an allowance for doubtful accounts to provide for losses arising from customers inability to make required payments. If there is deterioration of our customers credit worthiness and/or there is an increase in the length of time that the receivables are past due greater than the historical assumptions used, additional allowances may be required.

FIXED ASSETS: Fixed assets are stated at cost. Expenditure for minor repairs, maintenance, and replacement parts which do not increase the useful lives of the assets are charged to expense as incurred. All major additions and improvements are capitalized. Depreciation is computed using the straight-line method. The lives over which the fixed assets are depreciated range from 5 to 7 years, except for computer equipment, which is depreciated over a 3 year life.

INVENTORY: Inventories are stated at the lower of cost or market value based upon the average cost inventory method. The Company s inventory consists of parts for scientific vial kits, refrigerant gases, components for the imaging and inspection systems which it builds, and other scientific items.

INCOME TAXES: We account for income taxes in accordance with Statement of Financial Accounting Standards Board Accounting Codification (ASC) 740, Income Taxes . Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which the differences are expected to reverse. Deferred tax assets will be reflected on the balance sheet when it is determined that it is more likely than not that the asset will be realized.

STOCK BASED COMPENSATION: The Company applies the provisions of FASB ASC Topic 718 Stock Based Compensation which requires companies to measure all employee stock-based compensation awards using a fair value method and record such expense in their financial statements.

Overview

During the year ended December 31, 2015 revenue decreased by 32.1% compared to the year ended December 31, 2014. The significant decrease resulted from a decline in the sale of our ultra-cold freezers, as it was determined that modifications to the design should be implemented prior to the production of additional units. While there can be no assurance that freezer sales will significantly increase after this re-design, it is encouraging that the marketplace has embraced our disruptive technology, and a number of units have been installed and are operational. Historically, the core business of the company has been the sale of specialty laboratory supplies. Orders of those supplies declined in

2015 as compared to 2014. We are working to attract new distributors to build sales of these specialty items to historical levels.

The Company focused its resources during 2015 to the marketing of our new line of detectors and the continuation of work on the ultra-cold freezers and the cooling unit for refrigerated trucks. Our next generation detector was successfully introduced into the marketplace in late 2013. In late 2013 we also completed our first prototype refrigerated truck unit and began road tests with that unit during 2014. Commercialization of both of these products will provide opportunity for the Company to expand its share of the detector market and make entry into the refrigerated truck market.

The Company has been proactive in making those business decisions which it believes will enable it to carry out its business plan. Significant cost reduction measures have been implemented, unprofitable subsidiaries divested, facilities consolidated and personnel reductions made. However, we are still generating operating losses and we cannot assure that financing will be made available at acceptable rates to allow the execution of our business plan. If we are unable to secure adequate financing, our ability to proceed with and implement our business plan will be negatively impacted.

<u>Financial Position</u>

The table below presents a summary of our consolidated balance sheets at December 31, 2015 and 2014:

SUMMARY OF BALANCE SHEET INFORMATION

	Year ended Dec. 31, 2015	Year ended Dec 31, 2014	Increase (Decrease)
Cash	$ 292,087	$ 271,053	$ 21,034
Total current assets	653,881	746,281	(92,400)
Total assets	706,374	843,424	(137,050)
Total current liabilities	151,678	1,409,953	(1,258,275)
Accumulated deficit	(19,432,799)	(20,268,736)	835,937
Total stockholders equity (deficit)	$ 554,696	$ (566,529)	$ 1,121,225

We had $292,087 in cash as of December 31, 2015, an increase of $21,034 from December 31, 2014. We had working capital of $502,203 at December 31, 2015, compared to a working capital deficit of $663,672 at December 31, 2014.

Contractual Obligations

The Company leases office/warehouse space in Utah. In addition, it has a lease on a vehicle. The following summarizes future minimum lease payments under the operating leases at December 31, 2015:

Minimum Lease Payments

Year Ending December 31,	Building	Automobile	Total
2016	$ 37,200	$ 7,488	$ 44,688
2017	34,100	4,368	38,468
	$ 71,300	$ 11,856	$ 83,156

Results of Operations

December 31, 2015 and 2014

The following table summarizes revenue, cost of goods sold, and operating expenses for the years ended December 31, 2015 and 2014:

	Year Ended December 31, 2015	Year Ended December 31, 2014	Increase (Decrease)
Revenue	$ 1,037,323	$ 1,527,927	$ (490,604)
Cost of Goods Sold	407,111	678,297	(271,186)
Gross Profit	630,213	849,630	(219,417)
Salaries and wages	661,931	827,394	(165,463)
Rent expense	34,424	34,215	209
Research and development expense	72,863	22,135	50,728
General and administrative expense	320,947	684,482	(363,535)
Total operating expenses	1,090,165	1,568,226	(478,061)
Loss from operations	(459,952)	(718,596)	258,644
Interest expense	(59,486)	(123,187)	63,701
Gain on extinguishment of debt	1,355,375	974	1,354,401
Net income (loss)	$ 835,937	$ (840,809)	$ 1,676,746

Total revenue in 2015 decreased 32.1% to $1,037,323 from revenue of $1,527,927 in 2014. Revenue of $39,664 were from ultra-low temperature freezers accounts in 2015, compared with revenue of $231,775 from freezer sales in 2014. We continue to work to increase sales of these freezer units, as well as working to develop marketing strategies to expand distribution channels of our specialty laboratory supplies.

Our cost of goods sold decreased in the period ending December 31, 2015, as compared to December 31, 2014, which is reflective of the reduced revenue numbers. While revenue was lower in 2015, gross sales margin increased to 64.6%. The gross margin percentage was 55% for 2014. Our gross margin percent is also influenced by the sales mix, with the detectors and detector supplies carrying higher gross margins than the more generic lab supplies. We are working to increase gross margins through working with current vendors to obtain more favorable costing or identifying and qualifying new vendors who offer more favorable pricing without compromising quality.

The salaries and wages decrease of $165,463 in 2015 compared to 2014 is due to personnel reductions, reductions implemented in salaries, a reduction in stock-based compensation and utilizing contractors for work, where possible. Our plan is to continue to use outside contractors where practical to enable us to maintain our employee level.

General and administrative expenses were $363,535 lower for 2015 as compared to 2014. Expense levels going forward are expected to increase from the 2015 levels, as increased marketing and advertising costs to promote the sale of our products will be required to gain share in the marketplace.

Our evaluation showed no impairment charge was required in 2015. At the end of 2015 we performed an evaluation of our intangible assets and goodwill for impairment. Our evaluation determined that the intangible assets were carried on the financial statements at a fair value at December 2015.

During 2015 it was determined that the statute of limitations had expired on the outstanding debentures, default penalty and accrued interest. Accordingly, all amounts were removed from the financials with the result being a gain on extinguishment of debt of $1,355,375.

We had a net profit of $835,937 in 2015, an improvement of $1,676,746 over the net loss of $840,809 realized in 2014.

Seasonality and Cyclicality

We do not believe our business is cyclical.

Liquidity and Capital Resources

Our cash resources at December 31, 2015, were $292,087, with accounts receivable of $136,362 and inventory of $206,409, net of reserves. Our working capital at December 31, 2015 was $502,203. This compares to negative working capital of $663,672 at December 31, 2014.

In 2015, net cash provided to fund operating activities was $31,913 as compared to net cash required to fund operations of $109,841 in 2014. We anticipate that in 2016, with the benefit of continued cost reductions and increased revenue, we will continue to generate positive cash from operating activities. We continue our work to enhance our on-line ordering system to increase sales, develop the market for our ultra-low temperature freezers, work with current vendors to obtain more favorable pricing, and locate new vendors to provide opportunities to further reduce our cost of goods.

We will continue to focus our efforts on our core business activities while pursuing capital resources and evaluating potential future acquisitions which fit within and enhance our core business.

Off-Balance Sheet Arrangements

We lease office and warehouse space under a non-cancelable operating lease in Utah, which expires November 30, 2017. Future minimum lease payments under the operating lease at December 31, 2015 are $71,300 for this facility. In addition, at December 31, 2015 we have one automobile lease with future minimum lease payments of $11,856.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Not applicable to Registrant.

<u>Item 8. Financial Statements</u>

The financial statements of the Company are set forth immediately following the signature page to this Form 10-K.

<u>Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</u>

We had no disagreements on accounting and financial disclosures with our accounting firm during the reporting periods covered by this Annual Report.

<u>Item 9A. Controls and Procedures</u>

As of the end of the period covered by this Annual Report, we conducted an evaluation, under the supervision and with the participation of our Chief Executive Officer and Chief/Principal Financial Officer, of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (Exchange Act). Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that information required to be disclosed is recorded, processed, summarized and reported within the specified periods and is accumulated and communicated to management, including our President and Principal Financial Officer, to allow for timely decisions regarding required disclosure of material information required to be included in our periodic Securities and Exchange Commission reports. Our disclosure controls and procedures are designed to provide reasonable assurance of achieving their objectives and our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures are not effective due to the material weakness in the Company s internal control discussed below. It should be noted that the design of any system of controls is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions, regardless of how remote.

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). 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 of accounting principles generally accepted in the United States.

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our internal control over financial reporting as of December 31, 2015. In making this assessment, our management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control - Integrated Framework

(2013). Based on this evaluation, our management concluded that, as of December 31, 2015, our internal control over financial reporting was not effective due to the following material weakness:

Inadequate and Ineffective Controls over the Valuation of Equity Transactions:

Historically we incorrectly valued an equity transaction, using a stock value other than the closing price of the stock on the date of the stock grant. While the equity transaction was corrected, it was initially recorded at a value less than the proper valuation, resulting in an understatement of compensation and consulting expense. The changes made in valuing such transactions have been monitored by management in 2015 and they believe that the changes made provide reasonable assurance that future transactions will be properly valued.

Inherent Limitations over Internal Controls

Internal control over financial reporting cannot provide absolute assurance of achieving financial reporting objectives because of its inherent limitations, including the possibility of human error and circumvention by collusion or overriding of controls. Accordingly, even an effective internal control system may not prevent or detect material misstatements on a timely basis. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

Remediation plans to improve internal control over financial reporting.

The Company plans to implement enhanced documentation, review and supervision process and procedures over equity transactions. Implementation of such will provide reasonable assurance that the valuation of equity transactions are properly valued.

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Changes in internal control over financial reporting

We have made no change in our internal control over financial reporting during the last fiscal year that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Attestation Report of the Registered Public Accounting Firm

This annual report does not include an attestation report of our independent registered public accounting firm regarding internal control over financial reporting. Management s report was not subject to attestation by our independent registered public accounting firm pursuant to rules of the SEC that permit us to provide only management s report in this annual report on Form 10-K.

Item 9B. Other Information

None; not applicable.

PART III

Item 10. Directors, Executive Officers, Promoters and Control Persons; Compliance with Section 16(a) of the Exchange Act

Identification of Directors and Executive Officers

The following table sets forth the names of all of our current directors and executive officers. These persons will serve until the next annual meeting of the stockholders or until their successors are elected or appointed and qualified, or their prior resignation or termination.

Name	Positions Held	Date of Election or Designation	Date of Termination or Resignation
Kim Boyce	President & Director	12/03	*
Tom Tait	Vice President, Secretary and Director	01/05	*
William G. Moon	Director	4/11	*
Keith L. Merrell	Chief Financial Officer & Treasurer	10/09	*

* These persons presently serve in the capacities indicated.

Business Experience

Kim Boyce - CEO, Director

Mr. Boyce, 61, is the founder of Reflect Scientific and serves as President, Chief Executive Officer and Chairman of our Board of Directors. Mr. Boyce has over thirty years of experience in manufacturing, sales, distribution and management of scientific products related to companies in the chemical analysis, semiconductor fabrication and optics industries. His responsibilities have included serving as a Western Regional Sales Manager, OEM Special Accounts Manager, Plant Operations Manager and various other senior management positions within these industries.

Thomas Tait - Vice President, Secretary, Director

Mr. Tait, 59, serves as Vice President. Mr. Tait brings experience with accelerated product development, lean process management tools, strategic market analysis, and acquisition integration. Mr. Tait joined us from Danaher Company where he was a Business Manager over a $120 million in sales product line. Prior assignments have included General Manager of HyperQuan Inc., Product Manager J&W Scientific and Project Manager Varian Inc. He also co-founded ChiraTech Inc, a high technology Company that was sold to Thermo Electron Corporation. Mr. Tait holds an MBA in Technology Management from the University of Phoenix and a BS in Chemistry from Clarkson University. He also holds patents in Optics and MEMS technologies.

William G. Moon, Director

Mr. Moon, 66, has over 30 years experience in startup and engineering related companies. His leadership experience includes assisting in the formation of what became the world s largest disk drive company, Quantum Corporation, with over 10,000 employees. He was Principal Engineer and Vice President of Engineering for over twenty years, during which time he co-designed numerous standard-setting disk drives. During that time, he was a co-founder of a wholly owned Quantum subsidiary, Plus Development, and was key in the invention of the Hardcard, the first hard drive on a plug-in card. He helped create a partnership with Panasonic for the world s first totally automated disk drive assembly plant in Japan, producing over 100 million disk drives. Prior to that, Mr. Moon designed memory products at Hewlett Packard Labs in their Disk Memory Division. Over the past five years Mr. Moon has served as technical advisor to several companies and has sat on several boards.

Keith Merrell - Chief Financial Officer / Treasurer

Mr. Merrell, 70, serves as our Chief Financial Officer, Treasurer and General Manager. Mr. Merrell draws on over 30 years of accounting experience to manage all of our accounting functions and to interface with our independent public accountants. He spent two years in the field of public accounting, and served as Chief Financial Officer or Controller of five companies prior to joining us. His business career also includes extensive experience in management, sales and marketing, consulting, and merger and acquisition work. He graduated from Arizona State University with a B.S. degree in Accounting.

We believe that, based on education and experience all of our directors are qualified to serve.

Significant Employees

There are no employees who are not executive officers who are expected to make a significant contribution to our Company s business.

Family Relationships

There are no family relationships between our officers and directors.

Involvement in Certain Legal Proceedings

During the past five years, no director, person nominated to become a director, executive officer, promoter or control person of our Company:

(1) was a general partner or executive officer of any business against which any bankruptcy petition was filed, either at the time of the bankruptcy or two years prior to that time;

(2) was convicted in a criminal proceeding or named subject to a pending criminal proceeding (excluding traffic violations and other minor offenses);

(3) was subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities or banking activities; or

(4) was found by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended or vacated.

Compliance with Section 16(a) of the Exchange Act

Section 16(a) of the Exchange Act requires that our executive officers and directors and persons who beneficially own more than 10% of our common stock, file initial reports of stock ownership and reports of changes in stock ownership with the Securities and Exchange Commission. Officers, directors, and greater than 10% owners are required by applicable regulations to furnish our Company with copies of all Section 16(a) forms that they file.

Based solely on a review of the copies of such forms furnished to us or written representations from certain persons, we believe that during our calendar year ended December 31, 2015, all filing requirements applicable to our officers, directors and 10% stockholders were met by such persons.

Code of Ethics

We have adopted a Code of Ethics that applies to all of our directors and executive officers serving in any capacity for our Company, including our principal executive officer, principal financial officer, principal accounting officer or controller or persons performing similar functions, which Code of Ethics was attached to our Form 10-K annual Report for the year ended December 31, 2003. See Part IV, Item 15.

Nominating Committee

We have not established a Nominating and Corporate Governance Committee because we believe that the three members currently comprising our Board of Directors are able to effectively manage the issues normally considered by a Nominating and Corporate Governance Committee.

Audit Committee

Due to the size and status of our Company we have no Audit Committee, and are not required to have an audit committee. We do not believe the lack of an Audit Committee will have any adverse effect on our financial statements, based upon our current operations. We will assess whether an audit committee may be necessary in the future.

Item 11. Executive Compensation

The following table sets forth the aggregate compensation paid by us for services rendered during the periods indicated:

SUMMARY COMPENSATION TABLE

Name and Principal	Year	Salary	**Bonus**	Stock Awards	Option Awards	Non-Equity Incentive	Nonqualified Deferred	All Other Compensation($)	Total

Position (a)	(b)	($) (c)	**($) (d)**	($) (e)	($) (f)	Plan Com-pensation($) (g)	Compensation ($) (h)	(i)	Earnings ($) (j)
Kim Boyce	12/31/15	$100,000	-	225,000	-	-	-	-	$325,000
CEO & Director	12/31/14	$ 99,996	-	416,000	-	-	-	-	$515,996
	12/31/13	$ 99,996	-	248,437	-	-	-	-	$348,433
Tom Tait VP &	12/31/15	$50,735	-	5,560	-	-	-	-	$56,295
Director	12/31/14	$54,610	-	-	-	-	-	-	$54,610
	12/31/13	$54,610	-	-	-	-	-	-	$54,610
Keith Merrell,	12/31/15	$14,000	-	2,133	-	-	-	-	$16,133
CFO	12/31/14	$16,500	-	-	-	-	-	-	$16,500
	12/31/13	$24,292	-	-	-	-	-	-	$24,292

Outstanding Equity Awards

At December 31, 2015, there are no outstanding equity awards.

Compensation of Directors

Name	Fees Earned or Paid in Cash ($)	Stock Awards ($)	Option Awards ($)	Non-Equity Incentive Plan Compensation ($)	Nonqualified Deferred Compensation Earnings ($)	All Other Compensation ($)	Total ($)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
None	None	None	None	None	None	None	None

Item 12. Security Ownership of Certain Beneficial Owners and Management

Security Ownership of Certain Beneficial Owners

The following table sets forth, as of March 15, 2016, the names, addresses and number of shares of common stock beneficially owned by all persons known to the management of Reflect Scientific to be beneficial owners of more than 5% of the outstanding shares of common stock, and the names and number of shares beneficially owned by all directors of Reflect Scientific and all executive officers and directors of Reflect Scientific as a group (except as indicated, each beneficial owner listed exercises sole voting power and sole dispositive power over the shares beneficially owned).

For purposes of this table, information as to the beneficial ownership of shares of common stock is determined in accordance with the rules of the Securities and Exchange Commission and includes general voting power and/or investment power with respect to securities. Except as otherwise indicated, all shares of our common stock are beneficially owned, and sole investment and voting power is held, by the person named. For purposes of this table, a person or group of persons is deemed to have "beneficial ownership" of any shares of common stock, which such person has the right to acquire within 60 days after the date hereof. The inclusion herein of such shares listed beneficially owned does not constitute an admission of beneficial ownership.

All percentages are calculated based upon a total number of 60,958,514 shares of common stock outstanding as of March 15, 2016, plus, in the case of the individual or entity for which the calculation is made, that number of options or warrants owned by such individual or entity that are currently exercisable or exercisable within 60 days.

Title of Class	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Owner	Percentage of Outstanding Common stock
	Principal Shareholders		
Common Stock	Kim Boyce	32,643,250	53.55%
	1270 South 1380 West		
	Orem, Utah 84058		
	Officers and Directors		

Common Stock	Kim Boyce	32,643,250	53.55%
Common Stock	Tom Tait	500,000	0.82%
Common Stock	Keith Merrell	177,333	0.29%
Common Stock	William Moon.	500,000	0.82%
	All directors and executive officers of the Company as a group (Five individuals)	33,820,583	55.48%
		========	======

Changes in Control

There are no current or planned transactions that would or are expected to result in a change of control of our Company.

Securities Authorized for Issuance under Equity Compensation Plans

Plan Category	Number of Securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans excluding securities reflected in column (a)
	(a)	(b)	(c)
Equity compensation plans approved by security holders	-	-	12,000,000
Equity compensation plans not approved by security holders	-	-	None
Total	-	-	12,000,000
	=========		=========

<u>Item 13. Certain Relationships and Related Transactions</u>

Transactions with Related Persons

At January 1, 2014, the sons of the Company president had advanced $80,000 in funding in the form of interest bearing notes to the Company. Of the advances, $40,000 was received in 2013 and $40,000 in 2012. The advances made during the year ended December 31, 2013 bear interest at the rate of 6.00% per annum with the interest paid monthly. The advances made during the year ended December 31, 2012 bear interest at the rate of 7.75% per annum with the interest paid monthly. The notes are demand notes, with the principal and any unpaid interest payable upon seven days written notice from the note holder. During the 4th Quarter of 2014 the principal and all accrued interest on the notes was paid and the notes were retired.

Parents of the Issuer

None; however Kim Boyce, our President and a director, may be deemed to be our Parent by virtue of his substantial shareholdings in our Company.

Transactions with Promoters and Control Persons

There were no material transactions, or series of similar transactions, during our Company s last five fiscal years, or any currently proposed transactions, or series of similar transactions, to which we or any of our subsidiaries was or is to be a party, in which the amount involved exceeded $120,000 and in which any promoter or founder of ours or any member of the immediate family of any of the foregoing persons, had an interest.

Item 14. Principal Accounting Fees and Services

The following is a summary of the fees billed to us by our principal accountants during the fiscal years ended December 31, 2015 and 2014:

Fee Category		**2015**		**2014**
Audit Fees	$	51,463	$	39,000
Audit-related Fees	$	0	$	0
Tax Fees	$	0	$	0
All Other Fees	$	0	$	0
Total Fees	$	51,463	$	39,000

Audit Fees - Consists of fees for professional services rendered by our principal accountants for the audit of our annual financial statements and review of the financial statements included in our Forms 10-Q or services that are normally provided by our principal accountants in connection with statutory and regulatory filings or engagements.

Audit-related Fees - Consists of fees for assurance and related services by our principal accountants that are reasonably related to the performance of the audit or review of our financial statements and are not reported under Audit fees.

Tax Fees - Consists of fees for professional services rendered by our principal accountants for tax compliance, tax advice and tax planning.

All Other Fees - Consists of fees for products and services provided by our principal accountants, other than the services reported under Audit fees, Audit-related fees, and Tax fees above.

Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Auditors

We do not have an Audit Committee; therefore, there is no Audit Committee policy in this regard. However, we do require approval in advance of the performance of professional services to be provided to us by our principal accountant. Additionally, all services rendered by our principal accountant are performed pursuant to a written engagement letter between us and the principal accountant.

The Board of Directors has received from our auditors the matters required to be discussed by PCAOB Auditing Standard No. 16 (Communications with Audit Committees).

Item 15. Exhibits

Exhibits

Exhibit No.	Title of Document	Location if other than attached hereto
3.1	Articles of Incorporation	10-SB Registration Statement*
3.2	Articles of Amendment to Articles of Incorporation	10-SB Registration Statement*
3.3	By-Laws	10-SB Registration Statement*
3.4		8-K Current Report dated December 31, 2003*

	Articles of Amendment to Articles of Incorporation	
3.5	Articles of Amendment to Articles of Incorporation	8-K Current Report dated December 31, 2003*
3.6	Articles of Amendment	September 30, 2004 10-QSB Quarterly Report*
3.7	By-Laws Amendment	September 30, 2004 10-QSB Quarterly Report*
4.1	Debenture	8-K Current Report dated June 29, 2008*
4.2	Form of Purchasers Warrant	8-K Current Report dated June 29, 2008*
4.3	Registration Rights Agreement	8-K Current Report dated June 29, 2008*
4.4	Form of Placement Agreement	8-K Current Report dated June 29, 2008*
10.1	Securities Purchase Agreement	8-K Current Report dated June 29, 2008*
10.2	Placement Agent Agreement	8-K Current Report dated June 29, 2008*
10.3	JMST Purchase Agreement	8-k Current Report dated April 4, 2006*
10.4	Cryomastor Merger Agreement	8-K Current Report dated April 19, 2006*
10.5	Image Labs Merger Agreement	8-K Current Report dated November 15, 2006*
10.6	All Temp Merger Agreement	8-K Current Report dated November 17, 2006*
	Debenture Settlement	8-K Current Report dated August 17, 2010
14	Code of Ethics	December 31, 2003 10-K Annual Report*
21	Subsidiaries of the Company	December 31, 2006 10-K Annual Report*
31.1	302 Certification of Kim Boyce	This Filing
31.2	302 Certification of Keith Merrell	This Filing
32	906 Certifications	This Filing

* Previously filed with the Securities and Exchange Commission in the form indicated and incorporated by reference

Additional Exhibits Incorporated by Reference

*	Reflect California Reorganization	8-K Current Report dated December 31, 2003
*	JMST Acquisition	8-K Current Report dated April 4, 2006
*	Cryomastor Reorganization	8-K Current Report dated June 27, 2006
*	Image Labs Merger Agreement Signing	8-K Current Report dated November 15, 2006
*	All Temp Merger Agreement Signing	8-K Current Report dated November 17, 2006
*	All Temp Merger Agreement Closing	8-KA Current Report dated November 17, 2006
*	Image Labs Merger Agreement Closing	8-KA Current Report dated November 15, 2006
*	Debenture Placement	8-K Current Reported dated June 29, 2007

* Previously filed and incorporated by reference.

SIGNATURES

In accordance with Section 13 or 15(d) of the Securities Exchange Act, the Company caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

REFLECT SCIENTIFIC, INC.

Date:	*03/30/2016*	*By:*	*/s/Kim Boyce* *Kim Boyce, Chief Executive Officer and Director*
Date:	*03/30/2016*	*By:*	*/s/Keith Merrell* *Keith Merrell, Chief Financial Officer (Principal Accounting Officer)*

In accordance with the Securities Exchange Act, this Report has been signed below by the following persons on behalf of the Company and in the capacities and on the dates indicated:

REFLECT SCIENTIFIC, INC.

Date:	*03/30/2016*	*By:*	*/s/Kim Boyce* *Kim Boyce, CEO and Director*
Date:	*03/30/2016*	*By:*	*/s/Tom Tait* *Tom Tait, Vice President and Director*
Date:	*03/30/2016*	*By:*	*/s/William Moon* *William Moon, Director*

REFLECT SCIENTIFIC, INC. AND SUBSIDIARIES

CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2015

C O N T E N T S

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors

Reflect Scientific, Inc.

We have audited the accompanying consolidated balance sheet of Reflect Scientific, Inc. and subsidiaries as of December 31, 2015, and the related consolidated statement of operations, stockholders equity (deficit), and cash flows for the year ended December 31, 2015. Reflect Scientific, Inc. s management is responsible for these consolidated financial statements. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit 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 audit included 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 also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Reflect Scientific, Inc. as of December 31, 2015, and the results of its operations and its cash flows for the year ended December 31, 2015, in conformity with accounting principles generally accepted in the United States of America.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 3 to the consolidated financial statements, the Company has experienced recurring losses from operations and has an accumulated deficit as of December 31, 2015 which raises substantial doubt about its ability to continue as a going concern. Management s plans concerning these matters are also described in Note 3. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Sadler, Gibb & Associates, LLC

Salt Lake City, UT

March 30, 2016

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

OPINION OF MANTYLA MCREYNOLDS

Board of Directors and Shareholders of

Reflect Scientific, Inc. and Subsidiaries

Orem, Utah

We have audited the accompanying consolidated balance sheet of Reflect Scientific, Inc. and Subsidiaries as of December 31, 2014, and the related consolidated statements of operations, shareholders equity (deficit) and cash flows for the year then ended. 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 audit.

We conducted our audit in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. The Company has determined that it is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included 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 controls 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, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides 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 Reflect Scientific, Inc. and Subsidiaries as of December 31, 2014, and the results of its operations and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 3 to the financial statements, the Company has experienced recurring losses from operations and has negative working capital. The Company is also in default on its debentures. These factors raise substantial doubt about its ability to continue as a going concern. Management s plans in regard to these matters are also described in Note 3. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ *Mantyla McReynolds, LLC*

Mantyla McReynolds, LLC

Salt Lake City, Utah

March 31, 2015

REFLECT SCIENTIFIC, INC. AND SUBSIDIARIES

Consolidated Balance Sheets

ASSETS

		December 31, 2015		December 31, 2014
CURRENT ASSETS				
Cash	$	292,087	$	271,053
Accounts receivable, net		136,362		256,170
Inventory, net		206,409		215,958
Prepaid assets		3,100		3,100
Total Current Assets		637,958		746,281
FIXED ASSETS, NET		-		-
OTHER ASSETS				
Intangible assets, net		5,316		34,043
Goodwill		60,000		60,000
Deposits		3,100		3,100
Total Other Assets		68,416		97,143
TOTAL ASSETS	$	706,374	$	843,424

The accompanying notes are an integral part of these consolidated financial statements.

REFLECT SCIENTIFIC, INC. AND SUBSIDIARIES

Consolidated Balance Sheets (Continued)

LIABILITIES AND SHAREHOLDERS EQUITY (DEFICIT)

		December 31, 2015		December 31, 2014
CURRENT LIABILITIES				
Accounts payable	$	84,347	$	59,401
Short-term lines of credit		9,396		20,275
Convertible debenture		-		650,000
Interest payable		-		646,875
Customer deposits		57,835		18,838
Accrued expenses		-		14,464
Loan from related party		-		-
Income taxes payable		100		100
Total Current Liabilities		151,678		1,409,953
Total Liabilities		151,678		1,409,953
SHAREHOLDERS EQUITY (DEFICIT)				
Preferred stock, $0.01 par value, authorized 5,000,000 shares; no shares issued and outstanding		-		-
Common stock, $0.01 par value, authorized 100,000,000 shares; 60,958,514 and 56,702,501 shares issued and outstanding, respectively		609,584		567,024
Additional paid in capital		19,377,911		19,135,183
Accumulated deficit		(19,432,799)		(20,268,736)
Total Shareholders Equity (Deficit)		554,696		(566,529)
TOTAL LIABILITIES AND SHAREHOLDERS EQUITY (DEFICIT)	$	706,374	$	843,424

The accompanying notes are an integral part of these consolidated financial statements.

REFLECT SCIENTIFIC, INC. AND SUBSIDIARIES

Consolidated Statements of Operations

		For the Years Ended December 31, 2015	2014
REVENUES	$	1,037,324$	1,527,927
COST OF GOODS SOLD		407,111	678,297
GROSS PROFIT		630,213	849,630
OPERATING EXPENSES			
Salaries and wages		661,931	827,394
Rent expense		34,424	34,215
Research and development expense		72,863	22,135
General and administrative expense		320,947	684,482
Total Operating Expenses		1,090,165	1,568,226
OPERATING LOSS		(459,952)	(718,596)
OTHER INCOME (EXPENSE)			
Other income		-	974
Gain on extinguishment of debt		1,355,375	-
Interest expense		(59,486)	(123,187)
Total Other Income (Expenses)		1,295,889	(122,213)
NET LOSS BEFORE INCOME TAX EXPENSE		835,937	(840,809)
Income tax expense		-	-
NET LOSS	$	835,937$	(840,809)
NET LOSS PER SHARE BASIC AND DILUTED	$	0.02$	(0.02)
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING BASIC AND DILUTED		58,220,375	54,232,400

The accompanying notes are an integral part of these consolidated financial statements.

REFLECT SCIENIFIC, INC. AND SUBSIDIARIES

Consolidated Statements of Shareholders Equity (Deficit)

	Common Stock				
	Shares	Amount	Additional Paid-In Capital	Accumulated Deficit	Total
Balance, December 31, 2013	53,726,967	$ 537,269	$ 18,391,300	$ (19,427,927)	$ (499,358)
Common stock issued to employee	1,600,000	16,000	400,000	-	416,000
Common stock issued for consulting services	1,375,534	13,755	343,883	-	357,638
Net loss for the year ended December 31, 2014	-	-	-	(840,809)	(840,809)
Balance, December 31, 2014	56,702,501	567,024	19,135,183	(20,268,736)	(566,529)
Common stock issued to employees	3,639,000	36,390	219,282	-	255,672
Common stock issued for consulting services	617,093	6,170	23,446	-	29,616
Net profit for the year ended December 31, 2015				835,937	835,937
Balance, December 31, 2015	60,958,514	$ 609,584	$ 19,377,911	$ (19,432,799)	$ 554,696

The accompanying notes are an integral part of these consolidated financial statements.

REFLECT SCIENTIFIC, INC. AND SUBSIDIARIES

Consolidated Statements of Cash Flows

	For the Years Ended December 31, 2015	2014
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income (loss)	$ 835,937	$ (840,809)
Adjustments to reconcile net income (loss) to net cash from operating activities:		
Depreciation	-	1,226
Amortization	28,727	39,141
Stock based compensation	255,672	416,000
Common stock issued for services/interest	29,616	357,638
Gain on extinguishment of debt	(1,355,375)	-
Changes in operating assets and liabilities:		
Accounts receivable	119,808	(103,587)
Inventory	9,549	97,134
Accounts payable and accrued expenses	49,479	26,097
Interest payable	58,500	117,000
Net Cash from Operating Activities	31,913	109,840
CASH FLOWS FROM INVESTING ACTIVITIES		
Net Cash from Investing Activities	-	-
CASH FLOWS FROM FINANCING ACTIVITIES		
Payments made against lines of credit	(10,879)	(10,250)
Payments made against Related Party Note	-	(80,000)
Net Cash from Financing Activities	(10,879)	(90,250)
NET INCREASE (DECREASE) IN CASH	21,034	19,590
CASH AT BEGINNING OF PERIOD	271,053	251,463
CASH AT END OF PERIOD	$ 292,087	$ 271,053
SUPPLEMENTAL CASH FLOW INFORMATION:		
Cash Paid For:		
Interest	$ 986	$ 6,187
Income taxes	$ -	$ -

The accompanying notes are an integral part of these consolidated financial statements.

REFLECT SCIENTIFIC, INC. AND SUBSIDIARIES

Notes to the Consolidated Financial Statements

December 31, 2015 and 2014

NOTE 1 -

ORGANIZATION AND DESCRIPTION OF BUSINESS

Cole, Inc. (the Company) was incorporated under the laws of the State of Utah on November 3, 1999. The Company was organized to engage in any lawful activity for which corporations may be organized under the Utah Revised Business Corporation Act. On December 30, 2003 the Company changed its name to Reflect Scientific, Inc.

Reflect Scientific

Reflect Scientific designs, develops and sells scientific equipment for the Life Science and Manufacturing industries. The Company s business activities include the manufacture and distribution of unique laboratory consumables and disposables such as filtration and purification products, customized sample handling vials, electronic wiring assemblies, high temperature silicone, graphite and vespel/graphite sealing components for use by original equipment manufacturers (OEM) in the chemical analysis industries, primarily in the field of gas/liquid chromatography.

The Company s chemical detector products serve the analytical instrumentation sector of the Life Sciences market. These optically based chemical detection instruments provide a cost-effective, high-performance alternative for original equipment manufacturers (OEM). One major use for these detectors is the analysis of whole blood for metabolic diseases.

Cryometrix

The Company s Cryometrix ultra low temperature freezers have technologies that provide energy savings and other critically important benefits to cryo-storage customers in the Life Science related industries. Ultra low temperature freezers are used in multiple industries for the storage of everything from blood to cancer vaccines. These types of freezers are used by companies such as hospitals and biotechnology research facilities. The adaptation of the freezer technology to refrigeration systems used on trailers (reefers) for transporting perishable items opens a significant new market. Trailers can easily be retrofit with the Cryogenix unit, which provides pollutant free and more efficient operations at a cost savings compared to the diesel powered units currently used.

Julie Martin Scientific Technology (JMST)

The Company manufactures and sells a line of chemical detectors which have broad application in research facilities and laboratories. The detectors have a price advantage over competitive products, making them affordable for use in laboratories at educational institutions. The sale of chemical detectors also generates follow on sales of consumable supplies.

NOTE 2 -

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a. Accounting Method

The Company s financial statements are prepared in accordance with accounting principles generally accepted in the United States of America.

b. Revenue Recognition

Revenue is only recognized on product sales once the product has been shipped to the customers, persuasive evidence of an agreement exists, the price is fixed or determinable, and collectability is reasonably assured.

c. Estimates

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

d. Cash

The Company considers all deposit accounts and investment accounts with an original maturity of 90 days or less to be cash equivalents.

e. Accounts Receivable

The Company writes off trade receivables when deemed uncollectible. The Company estimates allowance for doubtful accounts based on the aged receivable balances and historical losses. The Company charges off uncollectible accounts when management determines there is no possibility of collecting the related receivable. The Company considers accounts receivable to be past due or delinquent based on contractual terms, which is generally net 30 days.

The Company charged $0 to bad debt expense for the years ended December 31, 2015 and 2014. As the Company has historically experienced minimal bad debts, the allowance for doubtful accounts balance of $18,714 at December 31, 2014 was reduced to a $4,000 reserve at December 31, 2015. Management feels this to be an adequate reserve based on the experience seen over multiple years.

The Company maintains an allowance for doubtful accounts to provide for losses arising from customers inability to make required payments. If there is deterioration of our customers credit worthiness and/or there is an increase in the length of time that the receivables are past due greater than the historical assumptions used, additional allowances may be required.

f. Fixed Assets

Fixed assets are stated at cost. Expenditure for minor repairs, maintenance, and replacement parts which do not increase the useful lives of the assets are charged to expense as incurred. All major additions and improvements are capitalized. Depreciation is computed using the straight-line method. The lives over which the fixed assets are depreciated range from 5 to 7 years, except for computer equipment, which is depreciated over a 3 year life.

g. Inventory

Inventories are stated at the lower of cost or market value based upon the average cost inventory method. The Company s inventory consists of parts for scientific vial kits, refrigerant gases, components for the imaging and inspection systems which it builds, and other scientific items.

h. Advertising Expense

The Company follows the policy of charging the costs of advertising to expense as incurred. The Company recognized $8,847 and $17,097 of advertising expense during the years ended December 31, 2015, and 2014, respectively.

i. Newly Issued Accounting Pronouncements

In November 2015, the FASB issued ASU 2015-17 Income Taxes: Balance Sheet Classification of Deferred Taxes, which requires that all deferred taxes be classified as noncurrent in the balance sheet. The guidance is effective for interim and annual periods beginning after December 15, 2016, with early adoption permitted on either a prospective or retrospective basis. The Company is currently assessing the adoption date and impact the guidance in this ASU will have, if any, on our consolidated results of operations, cash flows, or financial position.

In August 2015, the ASB issued ASU 2015-14, *Revenue from Contracts with Customer (Topic 606): Deferral of the Effective Date*. This ASU defers the effective date of ASU 2014-09, *Revenue from Contracts with Customer* (Topic 606) for all entities by one year. As a result, all entities will be required to apply the provisions of ASU 2014-09 to annual reporting periods beginning after December 15, 2017, including interim reporting periods within that reporting period. Early adoption is permitted only as of annual reporting periods beginning after December 15, 2016, including interim reporting periods within that reporting period. The Company is currently assessing the adoption date and impact the guidance in this ASU will have, if any, on our consolidated results of operations, cash flows, or financial position.

In April 2015 the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2015-03 to simplify the presentation of debt issuance costs. The amendments in this ASU require that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts and premiums. The ASU also requires that the amortization of debt issuance costs be reported as interest expense. For public companies, this ASU is effective for fiscal years, and interim periods within those years, beginning after December 15, 2015 (early adoption is permitted). The adoption of this ASU will impact the presentation of the Company s financial statements in future periods should it be successful in raising funds.

Also, in April 2015, the FASB issued ASU 2015-05 related to customer s accounting for fees paid in a cloud computing arrangement. The amendments in this ASU are effective for fiscal years, and interim periods within those years, beginning after December 15, 2015 (early adoption is permitted). The Company does not expect this ASU to have a significant impact on its consolidated financial position, results of operations or cash flows.

The Company has reviewed all other FASB-issued ASU accounting pronouncements and interpretations thereof that have effective dates during the period reported and in future periods. The Company has carefully considered the new pronouncements that alter previous GAAP and does not believe that any new or modified principles will have a material impact on the company s reported financial position or operations in the near term. The applicability of any standard is subject to the formal review of the Company s financial management and certain standards are under consideration.

j. Earnings per Share

The computation of basic earnings per share of common stock is based on the weighted average number of shares outstanding during the period of the consolidated financial statements.

		For the Years Ended December 31,	
		2015	2014
Net profit (loss) (numerator)	$	835,937$	(840,809)
Shares (denominator)		58,220,375	54,232,400
Net profit (loss) per share amount	$	0.02$	(0.02)

As of December 31, 2015 the Company had no shares of outstanding common stock equivalents.

k. Shipping and Handling Fees and Costs

The Company records all shipping and handling costs in cost of goods sold.

l. Income Taxes

Deferred taxes are provided on an asset and liability approach whereby deferred tax assets are recognized for deductible temporary differences and operating loss and tax credit carryforwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax basis. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

The Company s policy is to recognize potential interest and penalties accrued related to unrecognized tax benefits within income tax expense. For the years ended December 31, 2015 and 2014, it did not recognize any interest or penalties in its Statement of Operations, nor did it have any interest or penalties accrued in its Balance Sheet at December 31, 2015 and 2014 relating to unrecognized benefits.

m. Principles of consolidation

The consolidated financial statements include the accounts of the Company and its subsidiaries, which include Cryometrix (previously Cryomastor). All subsidiaries are wholly owned. All material intercompany accounts and transactions are eliminated in consolidation.

n. Research and development expense

The Company accounts for research and development costs in accordance with the Financial Accounting Standards Board's Accounting Standard Codification Topic 730 Research and Development". Under ASC 730, all research and development costs must be charged to expense as incurred. Accordingly, internal research and development costs are expensed as incurred. Third-party research and developments costs are expensed when the contracted work has been performed or as milestone results have been achieved. Company-sponsored research and development costs related to both present and future products are expensed in the period incurred. The Company had $72,863 and $22,135 in research and product development for the years ended December 31, 2015 and 2014, respectively.

o. Stock-Based Compensation

The Company applies the provisions of FASB ASC Topic 718 Stock Based Compensation which requires companies to measure all employee stock-based compensation awards using a fair value method and record such expense in their financial statements. The Company recorded $255,672 and $416,000 in stock compensation expense for the years ended December 31, 2015 and 2014.

p. Intangible Assets

Intangible assets include trademarks, trade secrets, patents, customer lists and goodwill acquired through acquisition of subsidiaries. The patents have been registered with the United States Patent and Trademarks Office. The costs of obtaining patents are capitalized as incurred. Intangibles, except for goodwill, are amortized over their estimated useful lives. The Company regularly evaluates whether events or circumstances have occurred that indicate possible impairment and relies on a number of factors, including operating results, business plans, economic projections, and anticipated future cash flows. The Company uses an estimate of the future undiscounted net cash flows of the related asset or asset group over the remaining life in measuring whether the assets are recoverable. Measurement of the amount of impairment, if any, is based upon the difference between the asset s carrying value and estimated fair value. Fair value is determined through various valuation techniques, including cost-based, market and income approaches as considered necessary. See Note 13 for information regarding the impairment of definite-lived intangibles and long-lived assets during the years ended December 31, 2015 and 2014.

q. Goodwill

Goodwill represents the excess of purchase price of an acquisition over the fair value of net assets acquired. Goodwill is not amortized but instead is tested for impairment, at a reporting unit level, annually and when events and circumstances warrant an evaluation. The Company evaluates goodwill on an annual basis, as of the end of the fourth quarter, and whenever events and changes in circumstances indicate that there may be a potential impairment. In making this assessment, management relies on a number of factors, including operating results, business plans, economic projections, anticipated future cash flows, business trends and market conditions. See Note 13 for information regarding the impairment of goodwill for the years ended December 31, 2015 and 2014.

NOTE 3   GOING CONCERN

The Company continues to accumulate significant operating losses and has an accumulated deficit of $19,432,799 at December 31, 2015. These factors raise substantial doubt about the Company   s ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of these uncertainties.

Management has taken a number of actions to reduce expenses. Management is seeking additional funding through the capital markets to facilitate the settlement of the remaining debentures, as well as to provide operating capital for its operations. However, there is no assurance that additional funding will be available on acceptable terms, if at all.

NOTE 4 -

FIXED ASSETS

Fixed assets and related depreciation for the period are as follows:

		December 31, 2015		December 31, 2014
Machinery and equipment	$	132,002	$	132,002
Furniture and fixtures		2,697		2,697
Computer and office equipment		2,390		2,390
Leasehold improvements		10,164		10,164
Accumulated depreciation		(147,253)		(147,253)
Total Fixed Assets	$	-	$	-

Depreciation expense for the years ended December 31, 2015, and 2014, was $-0- and $1,226, respectively.

NOTE 5 -

INVENTORIES

Inventory consisted of the following at December 31, 2015 and 2014:

		December 31, 2015		December 31, 2014
Finished goods, net		206,409		215,958
Total Inventory	$	206,409	$	215,958

NOTE 6 -

COMMITMENTS AND CONTINGENCIES

<u>Operating Lease Obligations</u>

The Company leases its office and warehouse space under a non-cancelable lease agreement accounted for as operating leases. The Company also leases an automobile under a similar non-cancelable lease agreement, which is also accounted for as an operating lease.

Building Lease - Orem, Utah: The Company leases a manufacturing and office facility with 6,000 square feet of space. We lease this facility at $3,100 per month on a lease with an expiration date of November 30, 2017.

Rent expense was $34,424 and $34,215 for the years ended December 31, 2015, and 2014, respectively.

Automobile Lease The Company currently leases one vehicle with a monthly lease payment of $624 per month. The automobile lease will expire on August 8, 2017.

Automobile lease expense was $7,488 and $10,106 for the years ended December 31, 2015, and 2014, respectively.

Minimum rental payments under the non-cancelable operating leases are as follows:

Years ending December 31,		Amount
2016	$	44,688
2017		38,468
Thereafter		-
	$	83,156

NOTE 7 -

PREFERRED STOCK

In November 2004 the Company amended its Articles of Incorporation so as to authorize 5,000,000 shares of preferred stock. Of this total, 750,000 shares have been designated as Series A Convertible Preferred Stock . As of December 31, 2015 and 2014, no shares of the preferred stock are issued and outstanding.

Dividends

The holders of the Series A Preferred Stock would be entitled to dividends at the rate of 8 percent per year of the liquidation preference of $1.00 per share, payable annually, if and when declared by the board of directors. Dividends are not cumulative and the board of directors is under no obligation to declare dividends.

Convertibility

Upon the potential approval by the Board of Directors, Series A Preferred Stock may be convertible into the Company s common stock by dividing $1.00 plus any unpaid dividends by 50% of the five day average closing bid price of the common shares.

NOTE 8 -

COMMON STOCK TRANSACTIONS

During the years ended December 31, 2015 and 2014, the following stock transactions occurred:

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During 2015, the Board of Directors approved the issuance of 3,000,000 shares of restricted common stock, valued at $225,000, to the President/CEO.

During 2015, the Board of Directors approved the issuance of 1,256,013 shares of restricted common stock, valued at $60,289, to employees and consultants for services rendered.

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In October 2014, the Board of Directors approved the issuance of 2,975,534 shares of restricted common stock. Business consultants were issued 1,375,534 shares valued at $357,638. The remaining 1,600,000 shares, valued at $416,000, were issued to the President.

NOTE 9 -

CONCENTRATIONS OF RISK

Cash in Excess of Federally Insured Amount

The Company, at December 31, 2015 and 2014, and at times during those years, had cash balances that may exceed federally insured limits. The Company has not experienced any losses in these accounts and believes it is not exposed to any significant credit risk with respect to its cash balances.

Sales and Accounts Receivable

The Company has three major customers who represent a significant portion of revenue. These three customers represented 57% and 56% of total sales revenue for the year ended December 31, 2015 and 2014, respectively. At December 31, 2015 and 2014, accounts receivable balances from these customers represent 81% and 81%, respectively, of the total receivables. The Company has strong relationships with each of these customers and does not believe this concentration poses a significant risk due to those long-term relationships and uniqueness of the products they purchase from the Company.

NOTE 10 -

LINE OF CREDIT

The Company has a credit line with a commercial bank of $100,000 secured by its inventory and accounts receivable bearing a variable interest rate, which was 5.50% as of the balance sheet date, and automatically renews so long as the Company is in compliance with the loan covenants. As of December 31, 2015, there was a balance due on the line in the amount of $9,396. The line automatically renews on April 1 of each year.

The Company has an additional credit line with a different commercial bank of $50,000 secured by its inventory and accounts receivable bearing a fixed interest rate, which was 7.75% as of the balance sheet date, and automatically renews so long as

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the Company is in compliance with the loan covenants. As of December 31, 2015, there was no balance due on that line of credit. The line automatically renews on June 7 of each year.

NOTE 11 CONVERTIBLE DEBENTURES AND WARRANTS

On June 29, 2007, the Company entered into an agreement to sell $2,500,000 in 12% senior convertible debentures with a maturity date of June 29, 2009. The debentures are convertible at $0.65 per share. The agreement provided for the issuance of 1,923,077 A warrants and 1,923,077 B warrants. The warrants are exercisable at a price of $0.80 per share for the A warrants and $1.00 per share for the B warrants. As payment for services provided to bring this transaction to completion, the Company also issued 192,308 Series A warrants and 192,308 Series B. All outstanding unexercised warrants expired June 29, 2012.

At December 31, 2014, the remaining outstanding indebtedness for the convertible debentures in default were $650,000, including the default penalty. The debentures carried an 18% interest rate. The Company had accrued $58,500 in interest during the six months ended June 30, 2015. The total accrued interest on this remaining debenture was $705,375 as of June 1, 2015. The holder of the debentures filed bankruptcy in 2009. No communication from the debenture holder has been received since that time. Under laws in the State of New York, which is the judicial jurisdiction of the agreement, written contracts have a statute of limitations of six years. As that six year period has passed, management made the decision, after receiving an opinion from legal counsel, to remove from its books the debentures and the related default penalty and accrued interest, the aggregate of which totals $1,355,375.

NOTE 12 COMMON STOCK OPTIONS

On December 31, 2007, the Company s Board of Directors approved an equity plan. The equity plan known as the 2007 Equity Incentive Plan (the Plan) reserves up to 6,000,000 shares of the Company s authorized common stock for issuance to officers, directors, employees and consultants under the terms of the Plan. On December 31, 2009, the Company s board of directors amended the Plan to authorize 12,000,000 shares. The Plan permits the Board of Directors to issue stock options and restricted stock.

The Company granted options to purchase 5,000,000 shares of common stock to key directors on December 31, 2007. On June 13, 2008, the Company granted options to purchase 66,660 shares of common stock to employees. On December 31, 2009, the Company granted options to purchase 5,176,660 shares of common stock to certain officers, directors and employees. In July 2010 the Company cancelled 5,066,660 options which had been issued prior to December 2009. In April 2011 the Company cancelled the 5,176,000 options which were issued on December 31, 2009. At December 31, 2015, there are no stock options outstanding.

As of December 31, 2015, there was no unrecognized compensation cost related to stock options granted and subsequently cancelled under the Plan.

NOTE 13 INTANGIBLE ASSETS AND GOODWILL

INTANGIBLE ASSETS

Definite lived intangible assets are stated at cost and amortized using the straight-line method. The remaining lives over which the intangible assets will be amortized is approximately 2 years, at which time the intangible assets will become fully amortized.

Intangible assets and related amortization and impairment for the period are as follows:

<u>December 31, 2015</u>

	Cost	Accumulated Amortization	Impairment Charge	Net Book Value
Patents	$ 1,403,045	$ 1,401,179	$ -	$ 1,866
Customer lists	414,532	411,082	-	3,450
Totals	$ 1,817,577	$ 1,812,261	$ -	$ 5,316

<u>December 31, 2014</u>

	Cost	Accumulated Amortization	Impairment Charge	Net Book Value
Patents	$ 1,403,045	$ 1,382,803	$ -	$ 20,242
Customer lists	414,532	400,732	-	13,800
Totals	$ 1,817,577	$ 1,783,535	$ -	$ 34,043

Amortization expense for the years ended December 31, 2015, and 2014, was $28,727 and $39,141, respectively.

The following is a listing of the estimated amortization expense for the next five years:

Amortization of:	2016	2017	2018	2019	2020
Patents	$ 1,866	$ -	$ -	$ -	$ -
Customer lists	3,450	-	-	-	-
Total amortization	$ 5,316	$ -	$ -	$ -	$ -

GOODWILL

In regard to goodwill, during the fourth quarter of each year, and when events and circumstances warrant an evaluation, the Company performs an annual impairment assessment of goodwill, which requires the use of a fair-value based analysis. The Company compared the implied fair value of the reporting unit s goodwill, determined in the same manner as the amount of goodwill recognized in a business combination, with the carrying amount of such goodwill. Based on this analysis, the carrying amount was determined to represent the fair value of goodwill, and impairment losses of $-0- and $-0- were recognized for the years ended December 31, 2015 and 2014, respectively.

The resultant changes in the carrying amount of goodwill for the years ended December 31, 2015 and 2014 are as follows:

Goodwill:

Balance at December 31, 2015:	$ 652,149
Goodwill	(592,149)
Impairment loss during the year	-
Balance at December 31, 2015	$ 60,000
Balance at December 31, 2014:	
Goodwill	$652,149
Accumulated impairment losses	(592,149)
Impairment loss during the year	-
Balance at December 31, 2014	$ 60,000

NOTE 14 ROYALTIES

A royalty agreement was executed with JMST as a condition of the Company s acquisitions. Terms of the royalty agreement are as follows:

JMST David Carver will receive a royalty payment on gross revenues related to revenues derived from the Carver Patents or Carver Technology. Such payments are due on revenue in excess of $500,000 derived from products under the Carver Patents or Carver Technology. The royalty payment is 2.5% on the revenue in excess of $500,000 and is payable quarterly. Payments are to be made in Reflect Scientific s common stock not to exceed 500,000 shares in total. New products developed from the Carver Technology are subject to a royalty of 3% of gross revenues in excess of $100,000, with an additional 2% if gross revenues exceed $600,000. Royalties will also be paid in our common stock annually. Common stock will be valued at $3.00 per share for these purposes. Royalty payments are only due for years where there are valid Carver Patents.

As sales did not reach or exceed the triggering threshold, no royalty payments were made under the royalty agreement during 2015 and 2014.

NOTE 15 INCOME TAXES

The provision (benefit) for income taxes for the years ended December 31, 2015 and 2014 consist of the following:

		2015		2014
Federal:				
Current	$	-	$	-
Deferred		290,098		(19,400)
State:				
Current		-		-
Deferred		(1,700)		(1,700)
Valuation allowance		(288,398)		21,100
	$	-	$	-

Net deferred tax assets consist of the following components as of December 31, 2015 and 2014:

		2015		2014
Deferred tax assets (liabilities):				
NOL Carryover	$	1,383,388	$	2,448,600
Stock Based Compensation		-		-
Depreciation and Amortization		1,810,311		900,200
R&D Tax Credits		39,100		39,100
Debenture Interest Payable		23,996		245,800
Other Reserves		19,600		19,600
Valuation Allowance		(3,364,902)		(3,653,300)
Net deferred tax asset (liability)	$	-	$	-

The income tax provision differs from the amount of income tax determined by applying the U.S. federal income tax rate to pretax income from continuing operations for the years ended December 31, 2015 and 2014 due to the following:

	2015	2014
Book income (loss)	$ 288,938	$ (290,340)
Effects of:		
Debenture write-off	(221,804)	-
Nondeductible Expenses	4,505	4,505
Stock for Services	88,207	289,701
State Tax Effect, net of Federal Benefit	60,654	(16,176)
Other, net	68,439	(8,790)
Change in Valuation Allowance	(288,398)	21,100
	$ -	$ -

At December 31, 2015, the Company had net operating loss carryforwards of approximately $6,444,000 that may be offset against future income from the year 2016 through 2036.

No tax benefit has been reported in the December 31, 2015 consolidated financial statements since the potential tax benefit is offset by a valuation allowance of the same amount.

The valuation allowance decreased by $288,398 to $3,364,902 as of December 31, 2015.

NOTE 16 RELATED PARTY TRANSACTIONS

Notes Payable

At December 31, 2013, the sons of the Company s president had advanced $80,000 in funding in the form of interest bearing notes to the Company. Of the advances, $40,000 was received in 2013 and $40,000 in 2012. The advances made during the year ended December 31, 2013 bear interest at the rate of 6.00% per annum with the interest paid monthly. The advances made during the year ended December 31, 2012 bear interest at the rate of 7.75% per annum with the interest paid monthly. The notes are demand notes, with the principal and any unpaid interest payable upon seven days written notice from the note holder. During the 4^{th} Quarter of 2014 the principal and all accrued interest was paid to the sons and the notes were retired.

Note 17- FOURTH QUARTER ADJUSTMENTS

In July 2015, the Board of Directors approved the issuance of 3,000,000 shares of restricted common stock, valued at $225,000, to the President/CEO. The financial impact of this transaction was incorrectly recorded in the 4^{th} quarter at the time the stock was issued rather than being included in the 3^{rd} quarter results. If this transaction had been recorded in the 3^{rd} quarter, the resulting net income in the nine-month period ending September 30, 2015 would have been $975,542.

NOTE 18 SUBSEQUENT EVENTS

None.