

PEOPLES BANCORP INC
Form 8-K
January 26, 2018

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): January 26, 2018 (January 23, 2018)

PEOPLES BANCORP INC.
(Exact name of Registrant as specified in its charter)

| | | |
|---|-----------------------------|--|
| Ohio | 0-16772 | 31-0987416 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (I.R.S. Employer Identification Number) |

| | |
|---|------------|
| 138 Putnam Street, PO Box 738 Marietta, Ohio | 45750-0738 |
| (Address of principal executive offices) | (Zip Code) |

Registrant's telephone number, including area code: (740) 373-3155

Not applicable
(Former name or former 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:

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

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.02 Results of Operations and Financial Condition

On January 23, 2018, management of Peoples Bancorp Inc. ("Peoples") conducted a facilitated conference call at approximately 11:00 a.m., Eastern Daylight Time, to discuss results of operations for the three and twelve months ended December 31, 2017. A replay of the conference call audio will be available on Peoples' website, www.peoplesbancorp.com, in the "Investor Relations" section for one year. A copy of the transcript of the conference call is included as Exhibit 99 to this Current Report on Form 8-K.

The information contained in this Item 2.02 and Exhibit 99 included with this Current Report on Form 8-K, is being furnished pursuant to Item 2.02 and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that Section, nor shall such information be deemed to be incorporated by reference in any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as otherwise stated in such filing.

During the conference call, management referred to non-Generally Accepted Accounting Principles ("GAAP") financial measures that are used by management to provide information useful to investors in understanding Peoples' operating performance and trends, and to facilitate comparisons with the performance of Peoples' peers. The following tables show the differences between the non-GAAP financial measures referred to during the conference call and the most directly comparable GAAP-based financial measures.

NON-GAAP FINANCIAL MEASURES

The following non-GAAP financial measures used by Peoples provide information useful to investors in understanding Peoples' operating performance and trends, and facilitate comparisons with the performance of Peoples' peers. The following tables summarize the non-GAAP financial measures derived from amounts reported in Peoples' consolidated financial statements:

NON-GAAP FINANCIAL MEASURES (Unaudited)

The following non-GAAP financial measures used by Peoples provide information useful to investors in understanding Peoples' operating performance and trends, and facilitate comparisons with the performance of Peoples' peers. The following tables summarize the non-GAAP financial measures derived from amounts reported in Peoples' consolidated financial statements:

| (in \$000's) | Three Months Ended | | Year Ended | |
|-------------------------------------|--------------------|--------------------|-------------------|-------------------|
| | December 31, 2017 | September 30, 2017 | December 31, 2016 | December 31, 2017 |
| Core non-interest income: | | | | |
| Total non-interest income | \$ 13,119 | \$ 12,610 | \$ 12,111 | \$ 52,653 |
| Plus: System upgrade revenue waived | — | — | 85 | 85 |
| Core non-interest income | \$ 13,119 | \$ 12,610 | \$ 12,196 | \$ 52,653 |

| (in \$000's) | Three Months Ended | | Year Ended | |
|----------------------------------|--------------------|--------------------|-------------------|-------------------|
| | December 31, 2017 | September 30, 2017 | December 31, 2016 | December 31, 2017 |
| Core non-interest expenses: | | | | |
| Total non-interest expense | \$ 27,406 | \$ 26,558 | \$ 27,282 | \$ 107,975 |
| Less: system upgrade costs | — | — | 746 | 1,259 |
| Less: acquisition-related costs | 341 | — | — | 341 |
| Less: pension settlement charges | 242 | — | — | 242 |

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| | | | | | |
|----------------------------|----------|-----------|-----------|-----------|-----------|
| Core non-interest expenses | \$26,823 | \$ 26,558 | \$ 26,536 | \$107,392 | \$105,652 |
|----------------------------|----------|-----------|-----------|-----------|-----------|

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| (in \$000's) | Three Months Ended | | December 31, 2016 | Year Ended | |
|--|----------------------|-----------------------|----------------------|----------------------|----------------------|
| | December 31, 2017 | September 30, 2017 | | December 31, 2017 | December 31, 2016 |
| Efficiency ratio: | | | | | |
| Total non-interest expense | \$27,406 | \$ 26,558 | \$ 27,282 | \$107,975 | \$106,911 |
| Less: Amortization of other intangible assets | 913 | 869 | 1,007 | 3,516 | 4,030 |
| Adjusted non-interest expense | 26,493 | 25,689 | 26,275 | 104,459 | 102,881 |
| Total fee-based income | 13,119 | 12,610 | 12,111 | 52,653 | 51,070 |
| Net interest income | 29,122 | 29,220 | 26,667 | 113,377 | 104,865 |
| Add: Fully tax-equivalent adjustment | 440 | 460 | 517 | 1,913 | 2,027 |
| Net interest income on a fully taxable-equivalent basis | 29,562 | 29,680 | 27,184 | 115,290 | 106,892 |
| Adjusted revenue | \$42,681 | \$ 42,290 | \$ 39,295 | \$167,943 | \$157,962 |
| | | | (42,252) | | |
| Total other expense | 66,082 | 197,348 | | | |
| Loss before provision for income taxes | (851,696) | (560,199) | | | |
| Provision for income taxes | 81,159 | 303 | | | |
| Net Loss | \$ (932,855) | \$ (560,502) | | | |
| Net loss per common share – basic and diluted | \$ (0.14) | \$ (0.11) | | | |
| Shares used in computing net loss per common share – basic and diluted | 6,558,562 | 5,029,372 | | | |

See accompanying consolidated notes.

DERMA SCIENCES, INC. AND SUBSIDIARIES

Condensed Consolidated Statements of Operations (Unaudited)

| | Six Months ended June 30, | |
|--|---------------------------|----------------|
| | 2010 | 2009 |
| Net Sales | \$ 26,074,487 | \$ 21,995,232 |
| Cost of sales | 18,021,184 | 15,213,830 |
| Gross Profit | 8,053,303 | 6,781,402 |
| Operating Expenses | | |
| Selling, general and administrative | 8,913,019 | 7,567,164 |
| Research and development | 239,851 | 217,926 |
| Total operating expenses | 9,152,870 | 7,785,090 |
| Operating loss | (1,099,567) | (1,003,688) |
| Other expense, net: | | |
| Interest expense | 294,599 | 411,070 |
| Loss on debt extinguishment | 114,072 | - |
| Other income | (178,131) | (43,789) |
| Total other expense | 230,540 | 367,281 |
| Loss before provision (benefit) for income taxes | (1,330,107) | (1,370,969) |
| Provision (benefit) for income taxes | 137,652 | (52,388) |
| Net Loss | \$ (1,467,759) | \$ (1,318,581) |
| Net loss per common share – basic and diluted | \$ (0.24) | \$ (0.26) |
| Shares used in computing net loss per common share – basic and diluted | 6,105,386 | 5,023,515 |

See accompanying consolidated notes.

DERMA SCIENCES, INC. AND SUBSIDIARIES

Condensed Consolidated Statements of Cash Flows (Unaudited)

| | Six Months Ended June 30, | |
|---|---------------------------|----------------|
| | 2010 | 2009 |
| Operating Activities | | |
| Net Loss | \$ (1,467,759) | \$ (1,318,581) |
| Adjustments to reconcile net loss to net cash (used in) provided by operating activities: | | |
| Depreciation of equipment and improvements | 485,242 | 416,163 |
| Amortization of intangible assets | 807,300 | 658,880 |
| Amortization of deferred financing costs | 61,575 | 72,458 |
| Loss on debt extinguishment | 114,072 | - |
| Provision for (recovery of) bad debts | 9,312 | (62,325) |
| Allowance for sales adjustments | (32) | 386,851 |
| Provision for inventory obsolescence | 247,967 | 115,280 |
| Deferred rent expense | (10,422) | 38,534 |
| Compensation charge for employee stock options | 417,130 | 478,842 |
| Compensation charge for restricted stock | 17,067 | 18,148 |
| Gain on sale of equipment | - | (59,031) |
| Deferred income taxes | (38,992) | (22,704) |
| Changes in operating assets and liabilities: | | |
| Accounts receivable | (1,316,098) | 396,033 |
| Inventories | (2,758,137) | 957,665 |
| Prepaid expenses and other current assets | 22,005 | 44,824 |
| Other assets | 310,662 | (299) |
| Accounts payable | 615,278 | (1,034,217) |
| Accrued expenses and other current liabilities | 737,782 | (895,339) |
| Other long-term liabilities | (4,092) | 7,310 |
| Net cash (used in) provided by operating activities | (1,750,140) | 198,492 |
| Investing Activities | | |
| Purchase of equipment and improvements | (139,236) | (113,200) |
| Purchase of intangible asset | (2,250,000) | - |
| Proceeds from sale of equipment | - | 61,000 |
| Net cash used in investing activities | (2,389,236) | (52,200) |
| Financing Activities | | |
| Net change in bank line of credit | 1,801,170 | 334,776 |
| Long-term debt repayments | (4,042,027) | (652,957) |
| Net change in restricted cash | 2,032,164 | (11,300) |
| Proceeds from issuance of stock, net of costs | 4,491,279 | (5,000) |
| Net cash provided by (used in) financing activities | 4,282,586 | (334,481) |
| Effect of exchange rate changes on cash | (1,310) | (35,809) |
| Net increase (decrease) in cash and cash equivalents | 141,900 | (223,998) |
| Cash and cash equivalents | | |
| Beginning of period | 243,524 | 391,038 |
| End of period | \$ 385,424 | \$ 167,040 |
| Supplemental disclosures of cash flow information: | | |
| Issuance of common stock and warrants for purchase of intangible asset | \$ 2,259,000 | \$ - |
| Cash paid during the period for: | | |

| | | |
|----------|------------|------------|
| Interest | \$ 257,685 | \$ 303,613 |
|----------|------------|------------|

See accompanying consolidated notes.

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DERMA SCIENCES, INC. AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements (Unaudited)

1. Organization and Summary of Significant Accounting Policies

Derma Sciences, Inc. and its subsidiaries (the “Company”) is a full line provider of wound care, wound closure and specialty securement devices and skin care products. The Company markets its products principally through independent distributors servicing the long-term care, home health and acute care markets in the United States, Canada and other select international markets. The Company’s U.S. distribution facilities are located in St. Louis, Missouri and Houston, Texas, while the Company’s Canadian distribution facility is located in Toronto. The Company has manufacturing facilities in Toronto, Canada and Nantong, China.

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10-Q and Article 8 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation have been included. Operating results for the six months ended June 30, 2010, are not necessarily indicative of the results that may be expected for the year ending December 31, 2010. Information included in the condensed balance sheet as of December 31, 2009 has been derived from the consolidated financial statements and footnotes thereto for the year ended December 31, 2009, included in Form 10-K previously filed with the Securities and Exchange Commission. For further information, refer to that Form 10-K.

Reverse Stock Split – The accompanying financial statements reflect a 1-for-8 reverse split of the Company’s common and preferred stock approved by the board of directors and stockholders of the Company and made effective by an amendment to the Company’s articles of incorporation on February 1, 2010. All share and per share information herein that relates to the Company’s common and preferred stock has been retroactively restated to reflect the reverse stock split.

Net Loss per Share – Net loss per common share – basic is computed by dividing net loss by the weighted average number of common shares outstanding for the period. Net loss per common share – diluted reflects the potential dilution of earnings by including the effects of the assumed exercise, conversion or issuance of potentially issuable shares of common stock (“potentially dilutive securities”), including those attributable to stock options, warrants, convertible preferred stock and restricted common stock in the weighted average number of common shares outstanding for a period, if dilutive. The effects of the assumed exercise of warrants and stock options are determined using the treasury stock method. Potentially dilutive securities have not been included in the computation of diluted loss per share for the three and six months ended June 30, 2010 and 2009 as the effect would be anti-dilutive.

Potentially dilutive shares excluded as a result of the effects being anti-dilutive are as follows:

| | 2010 | 2009 |
|-----------------------------|-----------|-----------|
| Dilutive shares: | | |
| Convertible preferred stock | 284,844 | 285,051 |
| Restricted common stock | 20,000 | - |
| Warrants | 1,734,531 | 1,099,407 |

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| | | |
|-----------------------|-----------|-----------|
| Stock options | 1,282,975 | 1,176,953 |
| Total dilutive shares | 3,322,350 | 2,561,411 |

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DERMA SCIENCES, INC. AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements (Unaudited)

2. Inventories

Inventories include the following:

| | June 30, 2010 | December 31, 2009 |
|---------------------|------------------|----------------------|
| Finished goods | \$ 9,078,185 | \$ 7,804,339 |
| Work in process | 833,283 | 466,365 |
| Packaging materials | 929,016 | 722,148 |
| Raw materials | 3,163,893 | 2,496,872 |
| Total inventory | \$ 14,004,377 | \$ 11,489,724 |

3. Line of Credit Borrowings

In November 2007, the Company entered into a five-year revolving credit agreement providing for maximum borrowings of \$8,000,000 with a U.S. lender. The revolving credit agreement was amended from time to time, the latest of which was March 26, 2010. Advances under the revolving credit agreement, as amended may be drawn, up to 85% of eligible receivables (as defined) and 44% of eligible inventory (as defined) less a minimum excess availability reserve of \$1,000,000. Interest on outstanding advances under the amended revolving credit agreement is payable at the three month LIBOR rate subject to a 1.50% floor plus 4.25% .. In addition, the Company pays a monthly unused line fee of 0.5% per annum on the difference between the daily average amount of advances outstanding under the amended agreement and \$8,000,000 together with a monthly collateral management fee of \$2,000. At June 30, 2010 the effective interest rate was 5.75% and the outstanding balance was \$4,107,476.

Outstanding balances under the amended agreement are secured by all of the Company's and its subsidiaries' existing and after-acquired tangible and intangible assets located in the United States and Canada.

The revolving credit agreement, as amended, is subject to financial covenants which require maintaining a minimum of fixed charge coverage and total leverage ratios (as defined). Additional covenants governing permitted investments, indebtedness and liens, together with payments of dividends and protection of collateral, are also included in the agreement. The amended revolving credit agreement contains a subjective acceleration provision whereby the lender can declare a default upon a material adverse change in the Company's business operations.

4. Long-Term Debt

Long-term debt consists of the following:

| | June 30, 2010 | December 31, 2009 |
|-----------------|------------------|----------------------|
| U.S. term loan | \$ - | \$ 3,500,000 |
| Promissory note | - | 500,000 |

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| | | |
|--------------------------|--------|--------------|
| Capital lease obligation | 23,009 | 65,036 |
| Total debt | 23,009 | 4,065,036 |
| Less: current maturities | 23,009 | 1,759,185 |
| Long-term debt | \$ - | \$ 2,305,851 |

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DERMA SCIENCES, INC. AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements (Unaudited)

U.S. Term Loan

In November 2007, the Company entered into a five-year \$6,000,000 term loan agreement with a U.S. lender. On February 23, 2010 the term loan was paid off which resulted in a \$114,072 loss on debt extinguishment.

Promissory Note

In connection with an April, 2006 acquisition a portion of the purchase price was paid via a 12% unsecured promissory note issued to the seller. The promissory note provided for quarterly interest installments of \$15,000 and a final payment of the outstanding principal balance of \$500,000 plus interest. The promissory note was paid off on March 31, 2010.

Capital Lease Obligations

The Company has an outstanding capital lease obligation for certain office furniture totaling \$23,009 as of June 30, 2010. The capital lease obligation bears interest at 6.8% with the lease term expiring in February 2011.

5. Shareholders' Equity

Preferred Stock

There are 18,598 shares of series A convertible preferred stock outstanding at June 30, 2010. The series A preferred stock is convertible into common stock on a one-for-one basis, bears no dividend, maintains a liquidation preference of \$32.00 per share, votes as a class on matters affecting the series A preferred stock and maintains voting rights identical to the common stock on all other matters.

There are 54,943 shares of series B convertible preferred stock outstanding at June 30, 2010. The series B preferred stock is convertible into common stock on a one-for-one basis, bears no dividend, maintains a liquidation preference of \$48.00 per share, votes as a class on matters affecting the series B preferred stock and maintains voting rights identical to the common stock on all other matters.

There are 77,384 shares of series C convertible preferred stock outstanding at June 30, 2010. The series C preferred stock is convertible into common stock on a one-for-one basis, bears no dividend, maintains a liquidation preference averaging \$5.60 per share, votes as a class on matters affecting the series C preferred stock and maintains voting rights identical to the common stock on all other matters.

There are 133,919 shares of series D convertible preferred stock outstanding at June 30, 2010. The series D preferred stock is convertible into common stock on a one-for-one basis, bears no dividend, maintains a liquidation preference averaging \$4.00 per share, votes as a class on matters affecting the series D preferred stock and maintains voting rights identical to the common stock on all other matters.

Common Stock

In April, 2010 the Company issued 220 common stock shares for the conversion of series A and series B preferred stock shares and 626 shares upon the exercise of stock options. Additionally, in June, 2010, 3,125 common stock shares were issued upon the exercise of stock options.

In February 2010, the Company raised \$4,478,801 (net of \$1,110,199 in commission and other offering expenses) from the sale of 1,117,800 shares of common stock at a price of \$5.00 per share, together with 372,600 five-year warrants to purchase common stock at \$5.50 per share. In addition, the placement agent received 29,160 five-year warrants to purchase common stock at \$6.25 per share. A portion of the proceeds along with restricted cash of \$2,032,164 were used to acquire the perpetual worldwide Medihoney® licensing rights from Comvita (Note 9) and pay off the outstanding U.S. term loan balance of \$3,300,000 and the \$500,000 promissory note.

DERMA SCIENCES, INC. AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements (Unaudited)

Also in February 2010, the Company issued 400,000 shares of its common stock together with 133,333 warrants to purchase its common stock at an exercise price of \$5.50 per share and 100,000 warrants to purchase its common stock at an exercise price of \$6.25 per share in connection with the purchase of the world-wide Medihoney license rights (see Note 9).

Effective May 12, 2009, 21,875 shares of common stock were issued to outside directors upon vesting of compensatory restricted stock granted on May 12, 2006.

Stock Purchase Warrants

At June 30, 2010, the Company had warrants outstanding to purchase 1,734,531 shares of the Company's common stock as outlined below:

| Series | Number of Warrants | Exercise Price | Expiration Date |
|--------|--------------------|----------------|-------------------|
| H | 331,915 | \$ 8.00 | April 30, 2011 |
| I | 94,351 | \$ 5.76 | April 30, 2011 |
| J | 267,858 | \$ 6.16 | May 31, 2013 |
| K | 399,064 | \$ 9.60 | April 1, 2013 |
| L | 6,250 | \$ 3.12 | March 31, 2014 |
| N | 100,000 | \$ 6.25 | February 22, 2015 |
| O | 372,600 | \$ 5.50 | February 22, 2015 |
| P | 29,160 | \$ 6.25 | February 16, 2015 |
| Q | 133,333 | \$ 5.50 | February 22, 2015 |
| Total | 1,734,531 | | |

Stock Options

The Company has a stock option plan under which options to purchase a maximum of 1,250,000 shares of common stock may be issued ("plan options"). The plan permits the granting of both incentive stock options and nonqualified stock options to employees and directors of the Company and certain outside consultants and advisors to the Company. The option exercise price may not be less than the fair market value of the stock on the date of the grant of the option. The duration of each option may not exceed 10 years from the date of grant. Plan options to purchase 236,625 and 205,000 shares of common stock were granted to officers, directors, agents and employees during the six months ended June 30, 2010 and 2009, respectively, with exercise prices ranging from \$3.12 to \$5.12 per share. During the six months ended June 30, 2010 and 2009, 16,249 and 1,250 plan options were forfeited, respectively, and during the six months ended June 30, 2010, 3,751 were exercised. As of June 30, 2010, options to purchase 1,075,974 shares of the Company's common stock were issued and outstanding under the plan.

The Company has previously granted nonqualified stock options to officers, directors, agents and employees outside of the stock option plan ("non-plan options"). All non-plan options were granted at the fair market value at the date of grant. During the six months ended June 30, 2009, 29,625 non-plan options expired. As of June 30, 2010, non-plan options to purchase 207,001 shares of the Company's common stock were issued and outstanding.

DERMA SCIENCES, INC. AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements (Unaudited)

A summary of the Company's stock option activity and related information for the six months ended June 30, 2010 and 2009 follows:

| | 2010 | | 2009 | |
|-------------------------|-----------|---------------------------------------|-----------|---------------------------------------|
| | Options | Weighted Average Exercise Price | Options | Weighted Average Exercise Price |
| Outstanding – January 1 | 1,066,350 | \$ 5.08 | 1,002,828 | \$ 5.52 |
| Granted | 236,625 | \$ 5.11 | 205,000 | \$ 3.04 |
| Forfeited | (16,249) | \$ 4.43 | (1,250) | \$ 6.00 |
| Expired | - | | (29,625) | \$ 8.88 |
| Exercised | (3,751) | \$ 3.33 | - | |
| Outstanding – June 30 | 1,282,975 | \$ 5.10 | 1,176,953 | \$ 5.04 |
| Exercisable at June 30 | 988,029 | \$ 5.22 | 823,828 | \$ 5.44 |

During the six months ended June 30, 2010 and 2009 the fair value of each service and performance based option award was estimated at the date of grant using the Black-Scholes option pricing model. The weighted-average assumptions used during the three and six months ended June 30, 2010 and 2009 were as follows:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|------------------------------|-----------------------------|-------|---------------------------|-------|
| | 2010 | 2009 | 2010 | 2009 |
| Risk-free interest rate | 2.43% | 2.34% | 2.56% | 2.30% |
| Volatility factor | 78.6% | 89.9% | 79.2% | 92.3% |
| Dividend yield | 0% | 0% | 0% | 0% |
| Expected option life (years) | 6.25 | 6.25 | 6.25 | 6.25 |
| Contractual life (years) | 10 | 10 | 10 | 10 |

In both 2010 and 2009, the risk-free rate utilized represents the U.S. Treasury yield curve rate which approximates the risk-free rate for the expected option life at the time of grant. In 2010 and 2009, the volatility factor was calculated based on the seventy-five month-end closing prices of the Company's common stock preceding the month of stock option grant. The Company uses a seventy-five month volatility period to coincide with the expected stock option life. The dividend yield is 0% since the Company does not anticipate paying dividends in the near future. Based on the Company's historical experience of options that expire or are cancelled before becoming fully vested, the Company assumed an annualized forfeiture rate of 1.0% for all options. The Company will record additional expense if the actual forfeiture rate is lower than estimated, and will record a recovery of prior expense if the actual forfeiture rate is higher than estimated.

The weighted average fair value per share of options granted during the six months ended June 30, 2010 and 2009 was \$3.59 and \$2.34, respectively. During the three and six months ended June 30, 2010 and 2009, stock option compensation expense was recorded as follows:

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| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|--|-----------------------------|------------|---------------------------|------------|
| | 2010 | 2009 | 2010 | 2009 |
| Cost of sales | \$ 19,398 | \$ 23,327 | \$ 39,498 | \$ 50,437 |
| Selling, general and administrative expenses | 229,739 | 226,432 | 377,632 | 428,405 |
| Total stock option compensation expense | \$ 249,137 | \$ 249,759 | \$ 417,130 | \$ 478,842 |

DERMA SCIENCES, INC. AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements (Unaudited)

As of June 30, 2010, there was \$756,265 of unrecognized compensation cost related to nonvested service and \$119,130 nonvested performance based awards granted under the plan. These costs are expected to be recognized over the options' remaining weighted average vesting period of 1.68 years for the service and .50 years for the performance based awards.

For the six months ended June 30, 2010 and 2009, no income tax benefit was recognized related to stock option activity.

Restricted Common Stock

The Company has a restricted common stock plan in which 312,500 shares of common stock are reserved for issuance.

In May, 2010, 20,000 shares of restricted common stock were granted under the plan to non-employee members of the Company's board of directors and vest one year from date of the grant. The fair market value at the date of grant, determined by the quoted market price, was \$102,400 or \$5.12 per share. For the six months ended June 30, 2010, \$17,067 was recorded in operating expense for these grants.

In May, 2006, 21,875 shares of restricted common stock were granted to non-employee members of the Company's board of directors and vested three years from the date of the grant. The fair market value at the date of grant, determined by the quoted market price, was \$145,250 or \$6.64 per share. The fair market value of the grant was recognized as compensation expense over the three-year service period. For the six months ended June 30, 2009, \$18,148 was recorded in operating expense for these grants.

Shares Reserved for Future Issuance

At June 30, 2010, the Company had reserved the following shares of common stock for future issuance:

| | |
|--|-----------|
| Convertible preferred shares (series A – D) | 284,844 |
| Common stock options available for grant | 174,026 |
| Common stock options outstanding | 1,282,975 |
| Common stock warrants outstanding (series H – Q) | 1,734,531 |
| Restricted common stock available for grant | 270,625 |
| Restricted common stock grants | 20,000 |
| Total common stock shares reserved | 3,767,001 |

6. Comprehensive Loss

The Company's comprehensive loss was as follows:

| Three Months Ended | | Six Months Ended | |
|--------------------|------|------------------|------|
| June 30, | | June 30, | |
| 2010 | 2009 | 2010 | 2009 |

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| | | | | |
|---|----------------|--------------|----------------|----------------|
| Net loss as reported | \$ (932,855) | \$ (560,502) | \$ (1,467,759) | \$ (1,318,581) |
| Other comprehensive income (loss): | | | | |
| Foreign currency translation adjustment | (247,940) | 438,787 | (71,667) | 246,202 |
| Comprehensive loss | \$ (1,180,795) | \$ (121,715) | \$ (1,539,426) | \$ (1,072,379) |

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DERMA SCIENCES, INC. AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements (Unaudited)

7. Operating Segments

The Company consists of three operating segments: wound care, wound closure – specialty securement devices and skin care. Products in the wound care segment consist of basic and advanced dressings, adhesive strips, ointments and sprays. Wound closure and specialty securement device products include wound closure strips, nasal tube fasteners and a variety of catheter fasteners. The skin care segment consists of antibacterial skin cleansers, hair and body soaps, lotions and moisturizers.

Products in all three operating segments are marketed to long-term care facilities, hospitals, physicians, clinics, home health care agencies and other healthcare institutions. Basic and advanced wound care products are manufactured both internally and outsourced, while the manufacture of skin care products is completely outsourced. Wound closure-specialty securement devices are significantly manufactured in-house. Internally, the segments are managed at the gross profit level. The aggregation or allocation of other costs by segment is not practical.

Segment sales, gross profit and other related information for 2010 and 2009 are as follows:

Three Months Ended June 30, 2010

| | Wound Care | Wound Closure- Specialty Securement Devices | Skin Care | Other | Total Company |
|----------------|---------------|---|------------|----------------|------------------|
| Net sales | \$ 12,693,017 | \$ 401,680 | \$ 135,409 | - | \$ 13,230,106 |
| Gross profit | 3,776,908 | 216,708 | 34,288 | - | 4,027,904 |
| Total expenses | - | - | - | \$ (4,960,759) | (4,960,759) |
| Net loss | | | | | \$ (932,855) |

Three Months Ended June 30, 2009

| | | | | | |
|----------------|---------------|------------|------------|----------------|---------------|
| Net sales | \$ 10,934,794 | \$ 436,690 | \$ 191,857 | - | \$ 11,563,341 |
| Gross profit | 3,144,448 | 236,713 | 46,606 | - | 3,427,767 |
| Total expenses | - | - | - | \$ (3,988,269) | (3,988,269) |
| Net loss | | | | | \$ (560,502) |

Six Months Ended June 30, 2010

| | Wound Care | Wound Closure- Specialty Securement Devices | Skin Care | Other | Total Company |
|--|------------|---|-----------|-------|------------------|
|--|------------|---|-----------|-------|------------------|

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| | | | | | |
|----------------|---------------|------------|------------|----------------|----------------|
| Net sales | \$ 24,940,037 | \$ 875,151 | \$ 259,299 | - | \$ 26,074,487 |
| Gross profit | 7,509,833 | 478,213 | 65,257 | - | 8,053,303 |
| Total expenses | - | - | - | \$ (9,521,062) | (9,521,062) |
| Net loss | | | | | \$ (1,467,759) |

DERMA SCIENCES, INC. AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements (Unaudited)

| | Six Months Ended June 30, 2009 | | | | Total Company |
|----------------|--------------------------------|--------------------------------------|------------------------|----------------|------------------|
| | Wound Care | Wound Closure- Securement Devices | Specialty Skin Care | Other | |
| Net sales | \$ 20,734,277 | \$ 897,762 | \$ 363,193 | - | \$ 21,995,232 |
| Gross profit | 6,205,071 | 482,737 | 93,594 | - | 6,781,402 |
| Total expenses | - | - | - | \$ (8,099,983) | (8,099,983) |
| Net loss | | | | | \$ (1,318,581) |

The following table presents net sales by geographic region.

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---------------|--------------------------------|------|------------------------------|------|
| | 2010 | 2009 | 2010 | 2009 |
| United States | 67% | 72% | 67% | 73% |
| Canada | 27% | 24% | 28% | 22% |
| Other | 6% | 4% | 5% | 5% |

For the six months ended June 30, 2010, one U.S. customer was responsible for 13% of U.S. sales. The Company's wholly owned Canadian subsidiary sells to one customer who serves as its exclusive third party distributor and comprises 100% of Canada operations trade accounts receivable at June 30, 2010.

8. Income Taxes

The Company recorded a \$137,652 foreign income tax provision for the six months ended June 30, 2010 and a \$52,388 foreign income tax benefit for the six months ended June 30, 2009 based on the operating results of the Company's wholly owned Canadian subsidiary. The 2010 provision was comprised of \$176,644 current foreign tax payable and \$38,992 deferred foreign tax benefit while the 2009 benefit was comprised of \$29,684 current foreign tax and \$22,704 deferred foreign tax benefits. No benefit was realized for the Company's net loss from U.S. operations in the six months ended June 30, 2010 and 2009 due to uncertainties surrounding the Company's ability to utilize its net operating loss carry forwards.

Due to uncertainties surrounding the Company's ability to use its U.S. net operating loss carry forwards and net deferred assets, a full valuation allowance has been provided. The Company's wholly owned Canadian subsidiary, based on recent operating profitability and the prospect of future profitable operations, realized its net operating loss carry forward and deferred tax assets and liabilities.

9. Comvita Licensing, Manufacturing and Sales Agreement

On February 23, 2010, the Company entered into various agreements with Comvita in which the Company principally received perpetual and exclusive worldwide licensing rights for Medihoney® professional wound and skin care products covering distribution and sales to all markets outside of the consumer market. In connection with the agreements the Company paid \$2,250,000 and issued Comvita 400,000 shares of its common stock together with 133,333 warrants to purchase its common stock at an exercise price of \$5.50 per share and 100,000 warrants to purchase its common stock at a price of \$6.25 per share. The total consideration paid to Comvita was valued at \$4,509,000. The \$4,509,000 cost of the perpetual and worldwide licensing rights has been recorded as an intangible asset and will be amortized over an estimated useful life of 10 years.

DERMA SCIENCES, INC. AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements (Unaudited)

The agreement calls for royalty payments on all sales and additional payments to Comvita if certain Medihoney® net sales milestones are achieved over the course of the license. The license rights may be terminated or rendered non-exclusive by Comvita if the Company fails to meet certain minimum royalty requirements.

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

Quarter Ended June 30, 2010 Compared to Quarter Ended June 30, 2009

Overview

The following table highlights the quarter ended June 30, 2010 versus 2009 operating results:

| | Quarter Ended June 30, | | Variance | |
|---|------------------------|---------------|--------------|---------|
| | 2010 | 2009 | | |
| Gross Sales | \$ 15,813,393 | \$ 13,709,673 | \$ 2,103,720 | 15.3% |
| Sales adjustments | (2,583,287) | (2,146,332) | (436,955) | 20.4% |
| Net sales | 13,230,106 | 11,563,341 | 1,666,765 | 14.4% |
| Cost of sales | 9,202,202 | 8,135,574 | 1,066,628 | 13.1% |
| Gross profit | 4,027,904 | 3,427,767 | 600,137 | 17.5% |
| Selling, general and administrative expense | 4,689,774 | 3,703,038 | 986,736 | 26.6% |
| Research and development expense | 123,744 | 87,580 | 36,164 | 41.3% |
| Interest expense | 134,707 | 239,600 | (104,893) | (43.8)% |
| Other income, net | (68,625) | (42,252) | (26,373) | 62.4% |
| Total expenses | 4,879,600 | 3,987,966 | 891,634 | 22.4% |
| Loss before income taxes | (851,696) | (560,199) | (291,497) | 52.0% |
| Provision for income taxes | 81,159 | 303 | 80,856 | |
| Net loss | \$ (932,855) | \$ (560,502) | \$ (372,353) | 66.4% |

Gross to Net Sales Adjustments

Gross to net sales adjustments comprise the following:

| | Quarter Ended June 30, | |
|------------------------|------------------------|---------------|
| | 2010 | 2009 |
| Gross Sales | \$ 15,813,393 | \$ 13,709,673 |
| Trade rebates | (1,956,035) | (1,604,132) |
| Distributor fees | (339,280) | (238,459) |
| Sales incentives | (113,163) | (130,875) |
| Returns and allowances | (76,308) | (80,549) |
| Cash discounts | (98,501) | (92,317) |
| Total adjustments | (2,583,287) | (2,146,332) |
| Net sales | \$ 13,230,106 | \$ 11,563,341 |

Trade rebates increased in 2010 versus 2009 due principally to higher Canadian sales subject to rebate, partially offset by the discontinuation of a significant U.S. private label customer rebate program effective November 1, 2009. The increase in distribution fee expense is commensurate with the increase in Canadian net sales upon which it is based. The decrease in sales incentive expense reflects a reduction in the number of the traditional wound care and first aid products sales incentive programs in 2010 versus 2009. The slight sales returns and allowances decrease is principally due to the non-recurrence of higher first aid products related returns in 2009, partially offset by higher Canadian returns. The increase in cash discounts reflects higher U.S. sales subject to cash discount.

Rebate Reserve Roll Forward

A three month roll forward of the trade rebate accruals at June 30, 2010 and 2009 is outlined below:

| | Quarter Ended June 30, | |
|------------------------------|------------------------|--------------|
| | 2010 | 2009 |
| Beginning balance – March 31 | \$ 2,344,157 | \$ 2,673,350 |
| Rebates paid | (1,914,623) | (1,968,178) |
| Rebates accrued | 1,956,035 | 1,604,132 |
| Ending balance – June 30 | \$ 2,385,569 | \$ 2,309,304 |

The \$41,412 increase in the trade rebate reserve balance for the three months ended June 30, 2010 is due to timing. There has been no other discernable change in the nature of our business in 2010 as it relates to the accrual and subsequent payment of rebates.

Net Sales and Gross Margin

The following table highlights the June 30, 2010 versus 2009 product line net sales and gross profit:

| | Quarter Ended June 30, | | Variance | |
|----------------|------------------------|---------------|--------------|-------|
| | 2010 | 2009 | | |
| Net Sales | \$ 13,230,106 | \$ 11,563,341 | \$ 1,666,765 | 14.4% |
| Cost of sales | 9,202,202 | 8,135,574 | 1,066,628 | 13.1% |
| Gross Profit | \$ 4,027,904 | \$ 3,427,767 | \$ 600,137 | 17.5% |
| Gross Profit % | 30.4% | 29.6% | | |

Consolidated net sales increased \$1,666,765, or 14.4% (11.4% adjusted for exchange), in 2010 versus 2009. Canadian net sales increased \$814,867, or 29.7%, to \$3,559,150 in 2010 from \$2,744,282 in 2009. This increase was driven by favorable exchange of \$352,827 associated with a 11.9% strengthening of the Canadian dollar, coupled with sales growth of \$462,040. The sales growth reflects the impact of inventory rationalization on the part of our exclusive Canadian distributor of \$603,605, partially offset by \$141,565, or 3.8%, attributable to lower demand. U.S. net sales increased \$555,673, or 6.3%, to \$9,374,731 in 2010 from \$8,819,058 in 2009. The increase was principally driven by higher advanced wound care sales of \$471,506, or 27.1%, and first aid product sales of \$260,112, or 8.4%. The balance of U.S. sales consisting of traditional wound care, private label, specialty fixation, burn care and skin care and bathing sales were down 4.4% quarter to quarter. The higher advanced wound care sales reflect continued growth of our new products in response to expanded sales and marketing efforts. The increase in first aid products sales reflects new business and improving demand. Sales of \$296,225 associated with our recently initiated international growth strategy also contributed.

Consolidated gross profit increased \$600,137, or 17.5%, in 2010 versus 2009. The consolidated gross profit margin percentage increased to 30.4% in 2010 from 29.6% in 2009. The change in gross profit dollars reflects the higher sales, together with the improved gross profit margin percentage. The higher gross margin profit percentage reflects favorable mix towards higher margined products, partially offset by increasing product costs and higher obsolescence and transportation expense.

Selling, General and Administrative Expenses

The following table highlights June 30, 2010 versus 2009 selling, general and administrative expenses by type:

| | Quarter Ended June 30, | | Variance | |
|----------------------------|------------------------|--------------|------------|--------|
| | 2010 | 2009 | | |
| Distribution | \$ 454,010 | \$ 459,741 | \$ (5,731) | (1.2)% |
| Marketing | 524,782 | 438,855 | 85,927 | 19.6% |
| Sales | 1,669,958 | 1,221,821 | 448,137 | 36.7% |
| General and administrative | 2,041,024 | 1,582,621 | 458,403 | 29.0% |
| Total | \$ 4,689,774 | \$ 3,703,038 | \$ 986,736 | 26.6% |

Selling, general and administrative expenses increased \$986,736, or 26.6% (24.6% adjusted for exchange), in 2010 versus 2009, including an increase of \$72,282 in Canadian selling, general and administrative expenses attributable to exchange.

Distribution expense decreased \$5,731, or 1.2% (2.8% adjusted for exchange), in 2010 versus 2009, including an increase of \$7,329 due to exchange. This decrease reflects lower labor requirements in the Houston distribution center and lower utilities due to a warmer average temperature in 2010, partially offset by higher inflation related compensation and benefit costs and higher U.S. lease costs.

Marketing expense increased \$85,927, or 19.6% (18.6% adjusted for exchange), in 2010 versus 2009, including an increase of \$4,377 due to exchange. The increase is attributable to higher U.S., Canada and international promotion/literature and show spending in support of our growth initiatives.

Sales expense increased \$448,137, or 36.7% (26.3% adjusted for exchange), in 2010 versus 2009. Expenses in Canada increased \$53,322 (including a \$21,642 increase related to exchange) due to higher compensation and benefit costs, advanced wound care related consulting expenses and sales volume related group purchasing organization fees. Expenses in the U. S. increased \$235,517. This increase is principally attributable to incremental expense associated with the planned expansion of the U.S. sales force from ten to twenty representatives that was completed by the end of the quarter, partially offset by lower first aid products compensation and benefits associated with a position eliminated in the first quarter and not replaced. Incremental international expenses of \$159,298 for compensation and benefits, travel, recruiting and sample expenses associated with the start up of our international growth initiative also contributed.

General and administrative expense increased \$458,403, or 29.0% (26.3% adjusted for exchange), in 2010 versus 2009. Expenses in Canada increased \$99,426 (including a \$41,934 increase related to exchange). Net of exchange, expenses were up \$57,492 driven principally by compensation and benefits associated with inflationary increases and one new position, coupled with higher travel and information technology (upgrading computer software) expenses. Expenses in the U. S. increased \$307,692. This increase reflects incremental amortization expense of \$114,800 associated with the Worldwide Medihoney License Agreement signed in February 2010, higher planned investor relations expenses of \$68,840 designed to increase investor awareness and improve our stock's trading volume, bad debt expense of \$45,366, together with higher equity based compensation, travel and board related expenses. Inflation related increases in professional services and general operating expenses also contributed. Incremental international expenses of \$51,285 consisting of transition related management, legal and travel expenses associated with the start up of our international growth initiative were incurred.

Research and Development Expense

Research and development expense increased \$36,164 to \$123,744 in 2010 from \$87,580 in 2009. The increase principally reflects data management expenses that originated in the second half of 2009.

Interest Expense

Interest expense decreased \$104,893 to \$134,707 in 2010 from \$239,600 in 2009. The decrease is principally attributable to lower term and promissory note interest associated with the payoff of these loans in February 2010, lower loan related fees and lower deferred financing expense due to the write-off of a portion of the outstanding deferred financing balance in connection with the payoff of the term loan. Line of credit interest was comparable quarter to quarter as the impact of slightly lower borrowing levels was offset by slightly higher interest rates.

Other Income

Other income increased \$26,373 to \$68,625 in 2010 from \$42,252 in 2009. The main driver for the net quarter to quarter increase was an exchange gain of \$26,896 and slightly higher royalty income, partially offset by higher miscellaneous expense.

Income Taxes

We recorded a \$81,159 foreign income tax provision for 2010 consisting of a \$90,125 current foreign tax provision and a \$8,966 deferred foreign tax benefit based on our Canadian subsidiary's operating results. No tax benefit was recorded for our U.S. operations in 2010 or 2009 due to uncertainty surrounding our ability to use available net operating loss carry forwards and net deferred tax assets. In 2009, we recorded a \$303 foreign income tax provision consisting of a \$8,872 current foreign tax provision and a \$8,569 deferred foreign tax benefit based on our Canadian subsidiary's operating results.

Due to uncertainties surrounding our ability to use our U.S. net operating loss carry forwards and net deferred tax assets, a full valuation allowance for the U.S. net deferred tax assets has been provided.

Net Loss

We generated a net loss of \$932,855, or \$0.14 per share (basic and diluted), in 2010 compared to a net loss of \$560,502, or \$0.11 per share (basic and diluted), in 2009.

Six Months Ended June 30, 2010 Compared to Six Months Ended June 30, 2009

Overview

The following table highlights the six months ended June 30, 2010 versus 2009 operating results:

| | Six Months Ended June 30, | | Variance | |
|---|---------------------------|----------------|--------------|---------|
| | 2010 | 2009 | | |
| Gross Sales | \$ 31,264,529 | \$ 26,311,433 | \$ 4,953,096 | 18.8% |
| Sales adjustments | (5,190,042) | (4,316,201) | (873,841) | 20.2% |
| Net sales | 26,074,487 | 21,995,232 | 4,079,255 | 18.6% |
| Cost of sales | 18,021,184 | 15,213,830 | 2,807,354 | 18.5% |
| Gross profit | 8,053,303 | 6,781,402 | 1,271,901 | 18.8% |
| Selling, general and administrative expense | 8,913,019 | 7,567,164 | 1,345,855 | 17.8% |
| Research and development expense | 239,851 | 217,926 | 21,925 | 10.1% |
| Interest expense | 294,599 | 411,070 | (116,471) | (28.3)% |
| Loss on debt extinguishment | 114,072 | - | 114,072 | |
| Other income, net | (178,131) | (43,789) | (134,342) | 306.8% |
| Total expenses | 9,383,410 | 8,152,371 | 1,231,039 | 15.1% |
| Loss before income taxes | (1,330,107) | (1,370,969) | 40,862 | |
| Provision (benefit) for income taxes | 137,652 | (52,388) | (190,040) | |
| Net loss | \$ (1,467,759) | \$ (1,318,581) | \$ (149,178) | 11.3% |

Gross to Net Sales Adjustments

Gross to net sales adjustments comprise the following:

| | Six Months Ended June 30, | |
|------------------------|---------------------------|---------------|
| | 2010 | 2009 |
| Gross Sales | \$ 31,264,529 | \$ 26,311,433 |
| Trade rebates | (3,903,902) | (3,113,426) |
| Distributor fees | (668,952) | (445,197) |
| Sales incentives | (236,973) | (288,700) |
| Returns and allowances | (173,462) | (266,048) |
| Cash discounts | (206,753) | (202,830) |
| Total adjustments | (5,190,042) | (4,316,201) |
| Net sales | \$ 26,074,487 | \$ 21,995,232 |

Trade rebates increased in 2010 versus 2009 due principally to higher Canadian sales subject to rebate, partially offset by the discontinuation of a significant U.S. private label customer rebate program effective November 1, 2009. The increase in distribution fee expense is commensurate with the increase in Canadian net sales upon which it is based. The decrease in sales incentive expense reflects a reduction in the number of the traditional wound care and first aid products sales incentive programs in 2010 versus 2009. The sales returns and allowances decrease is principally due to the non-recurrence of higher first aid products related returns in 2009, partially offset by higher Canadian returns. The increase in cash discounts reflects higher U.S. sales subject to cash discount.

Rebate Reserve Roll Forward

A six month roll forward of the trade rebate accruals at June 30, 2010 and 2009 is outlined below:

| | Six Months Ended June 30, | |
|-------------------------------|---------------------------|--------------|
| | 2010 | 2009 |
| Beginning balance – January 1 | \$ 2,493,232 | \$ 2,660,086 |
| Rebates paid | (4,011,565) | (3,464,208) |
| Rebates accrued | 3,903,902 | 3,113,426 |
| Ending balance – June 30 | \$ 2,385,569 | \$ 2,309,304 |

The \$107,663 decrease in the trade rebate reserve balance for the six months ended June 30, 2010 reflects the decision of one significant U.S. private label customer to discontinue its rebate program effective November 1, 2009 and the subsequent payment of the outstanding balance due this customer in 2010, partially offset by an increase in the Canadian reserve due to higher sales. There has been no other discernable change in the nature of our business in 2010 as it relates to the accrual and subsequent payment of rebates.

Net Sales and Gross Margin

The following table highlights the June 30, 2010 versus 2009 product line net sales and gross profit:

| | Six Months Ended June 30, | | Variance | |
|----------------|---------------------------|---------------|--------------|-------|
| | 2010 | 2009 | | |
| Net Sales | \$ 26,074,487 | \$ 21,995,232 | \$ 4,079,255 | 18.6% |
| Cost of sales | 18,021,184 | 15,213,830 | 2,807,354 | 18.5% |
| Gross Profit | \$ 8,053,303 | \$ 6,781,402 | \$ 1,271,901 | 18.8% |
| Gross Profit % | 30.9% | 30.8% | | |

Consolidated net sales increased \$4,079,255, or 18.6% (15.0% adjusted for exchange), in 2010 versus 2009. Canadian net sales increased \$2,160,238, or 43.6%, to \$7,109,925 in 2010 from \$4,949,687 in 2009. This increase was driven by favorable exchange of \$783,369 associated with a 14.2% strengthening of the Canadian dollar, coupled with sales growth of \$1,376,869. The sales growth reflects the impact of inventory rationalization on the part of our exclusive Canadian distributor of \$1,406,566, partially offset by \$29,697 attributable to lower demand. U.S. net sales increased \$1,502,070, or 8.8%, to \$18,547,615 in 2010 from \$17,045,545 in 2009. The increase was principally driven by higher advanced wound care sales of \$1,198,603, or 39.1%, and first aid product sales of \$479,196, or 7.9%. The balance of U.S. sales consisting of traditional wound care, private label, specialty fixation, burn care and skin care and bathing sales were down 2.2% period to period. The higher advanced wound care sales reflect continued growth of our new products in response to expanded sales and marketing efforts. The increase in first aid products sales reflects new business and improving demand. Sales of \$416,947 associated with our recently initiated international growth strategy also contributed.

Consolidated gross profit increased \$1,271,901, or 18.8%, in 2010 versus 2009. The consolidated gross profit margin percentage increased slightly to 30.9% in 2010 from 30.8% in 2009. The change in gross profit dollars reflects the higher sales. While comparable period to period, the slight improvement in gross profit percentage reflects a favorable sales mix towards higher margined products, offset by increasing products costs and higher obsolescence and transportation expense.

Selling, General and Administrative Expenses

The following table highlights June 30, 2010 versus 2009 selling, general and administrative expenses by type:

| | Six Months Ended June 30, | | Variance | |
|----------------------------|---------------------------|--------------|--------------|-------|
| | 2010 | 2009 | | |
| Distribution | \$ 905,437 | \$ 887,474 | \$ 17,963 | 2.0% |
| Marketing | 852,864 | 829,787 | 23,077 | 2.8% |
| Sales | 3,128,385 | 2,436,862 | 691,523 | 28.4% |
| General and administrative | 4,026,333 | 3,413,041 | 613,292 | 18.0% |
| Total | \$ 8,913,019 | \$ 7,567,164 | \$ 1,345,855 | 17.8% |

Selling, general and administrative expenses increased \$1,345,855, or 17.8% (15.2% adjusted for exchange), in 2010 versus 2009, including an increase of \$197,455 in Canadian selling, general and administrative expenses attributable to exchange.

Distribution expense increased \$17,963, or 2.0%, in 2010 versus 2009 due to exchange. Excluding exchange, distribution expenses decreased \$408. This slight decrease reflects lower labor requirements in the Houston distribution center and lower utilities due to a warmer average temperature in 2010, partially offset by higher inflation related compensation and benefit, lease and operating expenses.

Marketing expense increased \$23,077, or 2.8% (1.5% adjusted for exchange), in 2010 versus 2009, including an increase of \$10,693 due to exchange. The increase is attributable to higher U.S., Canada and international promotion/literature and show spending in support of our growth initiatives, partially offset by lower sampling expense in Canada and product development related consulting expense in the U.S..

Sales expense increased \$691,523, or 28.4% (26.3% adjusted for exchange), in 2010 versus 2009. Expenses in Canada increased \$93,348 (including a \$50,442 increase related to exchange) due to higher compensation and benefit costs, advanced wound care related consulting expenses, sales volume related group purchasing organization and travel expenses. Expenses in the U. S. increased \$396,378. This increase is attributable to incremental costs of approximately \$342,000 consisting of compensation and benefits, travel and recruiting expenses associated with the expansion of the advanced wound care sales force from ten to twenty representatives that was completed in June 2010 and approximately \$124,000 of first aid products severance expense associated with the termination of an executive in the first quarter 2010, partially offset by lower administrative related operating expenses. Also contributing were incremental international expenses of \$201,797 consisting of compensation and benefits, travel, recruiting and sample expenses associated with the start up of our international growth initiative.

General and administrative expense increased \$613,292, or 18.0% (14.5% adjusted for exchange), in 2010 versus 2009. Expenses in Canada increased \$172,388 (including a \$117,950 increase related to exchange). Net of exchange, expenses were up \$54,438 driven principally by compensation and benefits associated with inflationary increases and one new position, coupled with higher travel and information technology expenses. Expenses in the U.S. increased \$347,671. This increase reflects incremental amortization expense of \$148,587 associated with the Worldwide Medihoney License Agreement signed in February 2010, higher planned investor relations expenses of \$104,258 designed to increase investor awareness and improve our stock's trading volume, bad debt expense of \$67,354, together with slightly higher overall operating expenses. Incremental international expenses of \$93,233 consisting principally of transition related management, legal and travel expenses associated with the start up of our international growth initiative also contributed.

Research and Development Expense

Research and development expense increased \$21,925 to \$239,851 in 2010 from \$217,926 in 2009. The increase principally reflects higher data management expense that started in the second half of 2009, less lower patent related legal expenses.

Interest Expense

Interest expense decreased \$116,471 to \$294,599 in 2010 from \$411,070 in 2009. The decrease is principally attributable to lower term and promissory note interest associated with the payoff of these loans in February 2010, lower loan related fees and lower deferred financing expense due to the write-off of a portion of the outstanding deferred financing balance in connection with the payoff of the term loan. These decreases were partially offset by higher line of credit interest principally attributable to higher interest rates.

Loss on Extinguishment of Debt

In connection with the payoff of our term loan in February 2010, we took a charge of \$114,072 representing that portion of the unamortized deferred financing costs relating to the term loan.

Other Income

Other income increased \$134,342 to \$178,131 in 2010 from \$43,789 in 2009. The main drivers for the net period to period increase was an exchange gain of \$199,450 (2010 income of \$162,910 versus a 2009 loss of \$36,540), partially offset by the non-recurrence of approximately \$60,000 of gains on miscellaneous asset sales principally associated with the closure of the first aid product manufacturing operation.

Income Taxes

We recorded a \$137,652 foreign income tax provision for 2010 consisting of a \$176,644 current foreign tax provision and a \$38,992 deferred foreign tax benefit based on our Canadian subsidiary's operating results. No tax benefit was recorded for our U.S. operations in 2010 or 2009 due to uncertainty surrounding our ability to use available net operating loss carry forwards and net deferred tax assets. In 2009, we recorded a \$52,388 foreign income tax benefit consisting of a \$29,684 current tax benefit and a \$22,704 deferred foreign tax benefit based on our Canadian subsidiary's operating results.

Due to uncertainties surrounding our ability to use our U.S. net operating loss carry forwards and net deferred tax assets, a full valuation allowance for the U.S. net deferred tax assets has been provided.

Net Loss

We generated a net loss of \$1,467,759, or \$0.24 per share (basic and diluted), in 2010 compared to a net loss of \$1,318,581, or \$0.26 per share (basic and diluted), in 2009.

Liquidity and Capital Resources

Cash Flow and Working Capital

At June 30, 2010 and December 31, 2009, we had cash and cash equivalents of \$385,424 and \$243,524, respectively. The \$141,900 increase in cash reflects net cash provided by financing activities of \$4,282,586, partially offset by cash used in investing activities of \$2,389,236 and operating activities of \$1,750,140, together with cash used as a result of exchange rate changes of \$1,310.

Net cash used in operating activities of \$1,750,140 stems from \$642,460 cash provided from operations (net loss plus non-cash items), together with \$2,392,600 cash used from the net change in operating assets and liabilities. The increase in cash provided from operations reflects the non-cash items, partially offset by the operating loss. Higher receivables and inventory, offset by accounts payable and accrued liabilities, were the main drivers behind the net

cash used in connection with the change in operating assets and liabilities. The increase in receivables reflects a higher level of sales in June, addition of receivables related to the international business and the final payoff of rebates owed in connection with the discontinuation of a significant rebate program. The increase in inventory reflects a build up to support new products, addition of the international business and to improve customer service levels in certain segments of our business. The increase in accounts payable reflects an increase in payables related to inventory purchases, addition of the international business and higher overall spending levels. The increase in accrued expenses and other current liabilities principally reflects higher Canadian rebates due to higher sales, accrued foreign taxes payable and the recording of a severance accrual.

Net cash used in investing activities of \$2,389,236 reflects \$2,250,000 cash used to purchase the worldwide Medihoney license rights and capital expenditures of \$139,236.

Net cash used in financing activities of \$4,282,586 reflects net proceeds of \$4,491,279 from the sale of stock in connection with a secondary public offering completed in February and the exercise of stock options, removal of the restriction on the use of \$2,032,164 in cash and \$1,801,170 from an increase in the amount drawn against our line of credit. Offsetting these increases were \$4,042,027 in debt payments consisting of regularly scheduled debt repayments, together with the full payment of the balances of our term loan and our promissory note.

Working capital increased \$2,473,301 at June 30, 2010 to \$9,264,882 from \$6,791,581 at December 31, 2009. This increase principally reflects the cash infusion associated with the equity raise completed in February, a portion of the proceeds of which were used to pay off short term debt of \$1,700,000, and the net balance of \$461,619 that was used for general working capital purposes. Working capital of this magnitude is considered sufficient to support ongoing operations.

Based on current forecasts, there are no Medihoney sales related milestone payments anticipated in the next twelve months.

Financing Arrangements

With cash on hand of \$385,424, together with available cash under our line of credit of \$2,125,247, we had \$2,510,671 of available liquidity at June 30, 2009, versus \$2,342,579 at December 31, 2009.

On February 22, 2010, we raised \$4,478,801 (net of commission and other offering expenses) from the sale in a secondary public offering of shares of our common stock. These proceeds, together with \$2,032,818 of previously restricted cash, were used to acquire the worldwide Medihoney licensing rights for \$2,250,000, pay off the outstanding U.S. term loan of \$3,300,000 and pay off our \$500,000 promissory note due April 14, 2010, leaving \$461,619 of the net proceeds available for general working capital purposes. Payment of the foregoing indebtedness has had a positive impact on cash flow by eliminating associated debt service.

On March 26, 2010, our U.S. lender modified the terms of our five year revolving credit and security agreement to take into account the payment of the term loan. The existing financial covenants were replaced with twelve month rolling fixed charge coverage and total debt coverage covenants. The lender also reduced the minimum 3 month LIBOR rate from 3.00% to 1.50% and authorized the payment of our \$500,000 unsecured promissory note, which was paid on March 31, 2010. In addition, the minimum excess availability reserve was reduced from \$1,500,000 to \$1,000,000, thereby increasing our borrowing availability by \$500,000 upon satisfactory completion of the lenders' latest field exam in May 2010.

Prospective Assessment

Our strategic objective is to in-license, develop and launch novel higher margined advanced wound care products while utilizing our core business (to the extent possible) to fund this objective. In addition, we will continue to evaluate external opportunities to leverage our core capabilities for growth. To the extent we determine that we cannot finance our growth initiatives internally, we will evaluate the feasibility of doing so via the sale of equity.

The launch of a number of new products in recent years bodes well for the future growth of our higher-margined advanced wound care products both domestically and abroad. We continue to work on our pipeline and have identified several product line extensions for existing products and new products that are capable of contributing to future sales growth. We believe that the first aid products line continues to represent a solid growth opportunity. Sales for the balance of our product lines are expected to remain relatively stable.

Our strategy for growth is:

1. Assuming the existing resources in place are generating the expected return, we will continue to expand our investment in sales and marketing resources in support of our advanced wound care products in the U.S. Starting with ten sales representatives at the beginning of the year, we presently have twenty direct sales representatives in place.
2. The first aid products business represents a growth opportunity. In addition to its core business opportunities, the first aid products business will serve as a platform for introducing our existing advanced and traditional wound care products to new customers and markets, especially the retail market. We continue to work on completion of a cost effective supply chain for first aid products. The supply chain is expected to be fully operational within the next six months, at which time we expect to be able to improve liquidity by reducing the level of inventory required to support the business.
3. In February 2010, we licensed the worldwide rights to Medihoney. This will serve as the catalyst for the expansion of our international business. Plans are in place to establish a direct presence in Europe immediately and, ultimately, in other areas of the world employing a direct presence or distributor model as the basis for conducting business, as circumstances dictate.
4. We made a significant investment in DSC 127 beginning in December 2007. While the launch of DSC 127 is several years away, we believe the market potential for this product is considerable. The product began Phase II trials in early 2008 to achieve proof of principle in a human model. The projected cost to complete the Phase II trial is approximately \$1,750,000, including \$1,292,735 incurred through June 2010. We plan to continue with this investment and anticipate spending approximately \$457,265 to complete the Phase II trial. We expect to announce top-line efficiency data by the end of the year and complete the study in the first quarter of 2011.

The results of the Phase II trial will determine the efficacy and safety of the product and further refine its market potential. The cost of the Phase III trial and bringing the product to market are expected to be significant. Should we decide to proceed with the DSC 127 development plan after completion of Phase II, we plan to fund the additional development costs via a joint venture, out of available cash flow or the sale of equity. Alternatively, we may determine to sublicense or sell the rights to the compound.

With the planned improvement in operations and expected working capital requirements, together with the available cash on hand and available borrowing capacity as of June 30, 2010, we anticipate having sufficient liquidity in place to meet our operating needs and debt covenants for the foreseeable future.

Our common stock is traded on the NASDAQ Capital Market under the symbol "DSCI." We have paid no cash dividends in respect of our common stock and do not intend to pay cash dividends in the near future.

Additional Financial Information

Forward Looking Statements

Statements that are not historical facts, including statements about our confidence, strategies, expectations about new or existing products, technologies, opportunities, market demand or acceptance of new or existing products are forward-looking statements that involve risks and uncertainties. These uncertainties include, but are not limited to, product demand and market acceptance risk, impact of competitive products and prices, product development, commercialization or technological delays or difficulties, and trade, legal, social, financial and economic risks.

Critical Accounting Policies

Estimates and assumptions are required in the determination of sales deductions for trade rebates, sales incentives, discounts and allowances. Significant estimates and assumptions are also required in determining the appropriateness of amortization periods for identifiable intangible assets, the potential impairment of goodwill and the valuation of inventory. Some of these judgments can be subjective and complex and, consequently, actual results may differ from these estimates. For any individual estimate or assumption made by us, there may also be other reasonable estimates or assumptions. We believe, however, that given current facts and circumstances, it is unlikely that applying any such other reasonable judgment would cause a material adverse effect on the consolidated results of operations, financial position or cash flows for the periods presented. Our most critical accounting policies are described below.

Revenue Recognition and Adjustments to Revenue

We sell our products through our own direct sales force and through independent distributors and manufacturers' representatives. The primary end users of our products are nursing homes, hospitals, clinics and home healthcare agencies. We recognize revenue from the sale of our products when persuasive evidence of an arrangement exists, delivery has occurred, the sales price is fixed and determinable, and collectability is reasonably assured, which is generally at the time of shipment or receipt by our customers, depending on the terms of the related sales or distribution agreement. When we recognize revenue from the sale of our products, we simultaneously adjust revenue for estimated trade rebates and distribution fees (in Canada), and estimates of returns and allowances, cash discounts and other sales incentives.

A trade rebate represents the difference between the invoice price to the wholesaler/distributor and the end user's contract price. These rebates are estimated monthly based on historical experience, distributor rebate submission trends, estimated distributor inventory levels, and existing contract sales terms with our distributors and end users. We have a contract with our exclusive Canadian distributor and we pay a fixed fee based on sales subject to the fee (as defined) for distribution services in Canada. Because the services performed by the distributor cannot be separated from the purchase of our products by the distributor, we treat this distribution fee as a reduction of revenue. The distribution fee is accrued monthly based on net sales to the distributor multiplied by the ratio of recent historical distributor fee expense to net sales. The percentage of distributor fee expense to net sales is re-evaluated quarterly for reasonableness.

Sales incentives represent credits granted to specific customers based on attainment of pre-determined sales objectives. Sales incentives are accrued monthly in accordance with the terms of the underlying sales incentive agreement and actual customer sales. Sales incentive agreements are generally for a period of one year.

We provide our customers certain limited return rights and we have a formal returned goods policy that guides the disposition of returns with our customers. We accrue for sales returns and allowances and cash discounts monthly based on current sales and historical activity. We do not offer our customers price protection rights or concessions. Returns have historically represented less than 1% of gross sales.

We continually monitor the factors that influence rebates and fees, returns and allowances, and other discounts and sales incentives and make adjustments as necessary.

Goodwill

At June 30, 2010, we had \$7,119,726 of goodwill consisting of \$4,679,684 relating to the First Aid Products acquisition in November 2007 and \$2,440,042 relating to the Western Medical acquisition in April 2006. We assess the impairment of goodwill annually in the fourth quarter or whenever events or changes in circumstances indicate that the carrying value of goodwill may not be recoverable. The assessment is performed using the two-step process

required by FASB accounting guidance relating to goodwill. The first step is a review for potential impairment, while the second step measures the amount of the impairment, if any. The first step of the goodwill impairment test compares the fair value of a reporting unit with its carrying amount, including goodwill. For 2009 and 2008, the first step of our goodwill impairment test reflected a fair value in excess of the carrying value of our reporting units. Accordingly, we did not perform the second step of this test during these periods.

The cash generating unit level or reporting unit at which we test goodwill for impairment is the operating segment level as that term is used in FASB accounting guidance relating to segment reporting. We have three operating segments: wound care, wound closure – specialty securement devices and skin care. Products are allocated to each segment based on the nature and intended use of the product. All of our goodwill has been allocated to the wound care segment as the business acquisitions which gave rise to the goodwill were wound care businesses.

For 2009 and 2008 and consistent with prior periods, we estimated the fair value of our wound care segment using the “income approach” where we use a discounted cash flow model (“DCF”) in preparing our goodwill impairment assessment. This approach calculates fair value by estimating the after-tax cash flows attributable to a reporting unit and then discounting these after-tax cash flows to a present value using a risk-adjusted discount rate. We selected this method as being the most meaningful in preparing our goodwill assessments because we believe the income approach most appropriately measures our income producing assets.

Significant estimates used in the fair value calculation include: (i) estimates of future revenue and expense growth, (ii) future estimated effective tax rates, (iii) future estimated capital expenditures, (iv) future required investments in working capital, (v) average cost of capital, and (vi) the terminal value of the reporting unit.

The amount and timing of future cash flows within our DCF analysis is based on our five year forecast. Beyond our five year forecast we assumed a terminal value to calculate the value of cash flows beyond the last projected period in our DCF analysis. Annual revenue growth rates in our DCF model reflect expected growth in our advanced wound care products as well as growth in the products which we gained access to when we acquired First Aid Products in November of 2007 as we introduce these products across our existing customer base. The weighted average cost of capital used to discount cash flows for the annual 2009 goodwill impairment test was estimated to be 17%.

Over time, our wound care segment has become an increasingly significant portion of our overall business. For the year ended December 31, 2009, our wound care segment accounted for approximately 95% of our consolidated revenue. Given the significance of this segment to our overall results, we also look to our publicly traded market value, which we may adjust in consideration of an appropriate control premium, as an indicator of the fair value of our wound care segment and the reasonableness of our DCF model.

There have been no substantial changes to the methodology employed, significant assumptions or calculations applied in the first step of the goodwill impairment test over the past several years.

Inventory

We write down the value of inventory by the estimate of the difference between the cost of the inventory and its net realizable value. The estimate takes into account projected sales of the inventory on hand and the age of the inventory in stock. If actual future demand or market conditions are less favorable than those projected by management, additional inventory write-downs may be required. The provision for the write-down of inventory is recorded in cost of sales.

Stock-Based Compensation

We record compensation expense associated with stock options and other equity-based compensation based on their fair value at the grant date and recognized over the requisite service periods. We estimate the fair value of stock options as of the date of grant using the Black-Scholes for service and performance based awards or binomial/lattice pricing model for market based awards and restricted stock based on the quoted market price. Significant judgment and the use of estimates to value the equity-based compensation, particularly surrounding Black-Scholes or binomial/lattice pricing model assumptions such as stock price volatility and expected option lives, as well as expected option forfeiture rates, are made by the Company.

Item 4. CONTROLS AND PROCEDURES

The Company's management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures as of June 30, 2010. Based on this evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective for gathering, analyzing and disclosing the information the Company is required to disclose in the reports it files under the Securities Exchange Act of 1934, within the time periods specified in the SEC's rules and forms.

During the six months ended June 30, 2010, there was no change in the Company's internal controls over financial reporting that materially affected, or is reasonably likely to materially affect, the Company's internal controls over financial reporting.

PART II – OTHER INFORMATION

Item 1A. Risk Factors

The following risk factors update the related risk factors set forth in the Company’s annual report on Form 10-K filed with the Securities and Exchange Commission:

We have a history of losses and can offer no assurance of future profitability.

We incurred losses of \$1,467,759 for the six months ended June 30, 2010 (unaudited), \$1,143,272 in 2009, \$3,961,937 in 2008, \$2,284,605 in 2007, \$1,099,990 in 2005 and \$2,338,693 in 2004. At June 30, 2010, we had an accumulated deficit of \$22,274,854 (unaudited). We cannot offer any assurance that we will be able to generate sustained or significant future earnings.

The potential increase in common shares due to the conversion, exercise or vesting of outstanding dilutive securities may have a depressive effect upon the market value of our shares.

Up to 3,322,350 shares of our common stock are potentially issuable upon the conversion, exercise or vesting of outstanding convertible preferred stock, warrants and options (“dilutive securities”). The shares of common stock potentially issuable upon conversion, exercise or vesting of dilutive securities are substantial compared to the 6,561,826 shares of common stock currently outstanding.

Earnings per share of common stock may be substantially diluted by the existence of these dilutive securities regardless of whether they are converted, exercised or issued. This dilution of earnings per share could have a depressive effect upon the market value of our common stock.

Our stock price has been volatile and this volatility is likely to continue.

Historically, the market price of our common stock has been volatile. The high and low stock prices for the years 2005 through 2009 and the first six months of 2010 are set forth in the table below:

Derma Sciences, Inc.
Trading Range – Common Stock

| Year | Low | | High | |
|--------|-----|------|------|-------|
| 2005 | \$ | 3.36 | \$ | 6.24 |
| 2006 | \$ | 3.60 | \$ | 7.20 |
| 2007 | \$ | 4.64 | \$ | 11.20 |
| 2008 | \$ | 1.60 | \$ | 10.80 |
| 2009 | \$ | 1.92 | \$ | 6.80 |
| 2010 * | \$ | 4.67 | \$ | 9.00 |

(*) January 1 through June 30.

Events that may affect our common stock price include:

- Quarter to quarter variations in our operating results;
- Changes in earnings estimates by securities analysts;

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- Changes in interest rates or other general economic conditions;
- Changes in market conditions in the wound care industry;
- Fluctuations in stock market prices and trading volumes of similar companies;
- Discussion of us or our stock price by the financial and scientific press and in online investor communities;
 - Additions or departures of key personnel;
 - Changes in third party reimbursement policies;
- The introduction of new products either by us or by our competitors; and

- The loss of a major customer.

Although all publicly traded securities are subject to price and volume fluctuations, it is likely that our common stock will experience these fluctuations to a greater degree than the securities of more established and better capitalized organizations.

Item 6. Exhibits

All exhibits required by Item 601 of Regulation S-K and required hereunder, as filed with the Securities and Exchange Commission in Form 10-K on March 31, 2010, are incorporated herein by reference.

| Exhibit | Description |
|---------|---|
| 31.1 | Certification of the Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 31.2 | Certification of the Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 32.1 | Certification of the Principal Executive Officer pursuant to U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 32.2 | Certification of the Principal Financial Officer pursuant to U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |

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

DERMA SCIENCES, INC.

Dated: August 12, 2010

By: /s/ John E. Yetter
John E. Yetter, CPA
Chief Financial Officer