

Ocean Power Technologies, Inc.

Form 10-Q

September 09, 2010

Table of Contents

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form 10-Q**

(Mark One)

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

For the Quarterly Period Ended July 31, 2010

Or

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

For the Transition Period From _____ to _____

Commission file number: 001-33417

OCEAN POWER TECHNOLOGIES, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

*(State or Other Jurisdiction of
Incorporation or Organization)*

22-2535818

*(I.R.S. Employer
Identification No.)*

1590 REED ROAD, PENNINGTON, NJ 08534

(Address of Principal Executive Offices, Including Zip Code)

(609) 730-0400

(Registrant's Telephone Number, Including Area Code)

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

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

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

Large accelerated filer

Accelerated filer

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

Smaller reporting
company

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

As of August 31, 2010, the number of outstanding shares of common stock of the registrant was 10,410,491.

**OCEAN POWER TECHNOLOGIES, INC.
INDEX TO FORM 10-Q
FOR THE THREE MONTHS ENDED JULY 31, 2010**

	Page Number
<u>PART I FINANCIAL INFORMATION</u>	
<u>Item 1. Financial Statements (unaudited):</u>	
<u>Consolidated Balance Sheets as of July 31, 2010 and April 30, 2010</u>	3
<u>Consolidated Statements of Operations for the Three Months Ended July 31, 2010 and 2009</u>	4
<u>Consolidated Statements of Cash Flows for the Three Months Ended July 31, 2010 and 2009</u>	5
<u>Consolidated Statements of Stockholders' Equity and Comprehensive Loss for the Three Months Ended July 31, 2010 and 2009</u>	6
<u>Notes to Consolidated Financial Statements</u>	7
<u>Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	17
<u>Item 3. Quantitative and Qualitative Disclosures About Market Risk</u>	26
<u>Item 4. Controls and Procedures</u>	27
 <u>PART II OTHER INFORMATION</u>	
<u>Item 1. Legal Proceedings</u>	27
<u>Item 1A. Risk Factors</u>	27
<u>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</u>	28
<u>Item 3. Defaults Upon Senior Securities</u>	28
<u>Item 5. Other Information</u>	28
<u>Item 6. Exhibits</u>	29
 EX-31.1: CERTIFICATION	
EX-31.2: CERTIFICATION	
EX-32.1: CERTIFICATION	
EX-32.2: CERTIFICATION	
<u>EX-31.1</u>	
<u>EX-31.2</u>	
<u>EX-32.1</u>	
<u>EX-32.2</u>	

PowerBuoy® is a registered trademark of Ocean Power Technologies, Inc. and the Ocean Power Technologies logo is a trademark of Ocean Power Technologies, Inc. All other trademarks appearing in this report are the property of their respective holders.

Special Note Regarding Forward-Looking Statements

We have made statements in this Quarterly Report on Form 10-Q that are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements convey our current expectations or forecasts of future events. Forward-looking statements include statements regarding our future financial position, business strategy, budgets, projected costs, plans and objectives of management for future operations. The words may, continue, estimate, intend, plan, will, believe, project, expect, anticipate, and other similar expressions may identify forward-looking statements, but the absence of these words does not necessarily mean that a statement is not forward-looking.

Any or all of our forward-looking statements in this report may turn out to be inaccurate. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our financial condition, results of operations, business strategy and financial needs. They may be affected by inaccurate assumptions we might make or unknown risks and uncertainties, including the risks, uncertainties and assumptions described in Item 1A "Risk Factors" of our Annual Report on Form 10-K for the

year ended April 30, 2010 and elsewhere in this report. In light of these risks, uncertainties and assumptions, the forward-looking events and circumstances discussed in this report may not occur as contemplated and actual results could differ materially from those anticipated or implied by the forward-looking statements.

You should not unduly rely on these forward-looking statements, which speak only as of the date of this filing. Unless required by law, we undertake no obligation to publicly update or revise any forward-looking statements to reflect new information or future events or otherwise.

Table of Contents**PART I FINANCIAL INFORMATION****Item 1. FINANCIAL STATEMENTS****Ocean Power Technologies, Inc. and Subsidiaries
Consolidated Balance Sheets**

	July 31, 2010 (Unaudited)	April 30, 2010
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 3,925,600	4,236,597
Marketable securities	23,501,253	32,536,001
Accounts receivable, net	917,771	1,474,600
Unbilled receivables	344,999	448,686
Other current assets	2,204,606	1,005,885
Total current assets	30,894,229	39,701,769
Property and equipment, net	653,601	710,563
Patents, net	1,047,203	1,036,881
Restricted cash	1,439,168	1,205,288
Marketable securities	31,891,457	28,865,046
Other noncurrent assets	807,972	1,458,646
Total assets	\$ 66,733,630	72,978,193
LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities:		
Accounts payable	\$ 1,407,986	1,843,378
Accrued expenses	3,420,453	4,092,113
Unearned revenues	1,588,592	1,101,541
Current portion of long-term debt	89,378	95,386
Total current liabilities	6,506,409	7,132,418
Long-term debt	500,000	250,000
Deferred credits	600,000	600,000
Other noncurrent liabilities		140,685
Total liabilities	7,606,409	8,123,103
Commitments and contingencies (note 9)		
Ocean Power Technologies, Inc. Stockholders equity:		
Preferred stock, \$0.001 par value; authorized 5,000,000 shares, none issued or outstanding		
Common stock, \$0.001 par value; authorized 105,000,000 shares, issued 10,411,563 and 10,390,563 shares, respectively	10,412	10,391

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Treasury stock, at cost; 1,072 shares	(6,443)	(6,443)
Additional paid-in capital	156,137,219	155,726,672
Accumulated deficit	(96,679,691)	(90,413,098)
Accumulated other comprehensive loss	(370,402)	(503,322)
Total Ocean Power Technologies, Inc. stockholders' equity	59,091,095	64,814,200
Noncontrolling interest in Ocean Power Technologies (Australasia) Pty Ltd	36,126	40,890
Total equity	59,127,221	64,855,090
Total liabilities and stockholders' equity	\$ 66,733,630	72,978,193

See accompanying notes to consolidated financial statements (unaudited).

Table of Contents

Ocean Power Technologies, Inc. and Subsidiaries
Consolidated Statements of Operations
(Unaudited)

	Three Months Ended July 31,	
	2010	2009
Revenues	\$ 1,374,407	1,310,937
Cost of revenues	1,588,246	1,024,227
Gross (loss) profit	(213,839)	286,710
Operating expenses:		
Product development costs	4,025,786	1,361,400
Selling, general and administrative costs	2,028,910	2,166,271
Total operating expenses	6,054,696	3,527,671
Operating loss	(6,268,535)	(3,240,961)
Interest income, net	237,465	285,220
Other income		506,630
Foreign exchange (loss) gain	(239,002)	401,691
Net loss	(6,270,072)	(2,047,420)
Less: Net loss (income) attributable to the noncontrolling interest in Ocean Power Technologies (Australasia) Pty Ltd.	3,479	(51,057)
Net loss attributable to Ocean Power Technologies, Inc.	\$ (6,266,593)	(2,098,477)
Basic and diluted net loss per share	\$ (0.61)	(0.21)
Weighted average shares used to compute basic and diluted net loss per share	10,236,466	10,210,354

See accompanying notes to consolidated financial statements (unaudited).

Table of Contents

Ocean Power Technologies, Inc. and Subsidiaries
Consolidated Statements of Cash Flows
(Unaudited)

	Three Months Ended July 31,	
	2010	2009
Cash flows from operating activities:		
Net loss	\$ (6,270,072)	(2,047,420)
Adjustments to reconcile net loss to net cash used in operating activities:		
Foreign exchange loss (gain)	239,002	(401,691)
Depreciation and amortization	92,156	88,567
Treasury note premium amortization	30,784	49,837
Compensation expense related to stock option grants	410,568	348,199
Deferred rent		(5,412)
Changes in operating assets and liabilities:		
Accounts receivable	556,320	89,052
Unbilled receivables	103,687	119,031
Other current assets	(1,151,380)	401,607
Other noncurrent assets	635,565	(34,953)
Accounts payable	(423,257)	(17,973)
Accrued expenses	(637,798)	(1,275,636)
Unearned revenues	490,677	130,031
Other noncurrent liabilities	(137,438)	104,831
Net cash used in operating activities	(6,061,186)	(2,451,930)
Cash flows from investing activities:		
Purchases of marketable securities	(6,035,907)	(24,228,410)
Maturities of marketable securities	11,998,844	19,357,547
Restricted cash	(250,000)	(250,000)
Purchases of equipment	(21,719)	(102,046)
Payments of patent costs	(80,637)	(38,405)
Net cash provided by (used in) investing activities	5,610,581	(5,261,314)
Cash flows from financing activities:		
Proceeds from long-term debt	250,000	
Repayment of long-term debt	(6,008)	(93,398)
Net cash provided by (used in) financing activities	243,992	(93,398)
Effect of exchange rate changes on cash and cash equivalents	(104,384)	875,568
Net decrease in cash and cash equivalents	(310,997)	(6,931,074)
Cash and cash equivalents, beginning of period	4,236,597	12,267,830
Cash and cash equivalents, end of period	\$ 3,925,600	5,336,756

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Supplemental disclosure of noncash investing and financing activities:

Capitalized patent costs financed through accounts payable and accrued expenses	\$ 7,832	13,239
Capitalized purchases of equipment financed through accounts payable	5,000	21,955

See accompanying notes to consolidated financial statements (unaudited).

5

Table of Contents

Ocean Power Technologies, Inc. and Subsidiaries
Consolidated Statements of Stockholders Equity and Comprehensive Loss
(Unaudited)

	Common Shares		Treasury Shares		Additional	Accumulated	Other	Total	Noncontrolling	Total
	Shares	Amount	Shares	Amount	Paid-In Capital	Deficit	Loss	Ocean Power Technologies, Inc. Stockholders Equity	Interest	Equity
Balance, April 30, 2009	10,210,354	\$ 10,210			154,568,931	(71,242,791)	(553,323)	82,783,027		82,783,027
Net loss						(2,098,477)		(2,098,477)	51,057	(2,047,420)
Foreign currency translation adjustment							698,118	698,118		698,118
Total Comprehensive Loss								(1,400,359)	51,057	(1,349,302)
Compensation related to stock option grants and restricted stock issued to employees					348,199			348,199		348,199
Balance, May 31, 2009	10,210,354	\$ 10,210			154,917,130	(73,341,268)	144,795	81,730,867	51,057	81,781,924
Balance, April 30, 2010	10,390,563	\$ 10,391	(1,072)	\$(6,443)	155,726,672	(90,413,098)	(503,322)	64,814,200	40,890	64,855,090
Net loss						(6,266,593)		(6,266,593)	(3,479)	(6,270,072)
Foreign currency translation adjustment							132,920	132,920	(1,285)	131,635
Total Comprehensive Loss								(6,133,673)		(6,138,437)

compensation											
ated to stock											
ion grants											
l restricted											
ck issued to											
mployees					410,568			410,568			410,568
t issuance of											
ted and											
vested											
tricted stock											
mployees	21,000	21			(21)						
alance,											
y 31, 2010	10,411,563	\$ 10,412	(1,072)	\$(6,443)	156,137,219	(96,679,691)	(370,402)	59,091,095	36,126	59,127,222	

See accompanying notes to consolidated financial statements (unaudited).

Table of Contents

Ocean Power Technologies, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
(Unaudited)

(1) Background and Basis of Presentation

Ocean Power Technologies, Inc. (the Company) was incorporated on April 19, 1984 in New Jersey, commenced commercial operations in 1994 and re-incorporated in Delaware in April 2007. The Company develops and is commercializing proprietary systems that generate electricity by harnessing the renewable energy of ocean waves. The Company markets and sells its products in the United States and internationally.

The accompanying unaudited consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation have been included. The interim operating results are not necessarily indicative of the results for a full year or for any other interim period. Further information on potential factors that could affect the Company's financial results can be found in the Company's Annual Report on Form 10-K for the year ended April 30, 2010 filed with the Securities and Exchange Commission (SEC) and elsewhere in this Form 10-Q.

During the second quarter of fiscal 2010, the Company adopted *The FASB Accounting Standards Codification (ASC or Codification) and the Hierarchy of Generally Accepted Accounting Principles (GAAP)*, which establishes the Codification as the sole source for authoritative U.S. GAAP and has superseded all accounting standards in U.S. GAAP, aside from those issued by the SEC. The adoption of the Codification did not have an impact on the Company's results of operations, cash flows or financial position. As a result of the adoption of the ASC, the Company's notes to the consolidated financial statements will no longer make reference to Statement of Financial Accounting Standards (SFAS) or other U.S. GAAP pronouncements.

(2) Summary of Significant Accounting Policies

(a) Consolidation

The accompanying consolidated financial statements include the accounts of the Company and its majority-owned subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation. Participation of stockholders other than the Company in the net assets and in the earnings or losses of a consolidated subsidiary is reflected in the caption "Noncontrolling interest" in the Company's Consolidated Balance Sheets and Statements of Operations. Noncontrolling interest adjusts the Company's consolidated results of operations to reflect only the Company's share of the earnings or losses of the consolidated subsidiary. As of July 31, 2010, there was one noncontrolling interest, consisting of 11.8% of the Company's Australian subsidiary.

In addition, the Company evaluates its relationships with other entities to identify whether they are variable interest entities, and to assess whether it is the primary beneficiary of such entities. If the determination is made that the Company is the primary beneficiary, then that entity is included in the consolidated financial statements. As of July 31, 2010, there are no such entities.

The Company has a 10% investment in Iberdrola Energias Renovables II, S.A. (Iberdrola Energias). Revenues from Iberdrola Energias for the three months ended July 31, 2010 and 2009 were \$(231,000) and \$115,000, respectively. Additionally, gross accounts receivable from Iberdrola Energias aggregated \$548,000 and \$556,000 as of July 31, 2010 and April 30, 2010, respectively. See Note 2 (c) and Note 9.

(b) Use of Estimates

The preparation of the consolidated financial statements requires management of the Company to make a number of estimates and assumptions relating to the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the period. Significant items subject to such estimates and assumptions include the recoverability of the carrying amount of property and equipment and patents; valuation allowances for receivables and deferred income tax assets; and percentage of completion of customer contracts for purposes of revenue recognition. Actual results could differ from those estimates. The current economic environment has increased the degree of uncertainty inherent

in those estimates and assumptions.

Table of Contents

Ocean Power Technologies, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
(Unaudited)

(c) Revenue Recognition

The Company primarily recognizes revenue under the percentage-of-completion method. The percentage of completion is determined by relating the costs incurred to date to the estimated total costs. The cumulative effects resulting from revisions of estimated total contract costs and revenues are recorded in the period in which the facts requiring revision become known. Upon anticipating a loss on a contract, the Company recognizes the full amount of the anticipated loss in the current period. Accruals related to losses on contracts in the amount of approximately \$785,000 are included in accrued expenses in the accompanying consolidated balance sheets as of July 31, 2010 and April 30, 2010. Modifications to contract provisions, such as those currently being discussed in connection with the Company's Spain construction agreement (see Note 9), as well as modifications in contract loss estimates, may require changes in accruals established for anticipated contract losses. During the three months ended July 31, 2010, the Company reduced revenue by approximately \$231,000 due to a change in estimated revenue to be recognized in connection with the Spain construction agreement.

Unbilled receivables represent expenditures on contracts, plus applicable profit margin, not yet billed. Unbilled receivables are normally billed and collected within one year. Billings made on contracts are recorded as a reduction of unbilled receivables, and to the extent that such billings exceed costs incurred plus applicable profit margin, they are recorded as unearned revenues.

(d) Cash and Cash Equivalents

Cash equivalents consist of investments in short-term financial instruments with initial maturities of three months or less from the date of purchase. Cash and cash equivalents include zero and \$1,590,000 of certificates of deposit with an initial term of less than three months at July 31, 2010 and April 30, 2010, respectively, and \$24,000 and \$192,000 invested in a money market fund as of July 31, 2010 and April 30, 2010, respectively.

(e) Marketable Securities

Marketable securities with original maturities longer than three months but that mature in less than one year from the balance sheet date are classified as current assets. Marketable securities that mature more than one year from the balance sheet date are classified as noncurrent assets. Marketable securities that the Company has the intent and ability to hold to maturity are classified as held-to-maturity and are reported at amortized cost. The difference between the acquisition cost and face values of held-to-maturity securities is amortized over the remaining term of the security and added to or subtracted from the acquisition cost and interest income. As of July 31, 2010 and April 30, 2010, all of the Company's marketable securities were classified as held-to-maturity.

(f) Restricted Cash and Credit Facility

The Company had \$1,439,168 and \$1,205,288 of restricted cash as of July 31, 2010 and April 30, 2010, respectively. The cash is restricted under the terms of two security agreements.

One agreement is between Ocean Power Technologies, Inc. and Barclays Bank. Under this agreement, the cash is on deposit at Barclays Bank and serves as security for letters of credit that are expected to be issued by Barclays Bank on behalf of Ocean Power Technologies Ltd., one of the Company's subsidiaries, under a \$800,000 credit facility established by Barclays Bank for Ocean Power Technologies Ltd. The credit facility is for the issuance of letters of credit and bank guarantees, and carries a fee of 1% per annum of the amount of any such obligations issued by Barclays Bank. The credit facility does not have an expiration date, but is cancelable at the discretion of the bank. As of July 31, 2010, approximately \$720,000 is included in restricted cash.

The other agreement is between Ocean Power Technologies, Inc. and the New Jersey Board of Public Utilities (NJBPUB). The Company received a \$500,000 recoverable grant award from the NJBPUB. Under this agreement, the Company is required to assign to the NJBPUB a certificate of deposit in an amount equal to the outstanding grant balance. The Company has assigned certificates of deposit in the amount of \$500,000 to the NJBPUB, which are outstanding as of July 31, 2010. See Note 6.

(g) Property and Equipment

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Property and equipment is stated at cost, less accumulated depreciation and amortization. Depreciation and amortization is calculated using the straight-line method over the estimated useful lives (three to seven years) of the assets. Leasehold improvements are amortized using the straight-line method over the shorter of the estimated useful life of the asset or the remaining lease term. Expenses for maintenance and repairs are charged to operations as incurred. Depreciation was \$80,521 and \$78,490 for the three months ended July 31, 2010 and 2009, respectively.

Table of Contents

Ocean Power Technologies, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
(Unaudited)

(h) Other Income

Other income consists of transactions that the Company considers to be outside the normal scope of its operations and operating activities. The Company recognized other income of \$506,630 during the three months ended July 31, 2009, primarily in connection with the settlement of a claim that it had against a supplier that provided engineering services to the Company.

(i) Foreign Exchange Gains and Losses

The Company has invested in certain certificates of deposit and has maintained cash accounts that are denominated in British pounds sterling, Euros and Australian dollars. Such certificates of deposit and cash accounts had a balance of approximately \$5,206,100 and \$4,131,000 as of July 31, 2010 and April 30, 2010, respectively. These amounts are included in cash, cash equivalents, restricted cash and marketable securities on the accompanying balance sheets. Such positions may result in realized and unrealized foreign exchange gains or losses from exchange rate fluctuations, which are included in foreign exchange gain (loss) in the accompanying consolidated statements of operations. Foreign exchange (loss) gain was \$(239,002) and \$401,691 for the three months ended July 31, 2010 and 2009, respectively.

(j) Patents

External costs related to the filing of patents, including legal and filing fees, are capitalized. Amortization is calculated using the straight-line method over the life of the patents (17 years). Expenses for the development of technology are charged to operations as incurred. Amortization expense was \$11,635 and \$10,077 for the three months ended July 31, 2010 and 2009, respectively. Amortization expense for the next five fiscal years related to amounts capitalized for patents as of July 31, 2010 is estimated to be approximately \$63,000 per year.

(k) Long-Lived Assets

Long-lived assets, such as property and equipment and purchased intangible assets subject to amortization, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of the asset to estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of the asset exceeds its estimated future cash flows, then an impairment charge is recognized by the amount by which the carrying amount of the asset exceeds the fair value of the asset. The Company reviewed its long-lived assets for impairment and determined there was no impairment for the three months ended July 31, 2010.

(l) Concentration of Credit Risk

Financial instruments that potentially subject the Company to concentration of credit risk consist principally of cash balances, bank certificates of deposit and trade receivables. The Company invests its excess cash in highly liquid investments (principally, short-term bank deposits, Treasury bills, Treasury notes and a money market fund) and does not believe that it is exposed to any significant risks related to its cash accounts, money market fund or certificates of deposit.

The table below shows the percentage of the Company's revenues derived from customers whose revenues accounted for at least 10% of the Company's consolidated revenues for at least one of the periods indicated:

Customer	Three Months Ended	
	July 31,	
	2010(1)	2009
US Navy	83%	92%
US Department of Energy	19%	2%
Scottish Government	11%	(3)%

(1) Total equals
113% due to a

negative
revenue
adjustment
made to another
customer (see
Note 2 (c)).

The loss of, or a significant reduction in revenues from, any of the current customers could significantly impact the Company's financial position or results of operations. The Company does not require collateral from its customers.

9

Table of Contents

Ocean Power Technologies, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
(Unaudited)

(m) Net Loss per Common Share

Basic and diluted net loss per share for all periods presented is computed by dividing net loss by the weighted average number of shares of common stock outstanding during the period. Due to the Company's net losses, potentially dilutive securities, consisting of outstanding stock options and non-vested performance-based shares, were excluded from the diluted loss per share calculation due to their anti-dilutive effect.

In computing diluted net loss per share, options to purchase shares of common stock and non-vested restricted stock issued to employees and non-employee directors, totaling 1,715,520 and 1,789,405 for the three months ended July 31, 2010 and 2009, respectively, were excluded from the computations as the effect would be anti-dilutive due to the Company's losses.

(n) Stock-Based Compensation

Costs resulting from all share-based payment transactions are recognized in the consolidated financial statements at their fair values. Compensation cost for the portion of the awards for which the requisite service had not been rendered that were outstanding as of May 1, 2006 is being recognized in the consolidated statements of operations over the remaining service period after such date based on the award's original estimated fair value. The aggregate share-based compensation expense related to all share-based transactions recorded in the consolidated statements of operations was approximately \$411,000 and \$348,000 for the three months ended July 31, 2010 and 2009, respectively.

Valuation Assumptions for Options Granted During the Three Months Ended July 31, 2010 and 2009

The fair value of each stock option granted during the three months ended July 31, 2010 and 2009 were estimated at the date of grant using the Black-Scholes option pricing model, assuming no dividends and using the weighted average valuation assumptions noted in the following table. The risk-free rate is based on the US Treasury yield curve in effect at the time of grant. The expected life (estimated period of time outstanding) of the stock options granted was estimated using the simplified method as permitted by the SEC's Staff Accounting Bulletin No. 107, *Share-Based Payment*. Expected volatility was based on historical volatility for a peer group of companies for a period equal to the stock option's expected life, calculated on a daily basis.

	Three Months Ended July	
	31,	
	2010	2009
Risk-free interest rate	2.4%	3.3%
Expected dividend yield	0.0%	0.0%
Expected life	6.4 years	6.5 years
Expected volatility	93.8%	75.4%

The above assumptions were used to determine the weighted average per share fair value of \$4.21 and \$4.82 for stock options granted during the three months ended July 31, 2010 and 2009, respectively.

(o) Accounting for Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences and operating loss and tax credit carryforwards are expected to be recovered, settled or utilized. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences and carryforwards become deductible or are utilized. Due to our history of operating losses, the Company has recorded a

full valuation allowance against the deferred tax assets, including net operating loss carryforwards, where management believes it is more likely than not that the Company will not have sufficient taxable income to utilize these assets before they expire.

Table of Contents

Ocean Power Technologies, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
(Unaudited)

Excluding the loss for the three months ended July 31, 2010, the Company had net operating loss carryforwards for federal income tax purposes of approximately \$61,200,000, which begin to expire in 2011 (approximately \$2,300,000 will expire in 2011). The Company also had federal research and development tax credit carryforwards as of July 31, 2010, which begin to expire in 2012. The Tax Reform Act of 1986 contains provisions that limit the utilization of net operating loss and tax credit carryforwards if there has been an ownership change, as defined. The Company has determined that such an ownership change, as described in Section 382 of the Internal Revenue Code, occurred in conjunction with the Company's US initial public offering in April 2007. The Company's annual Section 382 limitation is approximately \$3,300,000. The Section 382 limitation is cumulative from year to year, and thus, to the extent net operating loss or other credit carryforwards are not utilized up to the amount of the available annual limitation, the limitation is carried forward and added to the following year's available limitation. The Company had foreign loss before income taxes for the periods ended July 31, 2010 and July 31, 2009. As of July 31, 2010, the Company had foreign net operating loss carryforwards, which begin to expire in 2024. The ability to utilize these carryforwards may be limited in the event of an ownership change.

(p) Accumulated Other Comprehensive Loss

The functional currency for the Company's foreign operations is the applicable local currency. The translation from the applicable foreign currencies to US dollars is performed for balance sheet accounts using the exchange rates in effect at the balance sheet date and for revenue and expense accounts using an average exchange rate during the period. The unrealized gains or losses resulting from such translation are included in accumulated other comprehensive loss within stockholders' equity.

(q) Recent Accounting Pronouncements

In April 2009, the Financial Accounting Standards Board (FASB) issued additional guidance for fair value measurement, which provides guidance on how to determine the fair value of assets and liabilities when the volume and level of activity for the asset/liability has significantly decreased. This guidance also identifies circumstances that indicate a transaction is not orderly. In addition, this guidance requires disclosure in interim and annual periods of the inputs and valuation techniques used to measure fair value and a discussion of changes in valuation techniques. The new guidance was effective for interim and annual reporting periods ending after June 15, 2009. Adoption of the new guidance did not have any impact on the Company's financial position or results of operations.

Table of Contents

Ocean Power Technologies, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
(Unaudited)

In April 2009, the FASB issued new guidance which changes existing guidance for determining whether debt securities are other-than-temporarily impaired and replaces the existing requirement that the entity's management assert it has both the intent and ability to hold an impaired security until recovery with a requirement that management assert: (a) it does not have the intent to sell the security; and (b) it is more likely than not it will not have to sell the security before recovery of its cost basis. The new guidance requires entities to separate an other-than-temporary impairment of a debt security into two components when there are credit related losses associated with the impaired debt security for which management asserts that it does not have the intent to sell the security, and it is more likely than not that it will not be required to sell the security before recovery of its cost basis. The amount of the other-than-temporary impairment related to a credit loss is recognized in earnings, and the amount of the other-than-temporary impairment related to other factors is recorded in other comprehensive income (loss). The new guidance was effective for interim and annual reporting periods ended after June 15, 2009. Adoption of the new guidance did not have any impact on the Company's financial position or results of operations.

In April 2009, the FASB issued guidance revising disclosures about fair values of financial instruments in interim and annual financial statements. Prior to this guidance, disclosures about fair values of financial instruments were only required to be disclosed annually. The new guidance requires disclosures about fair value of financial instruments in interim and annual financial statements. Adoption of the new guidance did not affect the Company's financial position or results of operations.

In June 2009, the FASB issued additional guidance that amended the existing accounting and disclosure guidance for the consolidation of variable interest entities. The amended guidance requires enhanced disclosures intended to provide users of financial statements with more transparent information about an enterprise's involvement in a variable interest entity. This guidance became effective for the Company beginning on January 1, 2010. Adoption of the new guidance did not have any impact on the Company's financial position or results of operations.

(3) Marketable Securities

Marketable securities with initial maturities longer than three months but that mature in less than one year from the balance sheet date are classified as current assets and are summarized as follows:

	July 31, 2010	April 30, 2010
Certificates of deposit denominated in AUD	\$ 504,616	519,232
US Treasury obligations	22,996,637	32,016,769
	\$ 23,501,253	32,536,001

Table of Contents

Ocean Power Technologies, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
(Unaudited)

The Company's marketable securities that mature more than one year from the balance sheet date and less than three years from the balance sheet date are classified as noncurrent assets, are all classified as held-to-maturity, carried at amortized cost and are summarized as follows:

	Amortized cost	Gross unrealized gains	Gross unrealized losses	Market value
July 31, 2010				
US Treasury obligations	\$ 28,084,649	326,976		28,411,625
Certificate of deposit	3,806,808			3,806,808
	\$ 31,891,457	326,976		32,218,433
April 30, 2010				
US Treasury obligations	\$ 25,058,238	158,672		25,216,910
Certificate of deposit	3,806,808			3,806,808
	\$ 28,865,046	158,672		29,023,718

(4) Accrued Expenses

The components of accrued expenses are as follows:

	July 31, 2010	April 30, 2010
Project costs	\$ 551,200	1,072,635
Contract loss reserves	785,000	785,000
Employee incentive payments	194,304	682,400
Other	291,288	308,514
Employee-related costs	769,063	491,621
Payroll tax withholdings	316,160	374,208
Investment in joint venture	173,526	176,121
Legal and accounting fees	189,410	154,567
Value-added tax	150,502	47,047
	\$ 3,420,453	4,092,113

(5) Related Party Transactions

In August 1999, the Company entered into a consulting agreement with an individual for marketing services. Currently this agreement is at a rate of \$950 per day of services provided. The individual became a member of the board of directors in June 2006. Under this consulting agreement, the Company expensed approximately \$21,000 and \$14,000 during the three months ended July 31, 2010 and 2009, respectively. In addition, this individual is also the chief executive officer of a company that provided engineering and technical services to the Company. For the three

months ended July 31, 2010, the Company incurred expense of approximately \$57,000 for such services. There was no such expense incurred for the three months ended July 31, 2009.

Table of Contents

Ocean Power Technologies, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
(Unaudited)

(6) Debt

During the year ended April 30, 2000, the Company received an award of \$250,000 from the State of New Jersey Commission on Science and Technology for the development of a wave power system that was deployed off the coast of New Jersey. The award contract was assigned to the New Jersey Economic Development Authority in fiscal 2008. Under the terms of this award, the Company must repay the amount funded, without interest, by January 15, 2012. The amounts to be repaid each year are determined as a percentage of revenues (as defined in the loan agreement) the Company receives that year from its customer contracts that meet criteria specified in the loan agreement, with any remaining amount due on January 15, 2012. Based upon the terms of the award, the Company has repaid approximately \$161,000. As of July 31, 2010, the remaining amount due of \$89,000 was included in current portion of long-term debt on the accompanying consolidated balance sheet.

The Company was awarded a recoverable grant totaling \$500,000 from the NJBPU under the Renewable Energy Business Venture Assistance Program. Under the terms of this agreement, the amount to be repaid is a fixed monthly amount of principal only, repayable over a five-year period beginning in May 2012. The terms also required the Company to assign to the NJBPU a certificate of deposit in an amount equal to the outstanding grant balance. The Company received \$250,000, representing the first half of the grant, during the year ended April 30, 2010, and the remaining \$250,000 was received in June 2010. See Note 2(f).

(7) Deferred Credits

During the year ended April 30, 2001, in connection with the sale of common stock to an investor, the Company received \$600,000 from the investor in exchange for an option to purchase up to 500,000 metric tons of carbon emissions credits generated by the Company during the years 2008 through 2012, at a 30% discount from the then-prevailing market rate. This amount has been recorded as deferred credits in the accompanying consolidated balance sheets as of July 31, 2010 and April 30, 2010. If the Company does not become entitled under applicable laws to the full amount of emission credits covered by the option by December 31, 2012, the Company is obligated to return the option fee of \$600,000, less the aggregate discount on any emission credits sold to the investor prior to such date. If the Company receives emission credits under applicable laws and fails to sell to the investor the credits up to the full amount of emission credits covered by the option, the investor is entitled to liquidated damages equal to 30% of the aggregate market value of the shortfall in emission credits (subject to a limit on the market price of emission credits).

(8) Share-Based Compensation

Prior to August 2001, the Company maintained qualified and nonqualified stock option plans. The Company had reserved 264,000 shares of common stock for issuance under these plans. There are no options available for future grant under these plans as of July 31, 2010.

In August 2001, the Company approved the 2001 Stock Plan, which provides for the grant of incentive stock options and nonqualified stock options. A total of 1,000,000 shares were authorized for issuance under the 2001 Stock Plan. As of July 31, 2010, the Company had issued or reserved 451,291 shares for issuance under the 2001 Stock Plan. After the effectiveness of the 2006 Stock Incentive Plan, no further options or other awards have been or will be granted under the 2001 Stock Plan.

On April 24, 2007, the Company's 2006 Stock Incentive Plan became effective. A total of 803,215 shares were authorized for issuance under the 2006 Stock Incentive Plan. On October 2, 2009, an amendment to the 2006 Stock Incentive Plan was approved, increasing the aggregate number of shares authorized for issuance by 850,000 shares to 1,653,215. As of July 31, 2010, the Company had issued awards for 1,044,830 shares of common stock and had reserved an additional 608,385 shares of common stock for future issuance under the 2006 Stock Incentive Plan. The Company's employees, officers, directors, consultants and advisors are eligible to receive awards under the 2006 Stock Incentive Plan; however, incentive stock options may only be granted to employees. The maximum number of shares of common stock with respect to which awards may be granted to any participant under the 2006 Stock Incentive Plan is 200,000 per calendar year. Members of the board of directors who are not full-time employees receive, as part of

their annual compensation, a choice of either (a) an option to purchase 2,000 shares of common stock that is fully vested at the time of grant, or (b) shares of common stock worth \$10,000, which vests 50% at the time of grant and 50% one year later. As of July 31, 2010, there are 3,608 shares of non-vested restricted stock relating to the non-employee director program. Vesting provisions of stock options are determined by the board of directors. The contractual term of these stock options is up to ten years. The 2006 Stock Incentive Plan is administered by the Company's board of directors who may delegate authority to one or more committees or subcommittees of the board of directors or to the Company's officers. If the board of directors delegates authority to an officer, the officer has the power to make awards to all of the Company's employees, except to executive officers. The board of directors will fix the terms of the awards to be granted by such officer. No award may be granted under the 2006 Stock Incentive Plan after December 7, 2016, but the vesting and effectiveness of awards granted before that date may extend beyond that date.

recognized over a weighted average period of 2.4 years.

wave power as a renewable energy source.

result in realized and unrealized gains or losses from exchange rate fluctuations. Since we conduct our business in US dollars and our functional currency is the US dollar, our main foreign exchange exposure, if any, results from changes in the exchange rate between the US dollar and the British pound sterling, the Euro and the Australian dollar.

Autonomous PowerBuoy, or LEAP, program. This was partially offset by a decrease in billable work on the US Navy's Deep Water Active Detection System.

Revenues relating to our utility PowerBuoy system decreased by \$0.3 million due primarily to a decrease in billable work on our wave power project off the coast of Spain, as work under this phase of the project neared completion, and to a reduction during the three months ended July 31, 2010 in revenue by approximately \$0.2 million due to a change in estimated revenue to be recognized in connection with the Spain construction agreement. In addition, there was a decrease in revenue related to our Hawaii project for the US Navy, partially offset by an increase in revenue related to our project off the coast of Reedsport, Oregon and our project in Orkney, Scotland.

Cost of revenues

Cost of revenues increased by \$0.6 million, or 55%, to \$1.6 million in the three months ended July 31, 2010, as compared to \$1.0 million in the three months ended July 31, 2009. This increase in the cost of revenue reflected the increased activity related to the LEAP program, the 150kW PowerBuoy project off the coast of Reedsport, Oregon, and our 150kW PowerBuoy project in Scotland, offset by a lower level of activity on our Hawaii project for the US Navy and our wave power project off the coast of Spain.

Table of Contents

Liquidity Outlook

We expect to devote substantial resources to continue our development efforts for our PowerBuoy systems and to expand our sales, marketing and manufacturing programs associated with the commercialization of the PowerBuoy system. Our future capital requirements will depend on a number of factors, including:

the cost of development efforts for our PowerBuoy systems;

the success of our commercial relationships with major customers;

the cost of manufacturing activities;

the cost of commercialization activities, including demonstration projects, product marketing and sales;

our ability to establish and maintain additional commercial relationships;

the implementation of our expansion plans, including the hiring of new employees;

potential acquisitions of other products or technologies; and

the costs involved in preparing, filing, prosecuting, maintaining and enforcing patent claims and other patent-related costs.

We believe that our current cash, cash equivalents and investments will be sufficient to meet our anticipated cash needs for working capital and capital expenditures at least through fiscal 2012. If existing resources are insufficient to satisfy our liquidity requirements or if we acquire or license rights to additional product technologies, we may seek to sell additional equity or debt securities or obtain a credit facility. The sale of additional equity or convertible securities could result in dilution to our stockholders. If additional funds are raised through the issuance of debt securities, these securities could have rights senior to those associated with our common stock and could contain covenants that would restrict our operations. Financing may not be available in amounts or on terms acceptable to us. If we are unable to obtain required financing, we may be required to reduce the scope of our planned product development and marketing efforts, which could harm our financial condition and operating results.

Off-Balance Sheet Arrangements

Since inception, we have not engaged in any off-balance sheet financing activities.

Table of Contents

Item 3. *QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK*

We generally place our investments in money market funds, Treasury notes, Treasury bills and certificates of deposit with maturities of less than one year. We actively manage our portfolio of cash equivalents and marketable securities, but in order to ensure liquidity, we will only invest in instruments with high credit quality where a secondary market exists. We have not held and do not hold any derivatives related to our interest rate exposure. Due to the average maturity and conservative nature of our investment portfolio, a change in interest rates would not have a material effect on the value of the portfolio. We do not have market risk exposure on our long-term debt because it consists of an interest-free loan from the New Jersey Board of Public Utilities.

We estimate that if the average yield on our cash, cash equivalents and marketable securities had decreased by 100 basis points, during the three months ended July 31, 2010, our interest income for the period would have decreased by approximately \$0.2 million. This estimate assumes that the decrease occurred on the first day of the fiscal period and reduced the yield of each investment by 100 basis points. The impact on our future interest income of future changes in investment yields will depend largely on the gross amount of our cash, cash equivalents and marketable securities.

We transact business in various countries and have exposure to fluctuations in foreign currency exchange rates. Foreign exchange gains and losses arise in the translation of foreign-denominated assets and liabilities, which may result in realized and unrealized gains or losses from exchange rate fluctuations. Since we conduct our business in US dollars and our functional currency is the US dollar, our main foreign exchange exposure, if any, results from changes in the exchange rate between the US dollar and the British pound sterling, the Euro and the Australian dollar.

We maintain cash accounts that are denominated in British pounds sterling, Euros and Australian dollars. These foreign-denominated cash accounts had a balance of \$5.2 million as of July 31, 2010 compared to our total cash, cash equivalents, marketable securities and restricted cash account balances of \$60.8 million as of July 31, 2010. These foreign currency balances are translated at each month end to our functional currency, the US dollar, and any resulting gain or loss is recognized in our results of operations. If foreign currency exchange rates had fluctuated by 10% as of July 31, 2010, the impact on our foreign exchange gains and losses would have been \$0.5 million.

In addition, a portion of our operations is conducted through our subsidiaries in countries other than the United States, specifically Ocean Power Technologies Ltd. in the United Kingdom, the functional currency of which is the British pound sterling, and Ocean Power Technologies (Australasia) Pty Ltd. in Australia, the functional currency of which is the Australian dollar. Both of these subsidiaries have foreign exchange exposure that results from changes in the exchange rate between their functional currency and other foreign currencies in which they conduct business. All of our international revenues for the three months ended July 31, 2010 were recorded in Euros, British pounds sterling or Australian dollars.

We currently do not hedge exchange rate exposure. However, we assess the anticipated foreign currency working capital requirements and capital asset acquisitions of our foreign operations and attempt to maintain a portion of our cash, cash equivalents and certificates of deposit denominated in foreign currencies sufficient to satisfy these anticipated requirements. We also assess the need and cost to utilize financial instruments to hedge currency exposures on an ongoing basis and may hedge against exchange rate exposure in the future.

Table of Contents

Item 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Disclosure controls and procedures are our controls and other procedures that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934 (the Exchange Act) is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Exchange Act Rule 13a-15(b). Based upon that evaluation, as of July 31, 2010, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective.

Changes in Internal Control over Financial Reporting

No change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) occurred during the fiscal quarter ended July 31, 2010 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS

We are subject to legal proceedings, claims and litigation arising in the ordinary course of business. While the outcome of these matters is currently not determinable, we do not expect that the ultimate costs to resolve these matters will have a material adverse effect on our financial position, results of operations or cash flows.

Item 1A. RISK FACTORS

The discussion of our business and operations should be read together with the risk factors contained in Item 1A of our Annual Report on Form 10-K for the year ended April 30, 2010. These risk factors describe various risks and uncertainties to which we are or may become subject. These risks and uncertainties have the potential to affect our business, financial condition, results of operations, cash flows, strategies or prospects in a material and adverse manner. There have been no material changes in our risk factors from those disclosed in our Annual Report on Form 10-K filed with the SEC on July 14, 2010.

Table of Contents

Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Use of Proceeds

On April 30, 2007, we sold 5,000,000 shares of our common stock in our initial public offering in the United States at a price of \$20.00 per share, pursuant to a registration statement on Form S-1 (File No. 333-138595), which was declared effective by the SEC on April 24, 2007. The managing underwriters in the offering were UBS Securities LLC, Banc of America Securities LLC, and Bear, Stearns & Co., Inc. The underwriting discounts and commissions and offering expenses payable by us aggregated \$10.1 million, resulting in net proceeds to us of \$89.9 million. None of the underwriting discounts and commissions or offering costs were incurred or paid to directors or officers of ours or their associates or to persons owning ten percent or more of our common stock or to any affiliates of ours.

From the effective date of the registration statement through July 31, 2010, we used \$4.4 million to construct demonstration PowerBuoys, \$21.4 million to fund the continued development and commercialization of our PowerBuoy system, \$4.4 million to expand our sales and marketing capabilities and \$0.7 million to fund the expansion of assembly, test and field service facilities. We have invested the balance of the net proceeds from the offering in marketable securities, in accordance with our investment policy. We have not used any of the net proceeds from the offering to make payments, directly or indirectly, to any director or officer of ours, or any of their associates, to any person owning ten percent or more of our common stock or to any affiliate of ours. There has been no material change in our planned use of the balance of the net proceeds from the offering as described in our final prospectus filed with the SEC pursuant to Rule 424(b) under the Securities Act of 1933.

Item 3. DEFAULTS UPON SENIOR SECURITIES

None.

Item 5. OTHER INFORMATION

None.

Table of Contents

Item 6. EXHIBITS

31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
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Table of Contents

SIGNATURES

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

By: /s/ Charles F. Dunleavy
Charles F. Dunleavy
Chief Executive Officer
(Principal Executive Officer)

Date: September 9, 2010

By: /s/ Brian M. Posner
Brian M. Posner
Chief Financial Officer
(Principal Financial Officer)

Date: September 9, 2010

Table of Contents

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