

BIOLARGO, INC.  
Form 10-K  
April 01, 2014

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-K**

**(Mark One)**

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

**For the Fiscal Year ended December 31, 2013**

**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: 000-19709**

**BIOLARGO, INC.**  
**(Exact Name of registrant as specified in its Charter)**

**Delaware                                      65-0159115**  
**(State or other jurisdiction              (IRS Employer**  
**of incorporation or organization) Identification No.)**

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**4500 W. Garry Ave., Santa Ana, CA 92704**  
**(Address of principal executive offices) (Zip Code)**

**Registrant's telephone number, including area code: (949) 643-9540**

**Securities registered under Section 12(b) of the Exchange Act: None**

**Securities registered under Section 12(g) of the Exchange Act:**

**Common Stock, \$0.00067 par value**

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

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

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

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. 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 definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

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Large accelerated filer      Accelerated filer  
Non-accelerated filer      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

The aggregate market value of the voting and non-voting common equity held by non-affiliates as of June 30, 2013 was approximately \$12,029,463 which is based on 42,962,369 shares of common stock held by non-affiliates. (Based upon the price at which the common equity was sold, or the average bid and asked price of such common equity for the last trading date prior to that date).

The number shares outstanding of the issuer's class of common equity as of March 31, 2014 was 79,838,488.

Information required by Items 10, 11, 12, 13 and 14 of Part III of this Annual Report on Form 10-K are incorporated by reference from the Registrant's Proxy Statement for its annual meeting to be held June 23, 2014.

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## **PART I**

### **ITEM 1. BUSINESS**

#### **USE OF FORWARD LOOKING STATEMENTS IN THIS REPORT**

This annual report on Form 10-K for the year ended December 31, 2013 (the “Annual Report”) contains forward-looking statements. These forward-looking statements include, but are not limited to, predictions regarding:

- our business plan;
- the commercial viability of our technology and products incorporating our technology;
- the effects of competitive factors on our technology and products incorporating our technology;
- expenses we will incur in operating our business;
- our liquidity and sufficiency of existing cash;
- the success of our financing plans; and
- the outcome of pending or threatened litigation.

You can identify these and other forward-looking statements by the use of words such as “may”, “will”, “expects”, “anticipates”, “believes”, “estimates”, “continues”, or the negative of such terms, or other comparable terminology. Forward-looking statements also include the assumptions underlying or relating to any of the foregoing statements.

Our actual results could differ materially from those anticipated in these forward-looking statements as a result of various factors, including those set forth below under the heading “Risk Factors”. All forward-looking statements included in this document are based on information available to us on the date hereof. We assume no obligation to update any forward-looking statements.

The information contained in this Annual Report is as of December 31, 2013, unless expressly stated otherwise.

As used in this report, the term “we” or “Company” refers to BioLargo, Inc., a Delaware corporation, and its subsidiaries, BioLargo Life Technologies, Inc., a California corporation, Odor-No-More, Inc., a California corporation, BioLargo Water, Inc., a California corporation, and Clyra Medical Technologies, Inc., a California corporation. On January 10, 2014, we formed a Canadian subsidiary BioLargo Water, Inc.

## **Our Business**

By leveraging our suite of patented and patent-pending intellectual property, which we refer to as the “BioLargo Technology”, our business strategy is to harness and deliver nature’s best disinfectant – iodine – in a safe, efficient, environmentally sensitive and cost-effective manner. The core of this innovative technology is the accurate and safe delivery of iodine in a wide range of forms, moieties and conditions. Iodine is an essential nutrient and all natural broad-spectrum disinfectant with no known microbial resistance. When used effectively, it can keep people and the world safer from disease and infection, and can be engaged as a powerful oxidant and catalyst to keep our water, earth, and air clean, safe, and healthy. Our goal is to target our capabilities to create and utilize iodine to improve the quality of life for people worldwide, to protect the environment, all while producing positive economic results for our customers, partners, and shareholders.

Our products offer a solution to an array of pervasive problems, including odor, moisture control, disinfection, wound healing and contaminated water. The iodine most of us are familiar with, sold in pharmacies and used by hospitals, has severe limitations – it is considered toxic, causes staining, and contains a limited dose of the active oxidizing ingredient. Our technology, on the other hand, directly addresses many of these shortcomings – we can deliver iodine’s oxidizing ingredient (“free iodine”) with precision, ranging from very small doses up to very large doses with more than 20 times the power of traditional iodine. We can deliver iodine so that it is both non-toxic and non-staining, thus extending its usefulness well beyond historical product applications. Consequently, we feel our best advantage is to leverage iodine’s breadth to develop uses and products that offer a competitive edge against other technologies. These uses can secure BioLargo its highest value proposition, resulting in sales and licensing opportunities.

The centerpieces of our technology are embodied by our patented and proprietary CupriDyne® and its methods of delivery, the Isan™ system, and our BioLargo® AOS Filter (“Advanced Oxidation System”). These technologies offer a nearly seamless range of capabilities for the generation, delivery and control of iodine and implementation of iodine in most of its moieties.

### **General Benefits of Our Technology**

Generally, our technology offers the following beneficial features, among others:

***Cost Competitiveness*** — The simplicity and efficacy of our technology can offer lower total costs for both manufacturer and consumer.

***Broad Spectrum Disinfection*** — Our technology offers selective and/or an additive germ killing strategy. It permits flashing or metered dosing of targets with iodine, as required for each application, and functions at a wide range of pH, further extending its viability.

***Deodorization*** — Our technology can deliver iodine in an oxidative form that rapidly, yet safely, destroys odor-causing compounds, eliminating odor.

***Non-Staining*** — Unlike the iodine solutions currently used in medicine and sold in stores, many of our iodine formulations do not stain or chemically discolor surfaces on contact.

***Increased Holding Power*** — Our technology can significantly increase the holding power of absorbent materials, depending on product configuration.

***Disposal of Contaminations*** — In certain applications, our technology can render contaminated or infectious material safe to handle.

***Safety*** — Many applications of our technology utilize or create compounds which are generally recognized as safe (“GRAS”) as food ingredients by the U.S. Food and Drug Administration (“FDA”).

***Flexibility*** — Our technology is easily combined with a broad array of materials and complimentary chemicals to create or improve formulated products and delivery systems.

***Lower Corrosion***— Our technology is significantly less corrosive than other chemicals (such as chlorine), which may help extend the useful life of certain industrial equipment.

### **Focus of Commercial Applications**

The list of potential uses and commercial opportunities can appear endless. We have chosen to focus on applications we believe have some combination of the following attributes:

1. a compelling commercial advantage;
2. our products out-perform competing products;
3. market segments in which we have the talent and resources or opportunity to succeed in executing our business plans; and
4. uses where we can identify a compelling cost savings or value offering to increase market share.

Although our technology has potential commercial applications within many industries, we are focusing our efforts in three areas:

1. Water treatment;
2. The companion animal industry, as a segment of the commercial, household and personal care products (“CHAPP”); and
3. Advanced wound care.

Within these broad categories, we also narrow our product focus to exploit opportunities that we believe are of high-value to potential customers and that present commercially significant opportunities.

### **Water Treatment**

We have developed and are further refining a technology for water treatment called the BioLargo AOS Filter, an advanced oxidation system, which we believe represents a technical breakthrough in water purification. We expect our patent-protected technology will impact a number of major water industry segments. Our invention has proven effective in dismantling and removing soluble and difficult to manage contaminants as well as, in particular, treating tailings ponds water in bench scale trials and is now entering into pilot phase at the University of Alberta. Our technology also promises to compete as a low-cost solution in many other markets, including traditional oil and gas (e.g., fracking), and industrial water.

Our California subsidiary BioLargo Water, Inc. holds the exclusive worldwide rights to the BioLargo AOS Filter. The intellectual property associated with the BioLargo AOS Filter includes issued patents, recently allowed patents, patent applications in the United States, Canada and EU, know-how, and trade secrets. Revenue opportunities present themselves in many forms: licensing, sale, manufacturing, servicing, joint venture, leasing, tolling, etc. We are proceeding in a pilot project to treat processed water from the Athabasca Oil Sands.

### ***Athabasca Oil Sands***

The Canadian Oil Sands are believed to be the second largest deposit of oil in the world. Extracting oil from the Oil Sands creates high volumes of contaminated water (between 2 and 4.5 barrels of water to produce one barrel of synthetic crude oil), currently discharged in “tailings” ponds, sometimes for years, to separate the solids from the liquids for eventual recycling or safe discharge into the environment. With Canada hoping to increase its oil production from 1.9 million to over 6 million barrels of oil a day over the next 20 years, the released water from oil sands operations is estimated to reach one billion cubic meters in the Athabasca oils sands region by 2025. An innovative solution that can reduce the water treatment time, and thus the overall footprint and environmental impact of the tailings ponds, is required for Canada to meet its production goals. It is widely believed that the future of oil sands exploration, its social and economic contribution as the second largest oil reserve in the world, and its contribution to the public good of both Canada and the United States, hinges on industry’s ability to manage the wastewater in tailings ponds. The Canadian government has set aside over \$3.5B to the reclamation of the natural landscape including the contaminated water issues.

The proof-of-claim work at the University of Alberta verifies that our AOS technology can be highly effective in addressing this issue. We have been able to show performance results (dismantling contaminants from a flow of water) at an efficiency level that has never before been seen commercially. As a result of the validation and support expressed for the project by the University of Alberta, researchers and funding agencies, a new \$5+ million pilot study is scheduled to begin in 2014. The University is tasked to engineer the solution to work on the large scale required for these tailing ponds in preparation for commercialization. The lead researcher from the University, Mohamed Gamal El-Din, Ph.D., P.E., will lead the pilot study. We are working with the Dr. Gamal El-Din on funding from government and private sources. We expect to execute a formal research contract for the pilot project in the near future.

### ***Other Oil and Gas Industry Applications***

The environmental problems caused by oil and gas exploration are well documented. We believe our technology can play an important role in any of the areas within this industry that must contend with managing contaminated water, bacteria, volatile organic compounds, or other pollutants. For example, “hydraulic fracturing,” or “fracking” is the process of injecting liquids into geologic formations to release natural gas and oil. Fracking creates large quantities of contaminated water that must be treated before reuse or release into the environment. We believe our AOS system offers important and material advantages relative to current processes that address water issues related to the extraction of oil and gas commodities. As the industry copes with increasing regulatory and political pressures to mitigate all forms that directly pollute our country’s aquifers with toxic materials, and ensure environmentally sound operating procedures, we are positioned to become the industry standard for the treatment of flow back water in the future with an emphasis on providing on-site treatment for water reuse.

To facilitate an understanding and positioning in this segment, in 2010, we added to our team the former chief technology officer of oil industry giant Halliburton, Dr. Vikram Rao. Having spent more than 30 years at Halliburton, Dr. Rao is the author of more than 40 publications, has been awarded 24 patents, serves as the Executive Director of the Research Triangle Energy Consortium, and brings his experience and industry connections to BioLargo.

### ***Industrial Water Treatment***

Industrial water treatment is very broad in scope, yet our technology provides some unique, continuous handling and cost effective solutions. An immediate focus is process systems, which require continuous monitoring and adjustment such as heat exchange water. Standard processing commonly uses filters to remove particulate matter and other contaminants as well as chemicals to reduce scale and prevent bio-growth. BioLargo can trim chemical consumption, lengthen filter life, slash common corrosion issues and reduce the incidence of dangerous byproducts like trihalomethanes (THM) that are common with chemicals such as chlorine.

In February 2011, we added to our team former Pepsi-Cola International VP of Technical Services, and recognized industry water treatment expert, with life time achievement honors in both the AWWA (American Water Works Association) and the International Society of Beverage Technologists, Harry DeLonge. Having spent more than 40 years at Pepsi-Cola International, Mr. DeLonge is assisting with efforts to commercialize our technology in this segment. In addition, we believe that we have a cost effective solution for managing dangerous and/or odorless compounds common with this industry. With Mr. DeLonge's assistance, we are developing new patents and other intellectual property, advancing proof of claim, and seeking pilot projects and customers and/or licensing partners. These efforts are continuing in 2014.

**Commercial, Household and Personal Care Products**

CHAPP includes broad product categories and many opportunities for the application of our technology. It is defined by the ability to utilize similar, if not identical, consumption products in multiple market segments. Detergents, single use absorbents, wipes, products that provide odor or disinfection control, and stain removal all fall within this category. Packaging ranges from consumer sizes of a few ounces to bulk packaging for commercial or industrial use. We are currently marketing products in this category under four brands – Odor-No-More, Nature's Best Solution, Deodorall, and NBS - direct to consumers, through retail stores, and most recently, to the U.S. Government.

We engaged a leading third party testing company to compare our pet products' performance against leading brands and the testing verified that we outperform the leading brands in odor control in side-by-side consumer testing. Cat Fancy Magazine named our "Litter Deodorizing Concentrate" one of 18 "Best Products of the Year" for 2013, and it won an "Editor's Choice Award" from Pet Product News International.

In April 2013 we added our pet line of products under our "Deodorall" brand, with the intent to distribute our pet products under the Deodorall brand through mass-merchant (non-pet) retailers. We have retained sales representative agencies that specialize in various aspects of the retail market, including pet and mass merchant, to have our products placed at national retailers. We have test marketed a series of label designs and package refinements, and are targeting national and regional retailers to carry our products and/or develop a private label product using our patented formulas.

Were any national or regional chain to carry our products, we anticipate a need for increased investment capital to conduct an appropriate marketing campaign, and to reinvest most of the margin available from early sales into marketing and merchandising, to support the sell through of the products. While we have had discussions with a number of capital sources and believe that we would be able to successfully secure the needed capital to support such a campaign, until such time as the specifics requirements are well defined and related negotiations are complete, we can make no assurances that we will be successful in such financing activities.

In October 2013 we introduced a new line of odor and moisture control products to the US Government in a pouch and canister design that can be used to solidify liquids or absorb blood and other bodily fluids. We initially plan to target government medical providers, and plan to expand into general industrial applications and first responders markets. We are currently selling into this channel.

A third party distributor markets “Deodorall Sport” to the sporting goods apparel and equipment industry with an emphasis in the ice hockey industry. We are actively developing new complimentary products and refining our existing products to support this selling channel. Our products are being introduced and sold into retail stores in time for the fall and winter sports seasons.

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Our sales in the CHAPP product category to-date are nominal. Product development, sales, and marketing require significant financial resources that we currently do not have. As such, our progress in this area has been slower than we had hoped. As our financial resources permit, we will continue to evaluate and test new products, marketing programs and selling opportunities, as well as strategic alliances to expand and refine our messaging and generate sales. We are actively marketing the technology for licensure to established companies in this industry segment.

#### **Advanced Wound Care – Clyra Medical Technologies Subsidiary**

In 2012 we formed a subsidiary Clyra Medical Technologies, Inc. (“Clyra”) to commercialize our technology in the medical products industry, with an initial focus on advanced wound care. Our advanced wound care products combine broad-spectrum antimicrobial capabilities with iodine’s natural and well-understood metabolic pathway to promote healing. We believe these benefits, along with reduced product costs as compared with other antimicrobials, give our products a competitive advantage in the marketplace.

In 2012 Clyra entered into a strategic supply agreement with Formulated Solutions, a state-of-the-art FDA registered drug and device manufacturing company in Florida, to conclude development and testing, and apply for FDA 510(k), approval for its first two products to be sold into the advanced wound care industry. While no assurances can be made about the ultimate success of such applications, given the forward looking nature of such events, Clyra has retained and engaged a team of experts in the area to guide it through the process. The product development process has been more time consuming than originally anticipated, and our limited financial resources have impacted our ability to complete the process. Given the timing of the FDA process, and the requirement for approval before product can be sold, we do not anticipate product sales until 2015. In the interim, we will continue to seek licensing partners, secure additional and dedicated capital resources for Clyra, and refine our product roll out, marketing, and distribution plans.

#### **License Agreement**

On December 17, 2012, we entered into a license agreement in which we granted our subsidiary Clyra the exclusive world-wide right to make, have made, use, sell, offer for sale, and import products for use within the field of human wound care (as defined in the agreement), expandable to include other medical products. Once Clyra meets certain funding goals, the license agreement requires it pay to us a \$50,000 per month license fee, as well as a six percent royalty on product sales. Clyra has the rights to sublicense the technology, with our approval, and in such instances must split equally with us any sublicense fees.

On December 17, 2012 we also granted 1,500 shares of Clyra common stock (of an aggregate total 9,000 issued and outstanding) to members of its management team. Additionally, Clyra sold 240 shares of its common stock in a private securities offering. On February 1, 2014, Clyra began a second private offering of its securities to raise capital

for its research and development activities.

**The Isan System**

The Isan system is a proprietary automated water disinfection system that substantially reduces the incidence of fungal growth, spoilage, organisms and pathogens in water and on food. The system is able to operate at high flow rates and performs key steps in the process:

1. Accurately measures prevailing levels of iodine in a target water stream.

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2. A control unit measures, monitors, and systematically controls and documents the process.

3. Iodine canisters, controlled by the Isan system, deliver iodine in a non-toxic, non-corrosive, non-staining manner at a prescribed flow rate.

4. Resin canisters collect by-products after disinfection is complete.

Developed in Australia, the Isan system was initially registered with the APVMA (Australian Pesticides and Veterinary Medicines Authority) and FSANZ (Food Standards Australia and New Zealand) in Australia and New Zealand.

In 2012, we executed a joint venture agreement with Peter Holdings Ltd., the principal funding source of the development of the Isan system, whereby we jointly purchased the intellectual property associated with the Isan system. In February 2014 we received a deposit of \$100,000 towards a worldwide, exclusive license of the Isan System. We have agreed to provide all technical and engineering specifications, three assembled and operating Isan units, all patent and other intellectual property, and other items related to the Isan operations in Australia and New Zealand. In addition to a \$100,000 advanced royalty payment, the licensee has agreed to pay 10% of sales as a royalty, \$50,000 minimum per quarter beginning in year 3, a patent maintenance fee of \$25,000 annually, paid quarterly in arrears. Final documents are being drafted.

## **Manufacturing**

Other than limited or sample runs, we do not presently intend to manufacture products we sell, but rather contract with third parties to do so. We currently work with manufacturers on a contract-for-hire basis, or on a project-by-project basis, with the potential for these manufacturers to create a product supplier relationship for potential licensees of products incorporating our technology. We are currently negotiating with third party material components providers and manufacturers, and equipment manufacturers, for production of our new products.

We also use third party manufacturers to produce chemicals such as tablets and powders, and multiple suppliers of such absorbent materials and chemical reagents. We do not have exclusive arrangements or written agreements with any such manufacturers that we have used to date. We have several choices for manufacturers of chemicals and are not dependent upon any single manufacturer or source of materials. Most of the chemicals we use in the production of our CupriDyne® based products, such as potassium iodide, are not typically scarce or subject to price volatility, but there is no assurance that will not change in the future. Some of our products incorporate “super absorbent polymers,” which are subject to price volatility and scarcity.

## Competition

We believe that our products contain unique characteristics that differentiate them from competing products. But our products face competition from products with similar prices and similar claims. Large well-capitalized companies, such as Johnson & Johnson, BASF Corporation, Dow Chemical Co., E.I. DuPont De Nemours & Co., Chemical and Mining Company of Chile, Inc., Proctor and Gamble Co., Diversey, Inc., EcoLab, Inc., Steris Corp., Chlorox, Reckitt Benckiser GE Water, Trojan UV and Siemens AG, and others, dominate each of their respective markets for disinfecting or sanitizing products. In the medical markets, we compete with companies like Smith & Nephew, 3M, ConvaTec and Derma Sciences. In pet markets, we compete with established companies such as Arm & Hammer and United Pet Group (owner of Nature's Miracle branded products). Each of these named companies and many other competitors are significantly more capitalized than we are and have many more years of experience in producing and distributing products.

Our technology and products incorporating our technology would compete with many other applications currently on the market. In addition, we are aware of other companies engaged in research and development of other novel approaches to applications in some or all of the markets identified by us as potential fields of application for our products and the Isan system. Many of our present and potential competitors have substantially greater financial and other resources and larger research and development staffs than we have. Many of these companies also have extensive experience in testing and applying for regulatory approvals. In addition, colleges, universities, government agencies, and public and private research organizations conduct research and are becoming more active in seeking patent protection and licensing arrangements to collect royalties for the use of technology that they have developed, some of which may be directly competitive with our applications.

### **Intellectual Property and Research and Development**

We regard our intellectual property as critical to our ultimate success. Our goal is to obtain, maintain and enforce patent protection for our products and technologies in geographic areas of commercial interest, and to protect our trade secrets and proprietary information through laws and contractual arrangements.

Our Chief Science Officer, Mr. Kenneth R. Code, has been involved in the research and development of the BioLargo technology since 1997. He has participated in the Canadian Federal Scientific Research and Experimental Development program and he was instrumental in the discovery, preparation and filing of the first BioLargo technology patents. He has worked with manufacturers, distributors and suppliers in a wide variety of industries to gain a full appreciation of the potential applications and the methodologies applicable to our BioLargo technology for their manufacture and performance. He continues to research methods and applications to continue to expand the potential uses of our BioLargo technology as well as work to uncover new discoveries that may provide additional commercial applications to help solve real world problems in the field of disinfection.

In 2012 and 2013, we continued improving our technology and creating new uses of our technology through further research and development efforts. During that time, we filed two U.S. patent applications, each comprised of multiple individual claims, and received notice of allowance or were granted five patents by the USPTO. Our technology also includes know-how and trade secrets, which, together with our intellectual property, contribute to our expertise in product design, manufacturing, product claims, safety features and competitive positioning of products that feature our BioLargo technology.

During 2014 we plan to continue to advance our proof of claims, inventions and patent filings.

We spent \$383,549 in 2012 and \$742,247 in 2013 on research and development activities. Our research and development expenditures over the next 12 months could vary significantly and will depend upon our access to

capital. Although we are actively pursuing such financing, no such commitment is yet in place. We would invest any such funds primarily on continued testing of our BioLargo technology in certain applications and the development of additional production methods for use of our BioLargo technology in certain applications.

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We believe that our suite of intellectual property covers the presently targeted major areas of focus for our licensing strategy. The description of our intellectual property, as present, is as follows:

***Patents***

- United States Patent 6,146,725, issued on November 14, 2000, titled “absorbent composition”, relating to an absorbent composition to be used in the transport of specimens of bodily fluids.
- United States patent 6,328,929, issued on December 11, 2001, titled “Method of delivering disinfectant in an absorbent substrate”, relating to method of delivering disinfectant in an absorbent substrate.
- United States patent 7,867,510, issued on January 11, 2011, titled “Material having antimicrobial activity when wet”, relating to articles for delivering stable iodine-generating compositions.
- United States patent 7,943,158, issued on May 17, 2011, titled “Absorbent systems providing antimicrobial activity”, relating to the reduction of microbial content by providing molecular iodine to stabilized reagents.
- United States patent 8,021,610, issued on September 20, 2011, titled “System providing antimicrobial activity to an environment”, relating to the reduction of microbial content in a land mass.
- United States Patent 8,226,964 issued on July 24, 2012, relating to use of our BioLargo technology as a treatment of residue, deposits or coatings within large liquid carrying structures such as pipes, drains, ducts, conduits, run-offs, tunnels and the like, using iodine, delivered in a variety of physical forms and methods, including using its action to physically disrupt coatings. The iodine’s disruptive activity may be combined with other physical removal systems such as pigging, scraping, tunneling, etching or grooving systems or the like.
- United States Patent 8,257,749 issued on September 4, 2012, relating to the use of our BioLargo technology as protection of against antimicrobial activity in environments that need to be protected or cleansed of microbial or chemical material. These environments include closed and open environments and absorbent sheet materials that exhibit stability until activated by aqueous environments. The field also includes novel particle technology, coating technology or micro-encapsulation technology to control the stability of chemicals that may be used to kill or inhibit the growth of microbes to water vapor or humidity for such applications.

United States Patent 8,574,610 issued on November 5, 2013, relating to flowable powder compositions, including our cat litter additive.

***Pending Patent Applications***

US Patent Application 12/220,484 (filed July 24, 2008), relating to the use of an article for application to a surface to provide antimicrobial and/or anti-odor activity. At least one of the reagents is coated with a water-soluble, water dispersible or water-penetrable covering that prevents ambient conditions of 50% relative humidity at 25°C from causing more than 10% of the total reagents exposed to the ambient conditions from reacting in a twenty-four hour period.

PCT Patent Application 2007/07508 (filed March 27, 2007), claiming priority from at least some of the earlier US Patent applications listed above, and expanded the scope of coverage to additional technologies such as packets for dishwashers. This PCT application has been expanded to Canada and certain European countries.

US Patent Application 13/116,775 (filed May 26, 2011), relating to the moderation of oil extraction waste environments. We received Notice of Allowance from the USPTO in December 2013, and are awaiting the issuance of this patent.

US Patent Application 13/116,816 (filed May 26, 2011), relating to the moderation of animal environments. We received Notice of Allowance from the USPTO in February 2014, and are awaiting the issuance of this patent.

US Patent Application 13/475,102 (filed May 18, 2012) relating to our “AOS Filter”, titled “Activated Carbon associated with Alkaline or Alkali Iodide”, in which a contaminated fluid stream is passed through an activated carbon filter. An additional divisional application based on this application was filed in 2013.

US Patent Application 13/308,105 (filed November 30, 2011) relating to our “AOS Filter”, titled “Antimicrobial and Antiodor Solutions and Delivery Systems” relating to our liquid antimicrobial solutions, including our gels, sprays and liquids imbedded into wipes and other substrates. We received Notice of Allowance from the USPTO in December 2013, and are awaiting the issuance of this patent.

In addition to these applications, we have filed patent applications in multiple foreign countries, including the European Union, pursuant to the PCT, and other provisional applications. Subject to adequate financing, we intend to continue to expand and enhance our suite of intellectual property through ongoing focus on product development, new intellectual property development and patent applications, and further third-party testing and validations for specific areas of focus for commercial exploitation. We currently anticipate that additional patent applications will be filed during the next 12 months with the USPTO and the PCT, although we are uncertain of the cost of such patent filings, which will depend upon the number of such applications prepared and filed. The expense associated with seeking patent rights in multiple foreign countries is expensive, and will require substantial ongoing capital resources. However we cannot give any assurance that adequate capital will be available. Without adequate capital resources, we will be forced to abandon patent applications and irrevocably lose rights to our technologies.

## **Corporate**

BioLargo, Inc. was initially organized under the laws of the State of Florida in 1989, and in 1991 merged into a Delaware corporation. Since January 23, 2008, our common stock has been quoted on the OTC Bulletin Board (now called the OTCQB – the OTC Markets “Venture Marketplace”) under the trading symbol “BLGO”.

In January 2006, we formed BioLargo Life Technologies, Inc., as a wholly owned subsidiary, to hold our intellectual property. In January 2010, we began operating Odor-No-More, Inc., as a wholly owned subsidiary, to manufacture, market, sell and distribute our Odor-No-More product line. In 2012 we formed Clyra Medical Technologies, Inc. to develop and market medical products based on our technology. In 2013, we formed BioLargo Water, Inc., to develop and market our AOS water filter technology. Most recently, we formed a Canadian subsidiary, also BioLargo Water, Inc., as a subsidiary of our US entity BioLargo Water, Inc.

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Our offices are located at 3500 W. Garry Avenue, Santa Ana, California 92704. Our telephone number is (949) 643-9540. Our principal corporate website is [www.BioLargo.com](http://www.BioLargo.com). We also archive investor and stockholder communications at [www.BioLargoShares.blogspot.com](http://www.BioLargoShares.blogspot.com). A number of our products are offered at [www.odornomore.com](http://www.odornomore.com), [www.naturesbestsolution.com](http://www.naturesbestsolution.com), and [www.deodorallsport.com](http://www.deodorallsport.com). The information on our websites and blog is not, and shall not be deemed to be, a part of this Annual Report.

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## **Executive Officers**

As of December 31, 2013 our executive officers were:

Dennis P. Calvert: Chief Executive Officer, President and Chairman of the Board

Charles K. Dargan II: Chief Financial Officer

Kenneth R. Code: Chief Science Officer

Joseph L. Provenzano: Corporate Secretary and Vice President of Operations

Mr. Provenzano also serves as president of our wholly owned subsidiary, Odor-No-More, Inc., which began operations in January 2010. Steven V. Harrison is president of our subsidiary Clyra Medical Technologies, Inc.

## **Employees**

As of December 31, 2013, we employed six full-time employees. We also hire, on an as needed basis, consultants who provide certain specified services to us.

## ITEM 1A. RISK FACTORS

The Company faces a number of significant risks associated with its current plan of operations. These include the following:

***The effects of the recent global economic crisis has had an impact our business, operating results, and financial condition, and the rate of recovery is uncertain.***

The recent global economic crisis has caused disruptions and extreme volatility in global financial markets and increased rates of default and bankruptcy, and has impacted levels of consumer spending. It has tightened the supply of investment capital. These macroeconomic developments and the unpredictable rate of recovery could continue to negatively affect our business, operating results, and financial condition in a number of ways.

***Our limited operating history makes evaluation of our business difficult.***

We have limited historical financial data upon which to base planned operating expenses or forecast accurately our future operating results. Further, our limited operating history will make it difficult for investors and securities analysts to evaluate our business and prospects. Our failure to address these risks and difficulties successfully could seriously harm us.

***We have never generated any significant revenues, have a history of losses, and cannot assure you that we will ever become or remain profitable.***

We have not yet generated any significant revenue from operations and, accordingly, we have incurred net losses every year since our inception. To date, we have dedicated most of our financial resources to research and development, general and administrative expenses and initial sales and marketing activities. We have funded the majority of our activities through sales of our debt or securities. We anticipate net losses and negative cash flow to continue for the foreseeable future until such time as licensing or operating revenue is generated in sufficient amounts to offset operating losses. Our ability to achieve profitability is dependent upon our continuing research and development, product development, and sales and marketing efforts, and our ability to successfully license our technology. There can be no assurance that our revenues will be sufficient for us to become profitable or thereafter maintain profitability. We may also face unforeseen problems, difficulties, expenses or delays in implementing our business plan.

***Our cash requirements are significant. The failure to raise additional capital will have a significant adverse effect on our financial condition and its operations.***

Our cash requirements and expenses will continue to be significant. Our net cash used in continuing operations for the years ended December 31, 2013 and 2012 was \$1,212,252 and \$2,032,804, respectively. These negative cash flows are primarily related to operating losses and, to a lesser extent, fluctuations in working capital items. We continue to use cash in 2014 as it becomes available and we anticipate that we will require significant additional financing for working capital requirements for the foreseeable future to continue the development, marketing and licensure of our technology and products based on our technology. Although we have been successful in raising funds in the past, there can be no assurance that we will be able to successfully raise funds in the future, especially in light of current adverse conditions in the capital markets and the weak economy generally. The failure to raise additional capital will have a significant adverse effect on our financial condition, our operations, and our ability to market and sell our products. Our ability to continue as a going concern is dependent on our ability to raise capital.

***From time to time, we issue stock, instead of cash, to pay some of our operating expenses. These issuances are dilutive to our existing stockholders.***

We are party to agreements that provide for the payment of, or permit us to pay at our option, securities in consideration for services provided to us. All such issuances are dilutive to our stockholders because they increase the total number of shares of our common stock issued and outstanding, even though such arrangements assist us with managing our cash flow at a time of increasing operating expenses coupled with decreased and further decreasing liquidity.

***Our stockholders face further potential dilution in any new financing.***

Any additional equity that we raise would dilute the interest of the current stockholders and any persons who may become stockholders before such financing. Given the low price of our common stock, such dilution in any financing of a significant amount could be substantial.

***Our stockholders face further potential adverse effects from the terms of any preferred stock which may be issued in the future.***

In order to raise capital to meet expenses or to acquire a business, our Board of Directors may issue additional stock, including preferred stock. Any preferred stock which we may issue may have voting rights, liquidation preferences, redemption rights and other rights, preferences and privileges. The rights of the holders of our common stock will be subject to, and in many respect subordinate to, the rights of the holders of any such preferred stock. Furthermore, such preferred stock may have other rights, including economic rights, senior to our common stock that could have a material adverse effect on the value of our common stock. Preferred stock, while providing desirable flexibility in connection with possible acquisitions and other corporate purposes, can also have the effect of making it more difficult for a third party to acquire a majority of our outstanding voting stock, thereby delaying, deferring or preventing a change in control of the Company.

***There are several specific business opportunities we are considering in further development of our business. None of these opportunities is yet the subject of a definitive agreement and most or all of these opportunities will require additional funding obligations on our part, for which funding is not currently in place.***

In furtherance of our business plan, we are presently considering a number of opportunities to promote our business, to further develop and broaden, and to license, our technology with third parties. While discussions are underway with

respect to such opportunities, there are no definitive agreements in place with respect to any of such opportunities at this time. There can be no assurance that any such opportunities being discussed will result in definitive agreements or, if definitive agreements are entered into, that they will be on terms that are favorable to us.

Moreover, should any of these opportunities result in definitive agreements being entered into, we may be required to expend additional monies above and beyond our current operating budget to promote such endeavors. No such financing is in place at this time for such endeavors and we cannot assure you that any such financing will be available, or if it is available whether it will be on terms that are favorable to the company.

***The cost of maintaining our public company reporting obligations is high.***

We are obligated to maintain our periodic public filings and public reporting requirements, on a timely basis, under the Rules and Regulations of the SEC. In order to meet these obligations, we will need to continue to raise capital. If adequate funds are not available, we will be unable to comply with those requirements and could cease to be qualified to have our stock traded in the public market. As a public company, we incur significant legal, accounting and other expenses. In addition, the Sarbanes-Oxley Act of 2002, as well as related rules adopted by the SEC, has imposed substantial requirements on public companies, including certain corporate governance practices and requirements relating to internal control over financial reporting under Section 404 of the Sarbanes-Oxley Act.

***We expect to incur future losses and may not be able to achieve profitability.***

Although we are generating limited revenue from the sale of our products, and we expect to generate revenue from new products we are introducing, and eventually from other license or supply agreements, we anticipate net losses and negative cash flow to continue for the foreseeable future until such time as our products are expanded in the marketplace and they gain broader acceptance by resellers and customers. Our current level of sales is not sufficient to support the financial needs of our business. We cannot predict when sales volumes will be sufficiently large to cover our operating expenses. We intend to expand our marketing efforts of our products as financial resources are available, and we intend to continue to expand our research and development efforts. Consequently, we will need to generate significant additional revenue or seek additional funding to fund our operations. This has put a proportionate corresponding demand on capital. Our ability to achieve profitability is dependent upon our efforts to deliver a viable product and our ability to successfully bring it to market, which we are currently pursuing. Although our management is optimistic that we will succeed in licensing our technology, we cannot be certain as to timing or whether we will generate sufficient revenue to be able to operate profitably. If we cannot achieve or sustain profitability, we may not be able to fund our expected cash needs or continue our operations. If we are not able to devote adequate resources to promote commercialization of our technology, our business plans will suffer and may fail.

Because we have limited resources to devote to sales, marketing and licensing efforts with respect to our technology, any delay in such efforts may jeopardize future research and development of technologies, and commercialization of our technology. Although our management believes that it can finance commercialization efforts through sales of our securities and possibly other capital sources, if we do not successfully bring our technology to market, our ability to generate revenues will be adversely affected.

***If we are not able to manage our anticipated growth effectively, we may not become profitable.***

We anticipate that expansion will continue to be required to address potential market opportunities for our technology and our products. Our existing infrastructure is limited, is not scalable, and will not support future growth, if any. There can be no assurance that we will have the financial resources to create new infrastructure, or that any such infrastructure will be sufficiently scalable to manage future growth, if any. There also can be no assurance that if we invest in additional infrastructure, we will be effective in expanding our operations or that our systems, procedures or controls will be adequate to support such expansion. In addition, we will need to provide additional sales and support services to our partners if we achieve our anticipated growth with respect to the sale of our technology for various applications. Failure to properly manage an increase in customer demands could result in a material adverse effect on customer satisfaction, our ability to meet our contractual obligations, and on our operating results.

***Some of the products incorporating our technology will require regulatory approval.***

The products in which our technology may be incorporated have both regulated and non-regulated applications. The regulatory approvals for certain applications may be difficult, impossible, time consuming and or expensive to obtain. While our management believes such approvals can be obtained for the applications contemplated, until those approvals from the FDA or the EPA or other regulatory bodies, if required, at the federal and state levels, as may be required are obtained, then we may not be able to generate commercial revenues. Certain specific regulated applications and its use therein require highly technical analysis, additional third party validation and will require regulatory approvals from organizations like the FDA. Certain applications may also be subject to additional state and local agency regulations, increasing the cost and time associated with commercial strategies. Additionally, most products incorporating our technology that may be sold in the European Union ("EU") will require EU and possibly also individual country regulatory approval. All such approvals, including additional testing, are time-consuming, expensive and do not have assured outcomes of ultimate regulatory approval.

***We need to outsource and rely on third parties for the manufacture of the chemicals, material components or delivery apparatus used in our technology and part of our future success will be dependent on the timeliness and effectiveness of the efforts of these third parties.***

We do not have the required financial and human resources or capability to manufacture the chemicals that comprise our technology. Our business model calls for the outsourcing of the manufacture of these chemicals in order to reduce our capital and infrastructure costs as a means of potentially improving our financial position and the profitability of our business. Accordingly, we must enter into agreements with other companies that can assist us and provide certain capabilities, including sourcing and manufacturing, which we do not possess. We may not be successful in entering into such alliances on favorable terms or at all. Even if we do succeed in securing such agreements, we may not be able to maintain them. Furthermore, any delay in entering into agreements could delay the development and commercialization of our technology or reduce its competitiveness even if they reach the market. Any such delay related to such future agreements could adversely affect our business.

***If any party to which we have outsourced certain functions fails to perform its obligations under agreements with us, the commercialization of our technology could be delayed or curtailed.***

To the extent that we rely on other companies to manufacture the chemicals used in our technology, or sell or market products incorporating our technology, we will be dependent on the timeliness and effectiveness of their efforts. If any of these parties does not perform its obligations in a timely and effective manner, the commercialization of our technology could be delayed or curtailed because we may not have sufficient financial resources or capabilities to continue such efforts on our own.

***We rely on a small number of key supply ingredients in order to manufacture our products***

All of the supply ingredients used to manufacture our products are readily available from multiple suppliers. However, commodity prices for these ingredients can vary significantly and the margins that we are able to generate could decline if prices rise. If our manufacturing costs rise significantly, we may be forced to raise the prices for our products, which may reduce their acceptance in the marketplace.

***If our technology or products incorporating our technology do not gain market acceptance, it is unlikely that we will become profitable.***

The potential markets for products into which our technology can be incorporated are rapidly evolving, and we have many successful competitors. At this time, our technology is unproven in its commercial use, and the use of our technology by others is nominal. The commercial success of products incorporating our technology will depend upon the adoption of our technology by commercial and consumer end users in various fields.

Market acceptance may depend on many factors, including:

- the willingness and ability of consumers and industry partners to adopt new technologies;
- our ability to convince potential industry partners and consumers that our BioLargo technology is an attractive alternative to other technologies for disinfection, sanitization, remediation, reduction of disease transfer and as a protective and safety device against biohazardous materials;
- our ability to obtain the chemicals from third parties that are used in our BioLargo technology, in sufficient quantities with acceptable quality and at an acceptable cost; and
- our ability to license our BioLargo technology in a commercially effective manner.

If products incorporating our technology do not achieve a significant level of market acceptance, demand for our technology itself may not develop as expected and, in such event, it is unlikely that we will become profitable.

***Any revenues that we may earn in the future are unpredictable, and our operating results are likely to fluctuate from quarter to quarter.***

We believe that our future operating results will fluctuate due to a variety of factors, including:

- delays in product development by us or third parties;
- market acceptance of products incorporating our BioLargo technology;
- changes in the demand for, and pricing, of products incorporating our BioLargo technology;
- competition and pricing pressure from competitive products;
- manufacturing delays; and
- expenses related to, and the results of, proceedings relating to our intellectual property.

We expect our operating expenses will continue to fluctuate significantly in 2014 and beyond, as we continue our research and development, and increase our marketing and licensing activities. Although we expect to generate revenues from licensing our technology in the future, revenues may decline or not grow as anticipated and our operating results could be substantially harmed for a particular fiscal period. Moreover, our operating results in some quarters may not meet the expectations of stock market analysts and investors. In that case, our stock price most likely would decline.

***We have no product distribution experience and we expect to rely on third parties who may not successfully sell our products.***

We have no product distribution experience and currently rely and plan to rely primarily on product distribution arrangements with third parties. We also plan to license our technology to certain third parties for commercialization of certain applications. We expect to enter into additional distribution agreements and licensing agreements in the

future, and we may not be able to enter into these additional agreements on terms that are favorable to us, if at all. In addition, we may have limited or no control over the distribution activities of these third parties. These third parties could sell competing products and may devote insufficient sales efforts to our products. As a result, our future revenues from sales of our products, if any, will depend on the success of the efforts of these third parties.

***We may not be able to attract or retain qualified senior personnel.***

We believe we are currently able to manage our current business with our existing management team. However, as we expand the scope of our operations, we will need to obtain the full-time services of additional senior management and other personnel. Competition for highly-skilled personnel is intense, and there can be no assurance that we will be able to attract or retain qualified senior personnel. Our failure to do so could have an adverse effect on our ability to implement our business plan. As we add full-time senior personnel, our overhead expenses for salaries and related items will increase from current levels and, depending upon the number of personnel we hire and their compensation packages, these increases could be substantial.

***If we lose our key personnel or are unable to attract and retain additional personnel, we may be unable to achieve profitability.***

Our future success is substantially dependent on the efforts of our senior management, particularly Dennis P. Calvert, our president and chief executive officer, and Kenneth Reay Code, our chief science officer. The loss of the services of either of these officers or other members of our senior management may significantly delay or prevent the achievement of product development and other business objectives. Because of the scientific nature of our business, we depend substantially on our ability to attract and retain qualified marketing, scientific and technical personnel. There is intense competition among specialized and technologically-oriented companies for qualified personnel in the areas of our activities. If we lose the services of, or do not successfully recruit key marketing, scientific and technical personnel, the growth of our business could be substantially impaired. At present, we do not maintain key man insurance for any of our senior management, although management is evaluating the potential of securing this type of insurance in the future as may be available.

***Nondisclosure agreements with employees and others may not adequately prevent disclosure of trade secrets and other proprietary information.***

In order to protect our proprietary technology and processes, we rely in part on nondisclosure agreements with our employees, potential licensing partners, potential manufacturing partners, testing facilities, universities, consultants, agents and other organizations to which we disclose our proprietary information. These agreements may not effectively prevent disclosure of confidential information and may not provide an adequate remedy in the event of unauthorized disclosure of confidential information. In addition, others may independently discover trade secrets and proprietary information, and in such cases we could not assert any trade secret rights against such parties. Costly and time-consuming litigation could be necessary to enforce and determine the scope of our proprietary rights, and failure to obtain or maintain trade secret protection could adversely affect our competitive business position. Since we rely on trade secrets and nondisclosure agreements, in addition to patents, to protect some of our intellectual property, there is a risk that third parties may obtain and improperly utilize our proprietary information to our competitive disadvantage. We may not be able to detect unauthorized use or take appropriate and timely steps to enforce our intellectual property

rights.

***We may become subject to product liability claims.***

As a business which manufactures and markets products for use by consumers and institutions, we may become liable for any damage caused by our products, whether used in the manner intended or not. Any such claim of liability, whether meritorious or not, could be time-consuming and/or result in costly litigation. Although we maintain general liability insurance, our insurance may not cover potential claims of the types described above and may not be adequate to indemnify for all liabilities that may be imposed. Any imposition of liability that is not covered by insurance or is in excess of insurance coverage could harm our business and operating results, and you may lose some or all of any investment you have made, or may make, in our company.

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***Litigation or the actions of regulatory authorities may harm our business or otherwise distract our management.***

Substantial, complex or extended litigation could cause us to incur major expenditures and distract our management. For example, lawsuits by employees, former employees, shareholders, partners, customers, or others, or actions taken by regulatory authorities, could be very costly and substantially disrupt our business. Such lawsuits or actions could from time to time be filed against the Company and/or our executive officers and directors. Such lawsuits and actions are not uncommon, and we cannot assure you that we will always be able to resolve such disputes or actions on terms favorable to the Company.

***If we suffer negative publicity concerning the safety or efficacy of our products, our sales may be harmed***

If concerns should arise about the safety or efficacy of any of our products that are marketed, regardless of whether or not such concerns have a basis in generally accepted science or peer-reviewed scientific research, such concerns could adversely affect the market for those products. Similarly, negative publicity could result in an increased number of product liability claims, whether or not those claims are supported by applicable law.

***The licensing of our technology or the manufacture, use or sale of products incorporating our technology may infringe on the patent rights of others, and we may be forced to litigate if an intellectual property dispute arises.***

If we infringe or are alleged to have infringed another party's patent rights, we may be required to seek a license, defend an infringement action or challenge the validity of the patents in court. Patent litigation is costly and time consuming. We may not have sufficient resources to bring these actions to a successful conclusion. In addition, if we do not obtain a license, do not successfully defend an infringement action or are unable to have infringed patents declared invalid, we may:

- incur substantial monetary damages;
- encounter significant delays in marketing our current and proposed product candidates;
- be unable to conduct or participate in the manufacture, use or sale of product candidates or methods of treatment requiring licenses;
- lose patent protection for our inventions and products; or
- find our patents are unenforceable, invalid, or have a reduced scope of protection.

Parties making such claims may be able to obtain injunctive relief that could effectively block the company's ability to further develop or commercialize our current and proposed product candidates in the United States and abroad and could result in the award of substantial damages. Defense of any lawsuit or failure to obtain any such license could substantially harm the company. Litigation, regardless of outcome, could result in substantial cost to, and a diversion of efforts by, the Company.

***Our patents are expensive to maintain, our patent applications are expensive to prosecute, and thus we are unable to file for patent protection in many countries.***

Our ability to compete effectively will depend in part on our ability to develop and maintain proprietary aspects of our technology and either to operate without infringing the proprietary rights of others or to obtain rights to technology owned by third parties. Pending patent applications relating to our technology may not result in the issuance of any patents or any issued patents that will offer protection against competitors with similar technology. We must employ patent attorneys to prosecute our patent applications both in the United States and internationally. International patent protection requires the retention of patent counsel in multiple foreign countries and the payment of patent application fees in multiple foreign countries on or before filing deadlines set forth by the International Patent Cooperation Treaty ("PCT"). We therefore choose to file patent applications only in foreign countries where we believe the commercial opportunities require it, considering our available finances and the needs for our technology. This has resulted, and will continue to result, in the irrevocable loss of patent rights in all but a few foreign jurisdictions.

Patents we receive may be challenged, invalidated or circumvented in the future or the rights created by those patents may not provide a competitive advantage. We also rely on trade secrets, technical know-how and continuing invention to develop and maintain our competitive position. Others may independently develop substantially equivalent proprietary information and techniques or otherwise gain access to our trade secrets.

***We are subject to risks related to future business outside of North America.***

Over time, we may develop business relationships outside of North America, and as those efforts are pursued, we will face risks related to those relationships such as:

- foreign currency fluctuations;
- unstable political, economic, financial and market conditions;
- import and export license requirements;
- trade restrictions;
- increases in tariffs and taxes;
- high levels of inflation;
- restrictions on repatriating foreign profits back to the United States;
- greater difficulty collecting accounts receivable and longer payment cycles;
- less favorable intellectual property laws;
- Regulatory requirements;
- unfamiliarity with foreign laws and regulations; and
- changes in labor conditions and difficulties in staffing and managing international operations.

***The volatility of certain raw material costs may adversely affect operations and competitive price advantages for products that incorporate our technology.***

Most of the chemicals and other key materials that we use in our business, such as minerals, fiber materials, and packaging materials, are neither generally scarce nor price sensitive, but prices for such chemicals and materials can be cyclical. SAP beads, which are a petrochemical derivative, have been subject to periodic scarcity and price volatility from time to time during recent years, although prices are relatively stable at present. Should the volume of our sales increase dramatically, we may have difficulty obtaining SAP beads or other raw materials at a favorable price. Supply and demand factors, which are beyond our control, generally affect the price of our raw materials. We try to minimize the effect of price increases through production efficiency and the use of alternative suppliers. If we are unable to minimize the effects of increased raw material costs, our business, financial condition, results of operations and cash flows may be materially adversely affected.

***Our common stock is thinly traded and largely illiquid.***

Our stock is currently quoted on the OTC Markets (OTCQB). Being quoted on the OTCQB has made it more difficult to buy or sell our stock and from time to time has led to a significant decline in the frequency of trades and trading volume. Continued trading on the OTCQB will also likely adversely affect our ability to obtain financing in the future due to the decreased liquidity of the our shares and other restrictions that certain investors have for investing in OTCQB traded securities. While we intend to seek listing on the Nasdaq Stock Market (“Nasdaq”) or another stock exchange when the Company is eligible, there can be no assurance when or if our common stock will be listed on Nasdaq or another stock exchange.

***The market price of our stock is subject to volatility.***

Because our stock is thinly traded, its price can change dramatically over short periods, even in a single day. An investment in our stock is subject to such volatility and, consequently, is subject to significant risk. The market price of our common stock could fluctuate widely in response to many factors, including:

- developments with respect to patents or proprietary rights;
- announcements of technological innovations by us or our competitors;
- announcements of new products or new contracts by us or our competitors;
- actual or anticipated variations in our operating results due to the level of development expenses and other factors;
- changes in financial estimates by securities analysts and whether any future earnings of ours meet or exceed such estimates;
- conditions and trends in our industry;
- new accounting standards;
- general economic, political and market conditions and other factors; and
- the occurrence of any of the risks described in this Report.

***You may have difficulty selling our shares because they are deemed “penny stocks”.***

Because our common stock is not quoted on the Nasdaq National Market or Nasdaq Capital Market or listed on a national securities exchange, if the trading price of our common stock remains below \$5.00 per share, which we expect for the foreseeable future, trading in our common stock will be subject to the requirements of certain rules promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), which require additional disclosure by broker-dealers in connection with any trades involving a stock defined as a penny stock (generally, any non-Nasdaq equity security that has a market price of less than \$5.00 per share, subject to certain exceptions). Such rules require the delivery, prior to any penny stock transaction, of a disclosure schedule explaining the penny stock market and the risks associated therewith and impose various sales practice requirements on broker-dealers who sell penny stocks to persons other than established customers and accredited investors (generally defined as an investor with a net worth in excess of \$1,000,000 or annual income exceeding \$200,000 individually or \$300,000 together with a spouse). For these types of transactions, the broker-dealer must make a special suitability determination for the purchaser and have received the purchaser’s written consent to the transaction prior to the sale. The broker-dealer also

must disclose the commissions payable to the broker-dealer, current bid and offer quotations for the penny stock and, if the broker-dealer is the sole market-maker, the broker-dealer must disclose this fact and the broker-dealer's presumed control over the market. Such information must be provided to the customer orally or in writing before or with the written confirmation of trade sent to the customer. Monthly statements must be sent disclosing recent price information for the penny stock held in the account and information on the limited market in penny stocks. The additional burdens imposed upon broker-dealers by such requirements could discourage broker-dealers from effecting transactions in our common stock, which could severely limit the market liquidity of the common stock and the ability of holders of the common stock to sell their shares.

*Because our shares are deemed "penny stocks", new rules make it more difficult to remove restrictive legends.*

Rules put in place by FINRA require broker-dealers to perform due diligence before depositing unrestricted common shares of penny stocks, and as such, some broker-dealers, including large national firms, are refusing to deposit unrestricted common shares of penny stocks. As such, it may be more difficult for purchases of shares in our private securities offerings to deposit the shares with broker-dealers and sell those shares on the open market.

#### **ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.

#### **ITEM 2. PROPERTIES**

Our offices are located at 3500 W. Garry Avenue, Santa Ana, California 92704.

#### **ITEM 3. LEGAL PROCEEDINGS**

On February 11, 2013, a lawsuit was filed against us in the Los Angeles Superior Court by Lance Jon Kimmel, an attorney who provided legal advice to us from 2006 through 2009. The lawsuit seeks the recovery of \$106,669 in unpaid legal fees. We are vigorously defending this lawsuit.

The Company is party to various other claims, legal actions and complaints arising periodically in the ordinary course of business. In the opinion of management, no such matters will have a material adverse effect on the Company's financial position or results of operations. As of December 31, 2013, there was one such litigation proceedings.

#### **ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

## PART II

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

#### Market Information

Since January 23, 2008, our common stock has been quoted on the OTC Markets "OTCQB" marketplace (formerly known as the "OTC Bulletin Board") under the trading symbol "BLGO".

The table below represents the quarterly high and low bid prices for our common stock for the last two fiscal years as reported by Yahoo Finance.

|                | <b>2012</b> |            | <b>2013</b> |            |
|----------------|-------------|------------|-------------|------------|
|                | <b>High</b> | <b>Low</b> | <b>High</b> | <b>Low</b> |
| First Quarter  | \$0.39      | \$0.28     | \$0.33      | \$0.24     |
| Second Quarter | \$0.49      | \$0.30     | \$0.39      | \$0.25     |
| Third Quarter  | \$0.39      | \$0.25     | \$0.39      | \$0.22     |
| Fourth Quarter | \$0.32      | \$0.22     | \$0.27      | \$0.15     |

The closing bid price for our common stock on March 28, 2014, was \$0.43 per share. As of such date, there were approximately 660 registered owners of our common stock. We believe that the number of beneficial owners is substantially higher than this amount.

#### Dividends

We have never declared or paid a cash dividend to stockholders. We intend to retain any earnings which may be generated in the future to finance operations.

#### Securities Authorized for Issuance Pursuant to Equity Compensation Plans

**Equity Compensation Plan Information**

| <b>Plan category</b>                                           | <b>Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)</b> | <b>Weighted average exercise price of outstanding options, warrants and rights (b)</b> | <b>Number of securities remaining available for future issuance (c)</b> |
|----------------------------------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|-------------------------------------------------------------------------|
| Equity compensation plans approved by security holders (1)     | 8,561,086                                                                                              | \$ 0.44                                                                                | 3,438,914                                                               |
| Equity compensation plans not approved by security holders (2) | 16,398,395                                                                                             | 0.39                                                                                   | n/a                                                                     |
| Total                                                          | 24,959,481                                                                                             | \$ 0.40                                                                                | 3,478,914                                                               |

We have one equity compensation plan approved by our stockholders – the 2007 Equity Incentive Plan (the “2007 Plan”). The 2007 Plan was adopted by our Board of Directors on August 7, 2007 and approved by our stockholders (1) at the 2007 Annual Meeting of Stockholders on September 6, 2007, and amended by our stockholders in 2011.

Upon the adoption of the 2007 Plan, a prior plan approved in 2004 was frozen and no further grants will be made under that. It currently allows the issuance of a maximum aggregate 12,000,000 shares.

This includes various issuances to specific individuals either as a conversion of un-paid obligations or as part of (2) their agreement for services. Each issuance is itself a plan and additional detail is available in Note 9 of our financial statements.

## Sales of Unregistered Securities

The following is a report of the sales of unregistered securities not previously reported in a Quarterly Report on Form 10-Q or in a Current Report on Form 8-K.

On December 31 2013, we issued 270,900 shares of our common stock, at a conversion price of \$0.25 per share, our common stock on the day of issuance, to our Chief Science Officer in lieu of \$67,725 in accrued and unpaid payables for his services. The stock issued is restricted from sale until the earlier of the termination of the executive's employment, or the filing of a report of a "change in control" on Form 8-K.

On December 31 2013, we issued 247,204 shares of our common stock, at a conversion price of \$0.25 per share, our common stock on the day of issuance, to our President in lieu of \$61,801 in accrued and unpaid payables for his services. The stock issued is restricted from sale until the earlier of the termination of the executive's employment, or the filing of a report of a "change in control" on Form 8-K.

On December 17, 2012, our subsidiary Clyra (see Note 12) began a private securities offering, selling up to 1,000 shares of its common stock at \$1,000 per share. On December 16, 2013 we sold 25 shares of its common stock to one accredited investor and received \$25,000 gross and \$25,000 net proceeds from the sale.

In April 2013, Clyra modified the terms of its offering, such that, in addition to shares of Clyra common stock, each Clyra investor would receive a warrant ("Clyra 2012 Warrants") to purchase an additional number of shares of Clyra common stock as originally purchased by the investor, at a price of \$1,833 per share, until July 30, 2015. The offering terms were also modified to increase the number of shares of BioLargo common stock into which the Clyra investor could convert his or her Clyra shares, from 2,858 to 3,333 and 1/3 shares of BioLargo common stock. The date until which the investor may tender Clyra shares to BioLargo for conversion was extended to July 30, 2015. The Clyra investors will not receive any further warrants to purchase additional BioLargo common stock.

Pursuant to a private offering of our common stock at a price of \$0.25 per share that commenced June 2013, on October 10, 2013, pursuant to the terms of our Summer 2013 Offering, one investor purchased 40,000 shares for \$10,000.

Each purchaser of stock will receive, for no additional consideration, a stock purchase warrant which entitles the holder to purchase a number of additional shares of our common stock equal to the number of shares originally purchased. The warrant is exercisable at \$0.30 per share, will expire on October 15, 2015, and is subject to a call

provision in the event BioLargo's common stock price reaches \$0.60 per share over a period of 40 days.

**ITEM 6. SELECTED FINANCIAL DATA**

Not applicable

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

The following discussion and analysis should be read in conjunction with our audited consolidated financial statements and the related notes to the consolidated financial statements included elsewhere in this report.

This discussion contains forward-looking statements that involve risks and uncertainties. Such statements, which include statements concerning future revenue sources and concentration, selling, general and administrative expenses, research and development expenses, capital resources, additional financings and additional losses, are subject to risks and uncertainties, including, but not limited to, those discussed above in Part I, Item 1 and elsewhere in this Annual Report, particularly in "Risk Factors," that could cause actual results to differ materially from those projected. The forward-looking statements set forth in this Annual Report are as of December 31, 2013 unless expressly stated otherwise, and we undertake no duty to update this information.

### **Results of Operations—Comparison of the years ended December 31, 2013 and 2012**

#### **Revenue**

We generated revenue totaling \$167,946 during the year ended December 31, 2013, compared with \$65,542 during the year ended December 31, 2012. Included in the 2013 revenue is \$100,000 in license revenue from the deposit related to the Central Garden transaction. See Note 3 of our financial statements for additional information. In 2013 we generated product revenue totaling \$67,946, which consisted primarily of sales of our Odor-No-More branded products, and Deodorall branded products. In 2012 we generated product revenue totaling \$65,542, which consisted primarily of sales of our Odor-No-More branded products.

#### **Cost of Goods Sold**

Our cost of goods sold during 2013 was \$29,656, or 44% of product revenues, as compared with \$39,781 in 2012, or 61% of 2012 revenues. Our cost of goods sold includes costs of raw materials, contract manufacturing, and portions of salaries related to the product development and manufacturing. Because we have not achieved a large or consistent revenue base, the inclusion of the fixed costs related to the product development and manufacturing increases our cost of goods disproportionately, resulting in higher fluctuations. The difference in the percentage of product revenues in 2013 versus 2012 is due to such fluctuations.

**Selling, General and Administrative Expense**

Selling, General and Administrative expenses were \$2,004,777 for the year ended December 31, 2013, compared to \$4,354,414 for the year ended December 31, 2012, a decrease of \$2,349,637. The decrease is primarily related to non-cash cash transactions which occurred in 2012 and did not occur in 2013. The largest components of the decrease in selling, general and administrative expenses were:

a. Salaries and Payroll-related Expenses: These expenses were \$551,753 for the year ended December 31, 2013, compared to \$1,278,765 for the year ended December 31, 2012, a decrease of \$727,012. The decrease is primarily attributable to fair value of the common stock issuance and the amortization of the fair value of the options issued to senior executives in 2012 compared to no option issuances in 2013.

b. Consulting Expenses: These expenses were \$377,569 for the year ended December 31, 2013, compared to \$1,714,493 for the year ended December 31, 2012, a decrease of \$1,336,924. The decrease is primarily attributable to the amortization of the fair value of an option issued to a consultant, and the fair value of an extension of an option issued to two consultants, resulting in a non-cash stock option compensation expense in 2012, but no such expense for that option in 2013.

c. Professional Fees: These expenses were \$433,322 for the year ended December 31, 2013, compared to \$454,487 for the year ended December 31, 2012, a decrease of \$21,165. The use of and payment to professionals were consistent between 2013 and 2012.

### **Research and Development**

Research and development expenses were \$742,247 for the year ended December 31, 2013, compared to \$383,549 for the year ended December 31, 2012, an increase of \$358,698. The increase is due to additional product development activities associated with the development of our advanced wound care products, water treatment and oil and gas products.

### **Interest expense**

Interest expense totaled \$281,591 for the year ended December 31, 2013, compared to \$616,354 for the year ended December 31, 2012, a decrease of \$334,763. The decrease is primarily due to a reduction of interest expense related to our Spring 2009 and Spring 2010 offerings which were converted into shares of our common stock in 2012. This was offset by the fair value of the warrants issued in connection with extending the expiration date of our Winter 2012 Warrants.

### **Net Loss**

Net loss for the year ended December 31, 2013 was \$2,901,245, a loss of \$0.04 per share, compared to a net loss for the year ended December 31, 2012 of \$5,333,986, a loss of \$0.08 per share. The decrease in net loss for the year ended December 31, 2013 is primarily attributable to the decrease in Selling, General and Administrative expenses, and the reduction of interest expense, partially offset by the increase in research and development expenses.

### **Liquidity and Capital Resources**

We have been, and anticipate that we will continue to be, limited in terms of our capital resources. Until we are successful in commercializing products or negotiating and securing payments for licensing rights from prospective licensing candidates, we expect to continue to have operating losses. Cash and cash equivalents totaled \$92,437 at December 31, 2013. We had negative working capital of \$605,961 as of December 31, 2013, compared with negative

working capital of \$341,589 as of December 31, 2012. We had negative cash flow from operating activities of \$1,212,252 for the year ended December 31, 2013, compared to a negative cash flow from operating activities of \$2,032,804 for the year ended December 31, 2012. We used cash from financing activities to fund operations. Our cash position is insufficient to meet our continuing anticipated expenses or fund anticipated operating expenses. Accordingly, we will be required to raise significant additional capital to sustain operations and further implement our business plan and we may be compelled to reduce or curtail certain activities to preserve cash. See Note 1 for a discussion of the presentation and preparation of the financial statements on a going concern basis.

Since we continue to be limited in terms of our capital resources, we are continuing to raise investment funds through private securities offerings. During the year ended December 31, 2013, we received gross proceeds of \$1,153,500 from our financing activities. (See Note 5 and Note 11). We will be required to raise substantial additional capital to continue our current operations, as well as to meet our liabilities as they become due, if our efforts to commercialize our technology do not generate cash flow in the near future. There can be no assurance that we will be able to do so. If we are unable to do so, and our operations do not generate sufficient cash, we will be compelled to reduce or curtail certain activities to preserve cash, including without limitation, hiring additional personnel, additional scientific and third-party testing, costs associated with obtaining regulatory approvals and filing additional patent applications to protect our intellectual property. If we were forced to significantly curtail aspects of our operations, there would be a material adverse impact on our future outlook, as well as our current financial condition and results of operations.

It is also unlikely that we will be able to qualify for bank or other financial institutional debt financing until such time as our operations are considerably more advanced and we are able to demonstrate the financial strength to provide confidence for a lender.

### **Critical Accounting Policies**

Our discussion and analysis of our results of operations and liquidity and capital resources are based on our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and disclosure of contingent assets and liabilities. On an ongoing basis, we evaluate our estimates and judgments, including those related to revenue recognition, valuation of intangible assets and investments, and share-based payments. We base our estimates on anticipated results and trends and on various other assumptions that we believe are reasonable under the circumstances, including assumptions as to future events. These estimates form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. By their nature, estimates are subject to an inherent degree of uncertainty. Actual results that differ from our estimates could have a significant adverse effect on our operating results and financial position. We believe that the following significant accounting policies and assumptions may involve a higher degree of judgment and complexity than others.

The methods, estimates and judgments the Company uses in applying these most critical accounting policies have a significant impact on the results of the Company reports in its financial statements.

#### **Revenue Recognition**

Revenues are recognized as risk and title to products transfers to the customer (which generally occurs at the time shipment is made), the sales price is fixed or determinable, and collectability is reasonably assured. We also may generate revenues from royalties and license fees from our intellectual property. Licensees typically pay a license fee in one or more installments and ongoing royalties based on their sales of products incorporating or using our licensed intellectual property. License fees are recognized over the estimated period of future benefit to the average licensee.

#### **Valuation of Intangibles and Investments Acquired in a Non-Monetary Transaction**

The Company has established a policy relative to the methodology to determine the value assigned to each intangible acquired with or licensed by the Company and/or services or products received for non-cash consideration of the

Company's common stock. The value is based on the market price of the Company's common stock issued as consideration, at the date of the agreement of each transaction or when the service is rendered or product is received, as adjusted for applicable discounts.

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**Share-based Payments**

It the Company's policy to expense share based payments as of the date of grant in accordance with Auditing Standard Codification Topic 718 "Share-Based Payment." Application of this pronouncement requires significant judgment regarding the assumptions used in the selected option pricing model, including stock price volatility and employee exercise behavior. Most of these inputs are either highly dependent on the current economic environment at the date of grant or forward-looking expectations projected over the expected term of the award. As a result, the actual impact of adoption on future earnings could differ significantly from our current estimate.

**Recent Accounting Pronouncements**

No recent accounting pronouncements or other authoritative guidance have been issued that management considers likely to have a material impact on our consolidated financial statements.

**ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK**

Not applicable

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

Our consolidated financial statements as of and for the years ended December 31, 2013 and 2012 are presented in a separate section of this report following Item 14 and begin with the index on page F-1.

**ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

## **ITEM 9A. CONTROLS AND PROCEDURES**

### **Evaluation of Disclosure Controls and Procedures**

We conducted an evaluation, under the supervision and with the participation of management, including our chief executive officer and chief financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this Annual Report.

Our procedures have been designed to ensure that the information relating to our company, including our consolidated subsidiaries, required to be disclosed in our SEC reports is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate to allow for timely decisions regarding required disclosure. Based on this evaluation, our chief executive officer and chief financial officer concluded that as of the evaluation date our disclosure controls and procedures are effective.

It should be noted that the design of any system of controls is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions, regardless of how remote.

## **Management's Report on Internal Control over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Our internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures are being made only in accordance with authorizations of management and directors; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our assets that could have a material effect on the financial statements.

Under the supervision and with the participation of our management, including our Chief Executive Officer and the Chief Financial Officer, we have established internal control procedures in accordance with the guidelines established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”) for smaller public companies, and through its evaluation of those internal control procedures, our management concluded that our internal controls over financial reporting are effective as of December 31, 2013.

This Annual Report does not include an attestation report of the Company's independent registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to rules of the SEC that permit the company to provide only management's report in this Annual Report.

Our management, including our chief executive officer and chief financial officer, does not expect that our disclosure controls or our internal control over financial reporting, or any system we design or implement in the future, will prevent or detect all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. The design of any system of controls is based in part on certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

## **Changes in Internal Control**

There have not been any changes in our internal control over financial reporting during the year ended December 31, 2013 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**ITEM 9B. OTHER INFORMATION**

None.

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## **PART III**

Certain information required by Part III is incorporated by reference from our Proxy Statement to be filed with the SEC in connection with the solicitation of proxies for our 2013 Annual Meeting of Stockholders, currently scheduled to be held on June 23, 2014 (the “Proxy Statement”).

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

The information required by this section is incorporated by reference from the section entitled “Proposal 1—Election of Directors” in the Proxy Statement. Item 405 of Regulation S-K calls for disclosure of any known late filing or failure by an insider to file a report required by Section 16 of the Exchange Act. This disclosure is incorporated by reference to the section entitled “Section 16(a) Beneficial Ownership Reporting Compliance” in the Proxy Statement. The information required by this Item with respect to our executive officers is contained in Item 1 of Part I of this Annual Report under the heading “Business—Executive Officers”.

### **ITEM 11. EXECUTIVE COMPENSATION**

The information required by this section is incorporated by reference from the information in the section entitled “Executive Compensation” in the Proxy Statement.

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

The information required by this section is incorporated by reference from the information in the section entitled “Security Ownership of Certain Beneficial Owners and Management” in the Proxy Statement.

### **ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

The information required by this section is incorporated by reference from the information in the section entitled “Certain Relationships and Related Transactions” in the Proxy Statement.

#### **ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES**

The information required by this section is incorporated by reference from the information in the section entitled “Ratification of Appointment of Independent Auditor” in the Proxy Statement.

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## **PART IV**

### **ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.**

The following documents are filed as a part of this report:

1. *Financial Statements.* The consolidated financial statements required to be filed in this report are listed on the Index to Financial Statements immediately preceding the financial statements.
2. *Financial Statement Schedules.* Separate financial statement schedules have been omitted either because they are not applicable or because the required information is included in the consolidated financial statements or the notes thereto.
3. *Exhibits.* See the Exhibit No. Index for a list of the exhibits being filed or furnished with or incorporated by reference into this report.

**Exhibit No. Description of Exhibit**

- 3.1 Amended and Restated Certificate of Incorporation filed March 16, 2007(4)
- 3.2 Certificate of Designations creating Series A Preferred Stock(2)
- 3.3 Bylaws, as amended and restated(1)
- 4.1 Form of Convertible Promissory Note issued in the Spring 2008 Offering (10)
- 4.2 Form of Three-Year Warrant issued in the Spring 2008 Offering (10)
- 4.3 Form of Warrant to Purchase Common Stock issued to SC Capital Partners, LLC (10)
- 4.4 Form of Convertible Promissory Note issued in the Fall 2008 Offering (12)
- 4.5 Form of Three-Year Warrant issued in the Fall 2008 Offering (12)
- 4.6 Amended Form of Convertible Promissory Note issued in the Spring 2008 Offering (12)
- 4.7 Amended Form of One-Year Warrant issued in the Spring 2008 Offering (12)
- 4.8 Amended Form of Three-Year Warrant issued in the Spring 2008 Offering (12)
- 4.9 Form of Convertible Promissory Note issued in the Spring 2009 Offering (15)
- 4.10 Form of Three-Year Warrant issued in the Spring 2009 Offering (15)
- 4.11 Promissory Note (Masteller) (15)
- 4.12 Form of Convertible Promissory Note issued in the Spring 2010 Offering (16)
- 4.13 Form of Eighteen Month Warrant issued in the Spring 2010 Offering (16)
- 4.14 Form of Thirty-Six Month Warrant issued in the Spring 2010 Offering (16)
- 4.15 Form of Warrant issued in the Fall 2011 Offering (22)
- 4.16 Form of Warrant issued in the Winter 2012 Offering (22)
- 4.17 Amendment to January 10, 2008 stock option agreement with consultant (25)
- 4.18 Amendment to January 10, 2008 stock option agreement with consultant (25)
- 4.19 Form of Warrant issued in Summer 2012 Offering (24)
- 4.20 Non-Qualified Stock Option agreement dated April 9, 2012 between the Company and its Chief Financial Officer Charles K. Dargan II. (23)
- 4.21 Non-Qualified Stock Option agreement dated July 17, 2013 between the Company and its Chief Financial Officer Charles K. Dargan II. (27)

- Employment Agreement dated as of April 30, 2007 between the Company and Dennis P. Calvert(4)
- Employment Agreement dated as of April 30, 2007 between the Company and Kenneth R. Code(4)

- 10.3 BioLargo, Inc. 2007  
Equity Incentive Plan(5)  
Amendment No. 1 to
- 10.4 BioLargo 2007 Equity  
Incentive Plan (19)  
Employment Agreement  
dated as of January 1,
- 10.5† 2008 between BioLargo,  
Inc. and  
Joseph L. Provenzano(6)  
Consulting Agreement  
dated as of January 1,
- 10.6 2008 between BioLargo,  
Inc. and  
Jeffrey C. Wallace(6)  
Consulting Agreement  
dated as of January 1,
- 10.7 2008 between BioLargo,  
Inc. and  
Robert C. Szolomayer(6)  
Engagement Agreement  
dated February 1, 2008
- 10.8† between BioLargo, Inc.  
and  
Charles K. Dargan, II(7)  
Consulting Agreement  
dated as of November 6,
- 10.9 2008 between BioLargo,  
Inc. and Howard Isaacs  
(9)  
Engagement Extension  
Agreement dated as of  
February 1, 2010
- 10.10† between BioLargo, Inc.  
and Charles K. Dargan,  
II. (13)

- 10.11 Engagement Extension Agreement dated as of February 1, 2011 between BioLargo, Inc. and Charles K. Dargan, II. (17)
- 10.12 Sublicense Agreement by and between Ioteq Inc., a Delaware corporation, and BioLargo, Inc. (15)
- 10.13 Amendment No. 1 to Marketing Agreement (Agreement dated as of August 19, 2008 by and among BioLargo, Inc., BioLargo Life Technologies, Inc., and Ioteq IP, Ltd. and Ioteq, Inc.) (14)
- 10.14 Sublicense Agreement by and between BioLargo, Inc., and Isan USA, Inc. (14)
- 10.15 Agency Agreement by and between BioLargo, Inc., and Isan USA, Inc. (14)
- 10.16 Agreement between BioLargo, Inc., and its subsidiaries, and Central Garden & Pet Company (18)
- 10.17 Termination Agreement related to Sublicense Agreement by and between BioLargo, Inc., and Isan USA, Inc. (20)
- 10.16 Consulting Agreement dated as of August 12, 2011 between BioLargo, Inc., and Steven V. Harrison (20)
- 10.17 Termination Agreement related to Sublicense Agreement by and between Ioteq Inc., a Delaware corporation, and BioLargo, Inc. (21)
- 10.18 Amendment to the April 30, 2007 Employment Agreement between the Company and Dennis P. Calvert (25)
- 10.19 Amendment to the April 30, 2007 Employment Agreement between the Company and Kenneth R. Code (25)
- 10.20 Commercial Lease Agreement (26)
- 10.21 Engagement extension agreement with Charles K. Dargan dated July 17, 2013 (27)

List of

- 21.1\* Subsidiaries of  
the Registrant
- Consent of  
Haskell &  
White LLP,
- 23.1\* independent  
registered public  
accounting firm
- Power of  
Attorney
- 24.1\* (included on  
Signature Page)
- Certification of  
Chief Executive  
Officer Pursuant  
to Section 302  
of the  
Sarbanes-Oxley
- 31.1\* Act of 2002 and  
Rules 13(a)-14  
and 15(d)-14  
under the  
Securities  
Exchange Act of  
1934
- 31.2\* Certification of  
Chief Financial  
Officer Pursuant

to Section 302  
of the  
Sarbanes-Oxley  
Act of 2002 and  
Rules 13(a)-14  
and 15(d)-14  
under the  
Securities  
Exchange Act of  
1934  
Certification of  
Chief Executive  
Officer and  
32.1\*Chief Financial  
Officer Pursuant  
to 18 U.S.C.  
Section 1350.  
101.INS\*\*  
XBRL Instance

101.SCH\*\*  
XBRL  
Taxonomy  
Extension  
Schema

101.CAL\*\*  
XBRL  
Taxonomy  
Extension  
Calculation

101.DEF\*\*  
XBRL  
Taxonomy  
Extension  
Definition

101.LAB\*\*  
XBRL  
Taxonomy  
Extension  
Labels

101.PRE\*\*  
XBRL  
Taxonomy  
Extension  
Presentation

\* Filed  
herewith.

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XBRL  
information is  
furnished and  
not filed or a  
part of a  
registration  
statement or  
prospectus for  
purposes of  
sections 11 or  
12 of the  
Securities

Act of 1933, as  
amended, is  
deemed not filed  
for purposes of  
section 18 of the  
Securities  
Exchange Act of  
1934, as  
amended, and  
otherwise is not

subject to  
liability under  
these sections.

- \* Filed herewith.  
Management  
contract or
- † compensatory  
plan, contract or  
arrangement  
Incorporated  
herein by  
reference from  
the 10-KSB
- (1) filed by the  
Company for  
the year ended  
December 31,  
2002.
- (2) Incorporated  
herein by  
reference from

- the Form  
10-KSB filed by  
the Company  
for the year  
ended  
December 31,  
2003.  
Incorporated  
herein by  
reference from  
the Form
- (3) 10-QSB filed by  
the Company  
for the  
three-month  
period ended  
March 31, 2005.  
Incorporated  
herein by  
reference from  
the Form
- (4) 10-KSB filed by  
the Company  
for the year  
ended  
December 31,  
2007.  
Incorporated  
herein by  
reference from  
the Form
- (5) 10-QSB for the  
three-month  
period ended  
September 30,  
2007.

- (6) Incorporated herein by reference from the Form 8-K filed by the Company on January 16, 2008.
- (7) Incorporated herein by reference from the Form 8-K filed by the Company on February 4, 2008.
- (8) Incorporated herein by reference from the Form 10-KSB filed by the Company for the year ended December 31, 2007
- (9) Incorporated herein by reference from the Form 8-K filed by the Company on November 12, 2008.
- (10) Incorporated herein by reference from the Form 10-QSB for the three-month period ended September 30, 2007.
- (11) Incorporated herein by reference from the Form 8-K filed by the Company on February 24, 2009.
- (12) Incorporated herein by reference from the Form 10-K filed by the Company for the year ended December 31, 2008
- (13) Incorporated herein by reference from the Form 8-K filed by the Company on February 5, 2010.
- (14) Incorporated herein by reference from the Form 8-K filed by the Company on March 31, 2010.
- (15) Incorporated herein by reference from the Form 10-Q for the three-month period ended June 30, 2009.
- (16) Incorporated herein by reference from the Form 10-K filed by the Company for the year ended December 31, 2009
- (17) Incorporated herein by reference from the Form 8-K filed by the Company on March 23, 2011.
- (18) Incorporated herein by reference from the Form 8-K filed by the Company on March 28, 2011.
- (19) Incorporated herein by reference from the Def 14C filed by the Company on May 2, 2011.
- (20) Incorporated herein by reference from the Form 8-K filed by the Company on August 15, 2011.
- (21) Incorporated herein by reference from the Form 8-K filed by the Company on October 5, 2011.
- (22) Incorporated herein by reference from the Form 10-K filed by the Company for the year ended December 31, 2012
- (23) Incorporated herein by reference from the Form 8-K filed by the Company on April 10, 2012.
- (24) Incorporated herein by reference from the Form 10-Q for the three-month period ended September 30, 2012.
- (25) Incorporated herein by reference from the Form 8-K filed by the Company on December 31, 2012.
- (26) Incorporated herein by reference from the Form 8-K filed by the Company on May 2, 2013.
- (27) Incorporated herein by reference from the Form 8-K filed by the Company on July 18, 2013.

## SIGNATURES

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

### **BIOLARGO, INC.**

Date:

April

1,

2014

By: /s/ Dennis P. Calvert

**Dennis P. Calvert**

**President and Chief Executive Officer**

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints, jointly and severally, Dennis P. Calvert and Joseph L. Provenzano, and each of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this Annual Report on Form 10-K, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Company and in the capacities and on the date indicated:

| <b>Name</b>           | <b>Title</b>                                   | <b>Date</b>   |
|-----------------------|------------------------------------------------|---------------|
| /s/ Dennis P. Calvert | Chairman of the Board, Chief Executive Officer | April 1, 2014 |

|                             |                                                                |               |
|-----------------------------|----------------------------------------------------------------|---------------|
| <b>Dennis P. Calvert</b>    | and President                                                  |               |
| /s/ Charles K. Dargan II    | Chief Financial Officer                                        | April 1, 2014 |
| <b>Charles K. Dargan II</b> | (principal financial officer and principal accounting officer) |               |
| /s/ Kenneth R. Code         | Chief Science Officer and Director                             | April 1, 2014 |
| <b>Kenneth R. Code</b>      |                                                                |               |
| /s/ Joseph L. Provenzano    | Executive Vice President, Corporate Secretary and Director     | April 1, 2014 |
| <b>Joseph L. Provenzano</b> |                                                                |               |
| /s/ Gary A. Cox             | Director                                                       | April 1, 2014 |
| <b>Gary A. Cox</b>          |                                                                |               |
| /s/ Dennis E. Marshall      | Director                                                       | April 1, 2014 |
| <b>Dennis E. Marshall</b>   |                                                                |               |
| /s/ Kent C. Roberts III     | Director                                                       | April 1, 2014 |
| <b>Kent C. Roberts III</b>  |                                                                |               |
| /s/John S. Runyan           | Director                                                       | April 1, 2014 |
| <b>John S. Runyan</b>       |                                                                |               |

**BIOLARGO, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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**BIOLARGO, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Report of Independent Registered Public Accounting Firm**

To the Board of Directors and Stockholders

BioLargo, Inc.

We have audited the accompanying consolidated balance sheets of BioLargo, Inc. (the “Company”) as of December 31, 2013 and 2012, and the related consolidated statements of operations, stockholders’ equity (deficit), and cash flows for each of the years ended December 31, 2013 and 2012. These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of BioLargo, Inc. as of December 31, 2013 and 2012, and the consolidated results of its operations and its cash flows for each of the years ended December 31, 2013 and 2012, in conformity with accounting principles generally accepted in the United States of America.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the consolidated financial statements, the Company has suffered recurring losses, negative cash flows from operations and has limited capital resources and a net stockholders' deficit. These matters raise substantial doubt about the Company's ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 1. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

HASKELL & WHITE LLP

/s/ HASKELL & WHITE LLP

April 1, 2014

Irvine, California

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**BIOLARGO, INC. AND SUBSIDIARIES****CONSOLIDATED BALANCE SHEETS****AS OF DECEMBER 31, 2012 AND DECEMBER 31, 2013**

|                                                                                                                                                                  | <b>December<br/>31,<br/><br/>2012</b> | <b>December<br/>31,<br/><br/>2013</b> |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------|---------------------------------------|
| <b>ASSETS</b>                                                                                                                                                    |                                       |                                       |
| <b>CURRENT ASSETS</b>                                                                                                                                            |                                       |                                       |
| Cash and cash equivalents                                                                                                                                        | \$ 151,189                            | \$ 92,437                             |
| Accounts receivable, net of allowance                                                                                                                            | 11,606                                | 3,929                                 |
| Inventory                                                                                                                                                        | 53,985                                | 29,830                                |
| Total current assets                                                                                                                                             | 216,780                               | 126,196                               |
| <b>OTHER ASSETS</b>                                                                                                                                              | 51,917                                | 40,997                                |
| <b>TOTAL ASSETS</b>                                                                                                                                              | <b>\$ 268,697</b>                     | <b>\$ 167,193</b>                     |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>                                                                                                                      |                                       |                                       |
| <b>CURRENT LIABILITIES</b>                                                                                                                                       |                                       |                                       |
| Accounts payable and accrued expenses                                                                                                                            | \$ 339,372                            | \$ 407,157                            |
| Note payable                                                                                                                                                     | 100,000                               | 325,000                               |
| Customer deposit                                                                                                                                                 | 100,000                               | —                                     |
| Deferred revenue                                                                                                                                                 | 18,997                                | —                                     |
| Total Current Liabilities                                                                                                                                        | 558,369                               | 732,157                               |
| <b>TOTAL LIABILITIES</b>                                                                                                                                         | <b>558,369</b>                        | <b>732,157</b>                        |
| <b>COMMITMENTS, CONTINGENCIES AND SUBSEQUENT EVENTS (Notes 10, 11 and 13)</b>                                                                                    |                                       |                                       |
| <b>STOCKHOLDERS' EQUITY (DEFICIT)</b>                                                                                                                            |                                       |                                       |
| Convertible Preferred Series A, \$.00067 Par Value, 50,000,000 Shares Authorized, -0- Shares Issued and Outstanding, at December 31, 2012 and December 31, 2013. | —                                     | —                                     |
| Common Stock, \$.00067 Par Value, 200,000,000 Shares Authorized, 70,713,830 and 75,123,014 Shares Issued, at December 31, 2012 and December 31, 2013.            | 46,897                                | 50,069                                |
| Additional Paid-In Capital                                                                                                                                       | 72,462,711                            | 74,849,492                            |
| Accumulated Deficit                                                                                                                                              | (72,799,280)                          | (75,327,603)                          |
| Noncontrolling interests                                                                                                                                         | —                                     | (136,922 )                            |
| Total Stockholders' Equity (Deficit)                                                                                                                             | (289,672 )                            | (564,964 )                            |

|                                                      |           |           |
|------------------------------------------------------|-----------|-----------|
| TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT) | \$268,697 | \$167,193 |
|------------------------------------------------------|-----------|-----------|

See accompanying notes to consolidated financial statements

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**BIOLARGO, INC. AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF OPERATIONS****FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2013**

|                                                       | <b>2012</b>    | <b>2013</b>    |
|-------------------------------------------------------|----------------|----------------|
| Revenue                                               |                |                |
| License fee                                           | \$—            | \$ 100,000     |
| Product                                               | 65,542         | 67,946         |
| Total revenue                                         | 65,542         | 167,946        |
| Cost of goods sold                                    | 39,781         | 29,656         |
| Gross Margin                                          | 25,761         | 138,290        |
| Costs and expenses                                    |                |                |
| Selling, general and administrative                   | 4,354,414      | 2,004,777      |
| Research and development                              | 383,549        | 742,247        |
| Amortization                                          | 5,430          | 10,920         |
| Total costs and expenses                              | 4,743,393      | 2,757,944      |
| Loss from operations                                  | (4,717,632 )   | (2,619,654 )   |
| Interest expense, net                                 | (616,354 )     | (281,591 )     |
| Net loss                                              | \$(5,333,986 ) | \$(2,901,245 ) |
| Net loss from our controlling interests               | (5,333,986 )   | (2,528,323 )   |
| Net loss from our noncontrolling interests            | —              | (372,922 )     |
| Loss per common share – basic and diluted             |                |                |
| Loss per share                                        | \$(0.08 )      | \$(0.04 )      |
| Weighted average common share equivalents outstanding | 63,751,664     | 72,950,208     |

See accompanying notes to consolidated financial statements

**BIOLARGO, INC. AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)  
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2013**

|                                                                              | <b>Common Stock</b> |                 |                   |                    |                       |               |
|------------------------------------------------------------------------------|---------------------|-----------------|-------------------|--------------------|-----------------------|---------------|
|                                                                              | <b>Number of</b>    | <b>Par</b>      | <b>Additional</b> | <b>Accumulated</b> | <b>Noncontrolling</b> | <b>Total</b>  |
|                                                                              | <b>Shares</b>       | <b>Value</b>    | <b>Paid-In</b>    | <b>Deficit</b>     | <b>Interest</b>       |               |
|                                                                              |                     | <b>\$.00067</b> | <b>Capital</b>    |                    |                       |               |
| BALANCE DECEMBER 31, 2011                                                    | 59,242,220          | \$39,737        | \$65,907,960      | \$(67,465,294 )    | \$ —                  | \$(1,517,597) |
| Conversion of the Spring 2009 Notes and accrued interest obligation          | 1,340,820           | 898             | 736,553           | —                  | —                     | 737,451       |
| Conversion of the Spring 2010 Notes and accrued interest obligation          | 964,974             | 647             | 522,973           | —                  | —                     | 523,620       |
| Conversion of the Note Payable accrued interest obligation and consideration | 147,224             | 98              | 41,069            | —                  | —                     | 41,167        |
| Issuance of stock for cash received from Summer 2012 PPM @ \$0.35            | 2,771,671           | 1,888           | 968,198           | —                  | —                     | 970,086       |
| Fees paid for Summer 2012 Funds                                              | —                   | —               | (51,500 )         | —                  | —                     | (51,500 )     |
| Issuance of stock for cash received from Winter 2012 PPM @ \$0.35            | 3,127,914           | 2,110           | 1,092,655         | —                  | —                     | 1,094,765     |
| Fees paid for Winter 2012 Funds                                              | —                   | —               | (54,450 )         | —                  | —                     | (54,450 )     |
| Issuance of stock for cash received from Fall 2011 PPM @ \$0.35              | 275,986             | 187             | 96,407            | —                  | —                     | 96,594        |
| Issuance of stock for services to officers and BOD                           | 2,117,113           | 895             | 584,239           | —                  | —                     | 585,134       |
| Issuance of stock for services to consultants                                | 725,908             | 437             | 204,904           | —                  | —                     | 205,341       |
| Stock options to officer and BOD                                             | —                   | —               | 1,015,238         | —                  | —                     | 1,015,238     |
| Stock options and warrant to consultants                                     | —                   | —               | 1,192,923         | —                  | —                     | 1,192,923     |
| Fair Value of Warrants Issued                                                | —                   | —               | 205,542           | —                  | —                     | 205,542       |
|                                                                              | —                   | —               | —                 | (5,333,986 )       | —                     | (5,333,986)   |

Net loss for the year ended  
December 31, 2012

|                                                                         |            |          |              |                 |               |              |
|-------------------------------------------------------------------------|------------|----------|--------------|-----------------|---------------|--------------|
| BALANCE DECEMBER 31, 2012                                               | 70,713,830 | 46,897   | 72,462,711   | (72,799,280 )   | —             | (289,672 )   |
| Issuance of stock for cash received as part of Winter 2013 PPM @ \$0.30 | 2,333,329  | 1,569    | 698,431      | —               | —             | 700,000      |
| Fees paid for Winter 2013 PPM                                           | —          | —        | (67,000 )    | —               | —             | (67,000 )    |
| Issuance of stock for cash received as part of Summer 2013 PPM @ \$0.25 | 260,000    | 176      | 64,824       | —               | —             | 65,000       |
| Fees paid for Summer 2013 PPM                                           | —          | —        | (5,500 )     | —               | —             | (5,500 )     |
| Cash received from Clyra Winter 2013 PPM                                | —          | —        | —            | —               | 240,000       | 240,000      |
| Fees paid for Clyra Winter 2013 PPM                                     | —          | —        | —            | —               | (4,000 )      | (4,000 )     |
| Fair value of one-year extension for 2012 Warrant                       | —          | —        | 247,412      | —               | —             | 247,412      |
| Issuance of stock for services to consultants                           | 332,091    | 432      | 93,476       | —               | —             | 93,988       |
| Issuance of options for accrued and unpaid obligations to vendors       | —          | —        | 594,209      | —               | —             | 594,209      |
| Issuance of stock for accrued and unpaid obligations to officers        | 1,483,764  | 995      | 418,229      | —               | —             | 419,224      |
| Issuance of options to board of directors                               | —          | —        | 342,700      | —               | —             | 342,700      |
| Net loss for the year ended December 31, 2013                           | —          | —        | —            | (2,528,323 )    | (372,922 )    | (2,901,245)  |
| BALANCE DECEMBER 31, 2013                                               | 75,123,014 | \$50,069 | \$74,849,492 | \$(75,327,603 ) | \$ (136,922 ) | \$(564,964 ) |

See accompanying notes to consolidated financial statements

**BIOLARGO, INC. AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF CASH FLOWS  
FOR YEARS ENDED DECEMBER 31, 2012 AND 2013**

|                                                                                                                                      | <b>2012</b>          | <b>2013</b>         |
|--------------------------------------------------------------------------------------------------------------------------------------|----------------------|---------------------|
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>                                                                                          |                      |                     |
| Net Loss                                                                                                                             | \$(5,333,986)        | \$(2,901,245)       |
| Adjustments to Reconcile Net Loss to Net Cash Used in Operating Activities:                                                          |                      |                     |
| Non-cash interest expense related to the amortization of the fair value of warrants issued in conjunction with our convertible notes | 509,940              | 247,412             |
| Non-cash expense related to options issued to officers and board of directors                                                        | 936,238              | 342,700             |
| Non-cash expense related to the issuance of stock for services to officers and board of directors                                    | 412,448              | 419,224             |
| Non-cash expense related to options and warrants issued to consultants                                                               | 1,167,923            | 544,109             |
| Non-cash expense related to stock issued to consultants                                                                              | 205,341              | 79,593              |
| Amortization and depreciation expense                                                                                                | 5,430                | 10,920              |
| Increase (decrease) in cash from change in:                                                                                          |                      |                     |
| Accounts receivable                                                                                                                  | (1,130 )             | 7,677               |
| Inventory                                                                                                                            | 7,880                | 24,155              |
| Prepaid expenses                                                                                                                     | 1,346                | —                   |
| Other assets                                                                                                                         | (13,145 )            | —                   |
| Accounts payable and accrued expenses                                                                                                | 102,423              | 132,200             |
| Deferred revenue                                                                                                                     | (33,512 )            | (18,997 )           |
| Customer deposits                                                                                                                    | —                    | (100,000 )          |
| <br>Net Cash Used In Operating Activities                                                                                            | <br>(2,032,804)      | <br>(1,212,252)     |
| <br><b>CASH FLOWS FROM FINANCING ACTIVITIES</b>                                                                                      |                      |                     |
| Net proceeds from the sale of stock                                                                                                  | 2,055,495            | 692,500             |
| Net proceeds from the sale of stock in subsidiary                                                                                    | —                    | 236,000             |
| Proceeds from note payables                                                                                                          | —                    | 225,000             |
| <br>Net Cash Provided By Financing Activities                                                                                        | <br>2,055,495        | <br>1,153,500       |
| <br><b>NET CHANGE IN CASH AND CASH EQUIVALENTS</b>                                                                                   | <br>22,691           | <br>(58,752 )       |
| <b>CASH AND CASH EQUIVALENTS — BEGINNING</b>                                                                                         | <b>128,498</b>       | <b>151,189</b>      |
| <br><b>CASH AND CASH EQUIVALENTS — ENDING</b>                                                                                        | <br><b>\$151,189</b> | <br><b>\$92,437</b> |

**SUPPLEMENTAL DISCLOSURES OF CASHFLOW INFORMATION**

Cash Paid During the Period for:

|          |         |         |
|----------|---------|---------|
| Interest | \$—     | \$—     |
| Taxes    | \$4,347 | \$2,782 |

SUPPLEMENTAL DISCLOSURES OF NON-CASH OPERATING ACTIVITIES:

Fair value of shares of the Company's common stock issued to:

|             |           |          |
|-------------|-----------|----------|
| Officers    | \$171,791 | 419,224  |
| Consultants | \$205,341 | \$93,908 |

Option or warrant issued to purchase shares of the Company's common stock:

|                                 |             |           |
|---------------------------------|-------------|-----------|
| Consultants                     | \$1,192,923 | \$342,700 |
| Board of Directors and officers | \$412,448   | \$594,209 |

SUPPLEMENTAL DISCLOSURES OF NON-CASH FINANCING AND INVESTING ACTIVITIES:

Conversion of Noteholders to shares of the Company's Common stock:

|                                                            |           |     |
|------------------------------------------------------------|-----------|-----|
| Conversion of the 2009 Notes                               | \$670,410 | \$— |
| Conversion of the 2010 Notes                               | \$438,775 | \$— |
| Convertible Noteholders accrued and unpaid interest        | \$193,369 | \$— |
| Conversion of accrued interest related to our Note Payable | \$41,167  | \$— |

Fair value of warrants issued:

|                                                                                                  |           |           |
|--------------------------------------------------------------------------------------------------|-----------|-----------|
| Issuance of warrants in conjunction with note payable                                            | \$6,805   | \$14,412  |
| Fair value of warrants extended in conjunction with a convertible note offering in 2012 and 2013 | \$198,737 | \$233,000 |

See accompanying notes to consolidated financial statements

## **BIOLARGO, INC. AND SUBSIDIARIES**

### **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

#### **Note 1. Business and Organization**

##### **Outlook**

The accompanying consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of our business. As reflected in the accompanying financial statements for the year ended December 31, 2013, we had a net loss of \$2,901,245, we had negative working capital of \$605,961, current assets of \$126,196, and an accumulated deficit of \$75,327,603. The foregoing factors raise substantial doubt about our ability to continue as a going concern. Ultimately, our ability to continue as a going concern is dependent upon our ability to attract significant new sources of capital, attain a reasonable threshold of operating efficiencies and achieve profitable operations by licensing or otherwise commercializing products incorporating our BioLargo technology. The financial statements do not include any adjustments that might be necessary if we are unable to continue as a going concern.

We have been, and anticipate that we will continue to be, limited in terms of our capital resources. Our total cash and cash equivalents were \$92,437 at December 31, 2013. We generated revenues of \$167,946 in the year ended December 31, 2013, which amount was not sufficient to fund our operations. We generally have not had enough cash or sources of capital to pay our accounts payable and expenses as they arise, and have relied on the issuance of stock options and common stock, as well as extended payment terms with our vendors, to continue to operate. We will be required to raise substantial additional capital to expand our operations, including without limitation, hiring additional personnel, additional scientific and third-party testing, costs associated with obtaining regulatory approvals and filing additional patent applications to protect our intellectual property, and possible strategic acquisitions or alliances, as well as to meet our liabilities as they become due for the next 12 months.

As of December 31, 2013, we had \$325,000 principal amount outstanding on our notes payable (see Note 11), and \$407,157 of outstanding accounts payable. (See Note 10.)

During the year ended December 31, 2013, we received \$928,500 net proceeds from our private securities offerings. (See Note 5.) We also received \$225,000 net proceeds from three note payable obligations during the three month period ended December 31, 2013. (See Note 11.)

In the opinion of management, the accompanying balance sheets and related statements of operations, cash flows, and stockholders' equity include all adjustments, consisting only of normal recurring items, necessary for their fair presentation in conformity with accounting principles generally accepted in the United States of America. Preparing financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, and expenses. Actual results and outcomes may differ from management's estimates and assumptions. Estimates are used when accounting for stock-based transactions, account payables and accrued expenses and taxes, among others.

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## **BIOLARGO, INC. AND SUBSIDIARIES**

### **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

#### **Organization**

We were initially organized under the laws of the State of Florida in 1989, and in 1991 merged into a Delaware corporation. We operate four subsidiaries: BioLargo Life Technologies, Inc., organized under the laws of the State of California in 2006, Odor-No-More, Inc., organized under the laws of the State of California in 2009, Clyra Medical Technologies, Inc., organized under the laws of the State of California in 2012, and BioLargo Water, Inc., organized under the laws of the State of California in 2013.

#### **Business Overview**

By leveraging our suite of patented and patent-pending intellectual property, which we refer to as the “BioLargo Technology”, our business strategy is to harness and deliver nature’s best disinfectant – iodine – in a safe, efficient, environmentally sensitive and cost-effective manner. The core of this innovative technology is the accurate and safe delivery of iodine in a wide range of forms, moieties and conditions. Iodine is an essential nutrient and all natural broad-spectrum disinfectant with no known microbial resistance. When used effectively, it can keep people and the world safer from disease and infection, and can be engaged as a powerful oxidant and catalyst to keep our water, earth, and air clean, safe, and healthy. Our goal is to target our capabilities to create and utilize iodine to improve the quality of life for people worldwide, to protect the environment, all while producing positive economic results for our customers, partners, and shareholders.

Our products offer a solution to an array of pervasive problems, including odor, moisture control, disinfection, wound healing and contaminated water. The iodine most of us are familiar with, sold in pharmacies and used by hospitals, has severe limitations – it is considered toxic, causes staining, and contains a limited dose of the active oxidizing ingredient. Our technology, on the other hand, directly addresses many of these shortcomings – we can deliver iodine’s oxidizing ingredient (“free iodine”) with precision, ranging from very small doses up to very large doses with more than 20 times the power of traditional iodine. We can deliver iodine so that it is both non-toxic and non-staining, thus extending its usefulness well beyond historical product applications. Consequently, we feel our best advantage is to leverage iodine’s breadth to develop uses and products that offer a competitive edge against other technologies. These uses can secure BioLargo its highest value proposition, resulting in sales and licensing opportunities.

The centerpieces of our technology are embodied by our patented and proprietary CupriDyne® and its methods of delivery, the Isan™ system, and our “BioLargo® AOS Filter (“Advanced Oxidation System”). These technologies offer a nearly seamless range of capabilities for the generation, delivery and control of iodine and implementation of iodine in most of its moieties.

## **Note 2. Summary of Significant Accounting Policies**

### **Principles of Consolidation**

The consolidated financial statements include the accounts of the Company and its majority owned subsidiaries. All intercompany balances and transactions have been eliminated. As of December 31, 2013, the consolidation includes four subsidiaries, BioLargo Life Technologies, Inc., Odor-No-More, Inc., Clyra Medical Technologies, Inc., and BioLargo Water, Inc.

### **Cash and Cash Equivalents**

We consider all highly liquid investments with original maturities of three months or less or money market funds from substantial financial institutions to be cash equivalents. We place substantially all of our cash and cash equivalents with one financial institution. As of December 31, 2013, our cash deposits were less than the Federal Deposit Insurance Corporation insurance limit of \$250,000 per owner. From time to time during the year we are exposed to credit loss for amounts in excess of insured limits in the event of non-performance by the institution, however, we do not anticipate non-performance.

**BIOLARGO, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****Accounts Receivable**

Trade accounts receivable are recorded net of allowances for doubtful accounts. Estimates for allowances for doubtful accounts are determined based on payment history and individual customer circumstances. The allowance for doubtful accounts was \$5,000 and \$3,818 at December 31, 2012 and December 31, 2013, respectively.

**Inventory**

Inventories are stated at the lower of cost or net realizable value using the average cost method. Inventories consisted of:

|                         | <b>December 31, 2012</b> | <b>December 31, 2013</b> |
|-------------------------|--------------------------|--------------------------|
| Raw materials           | \$43,395                 | \$26,080                 |
| Finished goods (Note 4) | 10,590                   | 3,750                    |
|                         | <b>\$53,985</b>          | <b>\$29,830</b>          |

**Equipment**

Equipment is carried at cost and depreciated using the straight-line method over the estimated useful lives of the assets, which is three years. As of December 31, 2012 and 2013, our equipment was fully depreciated.

**Earnings (Loss) Per Share**

We report basic and diluted earnings (loss) per share ("EPS") for common and common share equivalents. Basic EPS is computed by dividing reported earnings by the weighted average shares outstanding. Diluted EPS is computed by

adding to the weighted average shares the dilutive effect if stock options and warrants were exercised into common stock. For the years ended December 31, 2012 and 2013, the denominator in the diluted EPS computation is the same as the denominator for basic EPS due to the anti-dilutive effect of the warrants and stock options on the Company's net loss.

### **Use of Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and revenues and expenses during the period reported. Actual results could differ from those estimates. Estimates are used when accounting for stock-based transactions, uncollectible accounts receivable, asset depreciation and amortization, and taxes, among others.

The methods, estimates and judgments we use in applying these most critical accounting policies have a significant impact on the results of our financial statements.

### **Share-based Payments**

All share-based payments to employees, including grants of employee stock options, are recognized in the financial statements based on their fair values.

For stock issued to consultants and other non-employees for services, we record the expense based on the fair market value of the securities as of the date of the stock issuance. The issuance of stock warrants or options to non-employees are valued at the time of issuance utilizing the Black Scholes calculation and the amount is charged to expense.

## **BIOLARGO, INC. AND SUBSIDIARIES**

### **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

During the years ended December 31, 2012 and 2013 we recorded an aggregate \$657,479 and \$39,200 in selling, general and administrative expense related to options issued pursuant to the 2007 Plan. (See Note 9).

During the years ended December 31, 2012 and 2013 we recorded an aggregate \$1,096,412 and \$892,309 in selling, general and administrative expense related to options issued outside of the 2007 Plan. (See Note 9).

During the year ended December 31, 2013 we issued 1,483,764 shares of our common stock to our President, Chief Technology Officer and Secretary in lieu of accrued and unpaid compensation and unreimbursed expenses totaling \$419,224. (See Note 10).

During the year ended December 31, 2012 we issued 1,117,113 shares of our common stock to our President, Chief Technology Officer and Secretary in lieu of accrued and unpaid compensation and unreimbursed expenses totaling \$335,134. (See Note 10).

During the years ended December 31, 2012 and 2013 we recorded an aggregate \$509,940 and \$247,412 of interest expense related to the amortization of the discount on convertible notes (see Note 5), for the extension of warrants set to expire, and for the fair value of warrants issued for services (see Note 9).

Pursuant to the recommendations from our Compensation Committee, on December 28, 2012 we issued 1,000,000 shares of common stock to three of our executive officers for their continued service at \$0.25 per share and recorded \$250,000 of selling, general and administrative expense.

#### **Non-Cash Transactions**

We have established a policy relative to the methodology to determine the value assigned to each intangible we acquire, and/or services or products received for non-cash consideration of our common stock. The value is based on

the market price of our common stock issued as consideration, at the date of the agreement of each transaction or when the service is rendered or product is received.

### **Revenue Recognition**

Revenues are recognized as risk and title to products transfers to the customer (which generally occurs at the time shipment is made), the sales price is fixed or determinable, and collectability is reasonably assured. We also may generate revenues from royalties and license fees from our intellectual property. Licensees typically pay a license fee in one or more installments and ongoing royalties based on their sales of products incorporating or using our licensed intellectual property. License fees are recognized over the estimated period of future benefit to the average licensee.

### **Income Taxes**

The asset and liability approach is used to recognize deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the carrying amounts and the tax bases of asset and liabilities. Deferred tax assets and liabilities are determined based on the differences between financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. The effect on deferred tax asset and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

## **BIOLARGO, INC. AND SUBSIDIARIES**

### **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

We account for uncertainties in income tax law under a comprehensive model for the financial statement recognition, measurement, presentation and disclosure of uncertain tax positions taken or expected to be taken in income tax returns as prescribed by generally accepted accounting principles (“GAAP”). Under GAAP, the tax effects of a position are recognized only if it is “more-likely-than-not” to be sustained by the taxing authority as of the reporting date. If the tax position is not considered “more-likely-than-not” to be sustained, then no benefits of the position are recognized.

#### **Fair Value of Financial Instruments**

The carrying amounts of the Company's financial instruments as of December 31, 2012 and 2013 approximate their respective fair values because of the short-term nature of these instruments. Such instruments consist of cash, accounts receivable, accounts payable, convertible notes, and other assets and liabilities.

#### **Recent Accounting**

No recent accounting pronouncements or other authoritative guidance have been issued that management considers likely to have a material impact on our consolidated financial statements.

### **Note 3. Customer Deposit**

On March 24, 2011, we entered into a contract in which Central Garden & Pet Company (“Central”) was granted the exclusive worldwide right and license to sell, market, offer for sale, distribute import, export, and otherwise exploit products that contain the BioLargo technologies in the “pet supplies industry” (which is defined in the agreement, and does not include products for equine or livestock). Pursuant to the Central contract, we received a \$100,000 non-refundable deposit which would be credited against future orders, if any.

On February 11, 2013, we gave Central written notice of their failure to purchase the minimum required product from us to maintain exclusive rights to our technology in the “pet supplies industry” pursuant to the agreement. To maintain exclusive rights, within 60 days of our written notice Central must have either purchased the minimum amount of product or compensate us for lost profits as if they had done so.

Central failed to purchase products from us prior to the expiration of the 60-day period, and failed to otherwise compensate us for lost profits. As such, as of April 12, 2013, Central lost its exclusive rights to our technology in the “pet supplies industry”, and we recorded as revenue the \$100,000 deposit paid in 2011.

#### **Note 4. Deferred Revenue**

##### **Horn Warehouse**

Horn (formerly the E.T. Horn Company) has warehoused our product and made it available to us for later sales. Thus, for revenue recognition purposes, prior sales to Horn have been deferred until such time the product is sold to retailers and/or end-users. As of May 15, 2013, Horn no longer provides warehouse services and there is no obligation for us to sell inventory held at Horn.

**BIOLARGO, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

During the year ended December 31, 2013, we recognized revenue of \$14,583 previously recorded as deferred revenue. As of December 31, 2013, we had \$0 deferred revenue.

**Other**

As of December 31, 2013, we recognized revenue of \$4,414 of deferred revenue upon payment related to a sale of our Deodorall branded sports equipment deodorizing product.

**Note 5. Private Securities Offerings**

**Summer 2013 Private Securities Offering**

Pursuant to a private offering of our common stock at a price of \$0.25 per share that commenced June 2013, through December 31, 2013, we sold 260,000 shares of our common stock to three accredited investors and received \$65,000 gross and \$59,500 net proceeds from the sales.

Each purchaser of stock will receive, for no additional consideration, a stock purchase warrant which entitles the holder to purchase a number of additional shares of our common stock equal to the number of shares originally purchased. The warrant is exercisable at \$0.30 per share, will expire on October 15, 2015, and is subject to a call provision in the event BioLargo's common stock price reaches \$0.60 per share over a period of 40 days.

**Winter 2013 Private Securities Offering**

Pursuant to a private offering of our common stock at a price of \$0.30 per share that commenced January 2013, through its expiration on June 14, 2013, we sold 2,333,329 shares of our common stock to 13 accredited investors and received \$700,000 gross and \$633,000 net proceeds from the sales.

Each purchaser of stock will receive, for no additional consideration, a stock purchase warrant entitling the holder to purchase the same number of shares as purchased in the offering, for \$0.55 per share until July 30, 2015.

**Clyra Winter 2012 Private Securities Offering**

On December 17, 2012, our subsidiary Clyra (see Note 12) began a private securities offering, selling up to 1,000 shares of its common stock at \$1,000 per share. Through September 30, 2013, Clyra sold 240 shares of its common stock to four accredited investors and received \$240,000 gross and \$236,000 net proceeds from the sale.

In April 2013, Clyra modified the terms of its offering, such that, in addition to shares of Clyra common stock, each Clyra investor would receive a warrant ("Clyra 2012 Warrants") to purchase an additional number of shares of Clyra common stock as originally purchased by the investor, at a price of \$1,833 per share, until July 30, 2015. The offering terms were also modified to increase the number of shares of BioLargo common stock into which the Clyra investor could convert his or her Clyra shares, from 2,858 to 3,333 and 1/3 shares of BioLargo common stock. The date until which the investor may tender Clyra shares to BioLargo for conversion was extended to July 30, 2015. The Clyra investors will not receive any further warrants to purchase additional BioLargo common stock.

**BIOLARGO, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

This offering closed in December 2013. (See Note 14, Subsequent Events.)

**Summer 2012 Offering**

Pursuant to a private offering of our common stock that commenced May 2012 (the “Summer 2012 Offering”) and closed in November 2012, we sold 2,771,671 shares of our common stock at \$0.35 per share to 15 accredited investors and received \$970,086 gross, \$918,586 net proceeds from the sales. Each purchaser of stock in the Summer 2012 Offering received, for no additional consideration, a stock purchase warrant (the “Summer 2012 Warrant”) entitling the holder to purchase the same number of shares as purchased in the offering, for \$0.50 per share until March 31, 2014. (See Note 7.) On October 23, 2012, we amended the original terms of the offering by reducing the price of the common stock sold from \$0.40 to \$0.35 per share, and reducing the exercise price of the warrant from \$0.55 to \$0.50 per share.

**Winter 2012 Offering**

Pursuant to a private offering of our common stock at a price of \$0.35 per share that commenced January 2012 and closed May 2012 (the “Winter 2012 Offering”), we sold 3,127,914 shares of our common stock at \$0.35 per share to 30 accredited investors and received \$1,094,765 gross and \$1,040,315 net proceeds from the sales.

Each purchaser of stock in the Winter 2012 Offering received, for no additional consideration, a stock purchase warrant (the “Winter 2012 Warrant”) entitling the holder to purchase the same number of shares as purchased in the offering, for \$0.50 per share until June 30, 2013. On June 28, 2013, these Warrants were extended for one year to expire on June 30, 2014. (See Note 7.)

**Fall 2011 Offering**

Pursuant to a private offering of our common stock at a price of \$0.35 per share that commenced September 2011 and closed December 31, 2011 (the “Fall 2011 Offering”), we sold 1,335,201 shares of our common stock at \$0.35 per share to 16 accredited investors and received subscriptions \$467,317 gross and net proceeds. In the year ended December 31, 2011, we received \$370,723 gross proceeds and issued 1,059,215 shares of our common stock. In January 2012 we received the remaining \$96,594 from subscriptions committed prior to the termination of the offering and issued 275,986 shares of our common stock.

Each purchaser of stock in the Fall 2011 Offering received, for no additional consideration, a stock purchase warrant (the “Fall 2011 Warrant”) entitling the holder to purchase the same number of shares of common stock for \$0.50 per share until December 31, 2012. On December 27, 2012, we extended the expiration date of the warrant by one year, to expire December 31, 2013. These warrant expired unexercised (See Note 7.)

## **BIOLARGO, INC. AND SUBSIDIARIES**

### **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

#### **Spring 2010 Offering**

Pursuant to a private offering that commenced January 2010 (the “Spring 2010 Offering”) and terminated July 2010, we sold \$438,775 of our 10% convertible notes (the “Spring 2010 Notes”), which are due and payable on April 15, 2013, to 18 investors, the principal amount of which is convertible into an aggregate 763,235 shares of our common stock, at \$0.575 per share. We converted all of the Spring 2010 Offering notholders on December 27, 2012 by the issuance of stock pursuant to the terms of the notes. (See Note 6.)

#### **Spring 2009 Offering**

Pursuant to a private offering that commenced April 2009 (the “Spring 2009 Offering”) and terminated November 2009, we sold \$681,410 of our 10% convertible notes (the “Spring 2009 Notes”), which are due and payable on June 1, 2012, to 23 investors, the principal amount of which is convertible into an aggregate 1,238,935 shares of our common stock at a price of \$0.55 per share. These notes were fully paid at maturity by the issuance of stock pursuant to the terms of the notes. (See Note 6.)

All of these offerings and sales were made in reliance on the exemption from registration contained in Section 4(2) of the Securities Exchange Act and/or Regulation D promulgated thereunder as not involving a public offering of securities.

#### **Note 6. Conversion of Notes**

As of December 21, 2012 each of our convertible Notes and related accrued and unpaid interest were converted into shares of our common stock at a conversion rate set forth in the respective convertible Note offering. There are no outstanding convertible Notes as of December 31, 2013.

**Spring 2010 Notes**

On December 27, 2012, our Board elected to convert the \$413,775 outstanding principal amount of promissory notes issued in our Spring 2010 Offering, into 720,443 shares of our common stock at the conversion rate set forth in the notes of \$0.575 per share. The Spring 2010 notes were set to mature on April 15, 2013. As consideration for the early termination, we paid accrued interest through the April 15, 2013 maturity date, and extended the January 15, 2013 expiration of the Spring 2010 Thirty-Six Month stock purchase warrant by a period of one year, such that the warrants now expire on January 15, 2014.

On February 6, 2012, a holder of a convertible promissory note issued in our Spring 2010 Offering elected to convert the principal balance of \$25,000 into 43,478 shares of our common stock, at a conversion rate set forth in the notes of \$0.575 per share.

During 2012, interest of \$84,845 related to these notes was converted into 201,053 shares.

**Spring 2009 Notes**

On their June 1, 2012 maturity date, we elected to convert the remaining aggregate principal balance of \$670,410 of our Spring 2009 Notes into an aggregate 1,218,927 shares of our common stock at a conversion price of \$0.55 per share.

During 2012, interest of \$56,041 related to these notes was converted into 101,893 shares.

All of these offerings and sales were made in reliance on the exemption from registration contained in Section 4(2) of the Securities Exchange Act and/or Regulation D promulgated thereunder as not involving a public offering of securities.

**BIOLARGO, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****Note 7. Warrants**

We have certain warrants outstanding to purchase our common stock, at various prices, as described in the following table:

|                                     | <b>Number of<br/>Shares</b> | <b>Price Range</b> |         |
|-------------------------------------|-----------------------------|--------------------|---------|
| Outstanding as of December 31, 2011 | 5,077,086                   | \$0.125–           | \$ 1.00 |
| Issued                              | 6,398,813 <sup>(1)</sup>    | \$0.50             |         |
| Exercised                           | —                           | —                  |         |
| Expired                             | (2,870,871 )                | \$0.75 –           | \$2.00  |
| Outstanding as of December 31, 2012 | 8,390,741                   | \$0.125–           | \$1.00  |
| Issued                              | 3,503,328                   | \$0.25 –           | \$0.50  |
| Exercised                           | —                           | —                  |         |
| Expired                             | (1,275,298 )                | \$0.50 –           | \$1.00  |
| Outstanding as of December 31, 2013 | 10,618,771                  | \$0.125–           | \$1.00  |

<sup>(1)</sup> During 2012, an adjustment was made to the timing of the issuance of warrants to purchase an aggregate 214,287 shares.

To determine interest expense related to our outstanding warrants issued in conjunction with debt offerings, the fair value of each award grant is estimated on the date of grant using the Black-Scholes option-pricing model and the calculated value is amortized over the life of the warrant. The determination of expense of warrants issued for services or settlement also uses the option-pricing model. The principal assumptions we used in applying this model were as follows:

|                         | <b>2012</b>            | <b>2013</b>            |
|-------------------------|------------------------|------------------------|
| Risk free interest rate | 0.15% <del>0.57%</del> | 0.15% <del>0.78%</del> |
| Expected volatility     | 120% <del>489%</del>   | 112% <del>262%</del>   |
| Expected dividend yield | —                      | —                      |
| Forfeiture rate         | —                      | —                      |

Expected life in years    0.75   5.00    1.00   3.00

The risk-free interest rate is based on U.S Treasury yields in effect at the time of grant. Expected volatilities are based on historical volatility of our common stock. The expected life in years is presumed to be the mid-point between the vesting date and the end of the contractual term.

We recorded \$509,940 and \$247,412 of interest expense related to the amortization of the discount on convertible notes, for the extension of warrants set to expire, and for the fair value of warrants issued for services for the years ended December 31, 2012 and 2013, respectively.

**Summer 2013 Warrants**

Pursuant to the terms of our Summer 2013 Offering (see Note 5), since inception in June 2013 we issued warrants to purchase up to an aggregate 260,000 shares of our common stock to the investors in the Summer 2013 Offering at an exercise price of \$0.30 per share. These warrants are set to expire October 15, 2015.

## **BIOLARGO, INC. AND SUBSIDIARIES**

### **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

#### **Winter 2013 Warrants**

Pursuant to the terms of our Winter 2013 Offering (see Note 5), during 2013 we issued warrants to purchase up to an aggregate 2,333,329 shares of our common stock to the investors in the Winter 2013 Offering at an exercise price of \$0.55 per share. These warrants are set to expire June 15, 2015.

#### **Clyra 2012 Warrants**

In April 2013, Clyra modified the terms of its offering, such that, in addition to shares of Clyra common stock, each Clyra investor would receive a warrant ("Clyra 2012 Warrants") to purchase an additional number of shares of Clyra common stock as originally purchased by the investor, at a price of \$1,833 per share, until July 30, 2015. The offering terms were also modified to increase the number of shares of BioLargo common stock into which the Clyra investor could convert his or her Clyra shares, from 2,858 to 3,333 and 1/3 shares of BioLargo common stock. We have issued warrants to purchase up to an aggregate 799,999 shares of our common stock to the investors in the Clyra Winter 2012 private securities offering. (See Note 5). The date until which the investor may tender Clyra shares to BioLargo for conversion was extended to July 30, 2015.

#### **Summer 2012 Warrants**

Pursuant to the terms of our Summer 2012 Offering (see Note 5), during 2012 we issued warrants to purchase up to an aggregate 2,771,671 shares of our common stock to the investors in the Offering. On October 23, 2012, we amended the terms of the Summer 2012 Offering by reducing the exercise price from \$0.55 to \$0.50 per share. These warrants are set to expire on March 31, 2014 and have an exercise price of \$0.50 per share.

#### **Winter 2012 Warrants Extension**

Pursuant to the terms of our Winter 2012 Offering (see Note 5), during 2012 we issued warrants to purchase up to an aggregate 3,127,914 shares of our common stock to the investors in the Offering. The Winter 2012 warrants were set to expire on June 30, 2013 and have an exercise price of \$0.50 per share. On June 30, 2013, the expiration date of these warrants was extended by a period of one year, such that the warrants now expire on June 30, 2014. During the nine-month period ended June 30, 2013 we recorded \$233,000 of interest expense related to the fair value of the one-year extension for our Winter 2012 Warrants.

**Other Warrants**

On December 31, 2013, the noteholder of our note payable (see Note 11) agreed to extend the maturity date to January 14, 2015. As consideration for the extension, we issued a warrant to purchase 60,000 shares of common stock at \$0.30 cents per share, resulting in a fair value of \$14,412 recorded as interest expense upon issuance. The warrant expires on June 15, 2017.

On December 28, 2012, the noteholder of our note payable (see Note 11) agreed to extend the maturity date of the note by a period of one year to December 3, 2013. As consideration for the extension, we issued a warrant to purchase 50,000 shares of common stock at \$0.50 cents per share, resulting in a fair value of \$6,805 recorded as interest expense. The warrant expires on June 3, 2014.

## **BIOLARGO, INC. AND SUBSIDIARIES**

### **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

On July 23, 2012, we issued a warrant to a consultant for services provided to purchase up to an aggregate 250,000 shares of our common stock at an exercise price of \$0.40 per share, resulting in a fair value of \$67,500, of which \$62,100 was recorded as selling, general and administrative expense during the year ended December 31, 2012 and the remaining \$5,400 was expensed in 2013. This warrant expires on July 23, 2017.

#### **Note 8. Stockholders' Equity**

##### **Preferred Stock**

Our certificate of incorporation authorizes our Board of Directors to issue preferred stock, from time to time, on such terms and conditions as they shall determine. As of December 31, 2012 and December 31, 2013 there were no outstanding shares of our preferred stock.

##### **Common Stock**

As of December 31, 2012 and December 31, 2013 there were 70,713,830 and 75,123,014 shares of common stock outstanding, respectively. The increase in shares during the year ended December 31, 2013 is comprised of the following stock issuances: (i) 2,333,329 shares of our common stock issued to purchasers of our Winter 2013 PPM, (ii) 1,483,764 shares of our common stock to our officers as payment for accrued and unpaid salary and unreimbursed expenses, (iii) 332,091 shares as payment to consultants in lieu of accrued and unpaid obligations, (iv) 260,000 shares of our common stock issued to purchasers of our Summer 2013 PPM

#### **Note 9. Stock-Based Compensation and Other Employee Benefit Plans**

**Stock Based Compensation**

Pursuant to the recommendations from our Compensation Committee, on December 28, 2012 we issued 1,000,000 shares of common stock to three of our executive officers for their continued service at \$0.25 per share and recorded \$250,000 of selling, general and administrative expense upon issuance.

**2007 Equity Incentive Plan**

On August 7, 2007, and as amended April 29, 2011, our Board of Directors adopted the BioLargo, Inc. 2007 Equity Incentive Plan ("2007 Plan") as a means of providing our directors, key employees and consultants additional incentive to provide services. Both stock options and stock grants may be made under this plan. The Compensation Committee administers this plan. The plan allows grants of common shares or options to purchase common shares. As plan administrator, the Compensation Committee has sole discretion to set the price of the options. The Compensation Committee may at any time amend or terminate the plan.

On June 17, 2013, we issued an option to purchase 40,000 shares of our common stock to our members of our Board of Directors, pursuant to the terms of the 2007 Equity Plan which calls for an annual automatic issuance. Each board member received an option to purchase 10,000 shares of our common stock, the option vests after a period of one year from the date of grant, expires ten years from the date of issuance, and is exercisable at \$0.28 per share, the price of our common stock on the grant date. The fair value of this option totaled \$11,200 and was recorded as selling, general and administrative expense.

**BIOLARGO, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

During the year ended December 31, 2012 we issued options pursuant to the terms of the 2007 Plan to third-party consultants and our officers and members of our board of directors, as reflected in the following tables.

**Third-party consultants:**

| <b>2007 Plan</b>                   | <b>Exercise<br/>Price</b> | <b>Stock<br/>Price</b> | <b>Shares<br/>Purchasable</b> | <b>Fair<br/>Value</b> | <b>Vested</b> |
|------------------------------------|---------------------------|------------------------|-------------------------------|-----------------------|---------------|
| Conversion of accounts payable (1) | \$ 0.50                   | \$ 0.45                | 257,035                       | \$ 115,666            | \$ 115,666    |
| Pursuant to an agreement (2)       | \$ 0.36                   | \$ 0.28                | 200,000                       | 56,000                | 14,000        |
| Total                              |                           |                        | 457,035                       | \$ 171,666            | \$ 129,666    |

On April 27, 2009, in an effort to preserve the Company's cash and reduce outstanding payables, the Board offered to third parties an option ("Option") to purchase 257,035 shares of our common stock in lieu of cash payment to reduce amounts owed by the Company. The Options were issued pursuant to the Company's 2007 Equity Incentive Plan with an exercise price of \$0.50 cents a share, an amount which was \$0.20 per share above the \$0.30 per share

(1) closing price of the Company's common stock on April 27, 2009, and had an expiration date of April 27, 2012. In consideration of the circumstances in which the Options were issued, and the fact that the price of the Company's common stock was less than the strike price of the Options, the Board extended the expiration date of the Options by a period of seven years, to expire on April 27, 2019. The fair value of the Option totaled \$115,666 and was recorded as selling, general and administrative expense during the year-ended December 31, 2013.

On July 18, 2012, an option was issued to a consultant, in accordance with the service agreement, to purchase an aggregate 200,000 shares of our common stock. Of this amount 50,000 vested upon issuance exercisable at \$0.50 per share; 50,000 vest January 18, 2013 at an exercise price of \$0.75 per share; 50,000 vest July 18, 2013 at an exercise price of \$1.00 per share; and the remaining 50,000 vest January 18, 2014 at an exercise price of \$1.25 per share. The share price of our common stock on the date of issuance was \$0.28 per share and resulted in a fair value of \$56,000, of which \$14,000 was recorded as selling, general and administrative expense during the year ended December 31, 2013, and the remaining will be expensed ratably per the vesting schedule. These options expire ten years from the date of issuance, July 18, 2022.

**Officers and board of directors:**

| <b>2007 Plan</b>                   | <b>Exercise<br/>Price</b> | <b>Stock Price</b> | <b>Shares<br/>Purchasable</b> | <b>Fair<br/>Value</b> | <b>Vested</b> |
|------------------------------------|---------------------------|--------------------|-------------------------------|-----------------------|---------------|
| Conversion of accounts payable (3) | \$0.40-\$0.55             | \$0.32-\$0.45      | 920,261                       | \$357,457             | \$357,457     |
| Pursuant to an agreement (4)       | \$0.32-\$0.35             | \$0.34-\$0.40      | 346,667                       | 120,067               | 120,067       |
|                                    |                           |                    | 1,266,928                     | \$341,280             | \$477,614     |

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**BIOLARGO, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

On April 27, 2009, in an effort to preserve the Company's cash and reduce outstanding payables, the Board offered to officers and board members an option ("Option") to purchase 485,100 shares of our common stock in lieu of cash payment to reduce amounts owed by the Company. The Options were issued pursuant to the Company's 2007 Equity Incentive Plan with an exercise price of \$0.50 cents a share, an amount which was \$0.20 per share above the \$0.30 per share closing price of the Company's common stock on April 27, 2009, and had an expiration date of April 27, 2012. The Options issued to Board members Dennis P. Calvert and Kenneth R. Code were issued at an exercise price of \$0.55 per share. In consideration of the circumstances in which the Options were issued, and the fact that the price of the Company's common stock was less than the strike price of the Options, the Board extended the expiration date of the Options by a period of seven years, to expire on April 27, 2019. The fair value of the Option totaled \$218,295 and was recorded as selling, general and administrative expense.

On July 5, 2012, our independent board members were issued options to purchase an aggregate 435,161 shares of our common stock at \$0.36 per share in exchange for a reduction of \$104,439 in accrued and unpaid obligations for their services on the board of directors. The share price of our common stock on July 5, 2012 was \$0.32 per share. These options are fully vested and expire ten years from the date of issuance, July 5, 2022. The fair value of the options was an aggregate \$152,585, resulting in additional \$48,146 of selling, general and administrative expense in the year ended December 31, 2013.

On April 9, 2012, we issued an option to purchase 300,000 shares of common stock to our Chief Financial Officer in exchange for his services pursuant to the April 2012 extension of his engagement agreement with an exercise price of \$0.35 per share, resulting in \$105,000 in selling, general and administrative expense. The option expires April 9, 2022.

On July 1, 2012, we recorded the issuance of an option to purchase an aggregate 46,667 shares of our common stock to the independent members of our Board of Directors, pursuant to the terms of the 2007 Equity Plan which calls for an automatic issuance of an option to a new board of director and concurrently with the annual stockholders meeting to our returning board of directors. The options vest after a period of one year from the date of grant, expires ten years from the date of issuance, and 6,667 is exercisable at \$0.34 per share and 40,000 shares is exercisable at \$0.40 per share, the price of our common stock on the grant date. The fair value of these options totaled \$15,067 and was recorded as selling, general and administrative expense.

Activity for our stock options under the 2007 Plan for the years ended December 31, 2012 and 2013 is as follows:

| <b>Options</b>     | <b>Shares</b>    | <b>Price per share</b> | <b>Weighted</b>  |
|--------------------|------------------|------------------------|------------------|
| <b>Outstanding</b> | <b>Available</b> |                        | <b>Average</b>   |
|                    |                  |                        | <b>Price per</b> |

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|                                  |            |            |        |        |        | share |
|----------------------------------|------------|------------|--------|--------|--------|-------|
| Balances as of December 31, 2011 | 7,739,258  | 4,260,742  | \$0.23 | —      | \$1.89 | 0.42  |
| Granted                          | 981,828    | (981,828 ) | \$0.34 | —      | \$0.40 | 0.38  |
| Exercised                        | —          | —          |        | —      |        | —     |
| Expired                          | (200,000 ) | 200,000    |        | \$1.03 |        | —     |
| Balances as of December 31, 2012 | 8,521,086  | 4,460,742  | \$0.25 | —      | \$1.89 | 0.44  |
| Granted                          | 40,000     | (40,000 )  |        | \$0.28 |        | 0.28  |
| Exercised                        | —          | —          |        | —      |        | —     |
| Expired                          | —          | —          |        | —      |        | —     |
| Balances as of December 31, 2013 | 8,561,086  | 4,420,742  | \$0.25 | —      | \$1.89 | 0.44  |

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**BIOLARGO, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

The following table summarizes the stock options issued under the 2007 Equity Plan outstanding at December 31, 2013.

|                    |                 |                    | <b>Currently Exercisable</b> |                 |        |                  |         |        |
|--------------------|-----------------|--------------------|------------------------------|-----------------|--------|------------------|---------|--------|
| <b>Options</b>     |                 | <b>Weighted</b>    |                              | <b>Weighted</b> |        |                  |         |        |
| <b>Outstanding</b> | <b>Exercise</b> | <b>Average</b>     |                              | <b>Average</b>  |        | <b>Number</b>    |         |        |
|                    |                 | <b>Remaining</b>   |                              | <b>Exercise</b> |        | <b>Of Shares</b> |         |        |
|                    |                 | <b>Contractual</b> |                              | <b>Price</b>    |        | <b>December</b>  |         |        |
|                    |                 | <b>Life</b>        |                              |                 |        | <b>31, 2013</b>  |         |        |
| 200,000            | \$0.58          |                    | 1                            | \$0.58          |        | 200,000          | \$0.58  |        |
| 2,116,943          | \$0.30-         | \$0.48             | 2                            | \$0.30-         | \$0.48 | 2,116,943        | \$0.30- | \$0.48 |
| 525,000            | \$0.40-         | \$1.89             | 4                            | \$0.40-         | \$1.89 | 525,000          | \$0.40- | \$1.89 |
| 892,135            | \$0.28-         | \$0.99             | 5                            | \$0.28-         | \$0.99 | 892,135          | \$0.28- | \$0.99 |
| 810,000            | \$0.31-         | \$0.70             | 6                            | \$0.31-         | \$0.70 | 810,000          | \$0.31- | \$0.70 |
| 1,312,507          | \$0.22-         | \$0.50             | 7                            | \$0.22-         | \$0.50 | 1,312,507        | \$0.22- | \$0.50 |
| 1,989,340          | \$0.34-         | \$0.51             | 8                            | \$0.34-         | \$0.51 | 1,989,340        | \$0.34- | \$0.51 |
| 715,161            | \$0.28-         | \$0.40             | 9                            | \$0.28-         | \$0.40 | 665,161          | \$0.28- | \$0.40 |
| 8,561,086          | \$0.22-         | \$1.89             | \$ 6                         | \$0.44          |        | 8,511,086        | \$0.44  |        |

**BIOLARGO, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Options issued Outside of the 2007 Equity Incentive Plan**

On December 27, 2013, in an effort to preserve our cash and reduce outstanding payables, pursuant to a plan previously adopted by our Board, we offered to employees, board members, consultants and vendors the opportunity to convert outstanding payable amounts into either (i) an option to purchase common stock in lieu of cash payment at \$0.25 cents a share, expiring ten years from the date of issuance, and containing “cashless” exercise provisions (each, an “Option”), or (ii) our common stock at \$0.25 per share.

On December 31, 2013, we issued Options to purchase 1,051,350 shares of our common stock at an exercise price of \$0.25 per share to certain vendors and consultants, in lieu of \$176,813 in accrued and unpaid fees. The fair value of the Options totaled \$262,838, resulting in \$87,613 of additional selling, general and administrative expenses.

On September 27, 2013, in an effort to preserve our cash and reduce outstanding payables, pursuant to a plan previously adopted by our Board, we offered to employees, board members, consultants and vendors the opportunity to convert outstanding payable amounts into either (i) an option to purchase common stock in lieu of cash payment at \$0.30 cents a share, expiring ten years from the date of issuance, and containing “cashless” exercise provisions (each, an “Option”), or (ii) our common stock at \$0.30 per share.

On September 30, 2013, we issued Options to purchase 1,033,825 shares of our common stock at an exercise price of \$0.30 per share to certain vendors and consultants, in lieu of \$206,765 in accrued and unpaid fees. The fair value of the Options totaled \$289,471, resulting in \$82,706 of additional selling, general and administrative expenses.

On September 30, 2013, we issued Options to purchase 675,000 share of our common stock at an exercise price of \$0.30 per share to certain non-employee members of our board of directors, in lieu of \$135,000 in accrued and unpaid fees due for services on our board of directors. The fair value of the Options totaled \$189,000, resulting in \$54,000 of additional selling, general and administrative expenses.

On July 17, 2013, our Chief Financial Officer agreed to extend the engagement agreement dated February 1, 2008 (the “Engagement Agreement”, which had been extended annually since inception). The Engagement Extension Agreement dated as of July 17, 2013 (the “Engagement Extension Agreement”) provides for an additional term to expire January 31, 2014 (the “Extended Term”), and is retroactively effective to February 1, 2013. Compensation during the Extended Term consists of the issuance of an option to purchase 300,000 shares of the Company’s common stock, at a strike price of \$0.30 per share, to expire July 17, 2023, and to vest over the term of the engagement with 125,000 shares vested as of July 17, 2013, and the remaining shares to vest 25,000 monthly, provided that the Engagement Extension Agreement has not been terminated prior to each vesting date. The fair value of the option totaled \$90,000 and through the year ended December 31, 2013 we have recorded \$75,000 in selling, general and administrative expenses. The remaining \$15,000 will expense ratably in 2014.

On December 27, 2012, we issued options to purchase 635,000 shares of common stock at a strike price of \$0.30 cents per share, a 20 percent premium of the closing price of our common stock on the date of issuance, in lieu of \$127,000 in accrued and unpaid fees to members of board of directors and an officer for services performed. The fair value of these options totaled \$172,000, resulting in an additional \$35,000 of selling, general and administrative expense.

## **BIOLARGO, INC. AND SUBSIDIARIES**

### **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

On December 27, 2012, we issued options to purchase 862,986 shares of common stock at a strike price of \$0.30 cents per share, in lieu of \$172,597 in accrued and unpaid accounts payable and accrued expenses to certain of our vendors and consultants. The fair value of these options totaled \$215,717, resulting in an additional \$43,150 of selling, general and administrative expense.

On December 27, 2012, our Board extended by five years the expiration date of options issued to two consultants in January 2008. Each option entitles the consultant to purchase 1,200,000 shares of our common stock at \$0.99 per share, fully vested over a four year period, and was set to expire on January 10, 2013. The Board amended the expiration date such that the options now expire January 10, 2018. The fair value of the extension of these options totaled \$600,000 and it was recorded as selling, general and administrative expenses.

On October 2, 2012, we issued options to purchase 168,750 shares of common stock at a strike price of \$0.40 cents per share, a 30 percent premium of the closing price of our common stock on the date of issuance, in lieu of \$45,000 in accrued and unpaid fees to members of board of directors for service on our board of directors. The fair value of these options totaled \$47,250, resulting in an additional \$2,250 of selling, general and administrative expense.

On April 27, 2009, in an effort to preserve the Company's cash and reduce outstanding payables, the Board offered to a related party an option ("Option") to purchase 691,975 shares of our common stock in lieu of cash payment to reduce amounts owed by the Company. The Option was issued to New Millennium, Inc. a Company controlled by Dennis P. Calvert were issued at an exercise price of \$0.55 per share. In consideration of the circumstances in which the Options were issued, and the fact that the price of the Company's common stock was less than the strike price of the Options. On April 27, 2012 the Board extended the expiration date of the Options by a period of seven years, to expire on April 27, 2019. The fair value of the Option totaled \$228,352 and was recorded as selling, general and administrative expense.

On August 12, 2011, we entered into an agreement with Steven V. Harrison whereby we retained Mr. Harrison to serve as our Director of International Ventures and Business Development. Mr. Harrison is formerly a member of our Board of Directors. In addition to salary, Mr. Harrison will receive an option to purchase 800,000 shares of common stock for \$1.00 per share, which shares will vest on a monthly basis over a period of four years and expire 10 years from the issue date. Should Mr. Harrison's agreement terminate, no further shares will vest. The fair value of this option totaled \$304,000 and through the years ended December 31, 2012 and December 31, 2013 we recorded \$76,000 as selling, general and administrative expense. The remaining fair value of \$126,667 will be expensed ratably through August 31, 2015.

Activity for our stock options issued outside of the 2007 Plan for the years ended December 31, 2012 and 2013 is as follows:

|                                  | <b>Options</b>     | <b>Weighted</b>        |        |                 |
|----------------------------------|--------------------|------------------------|--------|-----------------|
|                                  | <b>Outstanding</b> | <b>Price per share</b> |        | <b>Average</b>  |
|                                  |                    |                        |        | Price per share |
| Balances as of December 31, 2011 | 11,671,484         | \$0.25                 | \$1.89 | \$ 0.43         |
| Granted                          | 1,666,736          | \$0.30                 | \$0.99 | \$ 0.41         |
| Exercised                        | —                  | —                      | —      | —               |
| Canceled                         | —                  | —                      | —      | —               |
| Balances as of December 31, 2012 | 13,338,220         | \$0.18                 | \$1.00 | \$ 0.41         |
| Granted                          | 3,060,175          | \$0.25                 | \$0.30 | \$ 0.28         |
| Exercised                        | —                  | —                      | —      | —               |
| Canceled                         | —                  | —                      | —      | —               |
| Balances as of December 31, 2013 | 16,398,395         | \$0.18                 | \$1.00 | \$ 0.39         |

**BIOLARGO, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

The following table summarizes the stock options issued outside of the 2007 Equity Incentive Plan outstanding at December 31, 2013.

| <b>Options<br/>Outstanding at<br/>December 31,<br/>2013</b> | <b>Exercise<br/>Price</b> | <b>Weighted<br/>Average<br/>Remaining<br/>Contractual<br/>Life</b> | <b>Weighted<br/>Average<br/>Exercise<br/>Price</b> | <b>Currently Exercisable<br/>Number of<br/>Shares at<br/>December 31,<br/>2013</b> | <b>Weighted<br/>Average<br/>Exercise<br/>Price</b> |
|-------------------------------------------------------------|---------------------------|--------------------------------------------------------------------|----------------------------------------------------|------------------------------------------------------------------------------------|----------------------------------------------------|
| 46,250                                                      | \$0.30                    | 2                                                                  | \$0.30                                             | 46,250                                                                             | \$0.30                                             |
| 7,733,259                                                   | \$0.18                    | 3                                                                  | \$0.18                                             | 7,733,259                                                                          | \$0.18                                             |
| 2,400,000                                                   | \$0.99                    | 3                                                                  | \$0.99                                             | 2,400,000                                                                          | \$0.99                                             |
| 691,975                                                     | \$0.55                    | 6                                                                  | \$0.55                                             | 691,975                                                                            | \$0.55                                             |
| 800,000                                                     | \$1.00                    | 8                                                                  | \$1.00                                             | 483,333                                                                            | \$1.00                                             |
| 168,750                                                     | \$0.40                    | 9                                                                  | \$0.40                                             | 168,750                                                                            | \$0.40                                             |
| 1,497,986                                                   | \$0.30                    | 9                                                                  | \$0.30                                             | 1,497,986                                                                          | \$0.30                                             |
| 3,060,175                                                   | \$0.25                    | \$0.30 10                                                          | \$0.28                                             | 3,060,175                                                                          | \$0.28                                             |
| 16,398,395                                                  | \$0.48                    | \$1.00 9                                                           | \$0.39                                             | 16,081,728                                                                         | \$0.37                                             |

We recognize compensation expense for stock option awards on a straight-line basis over the applicable service period of the award, which is the vesting period. Share-based compensation expense is based on the grant date fair value estimated using the Black-Scholes Option Pricing Model. The following methodology and assumptions were used to calculate share based compensation for the year ended December 31, 2013:

|                         | 2012            |                  | 2013            |                  |
|-------------------------|-----------------|------------------|-----------------|------------------|
|                         | <b>Non Plan</b> | <b>2007 Plan</b> | <b>Non Plan</b> | <b>2007 Plan</b> |
| Risk free interest rate | 0.89%–1.73%     | 1.50%–2.06%      | 2.66%–3.04%     | 2.19 %           |
| Expected volatility     | 483%–949%       | 520%–951%        | 928%–951%       | 928 %            |
| Expected dividend yield | —               | —                | —               | —                |
| Forfeiture rate         | —               | —                | —               | —                |
| Expected life in years  | 4               | 40               | 7               | -10              |
|                         |                 |                  | 10              | 10               |

Expected price volatility is the measure by which our stock price is expected to fluctuate during the expected term of an option. Expected volatility is derived from the historical daily change in the market price of our common stock, as we believe that historical volatility is the best indicator of future volatility.

The risk-free interest rate used in the Black-Scholes calculation is based on the prevailing U.S Treasury yield as determined by the U.S. Federal Reserve. We have never paid any cash dividends on our common stock and do not anticipate paying cash dividends on our common stock in the foreseeable future.

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**BIOLARGO, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

We recognize compensation expense for stock option awards on a straight-line basis over the applicable service period of the award, which is the vesting period. Share-based compensation expense is based on the grant date fair value estimated using the Black-Scholes Option Pricing Model. Historically, we have not had significant forfeitures of unvested stock options granted to employees and Directors. A significant number of our stock option grants are fully vested at issuance or have short vesting provisions. Therefore, we have estimated the forfeiture rate of our outstanding stock options as zero.

**Note 10. Accounts Payable and Accrued Expenses**

Accounts payable and accrued expenses included the following:

|                                             | <b>December<br/>31,<br/>2012</b> | <b>December<br/>31,<br/>2013</b> |
|---------------------------------------------|----------------------------------|----------------------------------|
| Accounts payable and accrued expenses       | \$ 334,699                       | \$ 362,194                       |
| Accrued interest                            | —                                | 18,226                           |
| Officer and Board of Director Payables      | 4,673                            | 26,737                           |
| Total Accounts Payable and Accrued Expenses | \$ 339,372                       | \$ 407,157                       |

**Issuance of Common Stock in exchange for payment of payables****Payment of Officer Salaries and Board of Director Fees**

On December 31 2013, we issued 247,204 shares of our common stock, at a conversion price of \$0.25 per share, our common stock on the day of issuance, to our Chief Science Officer in lieu of \$67,725 in accrued and unpaid payables for his services. The stock issued is restricted from sale until the earlier of the termination of the executive's employment, or the filing of a report of a "change in control" on Form 8-K.

On December 31 2013, we issued 270,900 shares of our common stock, at a conversion price of \$0.25 per share, our common stock on the day of issuance, to our President in lieu of \$61,801 in accrued and unpaid payables for his services. The stock issued is restricted from sale until the earlier of the termination of the executive's employment, or the filing of a report of a "change in control" on Form 8-K.

On September 30, 2013, we issued 436,463 shares of our common stock, at a conversion price of \$0.30 per share, a 20% premium to the closing price of our common stock on the day of issuance, to our President in lieu of \$130,939 in accrued and unpaid payables for his services. The stock issued is restricted from sale until the earlier of the termination of the executive's employment, or the filing of a report of a "change in control" on Form 8-K.

On September 30, 2013, we issued 473,747 shares of our common stock, at a conversion price of \$0.30, a 20% premium to the closing price of our common stock on the day of issuance, to our Chief Science Officer in lieu of \$142,124 in accrued and unpaid payables for his services. The stock issued is restricted from sale until the earlier of the termination of the executive's employment, or the filing of a report of a "change in control" on Form 8-K.

On September 30, 2013, we issued 55,450 shares of our common stock, at a conversion price of \$0.30, a 20% premium to the closing price of our common stock on the day of issuance, to our corporate Secretary and Vice President of Operations in lieu of \$16,635 in accrued and unpaid payables for his services. The stock issued is restricted from sale until the earlier of the termination of the executive's employment, or the filing of a report of a "change in control" on Form 8-K.

## **BIOLARGO, INC. AND SUBSIDIARIES**

### **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

On December 27, 2012, we issued 497,507 shares of our common stock, at a conversion price of \$0.30 per share, a 20% premium to the closing price of our common stock on the day of issuance, to our President in lieu of \$149,252 in accrued and unpaid payables for his services. The stock issued is restricted from sale until the earlier of the termination of the executive's employment, or the filing of a report of a "change in control" on Form 8-K.

On December 27, 2012, we issued 536,467 shares of our common stock, at a conversion price of \$0.30, a 20% premium to the closing price of our common stock on the day of issuance, to our Chief Science Officer in lieu of \$160,940 in accrued and unpaid payables for his services. The stock issued is restricted from sale until the earlier of the termination of the executive's employment, or the filing of a report of a "change in control" on Form 8-K.

On December 27, 2012, we issued 83,139 shares of our common stock, at a conversion price of \$0.30, a 20% premium to the closing price of our common stock on the day of issuance, to our corporate Secretary and Vice President of Operations in lieu of \$24,942 in accrued and unpaid payables for his services. The stock issued is restricted from sale until the earlier of the termination of the executive's employment, or the filing of a report of a "change in control" on Form 8-K.

All of these offerings and sales were made in reliance on the exemption from registration contained in Section 4(2) of the Securities Exchange Act and/or Regulation D promulgated thereunder as not involving a public offering of securities.

#### ***Payment of Consultant Fees***

On September 27, 2013, we issued 135,826 shares of our common stock, at a conversion price of \$0.2735 per share, to certain vendors and consultants, in lieu of \$37,091 in accrued and unpaid amounts.

On May 15, 2013, we issued an aggregate 11,112 shares of our common stock, at a conversion price of \$0.28, as payment for \$3,111 of selling, general and administrative expense.

On May 15, 2013, we issued an aggregate 53,572 shares of our common stock, at a conversion price of \$0.28, as payment for \$15,000, of which \$11,425 is recorded as selling, general and administrative expense and the remaining \$3,575 as prepaid rent.

On January 4, 2013, we issued an aggregate 42,092 shares of our common stock, at a conversion price of \$0.25, as payment for \$10,530 of selling, general and administrative expense.

On December 27, 2012 we issued 100,000 shares of our common stock at a conversion price of \$0.25 per share, and recorded \$25,000 of selling, general and administrative expense to a consultant in exchange for research and marketing services.

On December 27, 2012, we issued 400,000 shares of our common stock at a conversion price of \$0.25 per share, and recorded \$100,000 of selling, general and administrative expense to a consultant in exchange for services provided.

On September 5, 2012 we issued 15,761 shares of our common stock at a conversion price of \$0.31 per share, and recorded \$4,693 of selling, general and administrative expense to a consultant in exchange for research and marketing services.

## **BIOLARGO, INC. AND SUBSIDIARIES**

### **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

On July 1, 2012, we issued 80,000 shares of our common stock at a conversion price of \$0.35 per share, and recorded \$28,000 of selling, general and administrative expense to a consultant in exchange for research and marketing services.

On March 6, 2012, we issued 100,000 shares of our common stock at a conversion price of \$0.35 per share, and recorded \$35,000 of selling, general and administrative expense to a consultant in exchange for research and marketing services.

On January 31, 2012, we issued an aggregate 30,147 shares of our common stock, at a conversion price of \$0.31, in lieu of \$9,225 of rent expense.

All of these offerings and sales were made in reliance on the exemption from registration contained in Section 4(2) of the Securities Exchange Act and/or RegulationD promulgated thereunder as not involving a public offering of securities.

#### ***Accrued Interest***

During the years ended December 31, 2012 and 2013, we recorded \$106,649 and \$33,973 of interest expense related to the convertible note and not payable obligations, respectively.

On December 27, 2012 we issued an aggregate 87,224 shares of our common stock at a conversion price of \$0.30 per share, a 20 percent premium of the closing price of our common stock on the date of issuance, to a noteholder in exchange for \$26,167 in interest due pursuant to a promissory note in the face amount of \$100,000. The note holder agreed to extend the maturity date of the note by a period of one year. As consideration for the extension, we issued the noteholder 60,000 shares of our common stock at \$0.25 per share and recorded an additional \$15,000 of interest expense. (See Note 11.)

On December 27, 2012, our Board elected to convert the outstanding principal and accrued interest amount of promissory notes issued in our Spring 2010 Offering into common stock at the conversion rate set forth in the notes of \$0.575 cents per share. The Spring 2010 notes were set to mature on April 15, 2013. As consideration for the early termination, we paid the investor's interest through the maturity date, issued an aggregate 71,975 shares of our common stock in lieu of \$41,386 of accrued and unpaid interest.

On June 1, 2012, the maturity date of the Spring 2009 Notes, we converted \$67,041 of accrued interest related to our Spring 2009 Notes (see Note 5) into an aggregate 121,893 shares of our common stock at a conversion price of \$0.55 per share.

On April 15, 2012, in accordance with terms of the Spring 2010 Notes (see Note 5), we paid accrued interest of \$41,425 by the issuance of 125,539 shares of our common stock, at a conversion price of \$0.33 per share, to the holders of the Spring 2010 Notes

On October 15, 2011, per the terms of the Fall 2008 Notes, we elected to convert the remaining accrued and unpaid interest balance of \$72,300 into 144,600 shares of our common stock, at a conversion price of \$0.50 per share.

On June 1, 2011, per the terms of the Spring 2010 Notes, we elected to convert accrued and unpaid interest of \$46,986 into 100,092 shares of our common stock, at a conversion price of \$0.47 per share.

## **BIOLARGO, INC. AND SUBSIDIARIES**

### **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

On April 15, 2011, per the terms of the Spring 2009 Notes, we elected to convert accrued and unpaid interest of \$67,041 into 155,919 shares of our common stock, at a conversion price of \$0.43 per share.

On March 31, 2011, per the terms of the Spring 2008 Notes, we elected to convert the remaining accrued and unpaid interest balance of \$76,051 into 56,334 shares of our common stock, at a conversion price of \$1.35 per share.

All of these offerings and sales were made in reliance on the exemption from registration contained in Section 4(2) of the Securities Exchange Act and/or Regulation D promulgated thereunder as not involving a public offering of securities.

#### **Issuance of Stock Options in exchange for payment of payables**

During 2013, we issued options to purchase an aggregate 2,760,175 shares of our common stock in exchange for the settlement of accrued and unpaid obligations totaling \$518,578. (See Note 9.)

During 2012, we issued options to purchase an aggregate 2,101,897 shares of our common stock in exchange for the settlement of accrued and unpaid obligations totaling \$449,036. (See Note 9.)

#### **Note 11. Note Payables**

On June 8, 2010, we received \$100,000 and issued a promissory note with an initial maturity date of December 3, 2010, which accrues interest at a rate of 10%. The noteholder, for no additional consideration, received a stock purchase warrant entitling the holder to purchase 50,000 shares of our common stock, exercisable at \$0.50 per share until June 3, 2013. (See Note 7.) The maturity date of the note was extended to December 3, 2011, to December 3,

2012, and again to January 14, 2015. (See Note 14, Subsequent Events.)

On December 28, 2012, the note holder agreed to extend the maturity date of the note by a period of one year to December 31, 2013. As consideration for the extension, we issued the noteholder 60,000 shares of our common stock at \$0.25 per share and recorded \$15,000 in interest expense, and a warrant to purchase 50,000 shares of common stock at \$0.50 cents per share, exercisable until June 3, 2014. The fair value of this warrant totaled \$6,805 and was recorded as interest expense. (See Note 7.)

On December 31, 2013, the note holder agreed to extend the maturity date of the note January 14, 2015. As consideration for the extension, we issued the noteholder 60,000 shares of our common stock at \$0.25 per share and recorded \$15,000 in interest expense, and a warrant to purchase 60,000 shares of common stock at \$0.30 cents per share, exercisable until January 14, 2017. The fair value of this warrant totaled \$14,412 and was recorded as interest expense. (See Note 7.)

On November 19, 2013, we received \$50,000 pursuant to a line of credit whereby we have pledged our inventory and accounts receivable as collateral. The maturity date of the line of credit is May 15, 2015, which accrues interest at a rate of 24%. We incurred an additional \$4,000 in fees upon executing the line of credit, which was recorded as interest expense during the year ended December 31, 2013.

On November 15, 2013, we received \$100,000 and issued a promissory note with a maturity date of November 30, 2014, which accrues interest at a rate of 10%. (See Note 14, Subsequent Events.)

On October 28, 2013, we received \$75,000 and issued a promissory note with a maturity date of October 31, 2014, which accrues interest at a rate of 10%. (See Note 14, Subsequent Events.)

## **BIOLARGO, INC. AND SUBSIDIARIES**

### **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

#### **Note 12. Provision for Income Taxes**

Given our historical losses from operations, income taxes have been limited to the minimum franchise tax assessed by the State of California.

At December 31, 2013 we had federal and California tax net operating loss carry-forwards of approximately \$38 million. Due to changes in our ownership through various common stock issuances during 2002 and 2007, the utilization of net operating loss carry-forwards may be subject to annual limitations and discounts under provisions of the Internal Revenue Code. Such limitations could result in the permanent loss of a significant portion of the net operating loss carry-forwards. Realization of our deferred tax assets, which relate to operating loss carry-forwards and timing differences, is dependent on future earnings. The timing and amount of future earnings are uncertain and therefore we have established a 100% valuation allowance.

At December 31, 2013, our U.S. Federal and California State income tax returns related to the years 2010-2013 remain open to examination by tax authorities. However, given our history of net operating losses, as discussed above, the statute of limitations could remain open to examine years prior to 2007 for the year(s) in which net operating losses were originally incurred if/when we reach profitability and begin to utilize our net operating losses to offset taxable income.

#### **Note 13. Noncontrolling Interest**

In May 2012, we formed a subsidiary for the purpose of marketing and selling medical products containing our technology, Clyra Medical Technology, Inc. ("Clyra"). Until December 17, 2012, this subsidiary was wholly owned, with 7,500 shares issued to BioLargo, Inc. On December 17, 2012, Clyra signed executive employment agreements with three individuals, in which each was granted 500 shares of Clyra common stock, one-third of which vested immediately, and the remaining over time. The shares granted to the three executives are restricted from transfer until a sale of the company, whether by means of a sale of its stock or substantially all of its assets, or otherwise by agreement of Clyra, BioLargo and the executives.

Clyra has also raised \$236,000 in net proceeds through issuing 240 shares of its common stock during the year ended December 31, 2013. (see Note 5, "Private Securities Offerings"). The holdings of the executive officers and investors represent 18.8% of the issued and outstanding stock of the company.

For the year ended December 31, 2013, there have been no revenues and the financial impact of Clyra's operations resulted in a net loss of \$372,922.

**Note 14. Subsequent Events.**

Management has evaluated subsequent events through the date of the filing of this Annual Report and management noted the following for disclosure.

**Summer 2013 Offering**

Pursuant to a private offering of our common stock at a price of \$0.25 per share that commenced June 2013 and subsequent to December 31, 2013 we sold 1,516,663 shares of our common stock to nine accredited investors and received \$455,000 gross proceeds from the sales.

## **BIOLARGO, INC. AND SUBSIDIARIES**

### **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

#### **Clyra Offering**

On February 1, 2014, Clyra began a private offering of its common stock, at \$1,000 per share. On March 14, 2014, Clyra received \$50,000 in proceeds from a private offering for its stock, at \$1,000 per share.

#### **ISAN license agreement**

In 2012, we executed a joint venture agreement with Peter Holdings Ltd., the principal funding source of the development of the Isan system, whereby we jointly purchased the intellectual property associated with the Isan system. In February 2014 we received a deposit of \$100,000 towards a worldwide, exclusive license of the Isan System. We have agreed to provide all technical and engineering specifications, three assembled and operating Isan units, all patent and other intellectual property, and other items related to the Isan operations in Australia and New Zealand. In addition to a \$100,000 advanced royalty payment, the licensee has agreed to pay 10% of sales as a royalty, \$50,000 minimum per quarter beginning in year 3, a patent maintenance fee of \$25,000 annually, paid quarterly in arrears. Final documents are being drafted.

#### **Formation of Canadian Subsidiary**

On January 10, 2014, we formed a wholly-owned Canadian subsidiary, BioLargo Water, Inc., to pursue our efforts to establish a pilot project in association with the University of Alberta.

#### **Issuance of Common Stock in exchange for payment of payables**

On March 31, 2014, we paid \$92,197 in accounts payable to board members, vendors, and consultants, for bona fide services provided, pursuant to our “accounts payable” conversion plan adopted by our Board of Directors, by the issuance of 226,972 shares of our common stock.

**Issuance of Stock Options in exchange for payment of payables**

On March 31, 2014, we issued Options to purchase 235,467 shares of our common stock at an exercise price of \$0.43 per share to certain vendors and consultants, in lieu of \$67,500 in accrued and unpaid fees, pursuant to our an “accounts payable” conversion plan adopted by our Board of Directors.

**Issuance of Common Stock in exchange for payment of Note Payables**

On March 26, 2014, we paid \$275,000 in Note Payables (see Note 9), by the issuance of 1,360,000 shares of our common stock.