GLEN BURNIE BANCORP
Form 10-Q
May 13, 2010

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

FORM 10-Q

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

For the Quarterly period ended March 31, 2010

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

Commission file number 0-24047

GLEN BURNIE BANCORP

(Exact name of registrant as specified in its charter)

| | |
|---|---|
| Maryland<br>(State or other jurisdiction of<br>incorporation or organization) | 52-1782444<br>(I.R.S. Employer<br>Identification No.) |
| 101 Crain Highway, S.E.<br>Glen Burnie, Maryland<br>(Address of principal executive offices) | 21061<br>(Zip Code) |

Registrant's telephone number, including area code: (410) 766-3300

Inapplicable
(Former name, former address and former fiscal year if changed from last report.)

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 x 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 the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a

smaller reporting company.  See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.
Large accelerated filer ¨ Accelerated filer ¨ Non-Accelerated Filer ¨ Smaller Reporting Company x

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

At April 14, 2010, the number of shares outstanding of the registrant’s common stock was 2,687,190

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PART I - FINANCIAL INFORMATION

ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS

GLEN BURNIE BANCORP AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(Dollars in Thousands)

| | March 31, 2010 (unaudited) | December 31, 2009 (audited) |
|---|---|---|
| ASSETS | | |
| | | |
| Cash and due from banks | $ 7,398 | $ 6,994 |
| Interest-bearing deposits in other financial institutions | 10,190 | 3,748 |
| Federal funds sold | 3,705 | 692 |
| Cash and cash equivalents | 21,293 | 11,434 |
| Investment securities available for sale, at fair value | 85,716 | 84,463 |
| Federal Home Loan Bank stock, at cost | 1,858 | 1,858 |
| Maryland Financial Bank stock, at cost | 100 | 100 |
| Common Stock in the Glen Burnie Statutory Trust I | 155 | 155 |
| Loans, less allowance for credit losses (March 31: $3,495; December 31: $3,573) | 234,338 | 235,883 |
| Premises and equipment, at cost, less accumulated depreciation | 4,084 | 4,121 |
| Other real estate owned | 322 | 25 |
| Cash value of life insurance | 7,770 | 7,703 |
| Other assets | 7,114 | 7,655 |
| | | |
| Total assets | $ 362,750 | $ 353,397 |
| | | |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| | | |
| Liabilities: | | |
| Deposits | $ 303,397 | $ 294,358 |
| Short-term borrowings | 84 | 81 |
| Long-term borrowings | 27,024 | 27,034 |
| Junior subordinated debentures owed to unconsolidated subsidiary trust | 5,155 | 5,155 |
| Other liabilities | 1,415 | 1,620 |
| Total liabilities | 337,075 | 328,248 |
| | | |
| Commitments and contingencies | | |
| | | |
| Stockholders' equity: | | |
| Common stock, par value $1, authorized 15,000,000 shares; issued and outstanding: March 31: 2,687,190 shares; December 31: 2,683,015 shares | 2,687 | 2,683 |
| Surplus | 9,228 | 9,191 |
| Retained earnings | 14,442 | 14,311 |
| Accumulated other comprehensive loss, net of tax benefits | (682) | (1,036) |

| | | | | |
|---|---|---|---|---|
| Total stockholders' equity | | 25,675 | | 25,149 |
| Total liabilities and stockholders' equity | $ | 362,750 | $ | 353,397 |

See accompanying notes to condensed consolidated financial statements.

GLEN BURNIE BANCORP AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(Dollars in Thousands, Except Per Share Amounts)
(Unaudited)

| | Three Months Ended | | | |
|---|---|---|---|---|
| | - | 93 | - | |
| Total operating expenses | 4,188 | 1,065 | 2,003 | 511 |
| | | | | |
| Income from operations | 2,326 | 452 | 865 | 413 |
| Financial expenses, net | (1,848 ) | (417 ) | (717 ) | (246 ) |
| Other income | - | 21 | - | 9 |
| Income before provision for income taxes | 478 | 56 | 148 | 176 |
| Taxes on income | 130 | 12 | 11 | 11 |
| Share in profit of affiliated company | - | (17 ) | - | 11 |
| Net income | 348 | 27 | 137 | 176 |
| Net income attributable to non-controlling interests | 1,037 | - | 364 | - |
| Net Income (loss) attributable to Micronet Enertec | (689 ) | 27 | (227 ) | 176 |
| | | | | |
| Loss per share attributable to Micronet Enertec | | | | |
| Basic and diluted | $(0.18 ) | $0.01 | $(0.04 ) | $0.05 |
| | | | | |
| Weighted average common shares outstanding: | | | | |
| Basic and diluted | 3,725,998 | 3,241,500 | 5,210,247 | 3,241,500 |

MICRONET ENERTEC TECHNOLOGIES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(In Thousands)

(Unaudited)

| | Six months ended June 30, | | Three months ended June 30, | |
|---|---|---|---|---|
| | 2013 | 2012 | 2013 | 2012 |
| Net income (loss) | $348 | $27 | $137 | $176 |
| Other comprehensive income (loss), net of tax: | | | | |
| Currency translation adjustment attributable to the non-controlling interests | 100 | - | 59 | - |
| Currency translation adjustment attributable to Micronet Enertec | 624 | (293) | 56 | (152) |
| Total comprehensive income (loss) | 1,072 | (266) | 252 | 24 |
| Comprehensive loss attributable to the non-controlling interests | (1,137) | - | (423) | - |
| Comprehensive income (loss) attributable to Micronet Enertec | (65) | (266) | (171) | 24 |

MICRONET ENERTEC TECHNOLOGIES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(In Thousands)

(Unaudited)

| | Six months ended June 30, 2013 | Six months ended June 30, 2012 |
|---|---|---|
| CASH FLOWS FROM OPERATING ACTIVITIES: | | |
| Net income | $348 | $27 |
| | | |
| Adjustments to reconcile net loss to net cash provided by operating activities: | | |
| Depreciation and amortization | 683 | 46 |
| Marketable securities | (66) | - |
| Change in fair value of derivatives, net | 193 | (17) |
| Share in loss of affiliated company | - | 17 |
| Change in deferred taxes, net | (287) | (7) |
| Accrued interests on bank loans | 211 | - |
| Amortization of discount of long term notes and convertible debenture, net | 1,238 | - |
| Stock based compensation | 6 | - |
| | | |
| Changes in operating assets and liabilities: | | |
| Decrease in trade account receivables | (645) | 2,410 |
| Decrease (increase) in inventories | 2,437 | 129 |
| Decrease in accrued severance pay, net | (879) | (45) |
| Increase in other account receivables | (371) | (103) |
| Decrease in trade account payables | (1,720) | - |
| Decrease in other account payables | (1,012) | (195) |
| Net cash provided by operating activities | $136 | $2,262 |

MICRONET ENERTEC TECHNOLOGIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In Thousands)
(Unaudited)

| | Six months ended June 30, 2013 | Six months ended June 30, 2012 |
|---|---|---|
| CASH FLOWS FROM INVESTING ACTIVITIES: | | |
| Change in long term deposit and restricted cash | $- | $(3) |
| Purchase of property and equipment | (150) | (299) |
| Marketable securities | (105) | - |
| Net cash used in investing activities | (255) | (302) |
| | | |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | |
| Short term bank credit | 931 | 484 |
| Repayment of bank loan | (1,989) | - |
| Repayment of notes | (1,468) | - |
| Issuance of shares and warrants | 8,671 | - |
| Proceeds from long-term debt | - | (141) |
| Exercise of call option over non-controlling interest | (312) | - |
| Dividend paid to non-controlling interest | (681) | - |
| Net cash provided by financing activities | 5,152 | 343 |
| | | |
| NET CASH DECREASE IN CASH AND CASH EQUIVALENTS | 5,033 | 2,303 |
| | | |
| CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD | 10,611 | 940 |
| | | |
| TRANSLATION ADJUSTMENT ON CASH AND CASH EQUIVALENTS | 191 | (292) |
| CASH AND CASH EQUIVALENTS AT END OF PERIOD | $15,835 | $2,951 |

APPENDIX A –NON-CASH ACTIVITIES:

| | Six months ended June 30, 2013 | Six months ended June 30, 2012 |
|---|---|---|
| Issuance costs | $1,269 | - |

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MICRONET ENERTEC TECHNOLOGIES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(In Thousands, Except Per Share Values)
(Unaudited)

NOTE 1 - DESCRIPTION OF BUSINESS

A. Overview

Micronet Enertec Technologies, Inc. (formerly known as Lapis Technologies, Inc.), a U.S. based Delaware corporation formed in Delaware on January 31, 2002. On March 14, 2013, we changed our corporate name from Lapis Technologies, Inc. to Micronet Enertec Technologies, Inc. (“we”, “Micronet Enertec” or the “Company”). We operate through two Israel-based subsidiaries, wholly-owned Enertec Systems 2001 Ltd (“Enertec Systems”) and approximately 51% owned Micronet Ltd (“Micronet”), which we control.

Micronet is an Israeli publicly traded company on the Tel Aviv Stock Exchange (“TASE”) and operates in the growing commercial Mobile Resource Management, or MRM market. Micronet designs, develops, manufactures and sells rugged mobile computing devices that provide fleet operators and field workforces with computing solutions in challenging work environments. Micronet’s vehicle cabin installed and portable tablets increase workforce productivity and enhance corporate efficiency by offering computing power and communication capabilities that provide fleet operators with visibility into vehicle location, fuel usage, speed and mileage. Micronet’s customers consist primarily of application service providers (“ASPs”) and solution providers specializing in the MRM market.

Enertec Systems operates in the Defense and Aerospace markets and designs, develops, manufactures and supplies various customized military computer-based systems, simulators, automatic test equipment and electronic instruments. Enertec Systems’ solutions and systems are designed according to major aerospace integrators’ requirements and are integrated by them into critical systems such as command and control, missile fire control, maintenance of military aircraft and missiles for use by the Israeli Air Force and Navy and by foreign defense entities.

B. Micronet Acquisition

On September 7, 2012, we, through our wholly-owned subsidiary Enertec Electronics Ltd., an Israeli corporation (“Enertec Electronics”), acquired from three Israeli individuals who collectively were the former controlling shareholders of Micronet (the “Sellers”), 47.5% of the issued and outstanding shares of Micronet pursuant to a stock purchase agreement (the “Agreement”). Pursuant to partial exercise of certain options granted to us under the Agreement, we currently own approximately 51% of the outstanding shares of Micronet common stock. As a result of the consummation of the Micronet acquisition (the “Acquisition”), we have become the largest shareholder of Micronet and the legal controlling entity due to our ability to nominate the majority of the members of Micronet’s board of directors, which gives us control of Micronet’s operations.

Pursuant to the terms of the Agreement, we acquired 8,256,000 ordinary shares of Micronet for 17,300 NIS (approximately $4,300), divided pro rata among Sellers. The Acquisition was financed based partly on our own resources and partly by means of a loan from UTA Capital LLC (see reference to note 8). The Agreement also includes two call options granted to Micronet Enertec (via Enertec Electronics) and a put option granted to Sellers. Pursuant to the initial call option, we are entitled to purchase from the Sellers, during the period beginning on the closing of the transaction and for 11 months thereafter, up to additional 996,000 ordinary shares of Micronet (5.49% of Micronet’s issued and outstanding shares) for a price of 2.1 NIS (approximately $0.58 per share at June 30, 2013) per share as adjusted based on the Israeli consumers index. Under the second call option, we are entitled to purchase from the Sellers up to additional 1,200,000 ordinary shares of Micronet.

The second call option is in effect for the period that begins on the one-year anniversary of the closing of the transaction and ends on the 21-month anniversary of the closing of the transaction (6.62% of Micronet's issued and outstanding shares) for a price of 2.1 NIS per share as adjusted based on the Israeli consumers index (approximately $0.58 per share at June 30, 2013) plus 25% of Micronet's 2012 gross profit per share based on Micronet's issued and outstanding shares as of December 31, 2012, up to maximum of 18,850,000 shares, but in any event such price per share shall not exceed 3 NIS (approximately $0.829 per share at June 30, 2013). Pursuant to the put option granted to Sellers, Sellers can cause the sale of up to an additional 1,000,002 ordinary shares constituting 5.73% of Micronet's issued and outstanding shares for a price of 2.2 NIS per share (approximately $0.608 per share at June 30, 2013) as adjusted based on the Israeli customers index. The put option is in effect for the period that begins on the one-year anniversary of the closing of the transaction and ends on the 22-month anniversary of the closing of the transaction. Micronet's results of operations and balance sheet have been included in our consolidated reports since September 7, 2012 (the "Closing Date"). Acquisition costs amounting to $65 were charged to general and administrative expenses.

The purchase consideration was allocated to the tangible assets and intangible assets acquired and liabilities assumed based on their estimated fair values on the acquisition date. The fair value assigned to identifiable intangible assets acquired has been determined by using valuation methods that discount expected future cash flows to present value using estimates and assumptions determined by management. The Company determined that the fair values of net assets acquired exceeded the purchase price by $4,623, which was recorded as a bargain purchase gain, and is shown as separate non-operating income. The gain is not taxable income for tax purposes. The gain was largely determined by the following reasons:

- Micronet is a publicly-traded company on the TASE. The purchase price takes into consideration the average price per Micronet share for the 12-month period prior to the Closing Date. The average price per Micronet share for the 12-month period prior to the Closing Date was approximately 2.2 NIS, whereas the purchase price was 2.1 NIS.

- In addition to the cash consideration paid in the transaction as aforementioned, additional consideration for the Sellers is attributable to their expectation that the new controlling shareholders of Micronet together with the management team, will be able to use their experience, abilities and expertise to increase Micronet's value and thereby increase the value of the remaining shares held by the Sellers. Accordingly, the transaction was structured so that the Sellers continue to be stockholders of Micronet. The Sellers hold approximately 30% of the company's outstanding share capital following the Acquisition.

- Approximately 40% of the gain is created following the technical measurement of non-controlling interest at fair value which is much lower than the non-controlling interests' proportionate share of identifiable net assets.

Purchased identifiable intangible assets are amortized on a straight-line basis over their respective useful lives. The table set forth below summarizes the fair value of assets acquired and liabilities assumed and resulting gain on bargain purchase.

| | |
|---|---|
| Current assets | $19,492 |
| Derivative asset - call options | 404 |
| Property, plant and equipment, net | 1,400 |
| Other non-current assets | 267 |
| Identifiable intangible assets: | |
| Customer relations | 918 |
| Backlog | 712 |
| Technology | 330 |
| Total assets acquired | 23,523 |
| | |
| Current liabilities | 4,689 |
| Derivative liability - put option | 163 |
| Convertible notes | 1,265 |
| Long-term liabilities, including deferred taxes liability | 1,383 |
| Total liabilities assumed | 7,500 |
| Non-controlling interest | 6,461 |
| Employees stock options (non-controlling interest) | 635 |
| Gain on bargain purchase | 4,623 |
| Net assets acquired | $4,304 |

The consideration of the Acquisition was attributed to net assets acquired and liabilities assumed based on their fair value. Upon a purchase price allocation, an amount of $330 was allocated to technology and to be amortized over a 5-year period, an amount of $917 was allocated to estimated fair value of the customers relation intangible assets to be amortized over a 3-year period, and an amount of $712 was allocated to backlog which is being amortized over its estimated useful life - up to 0.5 years.  In addition, the value of employees stock options was recorded at fair value upon Acquisition and amounted to $635, as these employees stock options are fully vested they were classified upon Acquisition as part of the non-controlling interest.  The call and put options between the Company and the Sellers were measured at fair value as part of the Acquisition and amounted to $404 and $163, respectively.  They will be marked to market each reporting period. An amount of $1,171 was allocated to the fair value of inventory that will be realized in up to 4 months.  The non-controlling interests were calculated based on the market price of Micronet's share at the Acquisition date.  The contribution of Micronet's results to our consolidated revenue and net income was $ 12,890 and $2,416 for the six months ended June 30, 2013.

On November 14, 2012, the Company, via Enertec Electronics, exercised its right pursuant to the call option granted under the Agreement and acquired an additional 2.6% of the issued and outstanding shares of Micronet for a consideration of $317, increasing our ownership to 50.1% of the issued and outstanding shares of Micronet. Our holdings were than diluted on January 21, 2013 as a result of certain options exercise performed by Micronet Ltd officers to a level of 48.06% of the Micronet Ltd share capital.

On May 28, 2013, the Company, via Enertec Electronics, purchased pursuant to its right under the call option granted to it in the Agreement an additional 3% of the issued and outstanding shares of Micronet, in consideration for $318.  As a result, we currently own 51% of the issued and outstanding shares of Micronet.

The unaudited pro forma financial information in the table below summarizes the combined results of our operations and those of Micronet for the periods shown as though the Acquisition occurred as of the beginning of fiscal year 2012. The pro forma financial information for the periods presented includes the business combination accounting effects of the Acquisition, including amortization charges from acquired intangible assets. The pro forma financial information as presented below is for informational purposes only, is subject to a number of estimates, assumptions and other uncertainties, and is not indicative of the results of operations that would have been achieved if the Acquisition and divestiture had taken place at January 1, 2012. The unaudited pro forma financial information is as follows:

| | Six months ended June 30, 2012 |
|---|---|
| Total revenues | $18,856 |
| Net income (loss) attributable to Micronet Enertec | $497 |
| Basic earnings (losses) per share | $0.08 |
| Diluted earnings (losses) per share | $0.07 |

C. Public Offering

In the second quarter of 2013, the Company closed an underwritten public offering of 1,863,000 shares of Common Stock, and warrants to purchase 931,500 shares of Common Stock, at an offering price of $5.00 per share and $0.01 per warrant. The warrants have a per share exercise price of $6.25, are exercisable immediately, and expire on April 29, 2018. The gross proceeds to the Company, including the underwriter's exercise of its over-allotment option, were $9,324 before deduction of issuance costs amounted to $1,922 payable by the company. The shares and warrants began trading on the NASDAQ Capital Market on April 24, 2013 under the symbols "MICT" and "MICTW," respectively.

D. Amertec Systems Pvt Ltd

In May 2013, Amertec Systems Pvt Ltd ("Amertec"), an Indian company formed pursuant to an agreement between the Company's wholly owned subsidiary, Enertec Electronics, and Amtek Defense Technologies Limited, received the Indian government authorities' clearance and approval pursuant to the local Indian Foreign Direct Investment regulations for the consummation of their transaction. This approval enables the Company via Enertec Electronics to subscribe in July 2013 for 26% of the share capital of Amertec.

NOTE 2 - BASIS OF PRESENTATION AND CONSOLIDATION

Basis of Presentation

The condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial statements and with the instructions to Form 10-Q and Article 10 of Regulation S-X of the United States Securities and Exchange Commission ("SEC"). Accordingly, they do not contain all information and footnotes required by accounting principles generally accepted in the United States of America for annual financial statements. The condensed consolidated financial statements include the accounts of the Company and its subsidiaries. All intercompany balances and transactions have been eliminated in consolidation. In the opinion of the Company's management, the accompanying unaudited condensed consolidated financial statements contain all the adjustments necessary (consisting only of normal recurring accruals) to present the financial position of the Company as of June 30, 2013 and the results of operations and cash flows for the periods presented. The results of operations for the six and three months ended June 30, 2013 are not necessarily indicative of the operating results for the full fiscal year or any future period. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and related notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2012. The Company's accounting policies are described in the Notes to Consolidated Financial Statements in its Annual Report on Form 10-K for the year ended December 31, 2012, and updated, as necessary, in this Quarterly Report on Form 10-Q (the "Report").

Use of Estimates

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

Principles of consolidation

The consolidated financial statements comprise the Company and its subsidiaries. Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its operating activities. In assessing control, legal and contractual rights, are taken into account. The consolidated financial statements of subsidiaries are included in the consolidated financial statements from the date that control is achieved until the date that control ceases. Intercompany transactions and balances are eliminated upon consolidation.

Recent Accounting Pronouncements

In February 2013, Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2013-02, Comprehensive Income (Topic 220): Reporting of Amounts Reclassified out of Accumulated Other Comprehensive Income, to improve the transparency of reporting these reclassifications. Other comprehensive income includes gains and losses that are initially excluded from net income for an accounting period. Those gains and losses are later reclassified out of accumulated other comprehensive income into net income. The amendments in the ASU do not change the current requirements for reporting net income or other comprehensive income in financial statements. All of the information that this ASU requires already is required to be disclosed elsewhere in the financial statements under GAAP. The new amendments will require an organization to:

- Present (either on the face of the statement where net income is presented or in the notes) the effects on the line items of net income of significant amounts reclassified out of accumulated other comprehensive income (but only if the item reclassified is required under GAAP to be reclassified to net income in its entirety in the same reporting period); and

- Cross-reference to other disclosures currently required under GAAP for other reclassification items (that are not required under GAAP) to be reclassified directly to net income in their entirety in the same reporting period. This would be the case when a portion of the amount reclassified out of accumulated other comprehensive income is initially transferred to a balance sheet account (e.g., inventory for pension-related amounts) instead of directly to income or expense.

The amendments apply to all public and private companies that report items of other comprehensive income. Public companies are required to comply with these amendments for all reporting periods (interim and annual). The amendments are effective for reporting periods beginning after December 15, 2012, for public companies. Early adoption is permitted. The adoption of ASU No. 2013-02 is not expected to have a material impact on the Company's consolidated financial position or results of operations.

In January 2013, the FASB issued ASU No. 2013-01, Balance Sheet (Topic 210): Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities, which clarifies which instruments and transactions are subject to the offsetting disclosure requirements originally established by ASU 2011-11. The new ASU addresses preparer concerns that the scope of the disclosure requirements under ASU 2011-11 was overly broad and imposed unintended costs that were not commensurate with estimated benefits to financial statement users. In choosing to narrow the scope of the offsetting disclosures, the FASB determined that it could make them more operable and cost effective for preparers while still giving financial statement users sufficient information to analyze the most significant presentation differences between financial statements prepared in accordance with U.S. GAAP and those prepared under IFRSs. Like ASU 2011-11, the amendments in this update will be effective for fiscal periods beginning on, or after January 1, 2013. The adoption of ASU 2013-01 is not expected to have a material impact on the Company's consolidated financial position or results of operations.

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NOTE 3 – FAIR VALUE MEASUREMENTS

The accounting guidance establishes a valuation hierarchy for disclosure of the inputs to valuation used to measure fair value. This hierarchy prioritizes the inputs into three broad levels as follows:

Level 1 – Observable inputs that reflect unadjusted quoted prices for identical assets or liabilities in active markets that the Company has the ability to access at the measurement date.

Level 2 – Observable inputs such as quoted prices for similar instruments and quoted prices in markets that are not active, and inputs that are directly observable or can be corroborated by observable market data. The types of assets and liabilities included in Level 2 are typically either comparable to actively traded securities or contracts, such as treasury securities with pricing interpolated from recent trades of similar securities, or priced with models using highly observable inputs, such as commodity options priced using observable forward prices and volatilities.

Level 3 – Significant inputs to pricing that have little or no observability as of the reporting date. The types of assets and liabilities included in Level 3 are those with inputs requiring significant management judgment or estimation, such as the complex and subjective models and forecasts used to determine the fair value of financial instruments.

Financial assets and liabilities measured at fair value as of June 30, 2013 and December 31, 2012, are summarized below:

| | Fair value measurements using input type June 30, 2013 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Cash and cash equivalents | $15,835 | $- | $- | $15,835 |
| Marketable securities | 3,354 | - | - | 3,354 |
| Derivative asset - call option | - | 459 | - | 459 |
| Derivative liability - put option | - | (22) | - | (22) |
| | $19,189 | $437 | $- | $19,626 |

| | Fair value measurements using input type December 31, 2012 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Cash and cash equivalents | $10,611 | $- | $- | $10,611 |
| Marketable securities | 3,183 | - | - | 3,183 |
| Derivative asset - call option | - | 945 | - | 945 |
| Derivative liability - put option | - | (73) | - | (73) |
| | $13,794 | $872 | $- | $14,666 |

NOTE 4 – INVENTORIES

Inventories are stated at the lower of cost or market, computed using the first-in, first-out method. Inventories consist of the following:

| | June 30, 2013 | December 31, 2012 |
|---|---|---|

| | | |
|---|---|---|
| Raw materials | $ 4,208 | $ 4,874 |
| Work in process | 1,117 | 2,518 |
| | | |
| | $ 5,325 | $ 7,392 |

NOTE 5 - CONCENTRATIONS

A significant portion of our annual revenues during the past two years were from few leading customers that are large-scale strategic Israeli defense groups (Raphael, Israeli Aerospace Industry). Following the Acquisition, PeopleNet Communications Corporation, which operates in the U.S. market, has been added as a major significant customer.

For the three and six months ended June 30, 2013, approximately 93% and 91% of our sales were to three major customers, compared to 93% and 94% for the three and six months ended June 30, 2012, made to two major customers.

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NOTE 6 – SEGMENTS

Operating segments are based upon our internal organization structure, the manner in which our operations are managed and the availability of separate financial information. Following the Acquisition of Micronet, we have two operating segments: a defense and aerospace segment operated by Enertec Systems and a mobile resource management segment operated by Micronet. Prior to the third quarter of fiscal 2012, we had only one segment operated by Enertec Systems.

The following table summarizes the financial performance of our operating segments:

| | Six months ended June 30, 2013 | | |
|---|---|---|---|
| | Defense and aerospace | Mobile resource management | Consolidated |
| | | (In thousands) | |
| Revenues from external customers | 5,242 | 12,890 | 18,132 |
| Segment operating income (loss) | 194 | 2,311 | 2,505 |
| Unallocated expenses | | | 179 |
| Consolidated loss from operations | | | 2,326 |

| | Three months ended June 30, 2013 | | |
|---|---|---|---|
| | Defense and aerospace | Mobile resource management | Consolidated |
| | | (In thousands) | |
| Revenues from external customers | 2,839 | 4,932 | 7,771 |
| Segment operating income (loss) | 275 | 383 | 658 |
| Unallocated expenses | | | (207) |
| Consolidated loss from operations | | | 865 |

NOTE 7 – UTA CAPITAL LLC TRANSACTION

On July 12, 2011, the company entered into a Note and Warrant Purchase Agreement with UTA Capital LLC, a Delaware limited liability company (“UTA”), (the “Purchase Agreement,” and as amended by that certain letter agreement dated as of August 16, 2011, and as further amended by that certain Second Amendment to Note and Warrant Purchase Agreement dated as of August 31, 2011 and that certain Third Amendment to Note and Warrant Purchase Agreement dated as of November 24, 2011, the “Original Agreement”) pursuant to which UTA agreed to provide financing to Micronet Enertec on a secured basis.

The initial closing (the “Initial Closing”) of the transactions contemplated by the Purchase Agreement took place on September 1, 2011. In connection therewith, the Company issued to UTA a secured promissory note in the principal amount of $3,000 that matures on March 1, 2014 (the “First Note”). The First Note bears interest at a rate of 8% per annum and principal was due to be repaid in three equal principal payments of $1,000 on each of September 1, 2012, September 1, 2013 and March 1, 2014. Net proceeds from the sale of the First Note were to be used as working capital for the Company and its subsidiaries. In addition, the Company issued to UTA a warrant (the “First Warrant”) to purchase up to 476,113 shares of the Company’s common stock, par value $0.001 (the “Common Stock”), at an exercise price initially equal to $1.00 per share, representing 12% of the Company’s outstanding shares of Common Stock, on a fully diluted basis.  The First Warrant became exercisable on March 1, 2012 and was exercised in full in March 2013. The Company has agreed to customary covenants.

At the issuance date of the First Warrant, the company recorded the fair value of the First Warrant issued with the $3,000 Note as a derivative liability of $828 using the Black–Scholes option pricing model with a corresponding increase in debt discount as the company determined that warrants are not indexed to the Company's Common Stock pursuant to FASB ASC Topic 815, Derivatives and Hedging (ASC 815-40-25). Debt discount is being amortized over the term of the loan to the stated maturity date and is presented as a component of interest expense in the accompanying statements of operations. Amortization of the debt discount for the six months ended June 30, 2013 was $347, and is included as a component of interest expense.

Pursuant to the Original Agreement, UTA also agreed to purchase a 27-month, secured promissory note in the principal amount of $3,000 (the "Second Note") at a second closing if it occurred (the "Second Closing"), which closing was to occur not later than nine months after the Initial Closing, subject to the closing conditions set forth in the Original Agreement; provided, however, that the principal amount of the Second Note was to be reduced by the aggregate unpaid principal amount outstanding under the Intermediate Note (as defined below) as of the date of the Second Closing. The First Note and the Second Note were to be secured by the pledge of certain of the assets of the Company and its subsidiaries and were to be identical other than their duration.

The Company also agreed to issue to UTA at the Second Closing a second warrant (the "Second Warrant" and, together with the First Warrant, the "Warrants") to purchase that number of shares of Common Stock in order that the Warrants, and any shares of Common Stock issued upon exercise of the First Warrant, represent 12% of the outstanding shares of Common Stock on a fully diluted basis as of the Second Closing.  The Company agreed to grant to UTA certain demand and "piggy back" registration rights in respect of the shares underlying the Warrants, as set forth in the Original Agreement.

Amended and Restated Note and Warrant Purchase Agreement

In connection with the Acquisition, the Company entered into an Amended and Restated Note and Warrant Purchase Agreement (the "Amended Agreement"), dated as of September 7, 2012, with UTA.  The Amended Agreement included mainly changes in certain pledges to secure the note and that the first installment will be delayed from September 2012 to December 2012.

Second Closing

On September 7, 2012, the company issued to UTA pursuant to the Amended Agreement (i) the Second Secured Promissory Note in the principal amount of $3,000, with an initial interest rate equal to 8% per annum, $1,500 of such amount payable on May 15, 2013, and the remaining balance due at the maturity date of April 1, 2014, and (ii) the Second Warrant entitling UTA to purchase from the Company up to a total of 300,000 shares of the Company's Common Stock at an exercise price initially equal to $1.30 per share, first exercisable beginning six months after September 7, 2012, until 66 months after September 7, 2012. At issuance date, the Company recorded the fair value of the Second Warrant issued with the $3,000 Note as a derivative liability amounting to $872 using the Black–Scholes option pricing model with a corresponding increase in debt discount as the Company determined that warrants (ratchet down of exercise price based upon lower exercise price in future offerings) are not indexed to the Company's Common Stock pursuant to FASB ASC Topic 815, Derivatives and Hedging (ASC 815-40-25). Debt discount is being amortized over the term of the loan to the stated maturity date and are presented as a component of interest expense in the accompanying statements of operations. Amortization of the debt discount for the six months ended June 30, 2013 was $537, and is included as a component of interest expense.

On November 6, 2012 the Company and UTA amended the terms of the Warrants pursuant to which UTA waived its right to anti-dilution protection in case the Company issued additional shares of Common Stock, while the Company waived certain upward exercise price adjustment provisions included in the Warrants. Following this amendment, the Warrants were classified to equity in the amount of $1,105.

On January 28, 2013, the Company and UTA amended the terms of the Amended and Restated Note and Warrant Purchase Agreement and the First Note and Second Note to provide that any net proceeds of any equity financing by us or any of our subsidiaries will be applied as follows: (x) the first $4,000 may be retained by us or applied to reduce other obligations of ours or a subsidiary of ours, and (y) 75% of the excess of such net proceeds over $4,000 may be retained by us or applied to reduce other obligations of ours or a subsidiary of ours, and the remaining 25% shall be applied (A) first to the repayment of the First Note and (B) second, to the extent any proceeds remain, to the repayment of the Second Note. The Company and UTA also agreed upon the application of our December 17, 2012 prepayment of $2,500 owed to UTA and the release of a certain pledge. In consideration for the amendments and releases the Company agreed to pay UTA $480 in cash or a combination of cash and shares of our Common Stock, the amount was recorded as a liability and the expenses are charged to income through the period of the note.

On March 8, 2013, UTA fully exercised the Warrants, the Company issued an aggregate of 726,746 shares of Common Stock to UTA upon such exercise, which represented approximately 18.3% of the Company's outstanding Common Stock as of March 14, 2013. The First Warrant, to purchase 476,113 shares of Common Stock, issued to UTA in September 2011 was exercised for the full amount of such shares at an aggregate exercise price of $476 based on an exercise price of $1.00 per share, which exercise price was paid by reducing the $480 liability the Company owed UTA for the amendments and releases described above. The Second Warrant, to purchase 300,000 shares of Common Stock, issued to UTA in September 2012 was exercised for 250,633 shares through a cashless exercise method.

In May 2013, the Company repaid certain of its debt to UTA pursuant to the First and Second Note in a total amount of $1,185. In June 2013, the Company repaid additional amounts of its debt to UTA pursuant to the First Note in a total amount of $282. Accordingly, following the repayment of the aforementioned amounts, the Company's current balances of loans due to UTA are as follows: the current balance of the outstanding principal amount under the First Note is $532 and, the current outstanding principal amount under the Second Note is $1,500.

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

This Report contains or may contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). These statements relate to future events or our future financial performance. In some cases, you can identify forward-looking statements by terminology such as "may," "will," "should," "expect," "plan," "anticipate," "believe," "e "predict," "potential" or "continue," the negative of such terms, or other comparable terminology. These statements are only predictions. Actual events or results may differ materially from those in the forward-looking statements as a result of various important factors. Although we believe that the expectations reflected in the forward-looking statements are reasonable, such should not be regarded as a representation by us, or any other person, that such forward-looking statements will be achieved. Our business and operations of are subject to substantial risks, which increase the uncertainty inherent in the forward-looking statements contained in this Report. Because these forward-looking statements involve risks and uncertainties, there are important factors that could cause actual results to differ materially from those expressed or implied by these forward-looking statements, including our plans, objectives, expectations and intentions and other factors discussed under "Risk Factors," included in our annual report on Form 10-K for the year ended December 31, 2012.

The following discussion and analysis should be read in conjunction with the Consolidated Financial Statements and related notes included elsewhere in this Report.

Overview

Micronet Enertec Technologies, Inc. (formerly known as Lapis Technologies, Inc.), a U.S. based Delaware corporation formed in Delaware on January 31, 2002. On March 14, 2013 we changed our corporate name from Lapis Technologies, Inc. to Micronet Enertec Technologies, Inc. ("we," "Micronet Enertec" or the "Company"). We operate through two Israel-based subsidiaries, wholly-owned Enertec Systems 2001 Ltd ("Enertec Systems") and 51% owned Micronet Ltd ("Micronet"), over which we have legal and effective control.

Our commercial rugged, automotive-grade, mobile computing systems are manufactured and sold via Micronet. These systems are designed to perform in challenging work environments for fleet and workforce management solutions and are sold and used globally. We operate in the growing Mobile Resource Management (MRM) market in which our computing products are sold globally and are designed to facilitate workflow and fleet automation and communication thus increasing workforce productivity and enhancing corporate efficiency. We also, via Enertec Systems, develop, manufacture and supply various military and airborne computer based systems, simulators, automatic test equipment and electronic instruments. Our military developed solutions and computer-based systems are integrated in critical systems such as command and control systems and missile fire control systems. These systems are often implemented in military aircraft, naval and land force systems. Our products are used by the Israeli Air Force, Navy and land forces as well as by other foreign defense entities.

Our two operations are located in Israel, benefitting from the innovative high tech spirit of the local industry. In Enertec Systems, we also combine this spirit with extensive military experience. Our MRM tablets and mobile computers are integrated into MRM systems globally. We combine our deep expertise in the industry with strong technical capabilities to provide a complete range of high quality products, systems and services on a global scale. Our military solutions and products serve leading Israeli defense integrators worldwide and are used for Israeli and other defense forces around the world. By integrating our abilities and focusing on business and project teams, we leverage our corporate knowledge and experience, intellectual property and infrastructure to develop innovative solutions for clients that we serve worldwide. We mainly focus on the Israeli, European and U.S. markets. Following the acquisition of Micronet (the “Acquisition”), the U.S. market has become our primary market for MRM products.

As a developer of computer based systems designed to operate in various challenging environments, our goal is to become the MRM industry and mission critical military systems vendor of choice.

Our strategy is driven and focused on continued internal growth through diligent efforts in our traditional growing markets with new technologies and innovative systems and products as well as the development of new potential segments and markets. Concurrent with our efforts to grow organically and in line with our strategy, we will continue to seek acquisitions that will complement and expand our offerings, support our goals and increase our competitiveness.

In order to help achieve our internal growth, we have expanded our production capacity and facilities. The Acquisition serves our strategy to grow our business, and we believe that Micronet and its research and development, proprietary know-how and manufacturing capabilities will assist us in expanding our capability to provide turnkey solutions of computer based complex systems and solutions for commercial defense and aerospace applications as well. We strongly believe that by utilizing Micronet as our commercial arm we will be able to access new market segments, new customers and thereby increase our overall customer base. Our current targeted markets--in which we concentrate the majority of our resources--include the Israeli domestic market, the United States market, the European market as well as the large growing Indian defense market. In order to be able to sell into the Indian defense market, we entered into an agreement establishing a new joint venture with Amtek Defense Technologies Limited of Amtek Auto Limited, a leading Indian industrial group, for the formation of a manufacturing and marketing platform in India of products based on our technologies and know-how. The formation of the joint venture is intended to provide us with the ability to deliver new competitive offset and production solutions to our existing customers as well as to enhance our ability to access new customers. We anticipate that the joint venture may create new business opportunities for our group in Indian and nearby markets and assist us in penetrating such markets.

In supporting our vision and market strategy, we appointed a board of directors and an advisory board for our two operating subsidiaries. Among our directors and advisory board are leaders from the financial community, defense industry, and academia. In addition to strengthening our financial structure as a result of the Acquisition, we continue to explore alternatives to strengthen our financial position including through public or private capital raises. In addition, an integral part of our growth strategy includes mergers and acquisitions. As such, our management is exploring potential acquisitions of companies with synergistic businesses that may allow us to enlarge the variety of our solutions to the market and increase our competitiveness.

In the second quarter of 2013, the Company closed an underwritten public offering of 1,863,000 shares of Common Stock, and warrants to purchase 931,500 shares of Common Stock, at an offering price of $5.00 per share and $0.01 per warrant. The warrants have a per share exercise price of $6.25, are exercisable immediately, and expire on April 29, 2018. The gross proceeds to the Company, including the underwriter’s exercise of its over-allotment option, were $9,324,000 before deduction issuance costs amounted to $1,921,841 payable by the Company. The shares and warrants began trading on the NASDAQ Capital Market on April 24, 2013 under the symbols “MICT” and “MICTW,” respectively. The Company intends to use a portion of the net proceeds received from this offering to purchase additional Micronet ordinary shares pursuant to certain of the Company’s options and to repay a portion of its debt. The Company intends to use the remainder of the net proceeds to expand its sales and marketing efforts, to increase its product offerings through potential acquisitions or purchases of relevant licenses, and general corporate purposes.

In May 2013, Amertec Systems Pvt Ltd (“Amertec”), an Indian company formed pursuant to an agreement between the Company’s wholly owned subsidiary, Enertec Electronics Ltd., an Israeli corporation (“Enertec Electronics”), and Amtek Defense Technologies Limited, received the Indian government authorities’ clearance and approval pursuant to the local Indian Foreign Direct Investment regulations for the consummation of their joint venture transaction. This approval enables the Company via Enertec Electronics to subscribe in July 2013 for 26% of the share capital of Amertec. Amertec was formed for the purpose of developing and manufacturing advanced electronic systems, test systems, simulators and electronic systems for military defense and homeland applications based on Enertec Electronic’s licensed technology or other technologies as well to market, distribute, promote, sell, warrant and further provide maintenance and after sales support services related to such products and systems.

Non-GAAP Financial Measures

In addition to providing financial measurements based on generally accepted accounting principles in the United States of America, (“GAAP)”, we provide additional financial metrics that are not prepared in accordance with GAAP, (“non-GAAP”). Management uses non-GAAP financial measures, in addition to GAAP financial measures, to understand and compare operating results across accounting periods, for financial and operational decision making, for planning and forecasting purposes and to evaluate our financial performance.

Management believes that these non-GAAP financial measures reflect our ongoing business in a manner that allows for meaningful comparisons and analysis of trends in our business, as they exclude expenses and gains that may be infrequent, unusual in nature and not reflective of our ongoing operating results. Management also believes that these non-GAAP financial measures provide useful information to investors in understanding and evaluating our operating results and future prospects in the same manner as management and in comparing financial results across accounting periods and to those of peer companies.

The non-GAAP financial measures do not replace the presentation of our GAAP financial results and should only be used as a supplement to, not as a substitute for, our financial results presented in accordance with GAAP.

The non-GAAP adjustments, and the basis for excluding them from non-GAAP financial measures, are outlined below:

- Amortization of acquired intangible assets – We are required to amortize the intangible assets, included in our GAAP financial statements, related to the Acquisition. The amount of an acquisition’s purchase price allocated to intangible assets and term of its related amortization are unique to the Acquisition. The amortization of acquired intangible assets are non-cash charges. We expect that such charges will be nonrecurring and do not reflect our operational performance. Therefore, we exclude amortization of acquired intangible assets to provide investors with a consistent basis for comparing pre- and post-acquisition operating results.

- Amortization of UTA’s note discount and related expenses – These interest expenses are non-cash and are related to the amortization of discounts of the First Note and Second Note,. Such expenses do not reflect our on-going operations and most of them will be incurred up to the end of fiscal 2013 .

- Change in fair value of call / put options and warrants – The change in fair value in 2013 of the call/put options relating to the Acquisition is recorded as interest expense. The change in fair value is derived primarily from Micronet’s share price and does not reflect our on-going operations. In 2012, the change in fair value of UTA warrants derived from changes in the price of our Common Stock, and do not reflect our ongoing operation.

- Stock-based compensation – Stock-based compensation is composed of shares granted to certain individuals. Such compensation is non-cash and is affected by our historical stock prices, which are irrelevant to forward-looking analyses and are not necessarily linked to operational performance.

The following table reconciles, for the periods presented, GAAP net loss attributable to Micronet Enertec to non-GAAP net income attributable to Micronet Enertec and GAAP loss per diluted share attributable to Micronet Enertec to non-GAAP net income per diluted share attributable to Micronet Enertec:

| | Six months ended June 30, | |
|---|---|---|
| | 2013 | 2012 |
| GAAP Net loss attributable to Micronet Enertec | $(689) | $27 |
| Amortization of acquired intangible assets | 471 | - |
| Change in fair value of call / put options and warrants | 193 | (17) |
| Amortization of UTA's note discount and related expenses | 1,188 | 166 |
| Stock-based compensation | 6 | - |
| Income tax-effect of above non-GAAP adjustments | (71) | - |
| Total non-GAAP net income attributable to Micronet Enertec | $1,098 | $176 |
| | | |
| Non-GAAP net income per diluted share attributable to Micronet Enertec | 0.29 | 0.05 |
| Shares used in per share calculations | 3,727,372 | 3,241,500 |

| | Three months ended June 30, | |
|---|---|---|
| | 2013 | 2012 |
| GAAP Net loss attributable to Micronet Enertec | $(227) | $176 |
| Amortization of acquired intangible assets | 93 | - |
| Change in fair value of call / put options and warrants | (105) | (9) |
| Amortization of UTA's note discount and related expenses | 619 | 83 |
| Stock-based compensation | 6 | - |
| Income tax-effect of above non-GAAP adjustments | (14) | - |
| Total non-GAAP net income attributable to Micronet Enertec | $372 | $250 |
| | | |
| Non-GAAP net income per diluted share attributable to Micronet Enertec | 0.07 | 0.08 |
| Shares used in per share calculations | 5,211,888 | 3,241,500 |

Results of Operations

Three and Six Months Ended June 30, 2013 Compared to Three and Six Months Ended June 30, 2012

Revenues for the three and six months ended June 30, 2013 were $7,771,000 and 18,132,000 as compared to $2,480,000 and $4,432,000 and for the three and six months ended June 30, 2012. This represents an increase of $5,291,000 and $13,700,000, or 213% and 309%, for the three and six months ended June 30, 2013. The increase in revenue is primarily due to consolidating Micronet's financial results following the Acquisition in September 2012. Micronet contributed $4,932,000 and $12,890,000 to our consolidated revenues for the three and six months ended June 30, 2013 while Enertec Systems contributed revenues of $2,839,000 and $5,242,000 for the three and six months ended June 30, 2013, an increase of $359,000 and $810,000 for the three and six months compared to June 30, 2012, as a result of progress in long-term projects for which we recognize revenue based on percentage of completion.

Gross profit increased by $1,944,000 and $4,997,000, to $2,868,000 and $6,514,000 for the three and six months ended June 30, 2013 as compared to $924,000 and $1,517,000 for the three and six months ended June 30, 2012. The increase in gross profit is primarily due to consolidating Micronet's financial results following the Acquisition in September 2012.

Gross profit as a percentage of sales was 37% and 36% for the three and six month period ended June 30, 2013 compared to 37% and 34% for the three and six month period ended June 30, 2012. As explained above, the increase in gross profit is primarily attributable to the Acquisition in September 2012.

Selling and Marketing

Selling and marketing costs are part of operating expenses. Selling and marketing costs for the three and six months ended June 30, 2013 were $364,000 and $678,000, as compared to $82,000 and $175,000 for the three and six months ended June 30, 2012. This represents an increase of $282,000 and $503,000, or 344% and 287%, for the three and six months ended June 30, 2013. The increase is primarily due to operations of Micronet which accounted for $229,000 and $407,000 of the increase in selling and marketing costs for the three and six months ended June 30, 2013.

General and Administrative

General and administrative costs are part of operating expenses. General and administrative costs for the three and six months ended June 30, 2013 were $866,000 and $1,650,000 as compared to $376,000 and $781,000 for the three and six months ended June 30, 2012. This represents an increase of $490,000 and $869,000, or 130% and 111%, for the three and six months ended June 30, 2013. The increase in the general and administrative costs is primarily due to the operations of Micronet which accounted for $393,000 and $845,000 of the increase in the general and administrative costs for the three and six months ended June 30, 2013 as compared with the three and six months ended June 30, 2012. Enertec Systems contributed $474,000 and $805,000 in general and administrative costs for the three and six months ended June 30, 2013.

Research and Development Costs

Research and development costs are part of operating expenses. Research and development costs for the three and six months ended June 30, 2013 were $680,000 and $ 1,389,000 compared to $53,000 and $109,000 for the three and six months ended June 30, 2012. This represents an increase of $627,000 and $1,280,000, or 1,183% and 1,174%, for the three and six months ended June 30, 2013. The increase in R&D is primarily due to the operations of Micronet, which accounted for $608,000 and $1,250,000 of the increase in research and development costs for the three and six months ended June 30, 2013 as compared with the three and six months ended June 30, 2012. Since Micronet invests a larger portion of its income in R&D as compared to Enertec Systems, management believes the increase in the R&D costs and percentage of revenue will continue in the near future.

Operating Expenses

For the three and six month periods ended June 30, 2013, operating expenses totaled $2,003,000 and $4,188,000 which represents an increase of $1,492,000, or 292% and $3,123,000, or 293%, when compared to $511,000 and $1,065,000 for the three and six month period ended June 30, 2012. The increase in operating expenses as explained above is the result of consolidating Micronet's operating expenses following the Acquisition.

Finance Expenses, net

Interest expense net, for the three and six months ended June 30, 2013 was $717,000 and $1,848,000 compared to $246,000 and $417,000, for the three and six months ended June 30, 2012. This represents an increase of $471,000 and $1,431,000, or 191% and 343%, for the three and six months ended June 30, 2013. The increase in interest expense in the three and six months ended June 30, 2013 as compared to the three and six months ended June 30, 2012 was primarily due to the change in 2013 in the fair value of the put and call options and amortization of UTA's note discount as detailed in non-GAAP note.

Net Loss

Our net loss attributable to Micronet Enertec was $227,000 and $689,000 in the three and six months ended June 30, 2013 compared to net income attributable to Micronet Enertec of $176,000 and $27,000 in the three months ended June 30, 2012. This represents an increase in net loss of $403,000 and $716,000 as compared with the three and six month period ended June 30, 2012. The increase in net loss was primarily the result of the increase in interest expenses as mentioned above.

Liquidity and Capital Resources

As of June 30, 2013, our total cash and cash equivalents balance was $15,835,000 and our marketable securities amounted to $3,354,000. These balances, as compared to $10,611,000 and $3,183,000, respectively, as of December 31, 2012, reflect an increase of $5,224,000 in cash and cash equivalents and of $171,000 in marketable securities. The increase in cash and cash equivalents is primarily a result of the gross proceeds from the public offering conducted during the second quarter.

As of June 30, 2013, our total current assets were $36,952,000 as compared to $33,984,000 at December 31, 2012.

Our accounts receivable at June 30, 2013 were $10,723,000 as compared to $9,914,000 at December 31, 2012.

As of June 30, 2013, our working capital was $24,516,000 as compared to $19,430,000 at December 31, 2012. The increase in the working capital is due primarily to the increase in cash and cash equivalents.

As of June 30, 2013, our total bank debt was $7,783,000 as compared to $8,630,000 at December 31, 2012. Our bank debt is composed of short-term loans amounting to $4,644,000 as of June 30, 2013 compared to $4,689,000 at December 31, 2012, and long-term loans amounting to $3,139,000 as of June 30, 2013 compared to $3,941,000 at December 31, 2012. The short-term loans have maturity dates between July 2013 and March 2014 and have interest rates between Israeli prime (currently 2.75%) plus 0.5% to 2.75% and a fixed price loan with an interest rate of 4%. The long-term loans have maturity dates between May 2014 and January 2018 and have interest rates between Israeli prime plus 0.5% to 2.75%.

As of June 30, 2013, we were in compliance with all of the terms of our bank debt.

Enertec Systems has covenanted under its bank loan that (i) its shareholder's equity according to its financial statements will not be below 18 million NIS, and (ii) its shareholder's equity will not be lower than 30% of the total liabilities on its balance sheet. Enertec Systems has met all of its bank covenants. As of June 30, 2013, the shareholder's equity of Enertec Systems was 23 million NIS which constitutes 45% of the total liabilities on its balance sheet.

In the second quarter of 2013, the Company closed an underwritten public offering of 1,863,000 shares of Common Stock, and warrants to purchase 931,500 shares of Common Stock, at an offering price of $5.00 per share and $0.01 per warrant respectively. The warrants have a per share exercise price of $6.25, are exercisable immediately, and expire on April 29, 2018. The gross proceeds to the Company, including the underwriter's exercise of its over-allotment option, were $9,324,000 before deduction issuance costs amounted to $1,921,841 payable by the Company. The shares and warrants began trading on the NASDAQ Capital Market on April 24, 2013 under the symbols "MICT" and "MICTW," respectively. The Company intends to use a portion of the net proceeds received from this offering to purchase additional Micronet ordinary shares pursuant to certain of the Company's options and used a portion to repay a portion of its debt. The Company intends to use the remainder of the net proceeds to expand its sales and marketing efforts, to increase its product offerings through potential acquisitions or purchases of relevant licenses, and general corporate purposes.

Financing Needs

Although we currently do not have any material commitments for capital expenditures, we expect our capital requirements to increase over the next several years as we continue to support the organic and non-organic growth of our business. Among other activities, we plan to develop, manufacture and market larger-scale solutions, support our growing manufacturing and finance needs, continue the development and testing of our suite of products and systems, increase management, marketing and administration infrastructure, and embark on developing in-house business capabilities and facilities. Our future liquidity and capital funding requirements will depend on numerous factors, including but not limited to (i) the levels and costs of our research and development initiatives, (ii) the cost of hiring and training additional highly skilled professionals (mainly engineers and technicians), qualified stronger management, and sales and marketing personnel to promote our products, and (iii) the cost and timing of the expansion of our development, manufacturing and marketing efforts.

Based on our current business plan, we anticipate that our existing cash balances and cash generated from future sales will be sufficient to permit us to conduct our operations and to carry out our contemplated business plans for the next twelve months. However, management may undertake additional debt or equity financings to better enable Micronet Enertec to grow and meet its future operating and capital requirements. There is no assurance that we will be able to consummate such offerings on favorable terms or at all. Currently, the only external sources of liquidity are our banks, and we may seek additional financing from them or through securities offerings to expand our operations, using new capital to develop new products, enhance existing products or respond to competitive pressures.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect that is material to investors on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

Critical Accounting Policies

Principles of consolidation. The consolidated financial statements comprise the Company and its subsidiaries. Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its operating activities. In assessing control, legal and contractual rights, are taken into account. The consolidated financial statements of subsidiaries are included in the consolidated financial statements from the date that control is achieved until the date that control ceases. Intercompany transactions and balances are eliminated upon consolidation.

Accounts receivable and allowances for doubtful accounts. Our trade receivables include amounts due from customers. We perform ongoing credit evaluations of our customers' financial condition and we require collateral as deemed necessary. We maintain allowances for doubtful accounts for estimated losses resulting from the inability of our customers to make payments. In judging the adequacy of the allowance for doubtful accounts, we consider multiple factors including the aging of our receivables, historical bad debt experience and the general economic environment. Management applies considerable judgment in assessing the realization of receivables, including assessing the probability of collection and the current creditworthiness of each customer. If the financial condition of our customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required.

Impairment of long-lived assets. In accordance with ASC 360-10, Accounting for the Impairment or Disposal of Long-lived Assets, long-lived assets, such as property, plant and equipment and purchased intangibles subject to amortization are reviewed for impairment whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying value of an asset to estimated undiscounted future cash flows expected to be generated by the asset. If the carrying value of an asset exceeds its estimated future cash flows, an impairment charge is recognized in the amount by which the carrying value of the asset exceeds the fair value of the asset.

Revenue recognition. The Company's subsidiary Enertec Systems mainly enters into long-term fixed-price contracts with customers to manufacture test systems, simulators, and airborne applications. Revenue on these long-term fixed-price contracts is recognized under the percentage-of-completion method. In using the percentage of completion method, revenues are generally recorded based on the percentage of cost incurred to date on a contract relative to the estimated total expected contract cost. Management uses historical experience, project plans and an assessment of the risks and uncertainties inherent in the arrangement to establish the total estimated costs. The percentage of completion is established by the costs incurred to date as a percentage of the estimated total costs of each contract (cost-to-cost method). Contract costs include all direct material and labor costs. The Company begins recognizing revenue on a project when persuasive evidence of an arrangement exists, recoverability is probable, and project costs are incurred. The Company recognizes contract losses, if any, in the period in which they first became evident.

Revenues from the sales of MRM (mobile resource management) products are recognized when persuasive evidence of an arrangement exists, delivery has occurred, the fee payable by the customer is fixed and determinable, and collection of the resulting receivable is reasonably assured. The title and risk of loss passes to the customer, delivery has occurred and acceptance is satisfied once the product leaves the Company premises.

Income taxes. Deferred taxes are determined utilizing the "asset and liability" method, whereby deferred tax asset and liability account balances are determined based on differences between financial reporting and the 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 Company provides a valuation allowance, when it is more likely than not that deferred tax assets will not be realized in the foreseeable future. Deferred tax liabilities and assets are classified as current or non-current based on the expected reversal dates.

The Company adopted ASC Topic 740-10-05, Income Tax, which provides guidance for recognizing and measuring uncertain tax positions, it prescribes a threshold condition that a tax position must meet for any of the benefits of the uncertain tax position to be recognized in the financial statements. It also provides accounting guidance on de-recognition, classification and disclosure of these uncertain tax positions. The Company's policy on classification of all interest and penalties related to unrecognized income tax positions, if any, is to present them as a component of income tax expense.

Recent accounting pronouncements In February 2013, the FASB issued ASU No. 2013-02, Comprehensive Income (Topic 220): Reporting of Amounts Reclassified out of Accumulated Other Comprehensive Income. This ASU requires disclosures regarding reclassifications out of accumulated other comprehensive income in a single location in the financial statements by component. This ASU is effective prospectively for fiscal years, and interim periods within those years, beginning after December 15, 2012. The adoption of this ASU, effective January 1, 2013, did not have an impact on the Company's consolidated financial statements.

Item 3. Quantitative and Qualitative Disclosures about Market Risk.

Not Applicable.

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## Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

Pursuant to Rule 13a-15(b) under the Exchange Act, the Company carried out an evaluation with the participation of the Company's management, including Mr. David Lucatz, the Company's Chief Executive Officer ("CEO") and Mrs. Tali Dinar, the Company's Chief Financial Officer ("CFO"), of the effectiveness of the Company's disclosure controls and procedures (as defined under Rule 13a-15(e) or Rule 15d-15(e) under the Exchange Act) as of the period ended June 30, 2013. Based upon that evaluation, the Company's CEO and CFO concluded that the Company's disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in the reports that the Company files or submits under the Exchange Act, is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to the Company's management, including the Company's CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure.

Changes in internal controls

Our management, with the participation of our CEO and CFO, performed an evaluation as to whether any change in our internal controls over financial reporting occurred during the quarter ended June 30, 2013. Based on that evaluation, our CEO and CFO concluded that no change occurred in the Company's internal controls over financial reporting during the quarterly period ended June 30, 2013 that has materially affected, or is reasonably likely to materially affect, the Company's internal controls over financial reporting.

PART II- OTHER INFORMATION

Item 1A. Risk Factors.

There are no material changes from the risk factors previously disclosed in the Company's Annual Report on Form 10-K for the year ended December 31, 2012.

Item 6. Exhibits.

| Exhibit Number | Description |
|---|---|
| 31.1 | Certification by Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2 | Certification by Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32.1 | Certification by Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 32.2 | Certification by Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 101 | The following materials from Micronet Enertec Technologies, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2013, formatted in XBRL (Extensible Business Reporting Language): (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Income and Other Comprehensive Income, (iii) Consolidated Statements of Cash Flows, and (iv) Notes to Consolidated Financial Statements.* |

* Furnished herewith.

SIGNATURES

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

MICRONET ENERTEC TECHNOLOGIES, INC.

| | | |
|---|---|---|
| Date: August 13, 2013 | By: | /s/ David Lucatz<br>David Lucatz<br>President and Chief Executive Officer (Principal Executive Officer) |
| Date: August 13, 2013 | By: | /s/ Tali Dinar<br>Tali Dinar<br>Secretary and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) |

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