ALLIED MOTION TECHNOLOGIES INC
Form 10-Q
May 14, 2012
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

Form 10-Q

Quarterly Report Pursuant to Section 13 or 15(d)

of the Securities Exchange Act of 1934

For the quarterly period ended March 31, 2012

Commission File Number

0-04041

ALLIED MOTION TECHNOLOGIES INC.

Incorporated Under the Laws of the State of Colorado

Colorado	**84-0518115**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

23 Inverness Way East, Suite 150

Englewood, Colorado 80112

Telephone: (303) 799-8520

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 ninety (90) days. Yes x No o

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 x No o

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 definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer o	Accelerated filer o
Non-accelerated filer o (Do not check if a smaller reporting company)	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 o No x

Number of Shares of the only class of Common Stock outstanding: 8,639,664 as of May 12, 2012

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ALLIED MOTION TECHNOLOGIES INC.

CONDENSED CONSOLIDATED BALANCE SHEETS

(In Thousands, except per share data)

(Unaudited)

	March 31, 2012	December 31, 2011
Assets		
Current Assets:		
Cash and cash equivalents	$ 4,581	$ 9,155
Trade receivables, net of allowance for doubtful accounts of $197 and $284 at March 31, 2012 and December 31, 2011, respectively	12,543	11,689
Inventories, net	14,652	14,429
Deferred income taxes	1,097	1,254
Prepaid expenses and other assets	3,046	1,881
Total Current Assets	35,919	38,408
Property, plant and equipment, net	7,631	7,352
Deferred income taxes	4,321	4,326
Intangible assets, net	2,841	2,936
Goodwill	5,835	5,665
Total Assets	$ 56,547	$ 58,687
Liabilities and Stockholders Equity		
Current Liabilities:		
Debt obligations	158	157
Accounts payable	6,298	6,598
Accrued liabilities	4,828	6,800
Contingent consideration		1,313
Income taxes payable	481	1,272
Total Current Liabilities	11,765	16,140
Deferred income taxes	970	973
Deferred compensation arrangements	1,924	1,736
Pension and post-retirement obligations	3,528	3,516
Total Liabilities	18,187	22,365
Commitments and Contingencies		
Stockholders Equity:		
Common stock, no par value, authorized 50,000 shares; 8,649 and 8,466 shares issued and outstanding at March 31, 2012 and December 31, 2011, respectively	22,149	21,568
Preferred stock, par value $1.00 per share, authorized 5,000 shares; no shares issued or outstanding		
Retained earnings	16,912	15,970
Accumulated other comprehensive income	(701)	(1,216)
Total Stockholders Equity	38,360	36,322
Total Liabilities and Stockholders Equity	$ 56,547	$ 58,687

See accompanying notes to financial statements.

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ALLIED MOTION TECHNOLOGIES INC.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME

(In Thousands, except per share data)

(Unaudited)

	For the three months ended March 31, 2012	2011
Revenues	$ 26,847	$ 26,724
Cost of products sold	19,210	18,775
Gross margin	7,637	7,949
Operating expenses:		
Selling	1,365	1,462
General and administrative	2,947	2,966
Engineering and development	1,553	1,534
Amortization of intangible assets	174	180
Total operating expenses	6,039	6,142
Operating income	1,598	1,807
Other income (expense), net:		
Interest expense	(7)	(24)
Other income, net	17	1
Total other income (expense), net	10	(23)
Income before income taxes	1,608	1,784
Provision for income taxes	(450)	(571)
Net income	$ 1,158	$ 1,213
Basic earnings per share:		
Earnings per share	$ 0.14	$ 0.15
Basic weighted average common shares	8,565	8,279
Diluted earnings per share:		
Earnings per share	$ 0.14	$ 0.14
Diluted weighted average common shares	8,565	8,495
Other comprehensive income, net of tax:		
Foreign currency translation adjustment	515	728
Comprehensive income	$ 1,673	$ 1,941

See accompanying notes to financial statements.

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ALLIED MOTION TECHNOLOGIES INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In Thousands)

(Unaudited)

	For the three months ended March 31, 2012	2011
Cash Flows From Operating Activities:		
Net income	$ 1,158	$ 1,213
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation and amortization	489	542
Other	325	218
Changes in assets and liabilities:		
Trade receivables	(717)	(1,447)
Inventories, net	(42)	(995)
Prepaid expenses and other assets	(1,150)	(404)
Accounts payable	(395)	988
Accrued liabilities	(2,642)	(768)
Net cash used in operating activities	(2,974)	(653)
Cash Flows From Investing Activities:		
Consideration paid for acquisition	(1,350)	(332)
Purchase of property and equipment	(586)	(428)
Net cash used in investing activities	(1,936)	(760)
Cash Flows From Financing Activities:		
Dividends paid	(216)	
Stock transactions under employee benefit stock plans	439	95
Net cash provided by financing activities	223	95
Effect of foreign exchange rate changes on cash	113	82
Net decrease in cash and cash equivalents	(4,574)	(1,236)
Cash and cash equivalents at beginning of period	9,155	3,553
Cash and cash equivalents at end of period	$ 4,581	$ 2,317

See accompanying notes to financial statements.

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ALLIED MOTION TECHNOLOGIES INC.

Unaudited notes to Condensed Consolidated Financial Statements

1. Basis of Preparation and Presentation

Allied Motion Technologies Inc. (the Company) is engaged in the business of designing, manufacturing and selling motion control products to a broad spectrum of customers throughout the world.

The accompanying unaudited condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All significant inter-company accounts and transactions have been eliminated in consolidation.

The assets and liabilities of the Company s foreign subsidiaries are translated into U.S. dollars using end of period exchange rates. Changes in reported amounts of assets and liabilities of foreign subsidiaries that occur as a result of changes in exchange rates between foreign subsidiaries functional currencies and the U.S. dollar are included in foreign currency translation adjustment. Foreign currency translation adjustment is included in accumulated other comprehensive income, a component of stockholders equity in the accompanying condensed consolidated balance sheets. Revenue and expense transactions use an average rate prevailing during the month of the related transaction. Transaction gains and losses that arise from exchange rate fluctuations on transactions denominated in a currency other than the functional currency of each Technology Unit (TU) are included in the results of operations as incurred.

The condensed consolidated financial statements included herein have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission and include all adjustments which are, in the opinion of management, necessary for a fair presentation. Certain information and footnote disclosures normally included in financial statements which are prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP) have been condensed or omitted pursuant to such rules and regulations. The Company believes that the disclosures herein are adequate to make the information presented not misleading. The financial data for the interim periods may not necessarily be indicative of results to be expected for the year.

The preparation of financial statements in accordance with U.S. GAAP requires management to make certain estimates and assumptions. Such estimates and assumptions affect the reported amounts of assets and liabilities as well as disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

It is suggested that the accompanying condensed interim financial statements be read in conjunction with the Consolidated Financial Statements and related Notes to such statements included in the Annual Report on Form 10-K for the year ended December 31, 2011 that was previously filed by the Company.

2. Inventories

Inventories, valued at the lower of cost (first-in, first-out basis) or market, are as follows (in thousands):

	March 31, 2012	December 31, 2011
Parts and raw materials	$ 11,830	$ 11,268
Work-in process	2,284	2,017
Finished goods	2,527	3,090
	16,641	16,375
Less reserves	(1,989)	(1,946)
Inventories, net	$ 14,652	$ 14,429

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ALLIED MOTION TECHNOLOGIES INC.

Unaudited notes to Condensed Consolidated Financial Statements

3. Property, Plant and Equipment

Property, plant and equipment is classified as follows (in thousands):

	March 31, 2012	December 31, 2011
Land	$ 290	$ 290
Building and improvements	3,490	3,387
Machinery, equipment, tools and dies	12,987	12,633
Furniture, fixtures and other	3,253	3,037
	20,020	19,347
Less accumulated depreciation	(12,389)	(11,995)
Property, Plant and Equipment, net	$ 7,631	$ 7,352

Depreciation expense was approximately $315,000 and $362,000 for the quarters ended March 31, 2012 and 2011, respectively.

4. Stock-Based Compensation

Stock Incentive Plans

The Company s Stock Incentive Plans provide for the granting of stock awards, including restricted stock, stock options, and stock appreciation rights, to employees and non-employees, including directors of the Company.

Restricted Stock

In the quarter ended March 31, 2012, 134,150 shares of unvested restricted stock were awarded at a market value of $7.13. Of the restricted shares granted, 30,000 shares have performance based vesting conditions. The value of the shares is amortized to compensation expense over the related service period, which is normally three years, or over the estimated performance period. Shares of unvested restricted stock are forfeited if a recipient leaves the Company before the vesting date. Shares that are forfeited become available for future awards.

The following is a summary of restricted stock activity during the quarter ended March 31, 2012:

	Number of Shares
Outstanding at beginning of period	283,608
Granted	134,150
Forfeited	
Vested	(159,486)
Outstanding at end of Period	258,272

For the quarter ended March 31, 2012 and 2011, compensation expense, net of forfeitures, of $140,000 and $142,000 was recorded, respectively.

ALLIED MOTION TECHNOLOGIES INC.

Unaudited notes to Condensed Consolidated Financial Statements

5. Earnings and Dividends per Share

Basic income per share is computed by dividing net income by the weighted average number of shares of common stock outstanding. Diluted income per share is determined by dividing the net income by the sum of (1) the weighted average number of common shares outstanding and (2) if not anti-dilutive, the effect of stock options and warrants determined utilizing the treasury stock method. During 2012, no stock options or warrants are outstanding. As such, there is no dilutive effect on earnings per share for 2012. The dilutive effect of outstanding awards for the quarters ended March 31, 2011 was 215,000.

The Company declared and paid dividends of $0.025 per share in the first quarter of 2012. Total dividends paid were $216,000. The Company began paying quarterly dividends in the third quarter of 2011. As such, no dividends were declared or paid in the first quarter of 2011.

6. Segment Information

ASC Topic Segment Reporting requires disclosure of operating segments, which as defined, are components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance.

The Company operates in one segment for the manufacture and marketing of motion control products for original equipment manufacturers and end user applications. In accordance with the Segment Reporting Topic of the ASC, the Company s chief operating decision maker has been identified as the Chief Executive Officer and President, who reviews operating results to make decisions about allocating resources and assessing performance for the entire Company. Existing guidance, which is based on a management approach to segment reporting, establishes requirements to report selected segment information quarterly and to report annually entity-wide disclosures about products and services, major customers, and the countries in which the entity holds material assets and reports revenue. All material operating units qualify for aggregation under Segment Reporting due to their similar customer base and similarities in: economic characteristics; nature of products and services; and procurement, manufacturing and distribution processes. Since the Company operates in one segment, all financial information required by Segment Reporting can be found in the accompanying consolidated financial statements and within this note.

The Company s wholly owned foreign subsidiaries, located in The Netherlands, Sweden, and Canada, are included in the accompanying consolidated financial statements. Financial information related to the foreign subsidiaries is summarized below (in thousands):

	For the three months ended March 31,

	2012	2011
Revenues derived from foreign subsidiaries	$ 10,832	$ 12,544
Identifiable assets as of March 31,	$ 24,524	$ 25,325

Sales to customers outside of the United States by all subsidiaries were $12,330,000 and $13,449,000 during the quarters ended March 31, 2012 and 2011, respectively.

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ALLIED MOTION TECHNOLOGIES INC.

Unaudited notes to Condensed Consolidated Financial Statements

During the quarters ended March 31, 2012 and 2011, no single customer accounted for more than 10% of total revenues.

7. **Intangible Assets**

Intangible assets on the Company s consolidated balance sheets consist of the following (in thousands):

	March 31, 2012	December 31, 2011	Estimated Life
Amortizable intangible assets			
Customer lists	$ 4,387	$ 4,315	8-10 years
Trade name	946	946	10 years
Design and technologies	2,649	2,575	8-10 years
Patents	24	24	
Accumulated amortization	(5,165)	(4,924)	
Total intangible assets	$ 2,841	$ 2,936	

Amortization expense for intangible assets for the quarters ended March 31, 2012 and 2011 was $174,000 and $180,000, respectively.

8. **Goodwill**

The change in the Company s goodwill during the quarter ended March 31, 2012 is summarized in the table below (in thousands):

Balance, December 31, 2011	$ 5,665
Foreign currency translation	170
Balance, March 31, 2012	$ 5,835

9. **Contingent Consideration**

The Company acquired Östergrens Elmotor AB (Östergrens), located in Stockholm, Sweden on December 30, 2010. In conjunction with the acquisition of Östergrens, the Company recorded contingent cash consideration based on the seller meeting certain performance criteria. The Company paid $1,350,000 and $332,000 of the contingent consideration in the quarters ended March 31, 2012 and 2011, respectively. The liability was denominated in Swedish Krona. The amount paid of $1,350,000, exceeds the amount accrued of $1,313,000 as of December 31, 2011, due to fluctuations in the Swedish Krona against the U.S. dollar. The consideration paid was based on a multiple of the incremental profit achieved in 2011 over 2010 for certain customer projects.

10. Debt Obligations

Debt obligations consisted of the following (in thousands):

	March 31, 2012	December 31, 2011
Credit Agreement, revolving line-of-credit	$	$
China Credit Facility, 6.4% at March 31, 2011	$ 158	$ 157

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ALLIED MOTION TECHNOLOGIES INC.

Unaudited notes to Condensed Consolidated Financial Statements

The Company s Credit Agreement, which matures October 26, 2013, provides revolving credit up to $4 million and 3 million.

The Credit Agreement contains certain financial covenants related to maximum leverage, minimum fixed charge coverage and minimum tangible net worth of the Company. The Company was in compliance with all covenants at March 31, 2012.

At March 31, 2012, approximately $8,000,000 million ($4 million and 3 million) was available under the amended Credit Agreement and approximately $700,000 (300,000 and 2,100,000 Swedish Krona (SEK)) was available under bank overdraft facilities in Europe.

The Company also has a Credit Line Facility in China providing credit of approximately $700,000 (Chinese Renminbi (RMB) 4,500,000). This facility will be used for working capital needs at the Company s China operations, and will mature in October 2012. At March 31, 2012, there was approximately $550,000 (RMB 3,500,000) available under the facility.

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

All statements contained herein that are not statements of historical fact constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include, without limitation, any statement that may predict, forecast, indicate, or imply future results, performance, or achievements, and may contain the word believe, anticipate, expect, project, intend, will continue, will likely result, should or words or phrases of similar meaning. Forward-looking statements involve known and unknown risks and uncertainties that may cause actual results of the Company to differ materially from the forward-looking statements. The risks and uncertainties include those associated with the present economic circumstances in the United States and throughout Europe, general business and economic conditions in the Company s motion markets, introduction of new technologies, products and competitors, the ability to protect the Company s intellectual property, the ability of the Company to sustain, manage or forecast its growth and product acceptance, success of new corporation strategies and implementation of defined critical issues designed for growth and improvement in profits, the continued success of the Company s customers to allow the Company to realize revenues from its order backlog and to support the Company s expected delivery schedules, the continued viability of the Company s customers and their ability to adapt to changing technology and product demand, the loss of significant customers or enforceability of the Company s contracts in connection with a merger, acquisition, disposition, bankruptcy, or otherwise, the ability of the Company to meet the technical specifications of its customers, the continued availability of parts and components, increased competition and changes in competitor responses to the Company s products and services, changes in government regulations, availability of financing, the ability of the Company s lenders and financial institutions to provide additional funds if needed for operations or for making future acquisitions or the ability of the Company to obtain alternate financing if present sources of financing are terminated, the ability to attract and retain qualified personnel who can design new applications and products for the motion industry, the ability of the Company to identify and consummate favorable acquisitions to support external growth and new technology, the ability of the Company to successfully integrate an acquired business into the Company s business model without substantial costs, delays, or problems, the ability of the Company to establish low cost region manufacturing and component sourcing capabilities, and the ability of the Company to control costs, including relocation costs, for the purpose of improving profitability. The Company s ability to compete in this market depends upon its capacity to anticipate the need for new products, and to continue to design and market those products to meet customers needs in a competitive world. Actual results, events and performance may differ materially. Readers are cautioned not to place undue reliance on these forward-looking statements as a prediction of actual results. The Company has no obligation or intent to release publicly any revisions to any forward looking statements, whether as a result of new information, future events, or otherwise.

New risk factors emerge from time to time and it is not possible for management to predict all such risk factors, nor can it assess the impact of all such risk factors on its business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. The Company s expectations, beliefs and projections are expressed in good faith and are believed to have a reasonable basis; however, the Company makes no assurance that expectations, beliefs or projections will be achieved.

Overview

Allied Motion has developed a long term corporate strategy with its sole focus in the motion control industry. Allied Motion utilizes its underlying core electro-magnetic, mechanical and electronic motion technology/know how to provide compact, high performance products as solutions in a wide range of motion applications. The Company designs, manufactures and sells motors, electronic motion controls, gearing and optical encoders to a broad spectrum of customers throughout the world. The Company sells components individually and also provides integrated motion control solutions to customers. The Company sells its products through its own direct sales force and manufacturer s reps and distributors. The products are manufactured at the Company s own facilities in North America, Europe and China, and at contract

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manufacturing facilities in China and Eastern Europe, where the Company owns all the capital equipment and tooling and has designed and set-up the manufacturing processes in each facility.

Examples of the end products using Allied Motion s technology in the medical and health care industries include surgical robots, prosthetics, electric powered surgical hand pieces, programmable pumps to meter and administer infusions associated with chemotherapy, pain control and antibiotics; nuclear imaging systems, automated pharmacy dispensing equipment, kidney dialysis equipment, respiratory ventilators and heart pumps, wheel chairs, scooters, stair lifts, patient lifts, patient handling tables and beds. In electronics, our products are used in the handling, inspection, and testing of components and in the automation and verification of final products such as PC s, game equipment and cell phones. Our motors are used in the HVAC systems of trucks, buses, RV s, boats and off-road construction/farming equipment. These motors operate a variety of actuation systems (e.g., patient and wheelchair lifts, RV slide-outs, truck bed covers etc.), they provide improved fuel efficiency while the vehicles are idling and are used in drive-by-wire applications to electrically replace or power-assist a variety of mechanical linkages. Our products are also utilized in high performance vehicles, vehicles using alternative fuel systems such as LPG, fuel cell and hybrid vehicles. Our geared motor products are utilized in automated material handling vehicles/robots, commercial grade floor cleaners, commercial building equipment such as welders, cable pullers and assembly tool. Several products are used in a variety of military/defense applications including inertial guided missiles, mid-range munitions systems, weapons systems on armed personnel carriers, unmanned vehicles and in security and access control in camera systems, door access control and in airport screening and scanning devices. Other end products utilizing our technology include high definition printers; tunable lasers and spectrum analyzers for the fiber optic industry; processing equipment for the semiconductor industry, as well as ticket and cash dispensing machines (ATMs).

Allied Motion has established Solution Centers in North America and Europe to provide applications support and first point of contact for customers requiring motion control solutions. The application engineers draw upon the Technology/Know-How from all Allied Motion companies to provide the best solution for the customer and may be a single component or a solution that utilizes several components to create an integrated solution from our various Technology Units (TUs). Allied Motion is currently in the process of renaming it s TU s to incorporate the Allied Motion name first, followed by the city the Units are managed from, to replace the previous company names in parenthesis below. The list is as follows:

- Allied Motion Tulsa Tulsa, Oklahoma (Emoteq Corporation)
- Allied Motion Owosso Owosso, Michigan (Motor Products Corporation)
- Allied Motion Watertown Watertown, New York (Stature Electric, Inc.)
- Allied Motion Amherst - Amherst, New York and Waterloo, Ontario, Canada (Allied Motion Amherst and Allied Motion Canada)
- Allied Motion Dordrecht Dordrecht, The Netherlands (Precision Motor Technology B.V.)
- Allied Motion Stockholm - Stockholm, Sweden and Ferndown, UK (Östergrens Elmotor AB)
- Allied Motion Changzhou Changzhou, China (Östergrens Changzhou)

Allied Motion also has contract production capabilities in Slovakia and China. The Company is currently in the process of setting up a Solution Center in Asia.

1st Quarter Overview

After a record year in revenues and profitability in 2011, the first quarter of 2012 had a slight growth in revenues over the first quarter of last year and maintained a diluted earnings per share of $0.14. Sales to our medical, vehicle, and electronics markets were up, while the industrial and aerospace and defense markets were down over the first quarter of 2011.

Orders for the quarter ended March 31, 2012 were $23.0 million compared to $26.4 million in the same quarter of last year. Backlog at March 31, 2012 was $40.9 million, reflecting a 6% increase over the

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backlog at the same time last year. The increased backlog over March 31, 2011 reflect the strong orders that were received in 2011 in the Company s served markets. We believe that the markets we serve are recognizing the value of the Company s motion solutions, and we continue to pursue opportunities that will increase the company s revenues and profitability.

We continued our quarterly dividend program, and we increased our dividends per share to $.025 per share. We believe that our cash flows can support our growth initiatives and reward our shareholders at the same time.

Strategy

Allied Motion Business Concept: Allied Motion leverages its superior expertise in electro-magnetic, mechanical and electronic motion technology/know-how to provide solutions with the most compact, differentiated products or systems that change the game and add value to our customers products. Utilizing Allied s One Team Organization, our intent is to be the motion solutions leader in our selected target market segments and to focus on geographic markets where our local support provides an additional competitive advantage. We will enhance our competitive position through the creation of an Operational Excellence Team to lead the implementation of Allied Systematic Tools (AST) and drive continuous improvement in quality, cost, delivery and growth throughout the company.

Further development and promotion of our parent brand, Allied Motion, will continue in the future and a Global structure has been defined and is currently being implemented. An example of the Global structure is the One Team Sales Force which has developed nicely in North America and Europe, and we are currently establishing the same capability in Asia. Our Solution Centers differentiate us from our competition and will become functional in North America and Europe in 2012 and the foundation will be also established in Asia in 2012. Together with our One Team Sales Force, the Solution Center is the glue that allows Allied Motion to function and act as One Company, a common request from our customers.

Our platform based Product Line approach, which is where we preplan what products are required by our served market segments, provides us the capability to quickly deliver prototypes, be first in with application solutions and secure new design-in wins. While it is relatively simple to achieve this on an independent component level basis, a coordinated effort to tie all of our technologies together as systems is where the real opportunity lies and that will be our emphasis.

An emphasis is placed on Gross Margin improvement which requires cost reduction, new products emphasizing more complete Motion Control solutions and a support structure trained to sell, apply and service our products and customers. In order to provide additional solution capabilities, additional Electronic Motion Control product offerings are required and the company continues to add new capabilities and make investments in this area.

We also plan to take our commitment to Allied Systematic Tools , or AST, to a new level this year as we invest in additional resources as part of our Operational Excellence Team to continuously build and utilize AST to improve efficiencies and eliminate waste throughout our Company.

We believe the strategy we have developed for the Company will accomplish our long term goals of increasing shareholder value through the continued strengthening of the foundation necessary to achieve growth in sales and profitability.

Operating Results

Quarter Ended March 31, 2012 compared to Quarter Ended March 31, 2011

NET INCOME The Company reported net income of $1,158,000, or $0.14 per diluted share for the first quarter of 2012, compared to $1,213,000, or $0.14 per diluted share for the same quarter last year.

EBITDA AND ADJUSTED EBITDA EBITDA was $2,104,000 for the first quarter of 2012 compared to a $2,350,000 for the same quarter last year. Adjusted EBITDA was $2,482,000 and $2,492,000 for the first

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quarters of 2012 and 2011, respectively. EBITDA and Adjusted EBITDA are non-GAAP measurements. EBITDA consists of income before interest expense, provision for income taxes, and depreciation and amortization. Adjusted EBITDA also excludes stock compensation expense and certain non-recurring items. See information included in Non - GAAP Measures below for a reconciliation of net income to EBITDA and Adjusted EBITDA.

REVENUES Revenues were $26,847,000 for the quarter ended March 31, 2012 compared to $26,724,000 for the quarter ended March 31, 2011. Overall, the Company experienced increases in the medical, vehicle, and electronics markets, partially offset by declines in the industrial and aerospace and defense markets.

Sales to U.S. customers accounted for 54% and 50% of our sales in the first quarter of 2012 and 2011, respectively, with the balance to customers primarily in Europe, Canada, and Asia. Sales volumes for the quarter ended March 31, 2012 increased by about 1%, but were offset by the strengthening of the dollar against the euro over the same period of last year. Declining sales to foreign customers indicate some softening in some of the Company s European markets.

ORDER BACKLOG At March 31, 2012, order backlog was approximately $40.9 million, which is up 6% from the same time last year and down 7% from the backlog at December 31, 2011.

GROSS MARGINS Gross margin as a percentage of revenues was 28% and 30% for the quarters ended March 31, 2012 and 2011, respectively. The decrease in gross margins is partially due to the sales mix (decrease in sales of our higher margin business partially offset by increased sales of lower margin business) and partially due to a one-time charge to cover the estimated cost of replacing products in the field due to an incorrect component used by one of the Company s suppliers.

SELLING EXPENSES Selling expenses in the first quarter were $1,365,000 compared to $1,462,000 for the first quarter last year. The 7% decrease is primarily related to lower expected sales incentives in 2012 when compared to 2011.

GENERAL AND ADMINISTRATIVE EXPENSES General and administrative expenses were $2,947,000 in the quarter ended March 31, 2012 compared to $2,966,000 in the quarter ended March 31, 2011. The slight decrease in general and administrative expenses is primarily due to increased headcount and salary increases, offset by lower incentive bonuses.

ENGINEERING AND DEVELOPMENT EXPENSES Engineering and development expenses were $1,553,000 in the first quarter of 2012 and $1,534,000 in the same quarter last year.

AMORTIZATION OF INTANGIBLE ASSETS Amortization of intangible assets expense was $174,000 in the quarter ended March 31, 2012 and $180,000 in the same quarter last year.

INCOME TAXES   Provision for income taxes was $450,000 and $571,000 for the first quarters of 2012 and 2011, respectively. The Company uses an estimate of the annual effective rate to calculate and record income taxes based on the projected results for the fiscal year and the facts and circumstances known at each interim period. The Company is subject to tax in the U.S. and multiple other tax jurisdictions. Judgment is required in determining the worldwide provision for income taxes and in recording the related tax assets and liabilities. The effective income tax rate as a percentage of income before income taxes was 28% and 32% for the quarters ended March 31, 2012 and 2011, respectively. The effective tax rate is lower than the statutory rate primarily due to differences in state and foreign tax rates.

Non-GAAP Measures

EBITDA and Adjusted EBITDA are provided for information purposes only and are not measures of financial performance under generally accepted accounting principles.

The Company believes EBITDA is often a useful measure of a Company s operating performance and is a significant basis used by the Company s management to measure the operating performance of the Company s business because EBITDA excludes charges for depreciation, amortization and interest expense

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that have resulted from our debt financings, as well as our provision for income tax expense. EBITDA is frequently used as one of the bases for comparing businesses in the Company s industry.

The Company also believes that Adjusted EBITDA provides helpful information about the operating performance of its business. Adjusted EBITDA excludes stock compensation expense, as well as certain non-recurring items. Nonrecurring items are either income or expenses which do not occur regularly as part of the normal activities of the Company. For the quarter ended March 31, 2012, the charge to replace the incorrect electronic component of $238,000 is excluded from Adjusted EBITDA. There are no non-recurring items that have been excluded from Adjusted EBITDA for the quarter ended March 31, 2011.

EBITDA and Adjusted EBITDA do not represent and should not be considered as an alternative to net income, operating income, net cash provided by operating activities or any other measure for determining operating performance or liquidity that is calculated in accordance with generally accepted accounting principles.

The Company s calculation of EBITDA and Adjusted EBITDA for the three months ended March 31, 2012 and 2011 is as follows (in thousands):

	For the three months ended March 31,			
		2012		2011
Net income	$	1,158	$	1,213
Interest expense		7		24
Provision for income tax		450		571
Depreciation and amortization		489		542
EBITDA		2,104		2,350
Stock compensation expense		140		142
Non-recurring expense (income)		238		
Adjusted EBITDA	$	2,482	$	2,492

Liquidity and Capital Resources

The Company s liquidity position as measured by cash and cash equivalents decreased $4,574,000 to a balance of $4,581,000 at March 31, 2012. This decrease compares to a smaller decrease of $1,236,000 for the same period last year. During the first quarter of 2012, operations used $2,974,000 in cash compared to $653,000 for the quarter ended March 31, 2011. The increase in cash used in operations this year is due to higher incentive bonus payments, higher tax payments, and increased payments to vendors.

Net cash used in investing activities was $1,936,000 and $760,000 for the first quarter of 2012 and 2011, respectively. The increase includes a payment of $1,350,000, which is the final portion of consideration for the Ostergrens acquisition, and an increase of $158,000 over the same period of last year, for purchases of property and equipment.

Net cash provided by financing activities was $223,000 for the quarter ended March 31, 2012 compared to $95,000 for the same period last year. The increase in 2012 is due to more Company stock purchased by the Allied Motion Employee Stock Ownership Plan (ESOP), based on higher company contributions to the plan for 2011, offset by the dividends paid, as well as fewer share repurchases by the

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Company in 2012 than 2011 for tax withholding purposes. The Company began to pay quarterly dividends in August 2011, and thus, had not paid dividends in the first quarter of 2011.

The average outstanding borrowings for the quarter ended March 31, 2012 was $158,000. As of March 31, 2012, the amount available to borrow under the Company s various lines-of-credit was approximately $8,600,000.

The Company s Credit Agreement is used for borrowing needs that may occur in the United States and Europe. The Credit Agreement provides revolving credit up to $4 million and 3 million. The Credit Agreement contains certain financial covenants related to maximum leverage, minimum fixed charge coverage and minimum tangible net worth of the Company. The Credit Agreement expires on October 26, 2013.

The Company also has a Credit Line Facility in China providing credit of approximately $700,000 (RMB 4,500,000) to provide financing availability for working capital needs for the Company s subsidiaries in China. There is approximately $550,000 (RMB 3,500,000) available under the facility at March 31, 2012.

The Company has bank overdraft facilities with foreign banks in Europe. The facilities had no outstanding balance as of March 31, 2012. The amount available under the overdraft facilities was approximately $700,000 (300,000 and 2,100,000 SEK).

As part of the Company s quarterly cash dividend program, the Board of Directors declared a dividend, increasing the amount from $0.02 to $0.025 per share in the first quarter of 2012.

The Company s working capital, capital expenditure and dividend requirements are expected to be funded from cash provided by operations and amounts available under the Company s credit facilities.

Critical Accounting Policies

The Company has prepared its financial statements in conformity with accounting principles generally accepted in the United States, and these statements necessarily include some amounts that are based on informed judgments and estimates of management. The Company s significant accounting policies are discussed in Note 1 in the Annual Report on Form 10-K for the year ended December 31, 2011. The policies are reviewed on a regular basis. The Company s critical accounting policies are subject to judgments and uncertainties which affect the application of such policies. The Company uses historical experience and all available information to make these judgments and estimates. As discussed below the Company s financial position or results of operations may be materially different when reported under different conditions or when using different assumptions in the application of such policies. In the event estimates or assumptions prove to be different from actual amounts, adjustments are made in subsequent periods to reflect more current information. The Company s critical accounting policies include:

The Company maintains allowances for doubtful accounts for estimated losses resulting from the inability of its customers to make required payments. The allowance is based on historical experience and judgments based on current economic and customer specific factors. Significant judgments are made by management in connection with establishing the Company s customers ability to pay at the time of shipment. Despite this assessment, from time to time, the Company s customers are unable to meet their payment obligations. The Company continues to monitor customers credit worthiness, and use judgment in establishing the estimated amounts of customer receivables which may not be collected. A significant change in the liquidity or financial position of the Company s customers could have a material adverse impact on the collectibility of accounts receivable and future operating results.

Inventory is valued at the lower of cost or market. The Company monitors and forecasts expected inventory needs based on sales forecasts. Inventory is written down or written off when it becomes

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obsolete or when it is deemed excess. These determinations involve the exercise of significant judgment by management. If actual market conditions are significantly different from those projected by management, the recorded reserve may be adjusted, and such adjustments may have a significant impact on the Company s results of operations. Demand for the Company s products can fluctuate significantly, and in the past the Company has recorded substantial charges for inventory obsolescence.

The Company records deferred tax assets and liabilities for the estimated future tax effects of temporary differences between the tax basis of assets and liabilities and amounts recorded in the consolidated financial statements, and for operating loss and tax credit carryforwards. Realization of the recorded deferred tax assets is dependent upon the Company generating sufficient taxable income in the appropriate tax jurisdiction in future years to obtain benefit from the reversal of net deductible temporary differences and from tax credit and operating loss carryforwards. A valuation allowance is provided to the extent that management deems it more likely than not that the net deferred tax assets will not be realized. The amount of deferred tax assets considered realizable is subject to adjustment in future periods if estimates of future taxable income are changed.

The Company provides pension and postretirement benefits for certain domestic retirees and records the cost of the obligations based on estimates. The net periodic costs are recognized as employees render the services necessary to earn the benefits. Several assumptions are used to calculate the expense and liability related to the plans including the discount rate, the expected rate of return on plan assets, the future rate of compensation increases and health care cost increases. The discount rate is selected based on a bond pricing model that relates to the projected future cash flows of benefit obligations. Actuarial assumptions used are based on demographic factors such as retirement and mortality. Actual results could vary materially from the Company s actuarial assumptions, which may have an impact on the amount of reported expense or liability for pension or postretirement benefits.

Item 4. Controls and Procedures

The Company s controls and procedures include those designed to ensure that material information is accumulated and communicated to the Company s management as appropriate to allow timely decisions regarding required disclosure. Under the supervision and with the participation of management, the Company s chief executive officer and chief financial officer evaluated the effectiveness of the Company s disclosure controls and procedures designed to ensure that information is recorded, processed, summarized and reported in a timely manner as required by Exchange Act reports such as this Form 10-Q and concluded that as of the end of the Company s most recent fiscal quarter they are effective.

There have not been any changes in the Company s internal controls over financial reporting during the quarter ended March 31, 2012 that have materially affected or are reasonably likely to materially affect, the Company s internal control over financial reporting.

PART II. OTHER INFORMATION

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
01/01/12 to 01/31/12				
02/01/12 to 02/29/12	3,109(1)	$ 7.10		
03/01/12 to 03/31/12				
Total	3,109	$ 7.10		

(1) As permitted under the Company s equity compensation plan, these shares were withheld by the Company to satisfy tax withholding obligations for employees in connection with the vesting of stock. Shares withheld for tax withholding obligations do not affect the total number of shares available for repurchase under any approved common stock repurchase plan. At March 31, 2012, the Company did not have an authorized stock repurchase plan in place.

Item 5. Other Information

The Company held its annual stockholders meeting on May 10, 2012. At the annual meeting, the stockholders of the Company (i) elected the nine director nominees and (ii) ratified the appointment of Ehrhardt Keefe Steiner Hottman PC (EKS&H) as the Company s independent registered public accounting firm for the 2012 fiscal year.

The results of the voting for the nine director nominees were as follows:

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Nominee	For	Against	Abstentions	Broker Non-votes
D.D. Hock	4,694,708	11,039	34,221	3,083,840
Gerald J. Laber	4,696,050	9,689	34,229	3,083,840
G.J. Pilmanis	4,692,904	12,835	34,229	3,083,840
M.M. Robert	4,694,985	10,762	34,221	3,083,840
S.R. (Rollie) Heath, Jr.	4,695,106	10,841	34,021	3,083,840
Joseph W. Bagan	4,669,572	37,175	33,221	3,083,840
Richard D. Federico	4,683,682	22,065	34,221	3,083,840
R.D. Smith	4,687,017	18,730	34,221	3,083,840
R.S. Warzala	4,692,023	13,724	34,221	3,083,840

The results of the voting for the ratification of EKS&H as the Company s independent registered public accounting firm for the 2012 fiscal year were as follows:

For	Against	Abstentions
7,773,394	35,048	15,366

Item 6. Exhibits

(a) Exhibits

10.1 Sixth Amendment to Credit Agreement dated as of April 20, 2012, among Allied Motion Technologies Inc., Allied Motion Technologies B.V., JPMorgan Chase Bank, N.A., and J.P. Morgan Europe Limited.

31.1 Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2 Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1 Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

32.2 Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

101 The following materials from Allied Motion Technologies Inc. s Quarterly Report on Form 10-Q for the quarter ended March 31, 2012, formatted in XBRL (eXtensible Business Reporting Language): (i) consolidated balance sheets, (ii) consolidated statements of operations, (iii) consolidated statements of cash flows and (iv) the notes to the consolidated financial statements, tagged as block of text.*

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* Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

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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.

DATE:	May 14, 2012	ALLIED MOTION TECHNOLOGIES INC.	
		By:	/s/ Richard D. Smith Richard D. Smith
		Executive Chairman of the Board and Chief Financial Officer	