XILINX INC
Form 4
July 06, 2016

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Rangasayee Krishna

(Last) (First) (Middle)

2100 LOGIC DRIVE

(Street)

SAN JOSE, CA 95124

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
XILINX INC [XLNX]

3. Date of Earliest Transaction (Month/Day/Year)
07/01/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)
Sr. Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
XLNX COMMON STOCK	07/01/2016		M		12,188 (1)	A	$ 0	44,025	D	
XLNX COMMON STOCK	07/01/2016		M		5,637 (1)	A	$ 0	49,662	D	
XLNX COMMON STOCK	07/01/2016		M		6,583 (1)	A	$ 0	56,245	D	
XLNX COMMON	07/01/2016		F		11,238	D	$ 46.19	45,007	D	

STOCK

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securiti (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nu of S
Restricted Stock Unit	$ 0	07/01/2016		M			12,188	07/01/2014	07/01/2016 [2]	XLNX COMMON STOCK	12
Restricted Stock Unit	$ 0	07/01/2016		M			5,637	07/01/2015	07/01/2017 [2]	XLNX COMMON STOCK	5,
Restricted Stock Unit	$ 0	07/01/2016		M			6,583	07/01/2016	07/01/2018 [2]	XLNX COMMON STOCK	6,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rangasayee Krishna 2100 LOGIC DRIVE SAN JOSE, CA 95124			Sr. Vice President	

Signatures

/s/ Steven C. Madrigal, Attorney-in-fact for Krishna Rangasayee	07/01/2016
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This report reflects the settlement of previously issued restricted stock units. Each restricted stock unit represents a right to receive one share of Xilinx common stock.

(2) Subject to the continued employment of the reporting person through the applicable vesting date, the restricted stock units will vest in three substantially equal installments and be settled on each of the first three anniversaries of the date of grant through the expiration date indicated. Date Exercisable refers to the initial grant vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. G POLICIES This summary of accounting policies for LumaLite Holdings, Inc. (the "Company" or "LHI") is presented to assist in understanding the Company's financial statements. The accounting policies conform to generally accepted accounting principles and have been consistently applied in the preparation of the financial statements. Interim Reporting The unaudited financial statements as of September 30, 2002 and for the three and nine month periods ended September 30, 2002 and 2001 reflect, in the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to fairly state the financial position and results of operations for such the three and nine month periods. Operating results for interim periods are not necessarily indicative of the results which can be expected for full years. Organization and Basis of Presentation The accompanying consolidated financial statements include the accounts of the Company and its wholly owned subsidiary LumaLite, Inc. "(LLI)" During the year ended December 31, 2001, the Company had no operations under its prior name, Consil Corporation. On April 10, 2002, the Company changed its name to LumaLite Holdings, Inc. and through a series of transactions, reincorporated in Nevada from Idaho. On April 16, 2002, the Company closed on a transaction with LLI whereby LLI merged into Consil Merger Corporation, a wholly owned subsidiary of the Company, in a "reverse merger" such that LLI was the surviving corporation and wholly owned by the Company. Nature of Business LHI and its subsidiary are in the business of developing, manufacturing and selling advanced medical devices for the dental industry that use the Company's proprietary technology. LHI and its subsidiary operate from its sole location in Spring Valley, California.. Principles of Consolidation The consolidated financial statements for the three and nine months ended September 30, 2002 and 2001 include the accounts of the parent entity and its wholly owned subsidiary LLI. All significant intercompany balances and transactions have been eliminated. LUMALITE HOLDINGS, INC. AND SUBSIDIARY NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2002 AND 2001 -- (Continued) NOTE 1 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued) Pervasiveness of Estimates The preparation of financial statements in conformity with generally accepted accounting principles required management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Depreciation Fixed assets are stated at cost. Depreciation is calculated using the 200 percent declining balance method over the estimated useful lives of the assets as follows: Asset Rate --- ---------------- Manufacturing equipment 5 years Demo equipment 3 years Computer equipment 5 years Furniture & fixtures 7 years Test equipment 7 years Maintenance and repairs are charged to operations; betterments are capitalized. The cost of property sold or otherwise disposed of and the accumulated depreciation thereon are eliminated from the property and related accumulated depreciation accounts, and any resulting gain or loss is credited or charged to income. Inventories Inventories are stated at lower of cost or market, with cost determined on the first-in, first-out method. Inventories consist of: September 30, December 31, 2002 2001 ---------------- ---------------- Finished Goods $ 42,564 $ 112,543 Raw Materials 243,918 204,163 ---------------- ---------------- Total Inventory $ 286,482 $ 316,706 ================= ================= LUMALITE HOLDINGS, INC. AND SUBSIDIARY NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2002 AND 2001 -- (Continued) NOTE 1 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued) Cash and Cash Equivalents For purposes of the statement of

cash flows, the Company considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents to the extent the funds are not being held for investment purposes. Income Taxes The Company accounts for income taxes under the provisions of SFAS No. 109, "Accounting for Income Taxes." SFAS No. 109 requires recognition of deferred income tax assets and liabilities for the expected future income tax consequences, based on enacted tax laws, of temporary differences between the financial reporting and tax bases of assets and liabilities. At September 30, 2002 there were no deferred taxes resulting from temporary differences in the recognition of income and expenses for income tax reporting and financial statement reporting purposes. Reclassifications Certain reclassifications have been made in the September 30, 2001 financial statements to conform with the September 30, 2002 presentation. Revenue recognition Revenue is recognized from sales of product at the time of shipment to customers. Advertising Expense Advertising costs are expensed when the services are provided. Concentrations of Credit Risk The Company has no significant off-balance-sheet concentrations of credit risk such as foreign exchange contracts, options contracts or other foreign hedging arrangements. The Company maintains the majority of its cash balances with one financial institution, in the form of demand deposits. LUMALITE HOLDINGS, INC. AND SUBSIDIARY NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2002 AND 2001 -- (Continued) NOTE 1 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued) Loss per Share The reconciliations of the numerators and denominators of the basic loss per share computations are as follows: Income Shares Per-Share (Numerator) (Denominator) Amount ------------------ ------------------- ------------------ For the Three Months Ended September 30, 2002 -- Basic Loss per Share Loss to common shareholders $ (17,416) 28,510,287 $ - ================== =================== ================== For the Three Months Ended September 30, 2001 -- Basic Income per Share Income to common shareholders $ 221,012 27,507,529 $ 0.01 ================== =================== ================== =================== ================== For the Nine Months Ended September 30, 2002 ------------------===================--================== Basic Income per Share Income to common shareholders $ 32,583 28,510,287 $ - ================== =================== ================== For the Nine Months Ended September 30, 2001 -- Basic Income per Share Income to common shareholders $ 369,029 27,507,529 $ 0.01 ================== =================== ================== Options to purchase 98,298 shares of common stock were outstanding during September 30, 2002 and December 31, 2001 but were not included in the computation of diluted Earnings Per Share because the options' exercise price was greater than the average market price of the common shares. NOTE 2 - RELATED PARTY TRANSACTIONS Notes payable to related parties are as follows: September 30, December 31, 2002 2001 ----------------- ------------------ Promissory note, repayable to Officers of the Company, due on demand including interest at 15%, unsecured $ 110,000 $ - ================= ================== LUMALITE HOLDINGS, INC. AND SUBSIDIARY NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2002 AND 2001 -- (Continued) NOTE 3 - STOCK OPTIONS The options have a five or ten-year life. The following summarizes stock option activity during the nine months ended September 30, 2002 and year ended December 31, 2001: September 30, 2002 December 31, 2001 --------------------------------- ------------------------------------ Exercise Exercise Shares Price/Share Shares Price/Share --------------- ------------------ ------------------ ------------------ Options outstanding, Beginning of period: 98,298 $0.0292-$0.117 2,581,496 $0.0292 Options granted 367,647 $0.272 81,202 $0.117 Options exercised - - (2,564,400) $0.0292 Options canceled - - - - -------------- ------------------ Options outstanding, End of period: 465,945 $0.0292-$0.272 98,298 $0.0292-$0.117 ================ ================== Of the aggregate options, 98,298 of the options have a vesting schedule that permits exercise of twenty-five percent of such amount (24,575 options on the date one year from the date of grant and an additional twenty-five percent of such amount on each of the second, third and fourth anniversary dates from the dates of grant (24,575; 24575 and 24573 options, respectively). NOTE 4 - ECONOMIC DEPENDENCE The Company does not utilize any specialized raw materials and as such any and all materials are readily available. The Company is not aware of any problem that exist at present time or that is projected to occur within the near future that will materially affect the source and availability of raw materials, which would be required by the Company. The Company acquires approximately 5% of the products it produces and markets from a single supplier. Although there are other suppliers, a change in suppliers would cause a delay in the production process, which could ultimately affect operating results. NOTE 5 - COMMITMENTS The Company has entered into a lease agreement for its office and warehouse facilities. The rental charges are approximately $5,197 per month. The lease expires November 30, 2005. LUMALITE HOLDINGS, INC. AND SUBSIDIARY NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2002 AND 2001 --- (Continued) NOTE 5 - COMMITMENTS (continued) The minimum future lease payments under these leases for the next five years are: Twelve Months Real Property Equipment Ended December 31: ------------------------ ------------------------------------ 2002 $ 49,028 $ - 2003 63,176 - 2004 65,727 - 2005 56,974 - 2006 - - ---------------- ---------------- Total minimum future lease payments $ 234,905 $ - ===================================== The leases generally provide that insurance, maintenance and tax expenses are obligations of the Company. It is expected that in the normal course of business, leases that expire will be renewed or replaced by leases on other properties. NOTE 6 - DEFAULT ON SALE OF COMMON STOCK On January 2, 2002, prior to the Merger and pursuant to written agreements for the purchase and sale of stock, LLI sold an aggregate of 502,758 shares of common stock of LLI to five investors for an aggregate purchase price of $1.5 million. The shares of LLI were issued and in accordance with the stock purchase agreement, the buyers were to pay six equal monthly installments beginning on May 1, 2002. The buyers are in default under the terms of the stock purchase agreements and the Company, after review of the matter, is attempting a settlement with the buyers. Although as of the date of this report, the settlement has not been completed, it is the Company's intent to complete such a settlement. Accordingly, the Company has not recorded the receivable from the buyers of the $1.5 million and the corresponding increase to additional paid in capital. However, since the shares of common stock of the Company are issued and outstanding and the Company has not received any consideration for such issuance, the Company has recorded the issuance of 502,758 shares of common stock of the Company and has reduced additional paid in capital in the aggregate amount of $178, representing the aggregate of the par value of such shares that has not been collected. NOTE 7 - REVERSE MERGER In December 2001, the Company entered into an agreement with LLI. Pursuant to which a newly formed wholly owned Company subsidiary merged with and into LLI (the "Merger"). In connection with the Merger, in early January 2002, the Company completed a private placement of 12,500,000 shares of common stock with three accredited investors for an aggregate purchase price LUMALITE HOLDINGS, INC. AND SUBSIDIARY NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2002 AND 2001 --- (Continued) NOTE 7 - REVERSE MERGER (Continued) of $500,000. Following the reverse split, as described below, the three accredited investors held 500,000 shares of common stock of the Company. The stock was sold in reliance on the exemption from registration provided under ss. 4(2) of the Securities Act of 1933, as amended. The Proceeds from the private placement were placed in escrow and were used primarily to pay costs and expenses associated with the Merger. As contemplated by the Merger, in March 2002, the stockholders of the Company approved a 25 for 1 reverse split of its outstanding shares of common stock, amended and restated the Company's articles and bylaws and moved the state of incorporation from Idaho to Nevada. The Company also changed its name to LumaLite Holdings, Inc. and, through a series of transactions, amended and restated its articles of incorporation and its bylaws. On April 16, 2002 the Company completed the Merger. In the Merger, all of LLI's issued and outstanding shares of common stock were cancelled and converted into a right to receive 17,800,000 post reverse split common shares of the Company (approximately 62.46% of the outstanding common stock of the Company following the reverse split of the common shares of the Company). In connection with the Merger, one of the Company's principal stockholders prior to the Merger, contributed 296,732 post reverse split shares of common stock of the Company, back to the Company and holders of debt in the original amount of $725,000 converted the principal amount of the debt, plus accrued interest, into 10,118,744 post reverse split shares of common stock of the Company (approximately 35.5% of the outstanding common stock of the Company). Item 2. Management's Discussion and Analysis or Plan of Operation CAUTIONARY STATEMENTS: This report contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. The Company plans that such forward-looking statements be subject to the safe harbors created by such statutes. The forward-looking statements included herein are based on current expectations that involve a number of risks and uncertainties. Accordingly, to the extent that this report contains forward-looking statements regarding the financial condition, operating results, business prospects or any other aspect of the Company, the Company's actual financial condition, operating results and business performance may differ materially from that projected or estimated by the Company in forward-looking statements. The differences may be caused by a variety of factors, including but not limited to adverse economic conditions, intense competition, including intensification of price competition and entry of new competitors and products, adverse federal, state and local government regulation, inadequate capital, unexpected costs and operating deficits, increases in general and administrative costs, lower sales and revenues than forecast, loss of customers, customer returns of products sold to them by the Company, termination of contracts, loss of supplies, technological obsolescence of the Company's products, technical problems with the Company's products, price increases for supplies, inability to raise prices, failure to obtain new customers, litigation and administrative proceedings involving the Company, the possible acquisition of new businesses that result in operating losses or that do not perform as anticipated, resulting in unanticipated losses, the possible fluctuation and volatility of the Company's operating results, financial condition and stock price, inability of the Company to continue as a going concern, losses incurred in litigating and settling cases, adverse publicity and news coverage, inability to carry out marketing and sales plans, loss or retirement of key executives, changes in interest rates, inflationary factors and other specific risks that may be alluded to in this report or in other reports issued by the Company. In addition, the business and operations of the Company are subject to substantial risks that increase the uncertainty inherent in the forward-looking statements. The inclusion of forward-looking statements in this report should not be regarded as a representation by the Company or any other person that the objectives or plans of the Company will be achieved. HISTORY OF THE COMPANY In December 2001, the Company entered into an agreement with LumaLite, Inc. ("LLI") pursuant to which a newly formed wholly owned Company subsidiary merged with and into LLI (the "Merger"). As contemplated by the Merger, in March 2002, the stockholders of the Company approved a 25 for 1 reverse split of its outstanding shares of common stock, amended and restated the Company's articles and bylaws and moved the state of incorporation from Idaho to Nevada. The Company also changed its name to LumaLite Holdings, Inc. and through a series of transactions, amended and restated its articles of incorporation and its bylaws. On April 16, 2002 the Company completed the Merger as all of the outstanding shares of LLI were converted to rights to receive shares in the Company. o As a result of the Merger, the Company is no longer conducting its historic business operations, which were to hold mineral property in Shoshone County, Idaho. Those activities were unsuccessful and, beginning in the fourth quarter of 1997 and continuing through late 2001, the Company engaged in no active business operations, had no employees and maintained only minimal accounting, management and officer functions. Upon completion of the Merger, the combined business operations are active in a significantly different industry. BUSINESS OVERVIEW We believe that, as a result of the Merger and the transactions completed in connection with it, prospective investors and shareholders should not rely on year-to-year comparisons of the operating results of the Company's predecessor Consil Corporation to our present and future operating results. We also believe that prospective investors and shareholders will have a better understanding of our financial performance if they better understand our current operations. Accordingly, we have included in this report a summary of our operations, products, markets and material relationships. For more information regarding these matters, please see our annual report on Form 10-KSB for the year ended December 31, 2001. Business The Company, through its wholly owned subsidiary LLI, develops and markets products to the dental community. Its current products include tooth-whitening products and services that it markets through wholesale distributors whose customers are primarily dental practitioners. The Company's current principal product is its LumaArchTM Xenon-halogen Bleaching System, which provides customers with tooth-whitening results that we believe are superior to those provided by the Company's competitors. We believe its lower cost and the reduced time that the customer is required to spend in the dental chair during the whitening process make the product economically attractive to the dentist. The LumaArch system uses a proprietary Xenon-halogen light and a proprietary liquid light guide to produce uniform tooth-whitening results without any heat. The system is used in conjunction with single-use LumaWhite tooth-whitening material, which is especially formulated to react to the energy wavelength produced by the LumaArch. The LumaArch system provides up to eight shades of whitening improvement in a procedure that takes approximately 40 minutes of chair time, and at a cost to the patient that the Company believes is lower than that charged by comparable companies. As of September 2002, the Company had an installed base of approximately 2,100 LumaArch systems nationwide (at an average manufacturers suggested retail price to the dental professionals of $6,000) . The Company currently markets its LumaArch system through a series of wholesale distributor relationships with leading dental supply companies, including Henry Schein and Patterson Dental. These dental supply companies provide the Company with the equivalent of a 2,500 person sales representative force and ready access to the more than 120,000 domestic dentists in the United States. For more information regarding the Company's wholesale distributor relationships, see "Strategic Relationships and Contracts" below. The Company is focusing on its core business by introducing new advanced products to the dental market. These products will be designed to supplement and reinforce the customer's initial LumaArch tooth-whitening procedure, since there is a natural degradation in post-procedure tooth whiteness from natural wear and the customer's use of staining agents such as coffee, nicotine and red wine. Management introduced "StayBrightTM", a "take home" product to satisfy the needs of the take home teeth whitening market which currently represents 78% of the total tooth whitening market. This unique product is the only "non-tray" procedure available to the professional dentist at the present time. "GentleBright TM", a revolutionary whitening material will be offered to the dental community in the first quarter of 2003. This material is revolutionary in that it departs from the standard hydrogen-peroxide or carbamide peroxide bleaching material that has been the standard of the industry for many years. This new material eliminates both the tooth and gum sensitivity which many patients have experienced using the existing procedures; further, GentleBrightTM reduces the in-chair time for the patient by 25% and minimizes the dentist's time required to perform the procedure. It is being packaged in a kit which provides the dentist with all the ancillary material as well as the bleaching material for added convenience. Both of these products should contribute significant revenues to the Company in the forthcoming years. Another new product introduced in the 3rd quarter of this year was the manufacturing and international distribution of an intra-oral camera, a new product developed by Veratronics, Inc. The intra-oral camera called Vera-Cam, when used in conjunction with either a common cathode ray tube monitor or a digital display through a personal computer, is designed to be used by dentists to provide a close-up view of the patient's mouth and teeth so that both the patient and the dentist can observe the images transmitted by the camera. With the Vera-Cam or other similar intra-oral cameras, the dentist can use the Vera-Cam to demonstrate the need for dental procedures to the patient in real time while the patient is in the dentist chair improving the opportunity for the dentist to increase the number of procedures performed in any one patient visit and the opportunity to perform additional procedures in future patient appointments. The Vera-Cam's electronics allow the Company to produce a superior performing product at a cost that the Company believes is lower than the cost of previous generation electronics. Industry Overview Tooth-whitening has been practiced in rudimentary form since the late 1800s. With the discovery of carbamide peroxide, an active bleaching agent, and its accidental application to aesthetic dentistry in the 1960s, the modern tooth-whitening industry began to develop. Initially, tooth-whitening procedures were generally cost prohibitive and time consuming. During the 1990s, the industry experienced significant growth and, by 2001, was a $1.3 billion industry domestically. The industry is expected to have domestic sales exceeding $5 billion within the next seven years. Industry experts believe that the industry has grown due to a number of factors, including a fundamental shift in the focus of the dental profession (i.e., as baby boomers age there is less of a need for traditional dental services such as treating cavities and tooth decay), a more image conscious American public that desires white, good-looking teeth and the growing perception that the industry represents a potentially lucrative niche industry. According to the American Dental Association, in each of the last four years, approximately 25% of dentists surveyed reported that tooth whitening is the fastest growing aspect of their practices. Despite the substantial changes in the industry over the past decade, current tooth-whitening products still suffer from the same general problems that have plagued the industry historically -- they are generally expensive, inconvenient and not very effective. The most commonly used methods for whitening stained or discolored teeth have traditionally been at-home products, such as whitening toothpaste or dentist-prescribed bleaching trays that offer only marginal shade improvements (1 to 3 shades of improvement for toothpastes and 2 to 4 shares of improvement for trays) at a moderate cost, but with a significant investment in time. The most effective whitening solutions have typically relied on dental professionals using light or laser activated bleaching systems. These systems have historically been fairly expensive and, because the procedures are done at dental offices, cause some potential customers to avoid the procedures because of a fear of dental offices and the assumption that the in-office bleaching process will be painful, difficult and generally uncomfortable. Products and Technology The Company believes the LumaArch bleaching system and its soon to be announced LumaCool System is technologically superior to the tooth-whitening systems employed by the competitors. The LumaArch system was developed by the Company's co-founder, Dr. Dale Rorabaugh, and is currently the core of the Company's product and service offerings. The LumaArch system uses a proprietary Xenon-halogen illumination source that produces a high lumen energy output in a specified bandwidth within the visible spectrum. The Xenon-halogen light is filtered through a patented "liquid light" guide that provides a uniform wavelength with virtually no heat. The Company believes the liquid light guide is more effective in the whitening process than the more commonly used, but less efficient, fiber optic guides, and the Company believes that the liquid light guides manufactured by the Company are among the most advanced guides currently on the market, providing operating efficiencies in the range of 85%. By comparison, most commonly used fiber optic light guides provide efficiencies of approximately 45%. The Company believes the only competitive liquid light product on the market is 20% less efficient than the LumaArch liquid light guides. The LumaArch liquid light guides produce virtually no heat, providing a safer and more comfortable experience for the patients. The Company's liquid light guides have been specifically designed to interact with the Company's LumaWhite tooth-whitening material, which is the medium that actually whitens the tooth enamel. The material is a proprietary formulation that increases the rate of oxidation on the chromagens that cause tooth staining. The LumaArch system is also unique in that it is specifically designed for tooth-whitening and can simultaneously whiten both tooth arches at the same time The Company has received one patent on its LumaArch system and has filed three additional patents in the United States. The Company plans to continue filing patents, with the advice of its counsel. The Company also uses a number of trademarks for its products and services. Strategic Relationships and Contracts The Company has entered into a number of agreements relating to the manufacturing and distribution of the services and products both domestically and internationally. Domestic Distribution Relationships. The Company distributes its products domestically through relationships with a number of nationwide dental distributors, including Henry Schein, Inc., Patterson Dental Supply, Inc., Burkhart Dental and Kings Two Dental Supply. The Company sells its products to those companies through standard purchase order arrangements,. The Company's relationships with its domestic distributors are non-exclusive and subject to termination by either party at any time. International Distributorships. The agreements specify the territory and the products covered by the distributorship agreements. As of the date of this report, the Company had entered into agreements for the territories of Australia, Singapore, Indonesia, Taiwan, the European Union (UK, France, Germany, Spain, Italy), Rusia, Canada, Korea, Chile, Brazil and Mexico. The distribution arrangements grant the distributors the exclusive right to distribute the products specified within the described territory and requires the distributor to maintain adequate facilities and sales personnel to sell the Company's products. The distribution agreements generally provide for minimum annual sales quotas by each distributor. If a distributor fails to meet the sales quota during a particular year and fails to remedy any shortfall within 90 days after notice from the Company, the Company has the right to terminate the distribution agreement. The distribution agreements are generally for an initial term of three years and then provide the distributor with a right to renew the contract for additional periods. The agreement can be terminated by either party if the distributor fails to make timely payment for the products it purchases or if a party declares bankruptcy or institutes insolvency proceedings. In addition, either party may terminate the agreement for the other party's failure to perform any non-monetary obligation set forth in the agreement after 90 days notice specifying the party's failure to perform. The Company may terminate the agreement if the distributor ceases to make the Company's products available to customers for more than 30 consecutive days or the distributor states in writing that it plans to cease marketing the Company's products. Manufacturing and Distribution Relationships. In February 2002, the Company executed a letter of intent with Veratronics, Inc. and its sole owner Ron Williams with respect to the manufacturing and distribution of the Vera-Cam and to employ Mr. Williams as Vice President of Engineering for three years. Pursuant to the manufacturing and distribution terms, the Company has the exclusive rights in the United States to manufacture the Vera-Cam and the exclusive rights to manufacture and distribute the Vera-Cam internationally. In the United States, the Company manufactures the Vera- Cam for sale to a third party distributor who holds the exclusive rights to such distribution thru July 2003, such rights were granted by Veratronics prior to its agreements with LumaLite. The key component to the Vera-Cam is a charged couple device ("CCD") that provides high-resolution images and is manufactured by Panasonic pursuant to an oral agreement between Veratronics and Panasonic. Vertaronics has the exclusive worldwide right to use the CCD in dental applications. The Company purchases all CCDs for the Vera-Cam from Veratronics. Sales and Marketing Currently, the Company distributes its products using a wholesale distribution network that sells to professional dental customers through established relationships. The Company's wholesale distributors are primarily major dental distributors. The Company's distributor relationships effectively provide it with access to the equivalent of 2,500 sales representatives who sell to the over 120,000 domestic dentists. The Company believes that this distribution system provides it with rapid national market penetration without the heavy up- front costs that a national sales platform would normally require. The Company complements its national distributor relationships with a commission-only sales force of approximately 20 independent sales representatives who train and update dental end users on the Company's products and their use. The Company believes that wholesale distribution provides a number of distinct benefits to it over the more traditional direct marketing approaches and independent distribution chains used by its competitors. Typically, traditional marketing and distribution chains are costly, complex and slow to gain momentum. For example, the Company believes its principal competitors employ marketing approaches that require them to spend a significant portion of their revenues (at least in the early stages of corporate growth) on marketing and advertising. The Company believes, however, that by using distributor networks and relationships, the Company's overall marketing and advertising costs will stabilize in the range of between 10% and 12% of revenues. The Company believes that by the end of 2002 the Company's distribution network will lead to an installed base of approximately 2,000 LumaArch systems on a worldwide basis, and that those installed systems will allow the Company to derive long-term recurring revenues from the sale of its high-margin, single-use tooth-whitening material as customers and dental practitioners use the LumaArch systems. The Company also plans to take advantage of these existing sales channels to cross-market its proposed line of complementary tooth-whitening products to its expanding customer base. Competition. The Company's tooth-whitening systems will compete with all tooth-whitening products and services, including those offered through dental offices, retail stores and take-home products. The Company's competition in the retail arena is BriteSmile, Inc., which offers its products through a number of storefront centers, as well as through associated dentists offices. Air Technologies, which uses Patterson Dental as a distribution channel, and Discus Dental, Inc., which markets its product through a direct sales force, are the Company's major competitors in the professional dental market. Companies that offer dentist-prescribed home bleaching products include Opalescence, which is offered by Ultra Dent, Inc., Night White, which is offered by Discus Dental, Inc., Platinum, which is offered by Colgate, Crest Strips (Procter & Gamble) and NuProGold, which is offered by Dentsply International, Inc., Rembrandt, which is offered by DenMat, Inc. and Simply White by Colgate Palmolive. The company believes its products and services compete favorably with the products and services offered by in-office and storefront products and service providers, since the LumaArch system provides comparable or superior tooth-whitening services (on average, eight shades of whitening difference) for a price point that is significantly lower than the cost of its competitors' products and services. For example, laser-based bleaching systems typically retail for between $10,000 and $50,000, and cost patients between $750 and $2,000, while less effective power bleaching systems cost dentist between $1,000 and $5,000, with a cost to the patient of $500 to $1,250. The Company's primary competitor in the marketplace, which offers a comparable whitening system that produces results similar to those produced by LumaArch, with a minimum chair time, is available to dental practitioners reportedly through 10 year exclusive contracts and at a cost per procedure to the dental practitioners of $250, resulting in a customer cost of approximately $500 to $600. With respect to in-home professional or over-the-counter products, The Company believes the competitive advantages of its products and services include significantly reduced processing time and better results. RESULTS OF OPERATIONS The Company has experienced material and significant changes in its structure and operations during the nine months ended September 30, 2002 (see "History of the Company"). As a result of these changes, the comparative financial statements as reported herein contain the accounts of the Company for the nine months and three months ended September 30, 2002 as if the Merger were completed as of the beginning of the nine months ended September 30, 2002 and therefore, consolidated into the Company for such period. In addition, for the nine months and three months ended September 30, 2001, the financial statements for the Company are presented based on the LLI figures so that a relevant comparison can be made between the operations of the company during these periods. For the Nine Months Ended September 30, 2002 As Compared to the Nine Months Ended September 30, 2001 As a result of the Merger, the Company includes the results of operations of LLI for the nine months ended September 30, 2001 for comparison to the results of operations of the Company for the nine months ended September 30, 2002. For the nine months ended September 30, 2002, the Company reported a net income of $33,000, as compared to net income of $369,000 for the nine months ended September 30, 2001. This decrease in net income is primarily due to the increased research, marketing and insurance costs related to a public company as well as manufacturing and product launch this year. In the nine months ended September 30, 2001 a one time non-recurring reduction in expenses as a result of a favorable settlement of a dispute, increased profits for that year. For the Nine Months Ended September 30 -------------------------------------- 2002 2001 ----------------- ---------------- Revenues 100% 100% Cost of revenues 52% 44% ----------------- ---------------- 48% 56% Selling, general and administrative expenses 44% 34% Other income (expense) 0% 0% ----------------- ---------------- Income before tax 4% 22% Income taxes 2% 9% ----------------- ---------------- Net income 2% 13% ================== ================= Revenues Revenues of the Company were $1,664,000 for the nine months ended September 30, 2002 as compared to $2,911,000 for the nine months ended September 30, 2001, a decrease of 43%. This decrease is primarily a result of the market response in the United States to a competitive tooth- whitening system introduced early in 2002. The competitive product was more favorably priced and attracted some buyers in the U.S. market that otherwise would have purchased the Company's product. The Company is developing a lower priced alternative for the U.S. market that is expected to be launched in the fourth quarter. Cost of Sales Cost of sales decreased from $1,286,000 for the nine months ended September 30, 2001 to $867,000 for the nine months ended September 30, 2001, a decrease of 33%. As a percentage of sales, cost of sales for the nine months ended September 30, 2002 were 52% as compared to cost of sales as a percentage of sales of 44% for the nine months ended September 30, 2001. This increase in the cost of sales as a percentage of sales is due primarily to the mix of the products sold and the write off of obsolete inventory items. Gross Profit The gross profit for the nine months ended September 30, 2002 was $796,000, or 48% of sales, as compared to $1,625,000, or 56% of sales. This decrease of 8% in gross profit was primarily the result of the write off of obsolete inventory due to the improvements made to the current products. Selling, General and Administrative Expenses Selling, general and administrative expenses increased $9,000 from $360,000 for the nine months ended September 30, 2001to $369,000 for the nine months ended September 30, 2002. This increase was primarily due to the realization of a one-time reduction of costs in the nine months ended September 30, 2001 and an increase in the marketing expenses in the nine months ended September 30, 2002 associated with the product launch and expansion of product distribution. In the nine months ended September 30, 2001, the one-time reduction in expenses was approximately $111,000 and associated with the favorable settlement of a dispute. In the nine months ended June 30, 2002, the increase in marketing expenses were primarily due to an increase of approximately $121,000 in advertising and commissions along with an increase in insurance costs as a result of the company becoming a public company. Net Income Net income decreased $336,000 from $369,000 for the nine months ended September 30, 2001 to $33,000 for the nine months ended September 30, 2002. This decrease is primarily due to the increase in selling, general and administrative expenses incurred in the nine months ended September 30, 2002 but not incurred in the nine months ended September 30, 2001, which includes approximately $183,000 in additional advertising, commissions and insurance costs associated with the product launch and manufacturing. In addition, the Company benefitted from a one-time reduction in expenses in the nine months ended September 30, 2001 of approximately $111,000 resulting from the favorable settlement of a dispute. For the Three Months Ended September 30, 2002 As Compared to the Three Months Ended September 30, 2001 For the three months ended September 30, 2002, the Company reported a net loss of $17,000, a decrease in net income of $238,000, as compared to net income of $221,000 for the three months ended September 30, 2001. This decrease in profitability is primarily due to the decrease in gross margin and the increase in costs associated with the product launch and increased manufacturing expenses. For the Three Months Ended September 30 ------------------------------------- 2002 2001 ----------------- ---------------- Revenues 100% 100% Cost of revenues 80% 37% ----------------- ---------------- 20% 63% Selling, general and administrative expenses 25% 39% Other income (expense) 0% 0% ----------------- ---------------- Income before tax -5% 24% Income taxes -2% 10% ----------------- ---------------- Net income -3% 14% ================== ================= Revenues Revenues of the Company were $502,000 for the three months ended September 30, 2002 as compared to $1,665,000 for the three months ended September 30, 2001, an decrease of 70%. This decrease is primarily a result of the decrease in sales of the Company's products in the U.S. markets. Cost of Sales Cost of sales decreased from $220,000 for the three months ended September 30, 2001 to $401,000 for the three months ended September 30, 2002. As a percentage of sales, cost of sales for the three months ended September 30, 2002 were 80% as compared to cost of sales as a percentage of sales of 37% for the three months ended September 30, 2001. This increase in the cost of sales as a percentage of sales is due primarily to the write off of obsolete inventory as a result of the launch of new products. Gross Profit As a result of the decrease in sales and increase in cost of sales, gross profit for the three months ended September 30, 2002 decreased $942,000, over the gross profit for the three months ended September 30, 2001. The gross profit for the three months ended September 30, 2002 was $102,000, or 20% of sales, as compared to $1,044,000, or 63% of sales for the three months ended September 30, 2001. Selling, General and Administrative Expenses Selling, general and administrative expenses decreased $527,000 from $652,000 for the three months ended September 30, 2001 to $125,000 for the three months ended September 30, 2002. This decrease was primarily due to the realization of a one-time reduction in costs in the three months ended September 30, 2001 associated with the approximately $111,000 favorable settlement of a dispute. Income from Continuing Operations Net income of $221,000 for the three months ended September 30, 2001 compares to a loss of $17,000 for the three months ended September 30, 2002. This decrease is primarily due to (a) the decrease in sales of $1,162,000 and the increase in cost of sales as a result of the write off of obsolete inventory resulting in an decrease in gross profit of $942,000 as realized in the three months ended September 30, 2002, over (b) the decrease in selling, general and administrative expenses of $527,000 as realized in the three months ended September 30, 2002, net of the income tax affect. CAPITAL RESOURCES AND LIQUIDITY Cash decreased $52,000 for the nine months ended September 30, 2002 to $-0- at September 30, 2002, as compared with $52,492 at December 31, 2001. At September 30, 2002, the Company had a deficiency between the current assets and current liabilities of $368,000 as compared to the excess of current assets over current liabilities of $115,000 at December 31, 2001. This change of $483,000 was primarily as a result of (a) the Company incurring a short term note payable to related parties of $110,000 in the nine months ended September 30, 2002 and (b) the decrease in accounts receivable of $54,000 at September 30, 2002 as compared to December 31, 2001. Of the current components, with respect to the balance sheet of September 30, 2002 as compared to December 31, 2001, there was a decrease in inventory of $30,000, an increase in prepaid expenses and other current assets of $27,000 and an increase in accounts payable and accrued expenses of $242,000. Net cash used in investing activities for the nine months ended September 30, 2002 was $567,000 consisting primarily of the cash acquisition of intangible assets of $338,000 and the cash acquisition of equipment of $229,000. Net cash provided by financing activities was $124,000 for the nine months ended September 30, 2002, consisting primarily of $110,000 from the proceeds of the loan from related parties and the net differential of $14,000 resulting from the reverse merger. On June 28, 2002, the Company established a $100,000 line of credit with the California Bank & Trust , secured by the assets of the Company. The note bears interest at an annual rate of 6.75%. As of the date of this report, the Company has not received payment pursuant to a stock purchase agreement dated January 2, 2002 and the buyers are in monetary default. This stock purchase agreement was executed prior to the Merger pursuant to which LLI sold an aggregate of 502,758 shares of common stock of LLI to five investors for an aggregate purchase price of $1.5 million. The shares of LLI were issued and in accordance with the stock purchase agreement, the buyers were to pay six equal monthly installment beginning on May 1, 2002. The buyers are now in monetary default under the terms of the stock purchase agreements and the Company, after review of the matter, has negotiated with the buyers to rescind the stock purchase and sale transaction. Although as of the date of this report, the rescission has not been completed, it is the Company's intent to complete such a rescission with the original holders of the shares and complete a similar transaction by transferring the defaulted shares to the Excelsior Investment Group for an amount to be negotiated between both companies. Accordingly, the Company has not recorded the receivable from the buyers of $1.5 million and the corresponding increase to additional paid in capital. However, since the shares of common stock of the Company are issued and outstanding and the Company has not received nor does the Company expect to receive any consideration for such issuance, the Company has recorded the issuance of 502,758 shares of common stock by the Company and has reduced additional paid in capital in the aggregate amount of $178, representing the aggregate of the par value of such shares that has not or will not be collected. The Company will need additional working capital to finance the short-term liquidity needs of the Company's operations. However, there can be no assurances that the Company will be able to secure adequate working capital financing or any other financing suitable for the purposes of the Company at prices that the Company will deem to be acceptable. While the Company has plans to increase the scope of its operations that will require investment in fixed assets and additional working capital, there are no assurances that the Company will be successful in obtaining such additional capital on terms that are acceptable to the Company. If the Company is unable to successfully obtain additional capital, it may be forced to significantly and materially alter its operations and/or change or modify its plans for growth and expansion. Capital Expenditures The Company purchased additional equipment of $229,000 in the nine months ended September 30, 2002, primarily to initiate manufacturing and assembly operations for the Vera- Cam. In addition, the Company purchased $338,000 in intangible assets during the nine months ended September 30, 2002, consisting primarily of research and development investment in new products. Item 3. Controls and Procedures The Company's Chief Executive Officer and Chief Financial Officer have concluded, based on an evaluation conducted within 90 days prior to the filing date of this Quarterly Report on Form 10-Q, that the Company's disclosure controls and procedures have functioned effectively so as to provide those officers the information necessary whether: (i) this Quarterly Report on Form 10-Q contains any untrue statement of a material fact or omits to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Quarterly Report on Form 10-Q, and (ii) the financial statements, and other financial information included in this Quarterly Report on Form 10-Q, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this Quarterly Report on Form 10-Q. There have been no significant changes in the Company's internal controls or in other factors since the date of the Chief Executive Officer's and Chief Financial Officer's evaluation that could significantly affect these internal controls, including any corrective actions with regards to significant deficiencies and material weaknesses. PART II - OTHER INFORMATION ITEM 1. LEGAL PROCEEDINGS None/Not Applicable. ITEM 2. CHANGES IN SECURITIES None/Not Applicable. ITEM 3. DEFAULTS UPON SENIOR SECURITIES None/Not Applicable. ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITIES HOLDERS None/Not Applicable. ITEM 5. OTHER INFORMATION None/Not Applicable. ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K EXHIBITS 99.1 CEO Certification 99.2 CFO Certification (b) Reports on Form 8-K. On October 10, 2002, the Company filed Amendment Number 2 to the Current Report on Form 8-K dated May 13, 2002 relating to changes in the registrant's certifying accountant. On August 19, 2002, the Company filed a Current Report on Form 8-K relating to Regulation FD disclosure of CEO and CFO Section 906 certifications for the quarter ended June 30, 2002. SIGNATURES In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, this 12th day of November, 2002. LumaLite Holdings, Inc. /s/ Dale A. Rorabaugh --- Dale A. Rorabaugh Chief Executive Officer /s/ Hank Schumer --- Hank Schumer Chief Financial Officer I, Dale A. Rorabaugh, certify that: 1. I have reviewed this quarterly report on form 10-QSB of LumaLite Holdings, Inc. 2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report. 3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report. 4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in exchange act rules 13a-14 and 15d-14) for the registrant and have: A) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared; B) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "evaluation date"); and C) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the evaluation date; 5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions): A) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and B) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls. 6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses. Date: November 12, 2002 /s/ Dale A. Rorabaugh Dale A. Rorabaugh CEO (Principal Executive Officer) I, Hank Schumer, certify that: 1. I have reviewed this quarterly report on form 10-QSB of LumaLite Holdings Inc. 2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report. 3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report. 4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in exchange act rules 13a-14 and 15d-14) for the registrant and have: A) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared; B) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "evaluation date"); and C) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the evaluation date; 5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions): A) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and B) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls. 6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses. Date: November 12, 2002 /s/ Hank Schumer Hank Schumer CFO (Principal Financial and Accounting Officer)