

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

## TECHPRECISION CORP

**Form: 8-K**

**Date Filed: 2008-11-06**

|                       |         |
|-----------------------|---------|
| Corporate Issuer CIK: | 1328792 |
| Symbol:               | TPCS    |
| SIC Code:             | 3440    |
| Fiscal Year End:      | 03/31   |

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of the Securities and Exchange Act of 1934**

Date of Report (Date of earliest reported): November 5, 2008

**TECHPRECISION CORPORATION**

(Exact name of registrant as specified in charter)

Delaware

0-51378

51-0539828

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(State or Other Jurisdiction of  
Incorporation or Organization)

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(Commission File Number)

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(IRS Employer Identification No.)

**Bella Drive**

**Westminster, MA 01473**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(978) 874-0591**

Copies to:

Asher S. Levitsky, P.C.

Sichenzia Ross Friedman Ference LLP

61 Broadway

New York, New York 10006

Phone: (212) 930-9700

Fax: (212) 930-9725

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.02. Results of Operations and Financial Condition.**

On November 5, 2008, Techprecision Corporation (the "Company") announced its financial results for the quarterly and six-month period ended September 30, 2008 and certain other information. A copy of the Company's press release announcing these financial results and certain other information is attached hereto as [Exhibit 99.1](#).

In accordance with General Instruction B.2 of Form 8-K, the information in this Current Report on Form 8-K, including [Exhibit 99.1](#), shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, and shall not be deemed to be incorporated by reference into any of the Company's filings under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date hereof and regardless of any general incorporation language in such filings, except to the extent expressly set forth by specific reference in such a filing.

**Item 8.01. Other Events**

On November 5, 2008, the Company announced that it will conduct a conference call at 10:00 a.m. Eastern Time on November 6, 2008 to discuss its financial results for the quarterly and six-month period ended September 30, 2008. A copy of the Company's press release announcing this conference call is attached hereto as [Exhibit 99.2](#).

**Item 9.01. Financial Statements and Exhibits**

**(c) Exhibits.**

| <u>Exhibit No.</u>   | <u>Description</u>                    |
|----------------------|---------------------------------------|
| <a href="#">99.1</a> | Press Release, dated November 5, 2008 |
| <a href="#">99.2</a> | Press Release, dated November 3, 2008 |

**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 hereunto duly authorized.

Date: November 6, 2008

**TECHPRECISION CORPORATION**

By: /s/ James G. Reindl

\_\_\_\_\_  
Name: James G. Reindl  
Title: Chief Executive Officer

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**Company Contact:**

Mr. James G. Reindl  
Chairman and CEO  
TechPrecision Corporation  
Tel: 1-978-874-0591  
Email: [reindlj@ranor.com](mailto:reindlj@ranor.com)  
[www.techprecision.com](http://www.techprecision.com)

**Investor Relations Contact:**

Mr. Crocker Coulson, President  
CCG Investor Relations  
Tel: 1-646-213-1915 (NY office) or  
Mr. Gary Chin, Tel: 1-646-213-1909  
Email: [crocker.coulson@ccgir.com](mailto:crocker.coulson@ccgir.com)  
[www.ccgir.com](http://www.ccgir.com)

**FOR IMMEDIATE RELEASE****TechPrecision Corporation Reports Strong Second Quarter Fiscal Year 2009 Results**

**Westminster, MA** - November 5, 2008 - TechPrecision Corporation (OTC Bulletin Board: TPCS) ("TechPrecision", or "the Company"), a leading manufacturer of large-scale, high-precision machined metal fabrications with customers in the alternative energy, medical, nuclear, defense, aerospace and other commercial industries, today reported strong financial results for the second quarter of fiscal year 2009, which is the three months ended September 30, 2008.

**Second Quarter Highlights**

- Net sales increased 113.5% to \$13.6 million
- Gross profit rose 234.6% to \$5.0 million
- Gross profit margin was 36.9% vs. 23.5% in the prior year
- Operating income increased 353.1% to \$4.5 million
- Net income increased 312.0% to \$2.5 million
- Net income per common share was \$0.18 and \$0.09 basic and diluted, versus \$0.06 and \$0.03 basic and diluted for the second quarter of the previous year

**Second Quarter Results**

For the three months ended September 30, 2008, sales increased to \$13.6 million or 113.5%, from \$6.4 million in the second quarter of fiscal 2008. This increase in sales reflected continued strong demand from our solar customer.

"We are pleased to report exceptional results for our second quarter of fiscal 2009," said Chairman and CEO James Reindl. "We expect our business to perform at a high level in the next several years. However, given the current economic climate, we plan to diversify in order to enable us to continue our growth and reduce our reliance on our major customer," added Mr. Reindl.

Cost of sales for the quarter ended September 30, 2008 increased by \$3.7 million to \$8.6 million, an increase of 76.3%, from \$4.9 million for quarter ended September 30, 2007. Cost of sales grew at a rate less than the Company's increase in sales, resulting in a gross margin of 36.9% in the second fiscal quarter of 2009 compared to a gross margin of 23.5% in the second fiscal quarter of 2008. The gross margin improvement was largely attributable to the reversal of an accrual on a contract that was taken in a prior period and the recent sale of scrap metal along with the results of our marketing efforts that focused on the development of long range contracts that generated more predictable cost structures.

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Selling, administrative and other expenses for quarter ended September 30, 2008 were \$150,000 as compared to \$80,000 for quarter ended September 30, 2007, due in part to additional costs resulting from the commencement of a public market in the Company's common stock in November 2007, as well as additional expense incurred as a result of the overall increase in the Company's business.

Income tax expense was \$1.9 million in the three months ended September 30, 2008 (FYE Mar 09) as compared to \$0.2 million in the three months ended September 30, 2007 (FYE Mar 08). The Company's effective tax rate was 42.5% in the second quarter of fiscal 2009 as compared to 37.0% in the second quarter of fiscal 2008, reflecting increased profitability.

TechPrecision's net income was \$2.5 million (\$0.18 per share basic and \$0.09 per share diluted) for the quarter ended September 30, 2008 as compared to \$0.6 million (\$0.06 per share basic and \$0.03 per share diluted) for the quarter ended September 30, 2007. The \$1.9 million increase reflected the factors described above.

### **Six Months ended September 30, 2008 Results**

- Net sales increased 95.4% to \$25.3 million
- Gross profit rose 164.3% to \$8.4 million
- Gross profit margin was 33.2% vs. 24.6% in the prior year
- Operating income increased 228.1% to \$7.2 million
- Net income increased 214.5% to \$4.0 million
- Net income per common share was \$0.30 and \$0.15 basic and diluted, versus \$0.13 and \$0.07 basic and diluted for the six months of the previous year

For the six months ended September 30, 2008, revenue reached \$25.3 million, up 95.4% from \$12.9 million for the first six months of the prior year largely due to an increase in sales to the Company's solar customer. Gross profit for the period was \$8.4 million, compared to \$3.2 million in the six months of fiscal 2008, an increase of 164.3%. This gross margin improvement was largely attributable to the reversal of an accrual on a contract that was taken in a prior period and the recent sale of scrap metal along with the results of our marketing efforts that focused on the development of long range contracts that generated more predictable cost structures. Operating income grew 228.1% between the first six months of fiscal 2008 and fiscal 2009, from \$2.2 million to \$7.2 million as TechPrecision continued to scale. Consequently, net income between the two periods rose from \$1.3 million to \$4.0 million.

### **Financial Condition**

At September 30, 2008, TechPrecision had working capital of \$10.2 million as compared with working capital of \$6.4 million at March 31, 2008, an increase of \$3.8 million reflecting the Company's increased level and profitability of business. The cash flows from operations were \$7.4 million for the six months ended September 30, 2008 as compared to \$1.9 million for the six months ended September 30, 2007. The increase in operating cash flow was due to the net effect of an increase in net profits and decrease in costs incurred on uncompleted contracts. As of September 30, 2008, the Company had \$9.7 million in cash and equivalents. Stockholder's equity increased to \$8.2 million, up from \$4.2 million on March 31, 2008.

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## **Business Outlook**

TechPrecision provides a proprietary product for a customer in the alternative energy industry and has a track record of providing key components to the nuclear energy industry as well. The alternative energy industry continues to experience rapid growth; although the current economic climate, together with the decline in oil prices, could affect the alternative energy business generally as well as our business in this industry. As a result, we anticipate a slowdown in delivery schedules for orders placed by our customers, particularly in the solar industry. The Company is one of a few participants in the U.S. with the requisite certifications and authorizations to manufacture and transport commercial nuclear equipment, although it did not have significant revenue from this segment during fiscal 2008 or the first half of fiscal 2009. However, we believe that we are well positioned to benefit from any nuclear renaissance. Currently though, most of the nuclear activity is being performed outside of the United States.

"We were extremely pleased with our operational team this quarter as we continued to gain efficiencies in our manufacturing processes," stated Mr. Reindl. "Our cash position is solid and we are aggressively working to deploy it in a responsible manner to support new long-term programs in the medical and nuclear fields to diversify our risk."

TechPrecision anticipates operating at a high level of capacity throughout fiscal 2009 and is currently evaluating capacity expansion plans both on- and off-site. As of September 30, 2008, the company had a backlog of firm orders totaling approximately \$45.5 million compared to \$52.8 million at the end of last quarter, and \$33.4 million for the period ended March 31, 2008. The Company anticipates that a significant amount of this backlog will be shipped during the year ended March 31, 2009 and the remainder in the year ended March 31, 2010.

## **Teleconference Information**

The Company will hold a conference call at 10:00 a.m. Eastern (U.S.) time on Thursday, November 6, 2008. To participate in the live conference call, please dial the following number five to ten minutes prior to the scheduled conference call time: 866-214-7077 or 416-915-9608. When prompted by the operator, mention Conference Passcode 2267741.

If you are unable to participate in the call at this time, a replay will be available for 14 days starting on Thursday, November 6 at 12:00 p.m. Eastern Time. To access the replay, dial 888-203-1112 or 719-457-0820, and enter the Passcode 2267741.

## **About TechPrecision Corporation**

TechPrecision Corporation, through its wholly-owned subsidiary Ranor, Inc., manufactures metal fabricated and machined precision components and equipment. These products are used in a variety of markets including: alternative energy, medical, nuclear, defense, industrial, and aerospace to name a few. TechPrecision's goal is to be an end-to-end service provider to its customers by furnishing customized and integrated "turn-key" solutions for completed products requiring custom fabrication and machining, assembly, inspection and testing. To learn more about the Company, please visit the corporate website at <http://www.techprecision.com>. Information on the Company's website or any other website does not constitute a part of this press release.

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## Safe Harbor Statement

*This release contains certain "forward-looking statements" relating to the business of the Company and its subsidiary companies. These forward looking statements are often identified by the use of forward-looking terminology such as "believes, expects" or similar expressions. Such forward looking statements involve known and unknown risks and uncertainties that may cause actual results to be materially different from those described herein as anticipated, believed, estimated or expected. Investors should not place undue reliance on these forward-looking statements, which speak only as of the date of this press release. The company's actual results could differ materially from those anticipated in these forward-looking statements as a result of a variety of factors, including the Company's ability to generate business from long-term contracts rather than individual purchase orders, its dependence upon a limited number of customers, its ability to successfully bid on projects, and other risks discussed in the company's periodic reports that are filed with the Securities and Exchange Commission and available on its website ([www.sec.gov](http://www.sec.gov)). All forward-looking statements attributable to the Company or to persons acting on its behalf are expressly qualified in their entirety by these factors other than as required under the securities laws. The Company does not assume a duty to update these forward-looking statements.*

-- Financial tables follow --

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**TECHPRECISION CORPORATION**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(unaudited)

|   | Three months ended  |                   | Six months ended    |                     |
|---|---------------------|-------------------|---------------------|---------------------|
|   | September 30,       |                   | September 30,       |                     |
|   | 2008                | 2007              | 2008                | 2007                |
| Net sales   | \$ 13,601,010       | \$ 6,370,834      | \$ 25,259,144       | \$ 12,923,946       |
| Cost of sales   | <u>8,588,210</u>    | <u>4,871,752</u>  | <u>16,866,013</u>   | <u>9,749,324</u>    |
| Gross profit  | 5,012,800           | 1,499,082         | 8,393,131           | 3,174,622           |
| Operating expenses:   |                     |                   |                     |                     |
| Salaries and related expenses                                 | 322,035             | 247,494           | 757,130             | 591,784             |
| Professional fees   | 72,782              | 185,323           | 120,469             | 229,368             |
| Selling, general and administrative                           | <u>150,138</u>      | <u>80,169</u>     | <u>289,134</u>      | <u>150,789</u>      |
| Total operating expenses                                      | <u>544,955</u>      | <u>512,986</u>    | <u>1,166,733</u>    | <u>971,941</u>      |
| Income from operations  | 4,467,845           | 986,096           | 7,226,398           | 2,202,681           |
| Other income (expenses)                                       |                     |                   |                     |                     |
| Interest expense  | (115,090)           | (133,223)         | (233,871)           | (265,661)           |
| Interest income   | —                   | 191               | —                   | 466                 |
| Finance costs   | <u>(4,687)</u>      | <u>(2,589)</u>    | <u>(8,513)</u>      | <u>(5,179)</u>      |
| Total other income (expense)                                  | <u>(119,777)</u>    | <u>(135,621)</u>  | <u>(242,384)</u>    | <u>(270,374)</u>    |
| Income (loss) before income taxes                             | 4,348,068           | 850,475           | 6,984,014           | 1,932,307           |
| Provision for income taxes                                    | <u>(1,871,968)</u>  | <u>(249,229)</u>  | <u>(2,936,218)</u>  | <u>(646,234)</u>    |
| Net income (loss)   | <u>\$ 2,476,100</u> | <u>\$ 601,246</u> | <u>\$ 4,047,796</u> | <u>\$ 1,286,073</u> |
| Net income (loss) per share of common stock (basic)           | \$ 0.18             | \$ 0.06           | \$ 0.30             | \$ 0.13             |
| Net income (loss) per share (fully diluted)                   | \$ 0.09             | \$ 0.03           | \$ 0.15             | \$ 0.07             |
| Weighted average number of shares outstanding (basic)         | 13,823,245          | 10,051,557        | 13,379,358          | 10,051,557          |
| Weighted average number of shares outstanding (fully diluted) | 26,978,330          | 19,313,683        | 26,736,678          | 19,313,683          |

**TECHPRECISION CORPORATION**  
**CONSOLIDATED BALANCE SHEET**

|  | September 30,<br>2008<br><u>(unaudited)</u> | March 31,<br>2008<br><u>(audited)</u> |
|--|---|---------------------------------------|
| <b>ASSETS</b>  |   |                                       |
| <b>CURRENT ASSETS</b>  |   |                                       |
| Cash and cash equivalents  | \$ 9,719,359                                | \$ 2,852,676                          |
| Accounts receivable, less allowance for doubtful accounts of \$25,000  | 3,292,658                                   | 4,509,336                             |
| Costs incurred on uncompleted contracts, in excess of progress billings  | 2,526,301                                   | 4,298,683                             |
| Inventories- raw materials   | 307,415                                     | 195,506                               |
| Deferred Income taxes  | 76,369                                      | —                                     |
| Prepaid expenses   | <u>2,615,004</u>                            | <u>1,039,117</u>                      |
| Total current assets   | 18,537,106                                  | 12,895,318                            |
| Property, plant and equipment, net   | 2,681,294                                   | 2,810,981                             |
| Deposit on fixed assets  | 390,000                                     | 240,000                               |
| Deferred loan cost, net  | <u>113,610</u>                              | <u>121,692</u>                        |
| Total Assets   | <u>\$ 21,722,010</u>                        | <u>\$ 16,067,991</u>                  |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>  |   |                                       |
| <b>CURRENT LIABILITIES</b>   |   |                                       |
| Accounts payable   | \$ 3,379,280                                | \$ 990,533                            |
| Accrued expenses   | 2,803,541                                   | 1,480,507                             |
| Progress billings in excess of cost of uncompleted contracts   | 1,542,899                                   | 3,418,898                             |
| Current maturity of long-term debt   | <u>614,477</u>                              | <u>613,832</u>                        |
| Total current liabilities  | 8,340,197                                   | 6,503,770                             |
| Notes payable- noncurrent  | <u>5,098,265</u>                            | <u>5,404,981</u>                      |
| Total liabilities  | 13,438,462                                  | 11,908,751                            |
| <b>STOCKHOLDERS' EQUITY</b>  |   |                                       |
| Preferred stock- par value \$.0001 per share, 10,000,000 shares authorized,<br>of which 9,000,000 are designated as Series A Preferred Stock,<br>with 6,324,974 shares issued and outstanding at September 30, 2008 and 7,018,064 at<br>March 31, 2008 | 2,297,432                                   | 2,542,643                             |
| Common stock -par value \$.0001 per share, authorized — 90,000,000 shares,<br>issued and outstanding — 13,868,995 shares at September 30, 2008 and 12,572,995<br>shares at March 31, 2008  | 1,390                                       | 1,259                                 |
| Paid in capital  | 2,946,484                                   | 2,624,892                             |
| Retained Earnings (accumulated deficit)  | <u>3,038,242</u>                            | <u>(1,009,554)</u>                    |
| Total Stockholders' Equity   | 8,283,548                                   | 4,159,240                             |
| Total liabilities and shareholders' equity   | <u>\$ 21,722,010</u>                        | <u>\$ 16,067,991</u>                  |

**TECHPRECISION CORPORATION**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**FOR SIX MONTHS ENDED SEPTEMBER 30,**  
**(unaudited)**

|  | <u>2008</u>         | <u>2007</u>         |
|--|---------------------|---------------------|
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>                |                     |                     |
| Net income (loss)  | \$ 4,047,796        | \$ 1,286,073        |
| Non cash items included in net loss:                       |                     |                     |
| Depreciation and amortization                              | 275,378             | 235,103             |
| Shares issued for services                                 | —                   | 720                 |
| Increase in deferred tax asset                             | (133,999)           | —                   |
| Changes in operating assets and liabilities:               |                     |                     |
| Accounts receivable  | 1,216,678           | (447,296)           |
| Inventory  | (111,909)           | (6,443)             |
| Costs incurred on uncompleted contracts                    | 313,021             | (2,047,595)         |
| Prepaid expenses   | (1,575,887)         | (1,284,748)         |
| Accounts payable   | 2,388,747           | 481,830             |
| Accrued expenses   | 1,323,035           | 311,880             |
| Customer advances  | (416,638)           | 3,354,320           |
| <b>Net cash provided by operating activities</b>           | <b>7,383,852</b>    | <b>1,883,844</b>    |
| <b>CASH FLOWS USED IN INVESTING ACTIVITIES</b>             |                     |                     |
| Purchases of property, plant and equipment                 | (137,609)           | (128,999)           |
| Deposits on equipment                                      | (150,000)           | —                   |
| <b>Net cash used in investing activities</b>               | <b>(287,609)</b>    | <b>(128,999)</b>    |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES</b>                |                     |                     |
| Distribution of WM Realty equity                           | (93,548)            | (21,000)            |
| Exercise of warrants                                       | 170,060             | —                   |
| Payment of notes   | (306,072)           | (305,813)           |
| Loan from stockholder                                      | —                   | (60,000)            |
| <b>Net cash provided by (used in) financing activities</b> | <b>(229,560)</b>    | <b>(386,813)</b>    |
| <b>Net increase in cash and cash equivalents</b>           | <b>6,866,683</b>    | <b>1,368,032</b>    |
| <b>CASH AND CASH EQUIVALENTS, beginning of period</b>      | <b>2,852,676</b>    | <b>1,443,998</b>    |
| <b>CASH AND CASH EQUIVALENTS, end of period</b>            | <b>\$ 9,719,359</b> | <b>\$ 2,812,030</b> |

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**Company Contact:**

Mr. James G. Reindl  
Chairman and CEO  
TechPrecision Corporation  
Tel: 1-978-874-0591  
Email: [reindlj@ranor.com](mailto:reindlj@ranor.com)  
[www.techprecision.com](http://www.techprecision.com)

**Investor Relations Contact:**

Mr. Crocker Coulson, President  
CCG Investor Relations  
Tel: 1-646-213-1915 (NY office) or  
Mr. Gary Chin, Tel: 1-646-213-1909  
Email: [crocker.coulson@ccgir.com](mailto:crocker.coulson@ccgir.com)  
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**FOR IMMEDIATE RELEASE**

**TechPrecision Corporation Announces Conference Call to Discuss Second Quarter Fiscal 2009 Results**

**Westminster, MA** - November 3, 2008 - TechPrecision Corporation (OTC Bulletin Board: TPCS) ("TechPrecision", or "the Company"), a leading manufacturer of large-scale, high-precision machined metal fabrications with customers in the alternative energy, medical, nuclear, defense, aerospace and other commercial industries, announced today that it will conduct a conference call at 10:00 a.m. Eastern Time on Thursday, November 6, 2008 to discuss the second quarter fiscal 2009 results.

TechPrecision Corporation CEO, Mr. James Reindl and Chief Financial Officer, Ms. Mary Desmond will be participating in the conference call. The Company plans to make an earnings announcement prior to the call on Wednesday, November 5, 2008.

To participate in the live conference call, please dial the following number five to ten minutes prior to the scheduled conference call time: 866-214-7077 or 416-915-9608. When prompted by the operator, mention Conference Passcode 2267741.

If you are unable to participate in the call at this time, a replay will be available for 14 days starting on Thursday, November 6 at 12:00 p.m. Eastern Time. To access the replay, dial 888-203-1112 or 719-457-0820, and enter the passcode 2267741.

**About TechPrecision Corporation**

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