UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q/A
(Amendment No. 1)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the quarterly period ended September 30, 2021

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from to .

Commission File Number: 001-34269

SHARPS COMPLIANCE CORP.

(Exact name of registrant as specified in its charter)

Delaware	**74-2657168**
(State or other jurisdiction of	(I.R.S. Employer Identification No.)
incorporation or organization)	

9220 Kirby Drive, Suite 500, Houston, Texas	**77054**
(Address of principal executive offices)	(Zip Code)

(713) 432-0300
(Registrant’s telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
Common Shares, $0.01 Par Value	SMED	The NASDAQ Capital Market

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Securities Exchange Act of 1934.

Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☒ Smaller reporting company ☒
Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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

As of November 1, 2021, there were 19,229,244 outstanding shares of the Registrant's common stock, par value $0.01 per share.

SHARPS COMPLIANCE CORP. AND SUBSIDIARIES

EXPLANATORY NOTE

On May 11, 2022, Sharps Compliance Corp. (“Sharps” or the “Company”) filed a Current Report on Form 8-K disclosing that the Audit Committee of the Board of Directors of the Company concluded that the unaudited consolidated financial statements included in the Company’s Quarterly Reports on Form 10-Q for the quarterly periods ended September 30, 2021 and December 31, 2021, filed with the Securities and Exchange Commission on November 3, 2021 and February 2, 2022, respectively (the “Initial Filings”), should not be relied upon because the Company had under reported freight costs associated with immunization related mailbacks returned for treatment. This occurred primarily as a result of a misunderstanding with the applicable carrier regarding certain charges for services rendered during these periods.

For the convenience of the reader, we have included all items in this Amendment which supersedes in its entirety the Original Form 10-Q.

The following sections in the Original From 10-Q have been revised in this Amendment No. 1 to reflect the restatement:

- Part I, Item 1, "Financial Statements
- Part I, Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations"
- Part I, Item 4, "Controls and Procedures"
- Part II, Item 1A, "Risk Factors"
- the Chief Executive Officer, Chief Financial Officer and Chief Accounting Officer certifications in Exhibits 31.1, 31.2, 31.3, and 32

This amendment does not reflect adjustments for events occurring after the filing of the Original Form 10-Q except to the extent that they are otherwise required to be included and discussed herein and did not substantively modify or update the disclosures herein other than as required to reflect the adjustments described above. See Note 2 to the accompanying condensed consolidated financial statements, set forth in Item 1 of this Quarterly Report on Form 10-Q/A, for details of the restatement and its impact on the condensed consolidated financial statements.

See "Item 4 — Controls and Procedures" that discloses a material weakness in the Company's internal controls associated with the restatements.

PART I – FINANCIAL INFORMATION
ITEM 1. FINANCIAL STATEMENTS

SHARPS COMPLIANCE CORP. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)
(In thousands, except share and par value amounts)

	September 30, 2021 (As restated)	June 30, 2021
ASSETS		
CURRENT ASSETS		
Cash	$ 41,162	$ 27,767
Accounts receivable, net	9,847	9,738
Inventory	7,272	6,114
Contract asset	27	20
Prepaid and other current assets	1,756	1,459
TOTAL CURRENT ASSETS	60,064	45,098
PROPERTY, PLANT AND EQUIPMENT, net	10,508	10,843
OPERATING LEASE RIGHT OF USE ASSET	7,919	8,353
FINANCING LEASE RIGHT OF USE ASSET, net	934	907
INVENTORY, net of current portion	982	989
OTHER ASSETS	118	110
GOODWILL	6,735	6,735
INTANGIBLE ASSETS, net	2,109	2,239
DEFERRED TAX ASSET, net	584	157
TOTAL ASSETS	$ 89,953	$ 75,431
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable	$ 2,972	$ 2,922
Accrued liabilities	4,472	3,940
Operating lease liability	2,240	2,368
Financing lease liability	174	160
Current maturities of long-term debt	622	735
Contract liability	5,965	7,028
TOTAL CURRENT LIABILITIES	16,445	17,153
CONTRACT LIABILITY, net of current portion	1,352	1,461
OPERATING LEASE LIABILITY, net of current portion	5,810	6,118
FINANCING LEASE LIABILITY, net of current portion	772	741
OTHER LIABILITIES	44	45
LONG-TERM DEBT, net of current portion	3,236	3,329
TOTAL LIABILITIES	27,659	28,847
COMMITMENTS AND CONTINGENCIES		
STOCKHOLDERS' EQUITY		
Common stock, $0.01 par value per share; 40,000,000 shares authorized; 19,524,859 and 17,454,859 shares issued, respectively and 19,229,244 and 17,159,244 shares outstanding, respectively	197	176
Treasury stock, at cost, 295,615 shares repurchased	(1,554)	(1,554)
Additional paid-in capital	51,363	34,333
Retained earnings	12,288	13,629
TOTAL STOCKHOLDERS' EQUITY	62,294	46,584
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 89,953	$ 75,431

The accompanying notes are an integral part of these condensed consolidated financial statements.

SHARPS COMPLIANCE CORP. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)
(In thousands, except per-share data)

	Three-Months Ended September 30,	
	2021	**2020**
	(As restated)	
REVENUES	$ 13,915	$ 13,151
Cost of revenues	11,216	9,528
GROSS PROFIT	2,699	3,623
Selling, general and administrative	4,200	3,788
Depreciation and amortization	218	204
OPERATING LOSS	(1,719)	(369)
OTHER INCOME (EXPENSE)		
Interest expense	(56)	(32)
Income associated with derivative instrument	7	5
TOTAL OTHER EXPENSE	(49)	(27)
LOSS BEFORE INCOME TAXES	(1,768)	(396)
INCOME TAX BENEFIT - Deferred	(427)	(103)
NET LOSS	$ (1,341)	$ (293)
NET LOSS PER COMMON SHARE - Basic and Diluted	$ (0.08)	$ (0.02)
WEIGHTED AVERAGE SHARES USED IN COMPUTING NET LOSS PER COMMON SHARE:		
Basic and Diluted	17,879	16,391

The accompanying notes are an integral part of these condensed consolidated financial statements.

SHARPS COMPLIANCE CORP. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(Unaudited)
(In thousands, except share data)

	Common Stock		Treasury Stock		Additional Paid-in Capital	Retained Earnings	Total Stockholders' Equity
	Shares	Amount	Shares	Amount			
Balances, June 30, 2021	17,454,859	$ 176	(295,615)	$ (1,554)	$ 34,333	$ 13,629	$ 46,584
Issuance of common stock pursuant to secondary offering, net	2,070,000	21	—	—	16,750	—	16,771
Stock-based compensation	—	—	—	—	280	—	280
Net loss, as restated	—	—	—	—	—	(1,341)	(1,341)
Balances, September 30, 2021, as restated	19,524,859	$ 197	(295,615)	$ (1,554)	$ 51,363	$ 12,288	$ 62,294

	Common Stock		Treasury Stock		Additional Paid-in Capital	Retained Earnings	Total Stockholders' Equity
	Shares	Amount	Shares	Amount			
Balances, June 30, 2020	16,667,572	$ 168	(295,615)	$ (1,554)	$ 30,203	$ 761	$ 29,578
Exercise of stock options	50,531	1	—	—	224	—	225
Stock-based compensation	—	—	—	—	162	—	162
Net loss	—	—	—	—	—	(293)	(293)
Balances, September 30, 2020	16,718,103	$ 169	(295,615)	$ (1,554)	$ 30,589	$ 468	$ 29,672

The accompanying notes are an integral part of these condensed consolidated financial statements.

SHARPS COMPLIANCE CORP. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(In thousands)

	Three-Months Ended September 30, 2021 (As restated)	Three-Months Ended September 30, 2020
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	$ (1,341)	$ (293)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Depreciation and amortization	582	423
Bad debt expense	25	65
Inventory write-off	—	10
Loss on disposal of property, plant and equipment	—	1
Stock-based compensation expense	280	162
Income associated with derivative instrument	(7)	(5)
Deferred tax benefit	(427)	(103)
Changes in operating assets and liabilities:		
Accounts receivable	(134)	1,095
Inventory	(1,151)	182
Prepaid and other assets	(305)	296
Accounts payable and accrued liabilities	606	(311)
Contract asset and contract liability	(1,179)	239
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES	(3,051)	1,761
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment	(47)	(925)
Additions to intangible assets	(18)	(48)
NET CASH USED IN INVESTING ACTIVITIES	(65)	(973)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from exercise of stock options	—	225
Proceeds from issuance of common stock, net	16,771	—
Proceeds from long-term debt	—	508
Repayments of long-term debt	(206)	(152)
Payments on financing lease liabilities	(54)	—
NET CASH PROVIDED BY FINANCING ACTIVITIES	16,511	581
NET INCREASE IN CASH	13,395	1,369
CASH, beginning of period	27,767	5,416
CASH, end of period	$ 41,162	$ 6,785
SUPPLEMENTAL CASH FLOW DISCLOSURES:		
Income taxes paid, net of refunds	$ 170	$ (283)
Interest paid on long-term debt	$ 58	$ 23
NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Property, plant and equipment financed through accounts payable	$ 20	$ 85

The accompanying notes are an integral part of these condensed consolidated financial statements.

NOTE 1 - ORGANIZATION AND BACKGROUND

Organization: The accompanying unaudited condensed consolidated financial statements include the financial transactions and accounts of Sharps Compliance Corp. and its wholly owned subsidiaries, Sharps Compliance, Inc. of Texas (dba Sharps Compliance, Inc.), Sharps e-Tools.com Inc. ("Sharps e-Tools"), Sharps Manufacturing, Inc., Sharps Environmental Services, Inc. (dba Sharps Environmental Services of Texas, Inc.), Sharps Safety, Inc., Alpha Bio/Med Services LLC, Bio-Team Mobile LLC, Citiwaste, LLC and Sharps Properties, LLC (collectively, "Sharps" or the "Company"). All significant intercompany accounts and transactions have been eliminated upon consolidation.

Business: Sharps is a full-service national provider of comprehensive waste management services including medical, pharmaceutical and hazardous for small and medium quantity generators. The Company's solutions include Sharps Recovery System™ (formerly Sharps Disposal by Mail System®), TakeAway Recovery System, TakeAway Medication Recovery System™, MedSafe®, TakeAway Recycle System™, ComplianceTRAC℠, SharpsTracer®, Sharps Secure® Needle Disposal System, Complete Needle™ Collection & Disposal System, TakeAway Environmental Return System™, Pitch-It IV™ Poles, Asset Return System and Spill Kit Recovery System**.** The Company also offers its route-based pick-up services in a thirty-seven (37) state region of the South, Southeast, Southwest, Midwest and Northeast portions of the United States.

NOTE 2 - BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with the rules and regulations of the Securities and Exchange Commission ("SEC") for interim financial information and with instructions to Form 10-Q and, accordingly, do not include all information and footnotes required under generally accepted accounting principles in the United States of America ("GAAP") for complete financial statements. Additionally, the preparation of the condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect reported amounts. In the opinion of management, these interim condensed consolidated financial statements contain all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation of the consolidated financial position of the Company as of September 30, 2021, the results of its operations for the three months ended September 30, 2021 and 2020, cash flows for the three months ended September 30, 2021 and 2020, and stockholders' equity for the three months ended September 30, 2021 and 2020. The results of operations for the three months ended September 30, 2021 are not necessarily indicative of the results to be expected for the entire fiscal year ending June 30, 2022. These unaudited condensed consolidated financial statements should be read in conjunction with the Company's Annual Report on Form 10-K for the year ended June 30, 2021.

Restatement/Revision of Previously Reported Condensed Consolidated Financial Statements

Subsequent to the issuance of the condensed consolidated financial statements as of and for the period ended September 30, 2021, the Company identified errors in the accounting for freight costs associated with immunization related mailbacks returned for treatment. The Company's management and the Audit Committee of the Company's Board of Directors concluded that it is appropriate to restate the unaudited condensed consolidated financial statements for the quarterly periods ended September 30, 2021 and December 31, 2021.

The following tables reflect the restatement adjustments recorded in connection with the Company's restatement of its condensed consolidated financial statements.

Condensed Consolidated Balance Sheet as of September 30, 2021

	As Previously Reported	Restatement Adjustment	As Restated
ASSETS			
CURRENT ASSETS			
Cash	$ 41,162	$ —	$ 41,162
Accounts receivable, net	9,847	—	9,847
Inventory	7,272	—	7,272
Contract asset	27	—	27
Prepaid and other current assets	1,756	—	1,756
TOTAL CURRENT ASSETS	60,064	—	60,064
PROPERTY, PLANT AND EQUIPMENT, net	10,508	—	10,508
OPERATING LEASE RIGHT OF USE ASSET	7,919	—	7,919
FINANCING LEASE RIGHT OF USE ASSET, net	934	—	934
INVENTORY, net of current portion	982	—	982
OTHER ASSETS	118	—	118
GOODWILL	6,735	—	6,735
INTANGIBLE ASSETS, net	2,109	—	2,109
DEFERRED TAX ASSET, net	413	171	584
TOTAL ASSETS	$ 89,782	$ 171	$ 89,953
LIABILITIES AND STOCKHOLDERS' EQUITY			
CURRENT LIABILITIES			
Accounts payable	$ 2,972	$ —	$ 2,972
Accrued liabilities	3,750	722	4,472
Operating lease liability	2,240	—	2,240
Financing lease liability	174	—	174
Current maturities of long-term debt	622	—	622
Contract liability	5,965	—	5,965
TOTAL CURRENT LIABILITIES	15,723	722	16,445
CONTRACT LIABILITY, net of current portion	1,352	—	1,352
OPERATING LEASE LIABILITY, net of current portion	5,810	—	5,810
FINANCING LEASE LIABILITY, net of current portion	772	—	772
OTHER LIABILITIES	44	—	44
LONG-TERM DEBT, net of current portion	3,236	—	3,236
TOTAL LIABILITIES	26,937	722	27,659
COMMITMENTS AND CONTINGENCIES			
STOCKHOLDERS' EQUITY			
Common Stock, $0.01 par value	197	—	197
Treasury stock, at cost, 295,615 shares repurchased	(1,554)	—	(1,554)
Additional paid-in capital	51,363	—	51,363
Retained earnings	12,839	(551)	12,288
TOTAL STOCKHOLDERS' EQUITY	62,845	(551)	62,294
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 89,782	$ 171	$ 89,953

Condensed Consolidated Statements of Operations for Three Months Ended September 30, 2021

	As Previously Reported	Restatement Adjustments	As Restated
REVENUES	$ 13,915	$ —	$ 13,915
Cost of revenues	10,494	722	11,216
GROSS PROFIT	3,421	(722)	2,699
Selling, general and administrative	4,200	—	4,200
Depreciation and amortization	218	—	218
OPERATING LOSS	(997)	(722)	(1,719)
OTHER INCOME (EXPENSE)			
Interest expense	(56)	—	(56)
Income associated with derivative instrument	7	—	7
TOTAL OTHER EXPENSE	(49)	—	(49)
LOSS BEFORE INCOME TAXES	(1,046)	(722)	(1,768)
INCOME TAX BENEFIT - Deferred	(256)	(171)	(427)
NET LOSS	$ (790)	$ (551)	$ (1,341)
NET LOSS PER COMMON SHARE - Basic and Diluted	$ (0.04)	$ (0.04)	$ (0.08)
WEIGHTED AVERAGE SHARES USED IN COMPUTING NET LOSS PER COMMON SHARE:			
Basic and Diluted	17,879	—	17,879

Condensed Consolidated Statement of Cash Flows for the Three Months Ended September 30, 2021

	As Previously Reported	Restatement Adjustments	As Restated
CASH FLOWS FROM OPERATING ACTIVITIES			
Net loss	$ (790)	$ (551)	$ (1,341)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:			
Depreciation and amortization	582	—	582
Bad debt expense	25	—	25
Inventory write-off	—	—	—
Loss on disposal of property, plant and equipment	—	—	—
Stock-based compensation expense	280	—	280
Income associated with derivative instrument	(7)	—	(7)
Deferred tax benefit	(256)	(171)	(427)
Changes in operating assets and liabilities:		—	
Accounts receivable	(134)	—	(134)
Inventory	(1,151)	—	(1,151)
Prepaid and other assets	(305)	—	(305)
Accounts payable and accrued liabilities	(116)	722	606
Contract asset and contract liability	(1,179)	—	(1,179)
NET CASH USED IN OPERATING ACTIVITIES	(3,051)	—	(3,051)
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of property, plant and equipment	(47)	—	(47)
Additions to intangible assets	(18)	—	(18)
NET CASH USED IN INVESTING ACTIVITIES	(65)	—	(65)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from exercise of stock options	—	—	—
Proceeds from issuance of common stock, net	16,771	—	16,771
Proceeds from long-term debt	—	—	—
Repayments of long-term debt	(206)	—	(206)
Payments on financing lease liabilities	(54)	—	(54)
NET CASH PROVIDED BY FINANCING ACTIVITIES	16,511	—	16,511
NET INCREASE IN CASH	13,395	—	13,395
CASH, beginning of period	27,767	—	27,767
CASH, end of period	$ 41,162	—	$ 41,162
SUPPLEMENTAL CASH FLOW DISCLOSURES:			
Income taxes paid, net of refunds	$ 170	—	$ 170
Interest paid on long-term debt	$ 58	—	$ 58
NON-CASH INVESTING AND FINANCING ACTIVITIES:			
Property, plant and equipment financed through accounts payable	$ 20	—	$ 20

Previously reported amounts for revenue, total cash flows from operating activities, and net changes in cash and cash equivalents are not affected by the adjustments described above. In addition, the condensed consolidated statements of stockholders' equity for the three-months ended September 30, 2021 and impacted disclosures have been restated to give effect to the correction.

In connection with the restatement described above, the Company also identified an immaterial error in Note 9 relating to the disclosure of the number of stock options excluded from the computation of diluted income (loss) per share because their effect would be anti-dilutive. The number of stock options excluded from the computation was originally reported as 0 and 25,000 for the three months ended September 30, 2021 and 2020, respectively, and should have been 685,000 and 1,112,000, respectively. The amount for the three months ended September 30, 2021 has been corrected in connection with the restatement described above, and the amount for the three months ended September 30, 2020 has been revised for comparability purposes.

Effects of COVID-19

A novel strain of coronavirus ("COVID-19") was first identified in December 2019, and subsequently declared a global pandemic by the World Health Organization on March 11, 2020. As a result of the outbreak, many companies have experienced disruptions in their operations and in servicing customers. The Company has implemented some and may take additional precautionary measures intended to help ensure the well-being of its employees, facilitate continued uninterrupted servicing of customers and minimize business disruptions. The full extent of the future impacts of COVID-19 on the Company's operations is uncertain. A prolonged outbreak could have a material adverse impact on the financial results and business operations of the Company. To date, the Company has not identified any material adverse impact of COVID-19 on its financial position and results of operations.

NOTE 3 - SIGNIFICANT ACCOUNTING POLICIES

Revenue Recognition: The components of revenues by solution which reflect a disaggregation of revenue by contract type are as follows (dollar amounts in thousands):

	Three-Months Ended September 30,			
	2021	***% Total***	**2020**	***% Total***
REVENUES BY SOLUTION:				
Mailbacks	$ 6,748	*48.5 %*	$ 6,162	*46.8 %*
Route-based pickup services	3,199	*23.0 %*	3,156	*24.0 %*
Unused medications	2,629	*18.9 %*	2,361	*18.0 %*
Third party treatment services	31	*0.2 %*	135	*1.0 %*
Other [(1)]	1,308	*9.4 %*	1,337	*10.2 %*
Total revenues	$ 13,915	*100.0 %*	$ 13,151	100.0 %

(1) The Company's other products include IV poles, accessories, containers, asset return boxes and other miscellaneous items with single performance obligations.

Vendor Managed Inventory ("VMI") - The VMI program includes terms that meet the "bill and hold" criteria and as such are recognized when the order is placed, title has transferred, there are no acceptance provisions and amounts are segregated in the Company's warehouse for the customer. During the three months ended September 30, 2021 and 2020, the Company recorded billings from inventory builds that are held in VMI under these service agreements of $0.1 million and $1.0 million, respectively. As of September 30, 2021 and June 30, 2021, $3.1 million and $3.7 million, respectively, of solutions sold through that date were held in VMI pending fulfillment or shipment to patients of pharmaceutical manufacturers who offer these solutions to patients in an ongoing patient support program.

The contract asset is related to VMI service agreements within the maibacks contract type category when the revenue recognition exceeds the amount of consideration the Company was entitled to at the point in time of satisfying the performance obligation associated with the sale of the compliance and container system. The contract liability is related to the mailbacks and unused medications contract type categories in which cash consideration exceeds the transaction price allocated to completed performance obligations. The amount recognized during the three months ended September 30, 2021 and 2020 related to contract liabilities recorded as of June 30, 2021 and 2020 were $2.4 million and $0.8 million, respectively.

Income Taxes: Deferred tax assets and liabilities are determined based on differences between financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. A valuation allowance is established when it is more likely than not that some portion or all of the deferred tax assets will not be realized. The establishment of valuation allowances requires significant judgment and is impacted by various estimates. Both positive and negative evidence, as well as the objectivity and verifiability of that evidence, is considered in determining the appropriateness of recording a valuation allowance on deferred tax assets. No such allowance was deemed necessary based on the Company's assessment of the recoverability of its deferred tax assets.

Accounts Receivable: Accounts receivable consist primarily of amounts due to the Company from normal business activities. Accounts receivable balances are determined to be delinquent when the amount is past due based on the contractual terms with the customer. The Company maintains an allowance for doubtful accounts to reflect the likelihood of not collecting certain accounts receivable based on past collection history and specific risks identified among uncollected accounts. Accounts receivable are charged to the allowance for doubtful accounts when the Company determines that the receivable will not be collected and/or when the account has been referred to a third party collection agency. The Company has a history of minimal uncollectible accounts.

NOTE 4 – RECENTLY ISSUED ACCOUNTING STANDARDS

In March 2020, guidance for applying optional expedients and exceptions to ease the potential burden in accounting for reference rate reform on financial reporting was issued. It is elective and applies to all entities, subject to meeting certain criteria, that have contracts, hedging relationships and other transactions that reference LIBOR or another reference rate expected to be discontinued because of reference rate reform on financial reporting. The provisions of the new guidance are effective for interim periods beginning as of March 12, 2020 through December 31, 2022. There has been no material impact on the Company's consolidated financial statements and related disclosures from the modification of its arrangements as of September 30, 2021. The Company will continue to evaluate the standard as well as additional changes, modifications or interpretations which may impact the Company.

In June 2016, guidance for credit losses of financial instruments was issued, which requires entities to measure credit losses for financial assets measured at amortized cost based on expected losses rather than incurred losses. The provisions of the new guidance are effective for annual periods beginning after December 15, 2022 (effective July 1, 2023 for the Company), including interim periods within the reporting period, and early application is permitted. The Company is in the initial stages of evaluating the impact of the new guidance on its consolidated financial statements and related disclosures as well as evaluating the available transition methods. The Company will continue to evaluate the standard as well as additional changes, modifications or interpretations which may impact the Company.

NOTE 5 – INCOME TAXES

The Company’s effective tax rate for the three months ended September 30, 2021 and 2020 was 24.2% and 26.0%, respectively. During the three months ended September 30, 2021 and 2020, the effective tax rate is based on the statutory federal tax rate of 21% as well as an approximated state income tax rate net of the federal benefit.

NOTE 6 – LEASES

The Company has operating leases for real estate, field equipment, office equipment and vehicles and financing leases for vehicles and office equipment. Operating leases are included in Operating Lease Right of Use ("ROU") Asset and Operating Lease Liability on our Condensed Consolidated Balance Sheets. Financing leases are included in Financing Lease ROU Asset and Financing Lease Liability on the Condensed Consolidated Balance Sheets.

During the three months ended September 30, 2021 and 2020, lease cost amounts, which reflect the fixed rent expense associated with operating and financing leases, are as follows (in thousands):

	Three-Months Ended September 30,	
	2021	**2020**
Lease cost [1] - fixed rent expense:		
Operating lease cost included in:		
Cost of revenues	$ 653	$ 571
Selling, general and administrative	110	113
Financing lease cost included in:		
Cost of revenues (amortization expense)	65	18
Interest expense	8	4
Total	$ 836	$ 706

[1] Short-term lease cost and variable lease cost were not significant during the period.

During the three months ended September 30, 2021 and 2020, the Company had the following cash and non-cash activities associated with leases (in thousands):

	Three-Months Ended September 30,	
	2021	**2020**
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash outflow for operating leases	$ 774	$ 646
Non-cash changes to the Operating ROU Asset and Operating Lease Liability		
Additions and modifications to ROU asset obtained from new operating lease liabilities	$ 340	$ 1,676
Additions to ROU asset obtained from new financing lease liabilities	$ 99	$ —

As of September 30, 2021, the weighted average remaining lease term for all operating and financing leases is 3.80 years 5.23 years. The weighted average discount rate associated with operating and financing leases as of September 30, 2021 is 4% and 3%, respectively.

The future payments due under operating leases as of September 30, 2021 is as follows (in thousands):

Future payments due in the twelve months ended September 30,	Operating lease	Financing lease
2022	$ 2,505	$ 201
2023	2,224	198
2024	1,999	198
2025	1,480	191
2026	328	165
Thereafter	108	71
Total undiscounted lease payments	8,644	1,024
Less effects of discounting	(594)	(78)
Lease liability recognized	$ 8,050	$ 946

NOTE 7 - NOTES PAYABLE AND LONG-TERM DEBT

On March 29, 2017, the Company entered into a credit agreement with a commercial bank which was subsequently amended on June 29, 2018 and on December 28, 2020 ("Credit Agreement"). The amended Credit Agreement, which expires on December 28, 2023, provides for a $14.0 million committed credit facility that can be increased to $18 million upon the Company's request. The proceeds of the Credit Agreement may be utilized as follows: (i) $6.0 million for working capital, letters of credit (up to $2.0 million) and general corporate purposes, (ii) $8.0 million for acquisitions and (iii) an additional $4 million for working capital, upon the Company's request. Indebtedness under the Credit Agreement is secured by substantially all of the Company's assets with advances outstanding under the working capital portion of the credit facility at any time limited to a Borrowing Base (as defined in the Credit Agreement) equal to 80% of eligible accounts receivable plus the lesser of (i) 50% of eligible inventory and (ii) $3.0 million. Advances under the acquisition portion of the credit facility are limited to 75% of the purchase price of an acquired company and convert to a five-year term note at the time of the borrowing. Borrowings bear interest at the greater of (a) one-half percent or (b) the One Month ICE LIBOR plus a LIBOR Margin of 2.5%. The LIBOR Margin may increase to as high as 3.0% depending on the Company's cash flow leverage ratio. The interest rate as of September 30, 2021 was approximately 3.0%. The Company pays a fee of 0.25% per annum on the unused amount of the committed credit facility.

On August 21, 2019, certain subsidiaries of the Company entered into a Construction and Term Loan Agreement and a Master Equipment Finance Agreement with its existing commercial bank (collectively, the "Loan Agreement"). The Loan Agreement provides for a five-year, $3.2 million facility, the proceeds of which are to be utilized for expenditures to facilitate future growth at the Company's treatment facility in Carthage, Texas (the "Texas Treatment Facility") as follows: (i) $2.0 million for planned improvements and (ii) $1.2 million for equipment. Indebtedness under the Loan Agreement is secured by the Company's real estate investment and equipment at the Texas Treatment Facility. Advances under the Loan Agreement mature five years from the Closing Date ("August 21, 2019") with monthly payments beginning in the month after the advancing period ends. The advancing period extended through January 15, 2021 and August 2020 for the real estate portion and the equipment portion of the Loan Agreement, respectively. Borrowings during the advancing period for the real estate portion and for the entire term of the equipment portion of the Loan Agreement bear interest computed at the One Month ICE LIBOR, plus two-hundred and fifty (250) basis points which was a rate of 2.71% on September 30, 2021. The Company has entered into a forward rate lock which fixed the rate on the real estate portion of the Loan Agreement at the expiration of the advancing period at 4.15%.

On January 22, 2021, certain wholly owned subsidiaries of the Company entered into a real estate term loan agreement (the "Real Estate Loan Agreement") with its existing commercial bank. The Real Estate Loan Agreement provides for a five-year, $0.9 million facility, the proceeds of which have been utilized to purchase the property in Pennsylvania which had previously been leased by the Company for its operations. The Real Estate Loan Agreement matures five years from January 22, 2021 with monthly payments based on a 20-year amortization and bears interest at 4%.

At September 30, 2021 and June 30, 2020, long-term debt consisted of the following (in thousands):

	September 30, 2021	June 30, 2021
Acquisition loan, monthly payments of $43; maturing March 2022	$ 302	$ 431
Equipment loan, monthly payments of $17; maturing August 2024, net of debt issuance costs of $38	780	830
Real estate loans, monthly payments of $9; maturing August 2024 and January 2026	2,776	2,803
Total long-term debt	3,858	4,064
Less: current portion	622	735
Long-term debt, net of current portion	$ 3,236	$ 3,329

The Company has availability under the Credit Agreement of $13.3 million ($5.3 million for the working capital and $8.0 million for acquisitions) as of September 30, 2021 with the option to extend the availability up to $17.3 million. The Company has $0.7 million in letters of credit outstanding as of September 30, 2021.

The Credit and Loan Agreements contain affirmative and negative covenants that, among other things, require the Company to maintain a maximum cash flow leverage ratio of no more than 3.0 to 1.0 and a minimum debt service coverage ratio of not less than 1.15 to 1.00. The Credit and Loan Agreements also contain customary events of default which, if uncured, may terminate the agreements and require immediate repayment of all indebtedness to the lenders. The leverage ratio covenant may limit the amount available under the agreements. The Company was in compliance with all the financial covenants under the Credit and Loan Agreements as of September 30, 2021.

Payments due on long-term debt subsequent to September 30, 2021 are as follows (in thousands):

Twelve Months Ending September 30,		
2022	$	622
2023		320
2024		2,238
2025		44
2026 and thereafter		672
	$	3,896

NOTE 8 – STOCK-BASED COMPENSATION

Stock-based compensation cost for options and restricted stock awarded to employees and directors is measured at the grant date based on the calculated fair value of the award and is recognized as an expense over the requisite service period (generally the vesting period of the equity grant). Contingently issued awards with a requisite service period that precedes the grant date are measured and recognized at the start of the requisite service period and remeasured each reporting period until the grant date. Total stock-based compensation expense for the three months ended September 30, 2021 and 2021 is as follows (in thousands):

	Three-Months Ended September 30, 2021	Three-Months Ended September 30, 2020
Stock-based compensation expense included in:		
Cost of revenues	$ 9	$ —
Selling, general and administrative	271	162
Total	$ 280	$ 162

NOTE 9 - EARNINGS PER SHARE

Basic earnings per share is computed by dividing net income (loss) by the weighted average number of common shares outstanding during the period. Diluted earnings per share is computed by dividing net income (loss) by the weighted average number of common shares after considering the additional dilution related to common stock options and restricted stock. In computing diluted earnings per share, the outstanding common stock options are considered dilutive using the treasury stock method.

The Company's restricted stock awards are included in the calculations for diluted weighted average shares since these shares have full voting rights and are entitled to participate in dividends declared on common shares, if any, and undistributed earnings. As participating securities, the shares of restricted stock are included in the calculation of basic and diluted EPS using the two-class method. For the periods presented, the amount of earnings allocated to the participating securities was not material.

The following information is necessary to calculate earnings per share for the periods presented (in thousands, except per-share amounts):

	Three-Months Ended September 30, 2021 (As restated)	Three-Months Ended September 30, 2020
Net loss as reported	$ (1,341)	$ (293)
Weighted average common shares outstanding	17,879	16,391
Effect of dilutive stock options	—	—
Weighted average diluted common shares outstanding	17,879	16,391
Net loss per common share		
Basic and Diluted	$ (0.08)	$ (0.02)
Employee stock options excluded from computation of dilutive income (loss) per share amounts because their effect would be anti-dilutive	685	1,112

NOTE 10 - EQUITY TRANSACTIONS

During the three months ended September 30, 2021 and 2020, respectively, stock options to purchase shares of the Company's common stock were exercised as follows:

	Three-Months Ended September 30,	
	2021	2020
Options exercised	—	50,531
Proceeds (in thousands)	$ —	$ 225
Average exercise price per share	$ —	$ 4.44

As of September 30, 2021, there was $1.5 million of stock compensation expense related to non-vested awards, which is expected to be recognized over a weighted average period of 2.98 years.

On August 30, 2021, the Company closed its previously announced underwritten secondary offering of a total of 2,070,000 shares of its common stock at a public offering price of $8.65 per share, including the exercise in full by the underwriter of its option to purchase an additional 270,000 shares to cover over-allotments in connection with the offering. After the underwriting discount and offering expenses payable by the Company of $1.1 million, the Company received net proceeds of approximately $16.8 million.

NOTE 11 – INVENTORY

The components of inventory are as follows (in thousands):

	September 30, 2021	June 30, 2021
Raw materials	$ 2,449	$ 2,040
Finished goods	5,805	5,063
Total inventory	8,254	7,103
Less: current portion	7,272	6,114
Inventory, net of current portion	$ 982	$ 989

The current portion of inventory includes amounts which the Company expects to sell in the next twelve month period based on historical sales.

NOTE 12 - SUBSEQUENT EVENTS

Effective on October 22, 2021, the Company acquired Affordable Medical Waste LLC, a route-based provider of medical waste solutions with over 500 locations in the Midwest, primarily in Indiana, for $2.2 million paid in cash from funds on hand.

ITEM 2.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

INFORMATION REGARDING FORWARD-LOOKING STATEMENTS

This quarterly report on Form 10-Q contains certain forward-looking statements and information relating to the Company and its subsidiaries that are based on the beliefs of the Company's management as well as assumptions made by and information currently available to the Company's management. When used in this report, the words "may,", "could", "position," "plan," "potential," "continue," "anticipate," "believe," "expect," "estimate," "project" and "intend" and words or phrases of similar import, as they relate to the Company or its subsidiaries or Company management, are intended to identify forward-looking statements. Such statements reflect the known and unknown risks, uncertainties and assumptions related to certain factors, including without limitations, competitive factors, general economic conditions, customer relations, relationships with vendors, governmental regulation and supervision, seasonality, distribution networks, product introductions and acceptance, technological change, changes in industry practices, onetime events and other factors described herein including the impact of the coronavirus COVID-19 ("COVID-19") pandemic on our operations and financial results. Based upon changing conditions, should any one or more of these risks or uncertainties materialize, or should any underlying assumptions prove incorrect, actual results may vary materially from those described herein as anticipated, believed, estimated, expected or intended. Consequently, no forward-looking statements can be guaranteed. When considering these forward-looking statements, you should keep in mind the risk factors and other cautionary statements in this Quarterly Report on Form 10-Q or refer to our Annual Report on Form 10-K. Actual results may vary materially. You are cautioned not to place undue reliance on any forward-looking statements. You should also understand that it is not possible to predict or identify all such factors and as such should not consider the preceding list or the risk factors to be a complete list of all potential risks and uncertainties. The Company does not intend to update these forward-looking statements.

GENERAL

Sharps Compliance Corp. is a leading national healthcare waste management provider specializing in regulated waste streams including medical, pharmaceutical and hazardous. Our services facilitate the safe and proper collection, transportation and environmentally-responsible treatment of regulated waste from customers in multiple healthcare-related markets. The markets we manage are small to medium-size healthcare waste generators including professional offices (ambulatory surgical centers, physician groups, dentists and veterinarians), long-term care facilities, government agencies, home health care, retail clinics and immunizing pharmacies. Additionally, our mailback solutions are positioned to manage waste generated in the home setting such as sharps, lancets and ultimate-user medications which generates business relationships with pharmaceutical manufacturers and other markets to provide safe and proper disposal. Lastly, we maintain a strong distribution network for the sale of our solutions within the aforementioned markets.

We assist our customers in determining solutions that best fit their needs for the collection, transportation and treatment of regulated medical, pharmaceutical and hazardous waste. Our differentiated approach provides our customers the flexibility to transport waste via direct route-based services, the United States Postal Service ("USPS") or common carrier depending upon quantity of waste generated, cost savings and facility needs. Our comprehensive services approach includes a single point of contact, consolidated billing, integrated manifest and proof of destruction repository. Furthermore, we provide comprehensive tracking and reporting tools that enable our customers to meet complex medical, pharmaceutical and hazardous waste disposal and compliance requirements. We believe the fully-integrated nature of our operations is a key factor leading to our success and continued recurring revenue growth.

Our flagship products are the Sharps Recovery System™ and MedSafe® Medication Disposal System. These two product offerings account for over 50% of company revenues. The Sharps Recovery System is a comprehensive medical waste management mailback solution used in all markets due to its cost-effective nature and nationwide availability. The MedSafe solution meets the immediate needs of an increasing community risk associated with unused, ultimate-user, medications. Developed in accordance with the Drug Enforcement Administration ("DEA") implementation of the Secure and Responsible Drug Disposal Act of 2010 (the "Act"), MedSafe is a superior solution used in both private and public sectors to properly remove medications from communities and aid in the prevention of drug misuse.

Over the past few years, the Company has made a series of investments to build a robust direct service, route-based, pickup offering for medical, pharmaceutical and hazardous waste. We have built an infrastructure capable of covering more than 80% of the U.S. population with permitted trucks, transfer stations and treatment facilities. We continue to add routes and the infrastructure required for operational efficiency to reach more customers and prospects directly. Our route-based services, matched with comprehensive mailback solutions, offer us a key differentiator in the market and the ability to capitalize on larger or regional contracts within the healthcare market. With the growth in infrastructure to support the route-based service, we have strategically added new distribution for faster and more cost-effective delivery of products to customers.

We continue to develop new solutions to meet market demands. Over the past five years we have added a robust portfolio of ultimate-user medication disposal solutions for controlled substances, a system for DEA-inventory controlled medication disposal for professionals, the Black Pail Program for disposal of most unused pharmaceuticals, including Resource Conservation and Recovery Act ("RCRA") hazardous medications, and the Inhaler Disposal system. We have also developed route-based services for medical, pharmaceutical and hazardous waste, the TakeAway Recycle System™ for single-use devices ("SUDs") and the Hazardous Drug Spill Control Kit™, a USP <800> (as defined below) compliant spill kit for cleanup of chemotherapy and other hazardous drug spills.

As hospitals and surgery centers increase their sustainability efforts, they are looking for ways to recycle more materials, such as SUDs. SUDs are constructed of materials capable of being recycled, primarily plastics and metals. With a greater emphasis on more sustainable solutions, the TakeAway Recycle System is a much-needed complement to the single-use device market.

Our dually permitted trucks allow our hazardous waste direct pickup service to align with our medical waste so that we can fully service all our customers. Most healthcare professionals have hazardous waste in addition to medical waste. By also transporting hazardous waste, we have a competitive advantage over local haulers while still offering cost-effective pricing.

Restatement of Previously Reported Condensed Consolidated Financial Statements

The accompanying Management's Discussion and Analysis of Financial Condition and Results of Operations gives effect to the restatement adjustments made to the previously reported Condensed Consolidated Financial Statement as of and for the period ended September 30, 2021. For additional information and a detailed discussion of the restatement, see Note 2, Basis of Presentation - Restatement of Previously Reported Condensed Consolidated Financial Statements.

Significant Developments During the First Quarter of Fiscal Year 2022

Capital Markets Activity:

On August 30, 2021, the Company closed its previously announced underwritten secondary offering of a total of 2,070,000 shares of its common stock at a public offering price of $8.65 per share, including the exercise in full by the underwriter of its option to purchase an additional 270,000 shares to cover over-allotments in connection with the offering. After the underwriting discount and offering expenses payable by the Company, the Company received net proceeds of approximately $16.8 million.

Impact Relating to COVID-19 and the Company's Continuation of Its Infrastructure Build Out

We are closely monitoring the impact of COVID-19 on all aspects of our business and geographies, including how it will impact our customers, employees, suppliers, vendors, business partners and distribution channels. While we did not incur significant disruptions during the three months ended September 30, 2021 from COVID-19, we are unable to predict the impact that COVID-19 will have on our financial position and operating results due to numerous uncertainties. These uncertainties include the severity of the virus, the duration of the outbreak, governmental, business or other actions (which could include limitations on our operations or mandates to provide products or services), impacts on our supply chain, the effect on customer demand or changes to our operations. The health of our workforce, and our ability to meet staffing needs in our route-based, treatment and distribution operations and other critical functions cannot be predicted and is vital to our operations.

The Company has taken precautions to ensure the safety of its employees including remote working options for certain corporate office employees, while at the same time remaining active as a leading national provider of comprehensive medical waste solutions, bringing uninterrupted essential support to its customers and the healthcare industry. For example, the Company increased its route-based drivers, plant and operations personnel by ten percent (10%) in advance of the COVID-19 pandemic to make sure that its operations and servicing of customers would not be adversely affected by the potential absence of employees due to COVID-19. The Company also temporarily increased the pay for its front-line operations personnel and drivers during the pandemic.

Related to customer demand, the Company saw temporary closures of about 1,000 dental, dermatology and physician practices equating to about $0.1 million in lost monthly revenue for the Company from mid-March 2020 through June 2020. Offsetting this through most of fiscal year ended June 30, 2021 was increased volumes of medical waste generated by many of the Company's long-term care customers who are utilizing the Company's systems and services to contain and dispose of personal protective equipment ("PPE") used in their facilities.

The Company is continuing to focus on expanding its infrastructure programs, which began in calendar 2019, to support what it anticipated would be a strong 2021 flu and immunization season as well as medical waste disposal related to the COVID-19 vaccine which became available for administration in the U.S. at the end of calendar year 2020. Additionally, the Company saw some increased medical waste volumes related to COVID-19 such as the long-term care market where PPE in many facilities has been disposed of as medical waste and not as trash which has been the historical practice. Finally, the Company's route-based footprint now extends to 37 states, or 80% of the population, significantly increasing the pipeline of larger small and medium quantity generator sales opportunities.

To address these opportunities, the Company has:

- Significantly increased its production and inventory of medical waste mailback and shipback solutions to ensure it remains well positioned to meet an expected increase in customer demand related to the 2021 season flu and the COVID-19 vaccine;
- Increased its medical waste processing capacity from 10 million to 27 million pounds per year through the addition of a larger autoclave at its Texas facility as well as an additional autoclave at its Pennsylvania facility;
- Secured a larger warehouse and distribution facility in Pennsylvania to store and distribute larger volumes of medical waste mailbacks; and
- Expanded its route-based truck fleet and drivers necessary to facilitate the potential increase in volumes from its expanded 37 state route-based footprint and related larger prospect opportunities.

These efforts have contributed to the Company's success in meeting customer needs throughout the pandemic, particularly as the rollout of COVID-19 vaccines has created increased demand for the Company's services.

On a broader note, the impacts of a potential worsening of global economic conditions and the continued disruptions to, and volatility in, the credit and financial markets, consumer spending and other unanticipated consequences remain unknown. In addition, we cannot predict the impact that COVID-19 will have on our customers, vendors, suppliers and other business partners. However, any material adverse effect on these parties could adversely impact our results of operations, cash flows and financial conditions. External effects from the COVID-19 pandemic began at the end of the third quarter of 2020 and did not have a material adverse impact on the three months ended September 30, 2021 results. The situation surrounding COVID-19 remains fluid, and we are actively managing our response in collaboration with customers, employees and business partners and assessing potential impacts to our financial position and operating results, as well as adverse developments in our business. For further information regarding the impact of COVID-19 on the Company, please see Item 1A, Risk factors in the Company's annual report on form 10-K for the year ended June 30, 2021.

RESULTS OF OPERATIONS

The following analyzes changes in the condensed consolidated operating results and financial condition of the Company during the three months ended September 30, 2021 and 2020. The following table sets forth for the periods indicated certain items from the Company's Condensed Consolidated Statements of Operations (dollars in thousands and percentages expressed as a percentage of revenues, unaudited):

	Three-Months Ended September 30,			
	2021	%	2020	%
	(As restated)			
Revenues	$ 13,915	100.0 %	$ 13,151	100.0 %
Cost of revenues	11,216	80.6 %	9,528	72.5 %
Gross profit	2,699	19.4 %	3,623	27.5 %
SG&A expense	4,200	30.2 %	3,788	28.8 %
Depreciation and amortization	218	1.6 %	204	1.6 %
Operating Loss	(1,719)	(12.4)%	(369)	(2.8)%
Total other expense	(49)	(0.4)%	(27)	(0.2)%
Loss before income taxes	(1,768)	(12.7)%	(396)	(3.0)%
Income tax benefit	(427)	(3.1)%	(103)	(0.8)%
Net Loss	$ (1,341)	(9.6)%	$ (293)	(2.2)%

THREE MONTHS ENDED SEPTEMBER 30, 2021 AS COMPARED TO THREE MONTHS ENDED SEPTEMBER 30, 2020

Total revenues for the three months ended September 30, 2021 of $13.9 million increased compared to the total revenues for the three months ended September 30, 2020 of $13.2 million. The increase in revenue is mainly due to higher product returns on sales in prior periods net of current year deferred revenue plus increased billings in the Professional and Retail markets. The net increase in revenue is partially offset by decreases in billings in the Pharmaceutical Manufacturer, Long-Term Care and Home Health Care markets. The components of billings by market are as follows (in thousands, unaudited):

	Three-Months Ended September 30,		
	2021	2020	Variance
BILLINGS BY MARKET:			
Professional	$ 4,517	$ 4,133	$ 384
Retail	3,867	3,647	220
Home Health Care	1,939	2,348	(409)
Long-Term Care	778	1,309	(531)
Government	707	515	192
Pharmaceutical Manufacturer	496	1,179	(683)
Environmental	31	135	(104)
Other	389	162	227
Subtotal	12,724	13,428	(704)
GAAP Adjustment *	1,191	(277)	1,468
Revenue Reported	$ 13,915	$ 13,151	$ 764

**Represents the net impact of the revenue recognition adjustments to arrive at reported generally accepted accounting principles ("GAAP") revenue. Customer billings include all invoiced amounts associated with products shipped or services rendered during the period reported. GAAP revenue includes customer billings as well as numerous adjustments necessary to reflect, (i) the deferral of a portion of current period sales, (ii) recognition of certain revenue associated with product returned for treatment and destruction and (iii) provisions for certain product returns and discounts to customers which are accounted for as reductions in sales in the same period the related sales are recorded. See Note 3 "Significant Accounting Policies - Revenue Recognition" in "Notes to Condensed Consolidated Financial Statements".*

The components of billings by solution are as follows (in thousands except for percentages expressed as a percentage of total billings, unaudited):

	Three-Months Ended September 30,			
	2021	*% Total*	2020	*% Total*
BILLINGS BY SOLUTION:				
Mailbacks	$ 5,557	*43.7 %*	$ 6,439	*47.9 %*
Route-based pickup services	3,199	*25.1 %*	3,156	*23.5 %*
Unused medications	2,629	*20.7 %*	2,361	*17.6 %*
Third party treatment services	31	*0.2 %*	135	*1.0 %*
Other (1)	1,308	*10.3 %*	1,337	*10.0 %*
Total billings	12,724	*100.0 %*	13,428	*100.0 %*
GAAP adjustment (2)	1,191		(277)	
Revenue reported	$ 13,915		$ 13,151	

(1) The Company's other products include IV poles, accessories, containers, asset return boxes and other miscellaneous items.

(2) Represents the net impact of the revenue recognition adjustments required to arrive at reported GAAP revenue. Customer billings include all invoiced amounts associated with products shipped or services rendered during the period reported. GAAP revenue includes customer billings as well as numerous adjustments necessary to reflect, (i) the deferral of a portion of current period sales, (ii) recognition of certain revenue associated with products returned for treatment and destruction and (iii) provisions for certain product returns and discounts to customers which are accounted for as reductions in sales in the same period to related sales are recorded.

The net decrease in billings was mainly attributable to increased billings in the the Professional ($0.4 million) and Retail ($0.2 million) markets offset by decreased billings in the Pharmaceutical Manufacturer ($0.7 million), Long-Term Care ($0.5 million) and Home Health Care ($0.4 million) markets. The increase in the Professional market billings reflected organic growth as the Company continued its focus on securing customers from the small to medium quantity generator sectors. Professional market billings were negatively impacted in the current quarter by about $0.1 million decrease in billings for route-based services to lab customers related to COVID-19 related volume decreases compared to the prior year and over $0.1 million lower billings for route based services to customers for hazardous waste activity that was delayed until the December 2021 quarter due to nationwide sporadic/temporary moratoriums on accepting hazardous waste streams destined for incineration. The increase in retail billings is primarily due to modest increases in immunization related orders. Pharmaceutical Manufacturer market billings decreased by $0.7 million due to the timing of inventory builds for patient support programs, driving most of the $0.9 million decrease in mailback solution billings. Long-Term Care market billings decreased by $0.5 million to $0.8 million compared to prior year period period of $1.3 million, primarily due to heightened volumes of COVID-19 related waste management and ancillary supplies in the prior year period, about half of which impacted the route-based business and with the remainder impacing other ancillary solutions. Home Health Care market billings decreased $0.4 million to $1.9 million in the first quarter of fiscal 2021 compared to $2.3 million in the same prior year period due to the timing of distributor orders.

Billings for Mailbacks decreased 13.7% to $5.6 million as compared to $6.4 million in the prior year period and represented 43.7% of total billings. Billings for Route-Based Pickup Services was consistent with prior year at $3.2 million and represented 25.1% of total billings. Billings for Unused Medications grew 11.4% to $2.6 million for the three months ended September 30, 2021 as compared to $2.4 million for the prior period. Sequentially, billings for Unused Medications, which includes Medsafe, grew 31% in the first quarter of fiscal 2022 as compared to $2.0 million in the fourth quarter of fiscal 2021.

Cost of revenues for the three months ended September 30, 2021 of $11.2 million was 80.6% of revenues. Cost of revenues for the three months ended September 30, 2020 of $9.5 million was 72.5% of revenues. The gross margin for the three months ended September 30, 2021 of 19.4% decreased compared to the gross margin for the three months ended September 30, 2020 of 27.5%. Gross margin was negatively impacted by the timing of flu and COVID-19 related mailback returns.

Selling, general and administrative ("SG&A") expenses for the three months ended September 30, 2021 and 2020 were $4.2 million and $3.8 million, respectively. The increase in SG&A expense was due primarily to continued investment in sales and marketing and to a $0.2 million increase in the accrual of management incentive compensation.

The Company reported operating loss and loss before income taxes of $1.7 million and $1.8 million, respectively, for the three months ended September 30, 2021 as compared to operating loss and loss before income taxes of $0.4 million in the prior year period. Operating loss and loss before income taxes increased primarily due to lower gross profit and increased SG&A expense (discussed above).

The Company's effective tax rate for the three months ended September 30, 2021 and 2020 was 24.2% and 26.0%, respectively.

The Company reported a net loss of $1.3 million for the three months ended September 30, 2021 as compared to a net loss of $0.3 million for the prior year period. Net loss increased due to the increase in the operating loss (discussed above).

The Company reported basic and diluted loss per share of $(0.08) for the three months ended September 30, 2021 as compared to basic and diluted loss per share of $(0.02) for the prior year period. Basic and diluted loss per share increased due to the increase in net loss (discussed above).

PROSPECTS FOR THE FUTURE

As a result of the COVID-19 outbreak, the Company has implemented some and may take additional precautionary measures intended to help ensure the well-being of its employees, facilitate continued uninterrupted servicing of customers and minimize business disruptions. For example, the following have recently been implemented to address some of the uncertainties related to COVID-19:

- Since January 2020, the Company has increased its headcount for route-based drivers, plant and operations personnel by 10% as a result of COVID-19 to make sure that its operations and servicing of customers would not be adversely affected by the potential absence of employees due to COVID-19. The cost of this increased headcount which is recorded as cost of sales is about $0.1 million per quarter.
- The Company temporarily increased pay to route-based drivers, plant and operations personnel through June 30, 2020 due to the additional potential risks associated with those functions in light of the COVID-19 environment.
- While some areas of the business have seen increased revenue, COVID-19 caused many of the Company's customers to temporarily close from mid-March 2020 through June 2020. For example, there have been temporary closures of approximately 1,000 customer offices including dental, dermatology and physician practices which equates to almost $0.1 million per month in lost revenue. Most of these offices have now re-opened.
- The Company is considered an essential business and could incur elevated costs to maintain uninterrupted essential support to its customers and the overall healthcare industry.
- Since June 30, 2019, inventory levels have been increased (approximately 71%) which has also precipitated the need for additional warehouse space for the Company's products. The Company is working to ensure it has adequate products and solutions to address the potential additional needs that could reasonably be expected to follow a pandemic of this magnitude. Whether it be supporting an expected significant increase in seasonal flu immunizations, facilitating the proper collection, transportation and treatment of syringes utilized in the administration of the COVID-19 vaccine, or supporting the pick-up and processing of increased volumes of healthcare waste from the long-term care industry, we are well positioned to take advantage of these growth opportunities.

To date, external effects from the COVID-19 pandemic did not have a material adverse impact on the Company's financial position and results of operations for the year ended June 30, 2021 or the period ended September 30, 2021. The full extent of the future impacts of COVID-19 on the Company's operations is uncertain. A prolonged outbreak could have a material adverse impact on the financial results and business operations of the Company.

The full extent of the future impacts of COVID-19 on the Company's operations is uncertain. A prolonged outbreak could have a material adverse impact on the financial results and business operations of the Company. To date, the Company has not identified any material adverse impact of COVID-19 on its financial position and results of operations.

The Company continues to focus on core markets and solution offerings that fuel growth. Its key markets include healthcare facilities, pharmaceutical manufacturers, home healthcare providers, long-term care, retail pharmacies and clinics, and the professional market which is comprised of physicians, dentists, surgery centers, veterinary practices and other healthcare facilities. These markets require cost-effective services for managing medical, pharmaceutical and hazardous waste.

The Company believes its growth opportunities are supported by the following:

- A large professional market that consists of dentists, veterinarians, clinics, physician groups, urgent care facilities, ambulatory surgical centers, labs, dialysis and other healthcare facilities. This regulated market consists of small to medium quantity generators of medical, pharmaceutical and hazardous waste where we can offer a lower cost to service with solutions to match individual facility needs. The Company has made ongoing investments in sales and marketing initiative to drive growth. Our sales team focuses on larger-dollar and nationwide opportunities where we can integrate the route-based pickup service along with our mailback solutions to create a comprehensive medical waste management offering. Through targeted telemarketing initiatives, e-commerce driven website and web-based promotional activities, we believe we can drive significant additional growth as we increase awareness of the Company's innovative solution offerings with a focus on individual or small group professional offices, government agencies, smaller retail pharmacies and clinics and long-term care facilities. The Company is able to compete more aggressively in the medium quantity generator market with the addition of route-based services where the mailback may not be as cost effective. The Company’s route-based business provides direct service to areas encompassing over 80% of the U.S. population.

- From July 2015 and July 2016, the Company acquired three route-based pickup service companies, which strengthened the Company's position in the Northeast. Through a combination of acquisition and organic growth, the Company now offers route-based pickup services in a thirty-seven (37) state region of the South, Southeast, Southwest, Midwest and Northeast portions of the United States. To facilitate operational efficiencies, the Company has opened transfer stations and offices in strategic locations. The Company directly serves more than 16,626 customer locations with route-based pickup services. With the addition of these route-based pickup regions and the network of medical and hazardous waste service providers servicing the entire U.S., the Company offers customers a blended product portfolio to effectively manage multi-site and multi-sized locations, including those that generate larger quantities of waste. The network has had a significant positive impact on our pipeline of sales opportunities - over 60% of this pipeline is attributable to opportunities providing comprehensive waste management service offerings where both the mailback and pickup service are integrated into the offering.

- The changing demographics of the U.S. population – according to the U.S. Census Bureau, 2019 Population Estimates and National Projections, the nation's 65-and-older population has grown rapidly since 2010 (34.2% over the past decade), which will increase the need for cost-effective medical waste management solutions, especially in the long-term care and home healthcare markets. With multiple solutions for managing regulated healthcare-related waste, the Company delivers value as a single-source provider with blended mailback and route-based pickup services matched to the waste volumes of each facility.

- The shift of healthcare from traditional settings to the retail pharmacy and clinic markets, where the Company focuses on driving increased promotion of the Sharps Recovery System. According to the Centers for Disease Control ("CDC"), 44.9% of adults received a flu shot and 32.2% of flu shots for adults were administered in a retail clinic in 2018. Over the flu seasons from 2011 to 2020, the Company saw growth in the retail flu shot related orders in seven years of 10% to 36%, including a 25% increase in 2020, and declines in three years of 13% to 17%. Despite the volatility, Sharps believes the Retail market should continue to contribute to long-term growth for the Company as consumers increasingly use alternative sites, such as retail pharmacies, to obtain flu and other immunizations.

- The passage of regulations for ultimate user medication disposal allows the Company to offer new solutions (MedSafe and TakeAway Medication Recovery System envelopes) that meet the regulations for ultimate user controlled substances disposal (Schedules II-V) to retail pharmacies. Additionally, with the new regulations, the Company is able to provide the MedSafe and TakeAway Medication Recovery Systems to long-term care and hospice to address a long standing issue within long-term care.

- Local, state and federal agencies have growing needs for solutions to manage medical and pharmaceutical waste. The Company's Sharps Recovery System is ideal for as-needed disposal of sharps and other small quantities of medical waste generated within government buildings, schools and communities. The Company also provides TakeAway Medication Recovery System envelopes and MedSafe solutions to government agencies in need of proper and regulatory compliant medication disposal. The federal government, state agencies and non-profits are recognizing the need to fund programs that address prevention as it pertains to the opioid crisis. MedSafe and mailback envelopes for proper medication disposal are being funded for prevention programs.

- With an increased number of self-injectable medication treatments and local regulations, the Company believes its flagship product, the Sharps Recovery System, continues to offer the best option for proper sharps disposal at an affordable price. The Company delivers comprehensive services to pharmaceutical manufacturers that sell high-dollar, self-injectable medications, which include data management, compliance reporting, fulfillment, proper containment with disposal, branding and conformity with applicable regulations. In addition, the Company provides self-injectors with online and retail purchase options of sharps mailback systems, such as the Sharp Recovery System and Complete Needle Collection & Disposal System, respectively.

- A heightened interest by many commercial companies who are looking to improve workplace safety with proper sharps disposal and unused medication disposal solutions. The Company offers a variety of services to meet these needs, including the Sharps Secure Needle Disposal System, Sharps Recovery System, Spill Kits and TakeAway Medication Recovery System envelopes.

- The Company continually develops new solution offerings such as ultimate user medication disposal (MedSafe and TakeAway Medication Recovery System), mailback services for DEA registrant expired inventory of controlled substances (TakeAway Medication Recovery System DEA Reverse Distribution for Registrants) and shipback services for collection and recycling of single-use medical devices from surgical centers and other healthcare facilities (TakeAway Recycle System).

- COVID-19 prompted healthcare demands and opportunities including the expected significant increase in seasonal flu immunizations, facilitating the proper collection, transportation and treatment of syringes utilized in the administration of the potential COVID-19 vaccine, or supporting the pick-up and processing of the significantly increased volumes of healthcare waste from the long-term care industry.

- The Company’s financial position with a cash balance of $41.2 million (used for working capital needs), debt of $3.9 million and additional availability under the Credit and Loan Agreements as of September 30, 2021 (used to support working capital needs and is constrained due to the impacts additional borrowings might have on our future covenant compliance).

LIQUIDITY AND CAPITAL RESOURCES

Management believes that the Company's current cash resources (cash on hand and cash flows from operations) will be sufficient to fund operations for at least the next twelve months. Operating cash flows and the capacity from the Credit and Loan Agreements are the Company's primary sources of liquidity.

Cash Flow

Cash flow has historically been primarily influenced by demand for products and services, operating margins and related working capital needs as well as more strategic activities including acquisitions, stock repurchases and fixed asset additions. Cash increased by $13.4 million to $41.2 million at September 30, 2021 from $27.8 million at June 30, 2021 due to the following:

Cash Flows from Operating Activities - Cash flow from operating activities was negatively impacted by the net loss, an increase in inventory levels and a decrease in contract liabilities.

Cash Flows from Investing Activities - Cash flow from investing activities is for normal permitting and capital expenditures for plant and equipment additions of $0.1 million.

<u>Cash Flows from Financing Activities</u> - Cash flow from financing activities provided an increase in cash from proceeds from issuance of common stock, net of underwriting fees and commissions of $16.8 million partially offset by the repayment of debt of $0.2 million.

Credit Facility

On March 29, 2017, the Company entered into a credit agreement with a commercial bank which was subsequently amended on June 29, 2018 and on December 28, 2020 ("Credit Agreement"). The amended Credit Agreement, which expires on December 28, 2023, provides for a $14.0 million committed credit facility that can be increased to $18 million upon the Company's request. The proceeds of the Credit Agreement may be utilized as follows: (i) $6.0 million for working capital, letters of credit (up to $2.0 million) and general corporate purposes, (ii) $8.0 million for acquisitions and (iii) an additional $4 million for working capital, upon the Company's request. Indebtedness under the Credit Agreement is secured by substantially all of the Company's assets with advances outstanding under the working capital portion of the credit facility at any time limited to a Borrowing Base (as defined in the Credit Agreement) equal to 80% of eligible accounts receivable plus the lesser of (i) 50% of eligible inventory and (ii) $3.0 million. Advances under the acquisition portion of the credit facility are limited to 75% of the purchase price of an acquired company and convert to a five-year term note at the time of the borrowing. Borrowings bear interest at the greater of (a) one-half percent or (b) the One Month ICE LIBOR plus a LIBOR Margin of 2.5%. The LIBOR Margin may increase to as high as 3.0% depending on the Company's cash flow leverage ratio. The interest rate as of September 30, 2021 was approximately 3.0%. The Company pays a fee of 0.25% per annum on the unused amount of the committed credit facility. No amounts were outstanding under the working capital portion of the credit facility at September 30, 2021.

On August 21, 2019, certain subsidiaries of the Company entered into a Construction and Term Loan Agreement and a Master Equipment Finance Agreement with the Company's existing commercial bank (collectively, the "Loan Agreement"). The Loan Agreement provides for a five-year, $3.2 million facility, the proceeds of which are to be utilized for expenditures to facilitate future growth at the Company's treatment facility in Carthage, Texas (the "Texas Treatment Facility") as follows: (i) $2.0 million for planned improvements and (ii) $1.2 million for equipment. Indebtedness under the Loan Agreement is secured by the Company's real estate investment and equipment at the Texas Treatment Facility. Advances under the Loan Agreement mature five years from the Closing Date (August 21, 2019) with monthly payments beginning in the month after the advancing period ends. The advancing period extended through January 15, 2021 and August 2020 for the real estate portion and the equipment portion of the Loan Agreement, respectively. Borrowings during the advancing period for the real estate portion and for the entire term of the equipment portion of the Loan Agreement bear interest computed at the One Month ICE LIBOR, plus two-hundred and fifty (250) basis points which was a rate of 2.71% on September 30, 2021. The Company has entered into a forward rate lock to fix the rate on the real estate portion of the Loan Agreement at the expiration of the advancing period at 4.15%.

On January 22, 2021, certain wholly owned subsidiaries of the Company entered into a real estate term loan agreement (the "Real Estate Loan Agreement") with its existing commercial bank. The Real Estate Loan Agreement provides for a five-year, $0.9 million facility, the proceeds of which have been utilized to purchase the property in Pennsylvania which had previously been leased by the Company for its operations. The Real Estate Loan Agreement matures five years from January 22, 2021 with monthly payments based on a 20-year amortization and bears interest at 4%.

The Company has availability under the Credit Agreement of approximately $13.3 million ($5.3 million for the working capital and $8.0 million for acquisitions) as of September 30, 2021 with the option to extend the availability up to $17.3 million (used to support working capital needs and is constrained due to the impacts additional borrowings might have on our future covenant compliance). The Company also has $0.7 million in letters of credit outstanding as of September 30, 2021.

The Credit and Loan Agreements contain affirmative and negative covenants that, among other things, require the Company to maintain a maximum cash flow leverage ratio of no more than 3.0 to 1.0 and a minimum debt service coverage ratio of not less than 1.15 to 1.00. The Credit and Loan Agreements also contain customary events of default which, if uncured, may terminate the agreements and require immediate repayment of all indebtedness to the lenders. The leverage ratio covenant may limit the amount available under the Credit and Loan Agreements. The Company was in compliance with all the financial covenants under the Credit and Loan Agreements as of September 30, 2021.

The Company utilizes performance bonds to support operations based on certain state requirements. At September 30, 2021, the Company had performance bonds outstanding covering financial assurance up to $1.3 million.

Management believes that the Company’s current cash resources (cash on hand and cash flows from operations) will be sufficient to fund operations for at least the next twelve months.

CRITICAL ACCOUNTING POLICIES

Critical accounting policies are defined as those that are reflective of significant judgments and uncertainties and could potentially result in materially different results under different assumptions and conditions. The Company's critical accounting policies are included in the discussion entitled Critical Accounting Policies in Item 7. Management's Discussions and Analysis of Financial Condition and Results of Operations in the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2021, as filed with the SEC. There were no material changes to the critical accounting policies disclosed in the Annual Report on Form 10-K.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

The Company maintains “disclosure controls and procedures,” ("Disclosure Controls") as such term is defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act, that are designed to ensure that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC rules and forms, and that such information is accumulated and communicated to management, including the Chief Executive Officer (“CEO”), Chief Financial Officer (“CFO”) and Chief Accounting Officer ("CAO"), as appropriate, to allow timely decisions regarding required disclosure. The Company conducted an evaluation (the “Evaluation”), under the supervision and with the participation of the CEO, CFO and CAO, of the effectiveness of the design and operation of our Disclosure Controls as of September 30, 2021 pursuant to Rules 13a-15(b) and 15d-15(b) of the Exchange Act. In designing and evaluating the Disclosure Controls, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives and management was required to apply judgement in evaluating its controls and procedures. Based on this Evaluation, the CEO, CFO and CAO concluded that our Disclosure Controls were not effective as of September 30, 2021 as a result of the material weakness described below.

We identified a material weakness in our internal controls over financial reporting. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of our financial statements will not be prevented or detected on a timely basis.

Subsequent to the issuance of the condensed consolidated financial statements as of and for the period ended September 30, 2021, the Company identified errors in the accounting for freight costs associated with immunization related mailbacks returned for treatment, which resulted in a restatement of the Company's condensed consolidated financial statements for the quarterly periods ended September 30, 2021 and December 31, 2021. As a result of the restatement, we determined that we have a material weakness in our internal control over financial reporting relating to the ineffective operation of management's control over the recording of such costs as services were being rendered.

Until this material weakness is remediated, there is a reasonable possibility it could result in misstatements of accounts or disclosures that would result in a material misstatement of the condensed consolidated financial statements that would not be prevented or detected.

Notwithstanding the conclusion by our management that our disclosure controls and procedures as of September 30, 2021 were not effective, and notwithstanding the material weakness in our internal control over financial reporting, management believes that the condensed consolidated financial statements and related financial information included in this Quarterly Report on Form 10-Q/A fairly present in all material respects our financial position, results of operations and cash flows as of and for the dates presented, and for the periods ended on such dates, in conformity with GAAP.

Changes in Internal Control

During the three months ended September 30, 2021, there were no changes in the Company’s internal controls over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act), that have materially affected, or are reasonably likely to materially affect the Company’s internal control system over financial reporting, subject to remediation discussed above.

PART II – OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

From time to time, the Company is involved in legal proceedings and litigation in the ordinary course of business. In the opinion of management, the outcome of such matters is not anticipated to have a material adverse effect on the Company's consolidated financial position or consolidated results of operations.

ITEM 1A. RISK FACTORS

Risks Related to the Restatement of Previously Reported Condensed Consolidated Financial Statements and Material Weakness in our Internal Control

We have restated our condensed consolidated financial statements for several prior periods, which has affected and may continue to affect investor confidence, our stock price, our ability to raise capital in the future, and our reputation with our customers, which may result in stockholder litigation and may reduce customer confidence in our ability to complete new opportunities.

We have restated our Quarterly Report on Form 10-Q as of and for the periods ended September 30, 2021 and December 31, 2021. The restatement of our previously reported condensed consolidated financial statements primarily reflects the correction of certain errors, which resulted from an incorrect application of GAAP. Such restatement may have the effect of eroding investor confidence in the Company and our financial reporting and accounting practices and processes, and may negatively impact the trading price of our common stock, may result in stockholder litigation, may make it more difficult for us to raise capital on acceptable terms, if at all, and may negatively impact our reputation with our customers and cause customers to place new orders with other companies.

We have identified a material weakness in our internal control over financial reporting, which did, and could continue to, if not remediated, adversely effect our ability to report our financial condition and results of operations in a timely and accurate manner.

We have concluded that our internal control over financial reporting was not effective as of September 30, 2021 due to the existence of a material weakness in such controls, and we have also concluded that our disclosure controls and procedures were not effective as of September 30, 2021 due to a material weakness in our internal control over financial reporting, all as described in Part I, Item 4, "Controls and Procedures" of this Quarterly Report on Form 10-Q/A.

Although we have initiated remediation measures to address the identified weakness, we cannot provide assurance that our remediation efforts will be adequate to allow us to conclude that such controls will be effective in the future. We also cannot assure you that additional material weaknesses in our internal control over financial reporting will not arise or be identified in the future.

Refer to Item 1A. Risk Factors in the Company's annual report on Form 10-K for the year ended June 30, 2021 for the Company's risk factors. During the period ended September 30, 2021, there have been no changes to the Company's risk factors.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

None

ITEM 6. EXHIBITS

(a) Exhibits:

31.1	Certification of Chief Executive Officer in accordance with Section 302 of the Sarbanes-Oxley Act (filed herewith)
31.2	Certification of Chief Financial Officer in accordance with Section 302 of the Sarbanes-Oxley Act (filed herewith)
31.3	Certification of Chief Accounting Officer in accordance with Section 302 of the Sarbanes-Oxley Act (filed herewith)
32	Certification of Chief Executive Officer, Chief Financial Officer and Chief Accounting Officer in accordance with Section 906 of the Sarbanes-Oxley Act (filed herewith)
101.INS	XBRL Instance Document (filed herewith)
101.SCH	XBRL Taxonomy Extension Schema Document (filed herewith)
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document (filed herewith)
101.DEF	XBRL Taxonomy Extension Linkbase Document (filed herewith)
101.LAB	XBRL Taxonomy Extension Label Linkbase Document (filed herewith)
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document (filed herewith)

ITEMS 3, 4 AND 5 ARE NOT APPLICABLE AND HAVE BEEN OMITTED.

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.

REGISTRANT:
SHARPS COMPLIANCE CORP.

Dated: May 11, 2022

By: /s/ PAT MULLOY
Pat Mulloy
Chief Executive Officer and President
(Principal Executive Officer)

Dated: May 11, 2022

By: /s/ ERIC T. BAUER
Eric T. Bauer
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

Dated: May 11, 2022

By: /s/ DIANA P. DIAZ
Diana P. Diaz
Senior Vice President and Chief Accounting Officer
(Principal Accounting Officer)

Exhibit 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
IN ACCORDANCE WITH SECTION 302 OF THE SARBANES-OXLEY ACT

I, Pat Mulloy, certify that:

1. I have reviewed this quarterly report on Form 10-Q/A of Sharps Compliance Corp.;

2. Based on my knowledge, this 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 report;

3. Based on my knowledge, the financial statements, and other financial information included in this 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 report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, 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 report is being prepared;

    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; 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 over financial reporting.

Date: May 11, 2022

/s/Pat Mulloy
Chief Executive Officer and President
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER
IN ACCORDANCE WITH SECTION 302 OF THE SARBANES-OXLEY ACT

I, Eric T. Bauer, certify that:

1. I have reviewed this quarterly report on Form 10-Q/A of Sharps Compliance Corp.;

2. Based on my knowledge, this 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 report;

3. Based on my knowledge, the financial statements, and other financial information included in this 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 report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, 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 report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; 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 over financial reporting.

Date: May 11, 2022

/s/Eric T. Bauer
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

Exhibit 31.3

CERTIFICATION OF CHIEF ACCOUNTING OFFICER
IN ACCORDANCE WITH SECTION 302 OF THE SARBANES-OXLEY ACT

I, Diana P. Diaz, certify that:

1. I have reviewed this quarterly report on Form 10-Q/A of Sharps Compliance Corp.;

2. Based on my knowledge, this 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 report;

3. Based on my knowledge, the financial statements, and other financial information included in this 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 report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, 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 report is being prepared;

    (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; 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 over financial reporting.

Date: May 11, 2022

/s/Diana P. Diaz
Senior Vice President and Chief Accounting Officer
(Principal Accounting Officer)

Exhibit 32

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER
IN ACCORDANCE WITH SECTION 906 OF THE SARBANES-OXLEY ACT**

In connection with the quarterly report of Sharps Compliance Corp. (the "Company") on Form 10-Q/A for the period ended September 30, 2021, as filed with the Securities and Exchange Commission on the date hereof, each of the undersigned, in the capacities and on the dates indicated below, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to the best of their knowledge that:

(1) The Form 10-Q/A report for the period ended September 30, 2021, filed with the Securities and Exchange Commission on May 11, 2022 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Form 10-Q/A report for the period ended September 30, 2021 fairly presents, in all material respects, the financial condition and results of operations of Sharps Compliance Corp.

Date: May 11, 2022

/s/Pat Mulloy
Chief Executive Officer and President
(Principal Executive Officer)

Date: May 11, 2022

/s/Eric T. Bauer
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

Date: May 11, 2022

/s/Diana P. Diaz
Senior Vice President and Chief Accounting Officer
(Principal Accounting Officer)

The foregoing certification is being furnished solely pursuant to 18 U.S.C. § 1350 and is not being filed as part of the Report or as a separate disclosure document. A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.