

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

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

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

For the fiscal year ended June 30, 2021 Commission File Number 1-10004

**NAPCO SECURITY TECHNOLOGIES, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**11-2277818**

(IRS Employer Identification No.)

**333 Bayview Avenue, Amityville, New York 11701**

(Address of principal executive offices; zip code)

**(631) 842-9400**

(Registrant's telephone number, including area code)

Securities Registered Pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.01 par value	NSSC	Nasdaq Stock Market

Securities Registered Pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit 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 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 Exchange Act.

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 has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

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

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant as of the last business day of the registrant's most recently completed second fiscal quarter (December 31, 2020) was approximately \$376,476,776 based upon the price of the registrant's Common Stock on such date.

Number of shares outstanding of Common Stock, \$.01 par value, as of September 10, 2021 was 36,702,168.

**DOCUMENTS INCORPORATED BY REFERENCE:** None

## EXPLANATORY NOTE

Napco Security Technologies, Inc. (“Company”) is filing this Amendment No. 1 on Form 10-K/A (the “Amendment”) to amend its Annual Report on Form 10-K for the fiscal year ended June 30, 2021, originally filed with the U.S. Securities and Exchange Commission (the “SEC”) on September 13, 2021 (the “Original Report”). In filing this amendment, the Company is restating its previously issued audited financial statements for the periods contained therein to account changes to the Company’s inventory obsolescence reserve. Those previously issued financial statements should no longer be relied upon. Except as described below, all other information in, and the exhibits to, the Original Report remain unchanged. Accordingly, this Amendment should be read in conjunction with the Original Report and with our filings with the SEC made after the Original Report. This Amendment speaks as of the date of the Original Report and the Company has not updated the Original Report to reflect events occurring subsequent to the date of the Original Report.

### Background and Effects of the Restatement

Subsequent to the filing of the Original Form 10-K, management reviewed its methodology for calculating its reserves for obsolete inventory. During this review, management identified changes related to the Company’s reserves for obsolete inventory that it deemed appropriate. The reserves reflected in the Company’s Original Form 10-K relied primarily on estimates developed by management, which were based on historic and institutional knowledge and judgements as to the potential for obsolescence for items deemed at risk. Upon management’s review, it was determined a systematic method of evaluation, which utilized historical data, including sales data and component parts usage, as well as product life cycles, trends and judgement, is more accurate. This resulted in changes to the Company’s reserves for obsolescence for fiscal years 2021, 2020 and 2019. The effects of these changes on the financial statements for these periods are shown in the tables below.

A summary of the impact of the changes is as follows:

The table below sets forth the consolidated balance sheets information, including the balances originally reported and the restated balances as of:

	June 30, 2021			June 30, 2020		
	As previously reported	As restated	% increase/ (decrease)	As previously reported	As restated	% increase/ (decrease)
Inventory - Current	\$ 25,278	\$ 24,933	(1.4)%	\$ 35,231	\$ 34,727	(1.4)%
Inventory - Non-Current	7,164	6,767	(5.5)%	6,524	5,688	(12.8)%
Accrued income taxes	1,635	1,709	4.5 %	1,148	1,239	7.9 %
Deferred income taxes	347	380	9.5 %	112	43	(61.6)%
Retained earnings	94,345	93,312	(1.1)%	79,444	77,899	(1.9)%

Retained earning as of the beginning of fiscal 2019 has been adjusted by \$894 related to the restatement of inventories (\$901) net of tax effect of (\$7).

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The tables below set forth the consolidated statements of income information, including the balances originally reported and the restated balances for the fiscal years ended:

June 30, 2021			
(in thousands, except for share and per share data)			
	As previously reported	Restated	% increase/ (decrease)
Equipment Related Expenses	\$ 58,998	\$ 58,401	(1.0)%
Cost of Sales	63,884	63,287	(0.9)%
Gross Profit	50,151	50,748	1.2 %
Operating Income	17,335	17,932	3.4 %
Income before provision for Income Taxes	17,330	17,927	3.4 %
Provision for Income Taxes	2,429	2,514	3.5 %
Net Income	14,901	15,413	3.4 %
Income per share:			
Basic	\$ 0.41	\$ 0.42	2.4 %
Diluted	\$ 0.41	\$ 0.42	2.4 %

June 30, 2020			
(in thousands, except for share and per share data)			
	As previously reported	Restated	% increase/ (decrease)
Equipment Related Expenses	\$ 53,434	\$ 54,182	1.4 %
Cost of Sales	57,767	58,515	1.3 %
Gross Profit	43,592	42,844	(1.7)%
Operating Income	10,813	10,065	(6.9)%
Income before provision for Income Taxes	10,804	10,056	(6.9)%
Provision for Income Taxes	2,284	2,261	(1.0)%
Net Income	8,520	7,795	(8.5)%
Income per share:			
Basic	\$ 0.23	\$ 0.21	(8.7)%
Diluted	\$ 0.23	\$ 0.21	(8.7)%

June 30, 2019			
(in thousands, except for share and per share data)			
	As previously reported	Restated	% increase/ (decrease)
Equipment Related Expenses	\$ 55,240	\$ 54,930	(0.6)%
Cost of Sales	59,042	58,732	(0.5)%
Gross Profit	43,890	44,200	0.7 %
Operating Income	13,466	13,776	2.3 %
Income before provision for Income Taxes	13,445	13,755	2.3 %
Provision for Income Taxes	1,222	1,274	4.3 %
Net Income	12,223	12,481	2.1 %
Income per share:			
Basic	\$ 0.33	\$ 0.34	3.0 %
Diluted	\$ 0.33	\$ 0.34	3.0 %

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The table below sets forth the consolidated statements of cash flows information, including the balances originally reported and the restated balances for the fiscal years ended June 30:

June 30, 2021				
(in thousands, except for share and per share data)				
	As previously reported		Restated	% increase/ (decrease)
Net income	\$ 14,901	\$	15,413	3.4 %
Change to inventory obsolescence reserve	519		(79)	(115.2)%
Deferred income taxes	235		337	43.4 %
Changes in operating assets and liabilities:				
Accounts payable, accrued expenses, accrued salaries and wages, accrued income taxes	1,906		1,889	(0.9)%
Net Cash Provided by Operating Activities	22,987		22,987	— %
June 30, 2020				
(in thousands, except for share and per share data)				
	As previously reported		Restated	% increase/ (decrease)
Net income	\$ 8,520	\$	7,795	(8.5)%
Change to inventory obsolescence reserve	(124)		624	(603.2)%
Deferred income taxes	40		(47)	(217.5)%
Changes in operating assets and liabilities:				
Accounts payable, accrued expenses, accrued salaries and wages, accrued income taxes	1,862		1,926	3.4 %
Net Cash Provided by Operating Activities	10,305		10,305	— %
June 30, 2019				
(in thousands, except for share and per share data)				
	As previously reported		Restated	% increase/ (decrease)
Net income	\$ 12,223	\$	12,481	2.1 %
Change to inventory obsolescence reserve	(272)		(582)	114.0 %
Deferred income taxes	755		755	— %
Changes in operating assets and liabilities:				
Accounts payable, accrued expenses, accrued salaries and wages, accrued income taxes	1,528		1,580	3.4 %
Net Cash Provided by Operating Activities	8,653		8,653	— %

### **Internal Control Over Financial Reporting**

Management has reassessed its evaluation of the effectiveness of its internal control over financial reporting as of June 30, 2021 as further described in item 9A and Management's Annual Report on Internal Control over Financial Reporting on page FS-1 of this Amendment, and concluded that a material weakness existed and that disclosure controls and procedures were not effective. Management's previous annual report on internal control over financial reporting should no longer be relied upon. 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 a company's annual or interim financial reports will not be prevented or detected on a timely basis. The existence of one or more material weaknesses precludes a conclusion by management that a company's disclosure controls and procedures and internal control over financial reporting are effective. Management is taking additional steps, as described in Management's Annual Report on Internal Control over Financial Reporting on page FS-1 of this Amendment, to remediate the material weakness in our internal control over financial reporting. For more information regarding the restatement and its impact on our financial statements, refer to Note 1A, Restatement of Previously Issued Financial Statements of the Notes to the Financial Statements included within this Amendment.

### **Items Amended in this Filing**

This Amendment amends and restates the following Items 1 and 1A appearing in Part I, Items 6, 7, 8 and 9A appearing in Part II, and Item 15 appearing in Part IV. In accordance with applicable SEC rules, this Amendment includes certifications as required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended (the "Exchange Act") from the Company's Principal Executive Officer and Principal Financial Officer dated as of the date of this Amendment.

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## **PART I**

### **ITEM 1: BUSINESS.**

#### **Overview**

Napco Security Technologies, Inc (“NAPCO”, “the Company”, “we”) is one of the leading manufacturers and designers of high-tech electronic security devices, cellular communication services for intrusion and fire alarm systems as well as a leading provider of school safety solutions. We offer a diversified array of security products, encompassing access control systems, door-locking products, intrusion and fire alarm systems and video surveillance products. These products are used for commercial, residential, institutional, industrial and governmental applications, and are sold worldwide principally to independent distributors, dealers and installers of security equipment. We have experienced significant growth in recent years, primarily driven by fast growing recurring service revenues generated from wireless communication services for intrusion and fire alarm systems, as well as our school security products that are designed to meet the increasing needs to enhance school security as a result of on-campus shooting and violence in the U.S. While recurring service revenues have continued to increase during the COVID-19 pandemic, equipment sales were negatively impacted by the economic slowdown associated with this pandemic.

Since 1969, NAPCO has established a heritage and proven record in the professional security community for reliably delivering both advanced technology and high-quality security solutions, building many of the industry’s widely recognized brands, such as NAPCO Security Systems, Alarm Lock, Continental Access, Marks USA, and other popular product lines: including Gemini and F64-Series hardwire/wireless intrusion systems and iSee Video internet video solutions. We are also dedicated to developing innovative technology and producing the next generation of reliable security solutions that utilize remote communications and wireless networks, including our StarLink, iBridge, and more recently the iSecure product lines. Today, millions of businesses, institutions, homes, and people around the globe are protected by products from the NAPCO Group of Companies.

Our net sales were \$114.0 million, \$101.4 million and \$102.9 million for the fiscal years ended June 30, 2021, 2020 and 2019, respectively. The change in our net sales was driven primarily by increased sales of our recurring services (\$9.9 million) and sales of equipment (\$2.7 million) as compared to the same period a year ago. The increase in equipment sales was due primarily to the recovery from the economic effects of the COVID-19 pandemic and the elimination of most of the closures mandated by federal and state governments during the early and peak stages of the pandemic. As these closures abated and economic conditions improved, our equipment sales increased. Our net income was \$15.4 million, \$7.8 million and \$12.5 million for the fiscal years ended June 30, 2021, 2020 and 2019, respectively. The increase in net income during this period was due primarily to the recovery from the COVID-19 impact described above, as well as by the growth of our recurring revenue business.

#### **Our Products and Services**

The Company’s products and services are comprised of the following:

- Alarm Lock standalone and networked digital door locks
- Marks USA standard and custom Locksets, Panic Devices and Door Closers
- NAPCO Gemini intrusion alarm equipment
- NAPCO StarLink and FireLink cellular communication devices and services
- NAPCO iSecure integrated cellular intrusion alarm systems
- Continental Access door controllers and hosted services for access control

Door Security Products.

The Company manufactures a variety of door locking devices including microprocessor-based electronic door locks with push button, card reader and bio-metric operation, door alarms, mechanical door locks and simple dead bolt locks. These devices may control a single door or, in the case of some of the Company's microprocessor-based door locks, may be networked with the Company's access control systems and controlled remotely.

Intrusion and Fire Alarm Systems.

Alarm systems usually consist of various detectors, a control panel, a digital keypad and signaling equipment. When a break-in occurs, an intrusion detector senses the intrusion and activates a control panel via hard-wired or wireless transmission that sets off the signaling equipment and, in most cases, causes a bell or siren to sound. Communication equipment such as a cellular or digital communicator may be used to transmit the alarm signal to a central station or another person selected by a customer. Cellular communicators have become more popular and panels and communicators are trending towards integration so that many alarm panels will contain an integrated cellular communication device.

The Company manufactures and markets the following products for these alarm systems:

- *Automatic Communicators.* When a control panel is activated by a signal from an intrusion detector, it activates a communicator that can automatically dial one or more pre-designated telephone numbers utilizing wired ("landline") or cellular communications systems. If programmed to do so, a digital communicator dials the telephone number of a central monitoring station and communicates in computer language to a digital communicator receiver, which signals an alarm message.
- *Cellular communication devices.* A cellular communication device connects to the communicator and is used in lieu of, or in addition to, a landline for communicating with a central monitoring station.
- *Control Panels.* A control panel is the "brain" of an alarm system. When activated by any one of the various types of intrusion detectors, it can activate an audible alarm and/or various types of communication devices.
- *Combination Control Panels/Digital Communicators and Digital Keypad Systems.* A combination control panel, digital communicator and a digital keypad has continued to be the leading configuration in terms of dealer and consumer preference. Benefits of the combination format include the cost efficiency resulting from a single microcomputer function, as well as the reliability and ease of installation gained from the simplicity and sophistication of micro-computer technology.
- *Fire Alarm Control Panel.* Multi-zone fire alarm control panels, which accommodate an optional digital communicator for reporting to a central station, are also manufactured by the Company.
- *Area Detectors.* The Company's area detectors are both passive infrared heat detectors and combination microwave/passive infrared detectors that are linked to alarm control panels. Passive infrared heat detectors respond to the change in heat patterns caused by an intruder moving within a protected area. Combination units respond to both changes in heat patterns and changes in microwave patterns occurring at the same time.

Recurring Cellular Communication Services.

The Company provides cellular access for the cellular communication devices described above. These services are provided and invoiced on a month to month basis. Revenues from these services have grown significantly over the past several years, increasing 95% from fiscal 2019 to fiscal 2021. These revenues, which currently have a gross margin of approximately 86% for the fiscal year ended June 30, 2021, represent approximately 30% of our total revenue for the fiscal year ended of June 30, 2021. The Company's long-term goal is to have recurring revenues from these services to represent at least 50% of total revenue.

### Access Control Systems.

Access control systems consist of one or more of the following: various types of identification readers (e.g. card readers, hand scanners), a control panel, a PC-based computer and electronically activated door-locking devices. When an identification card or other identifying information is entered into the reader, the information is transmitted to the control panel/PC which then validates the data and determines whether or not to grant access by electronically deactivating the door locking device. An electronic log is kept which records various types of data regarding access activity.

### Video Surveillance Systems.

Video surveillance systems typically consist of one or more video cameras, a control panel and a video monitor or PC. More advanced systems can also include a recording device and some type of remote communication device such as an internet connection to a PC or browser-enabled cell phone. The system allows the user to monitor various locations at once while recorders save the video images for future use. Remote communication devices can allow the user to view and control the system from a remote location. The Company designs, engineers, and markets the software and control panels discussed above. It also buys and resells various video cameras, PC-based computers and peripheral equipment for video surveillance systems.

The Company designs, engineers, manufactures and markets the software and control panels discussed above. It also buys and resells various identification readers, PC-based computers and various peripheral equipment for access control systems.

### Peripheral Equipment

The Company also markets peripheral and related equipment manufactured by other companies. Revenues from peripheral equipment have not been significant.

## **Our Growth Drivers**

### *Recurring Revenue Business*

In 2012, we began to generate recurring revenue by developing our cellular radio technology. Since then, we have continued to introduce additional products generating recurring revenues, primarily in the cellular communication devices such as our StarLink, iBridge, and more recently the iSecure product lines. These products are installed at the premises of end customers and we generate revenue by both upfront purchase of our products and monthly subscription fees for services we perform at our cloud-based operations center to monitor security breaches and fire alarms. The monthly recurring revenue allows us to generate a more consistent and predictable stream of income and mitigates the risk of fluctuation in market demand for our equipment products. In addition, these products generate higher gross margin, which has the effect of improving our profitability. We believe there is a significant market opportunity for these products and services, because many commercial and residential customers prefer to purchase real-time security monitoring services to ensure continuous protection and swift responses to security breaches and fire alarms.

We also experienced accelerating growth in our recurring revenue from sales of fire radio products. In the past few years, we introduced several Starlink fire radio solutions, including a Starlink dual path radio that can utilize cellular or internet technologies for their communication function. Dual path radios are required by local fire codes in certain areas such as New York City or L.A. County. A third fire radio was introduced during fiscal 2019 in the form of a Firelink fire panel with a Starlink fire radio built into it. In general, the gross margin for fire radio products is higher than the other Starlink solutions. The sales of fire radio products have contributed positively to our gross margin during the fiscal year ended June 30, 2021. We expect that fire radio products will continue to be an increasing portion of the overall mix of our recurring revenue and positively impact our gross margin.

We intend to continue pursuing recurring revenue opportunities by developing new and innovative products and continuing our aggressive and effective sales and marketing efforts. For the fiscal year ended June 30, 2021, our recurring revenue constituted approximately 30% of our total revenue. Our strategy is to increase our recurring revenue as a percentage of total revenue in the foreseeable future.

### *School Security and Public Safety*

The recent growth of our business is partly driven by the significant need for increased security in schools and other public spaces. In the U.S., there are over 100,000 K-12 schools, over 10,000 colleges and universities and over 350,000 houses of worship. Management estimates that less than 10% of these institutions have adequate protection from an active shooter or intruder. As a result of increased “active shooter” incidents, a number of U.S. states and local governments have substantially increased school security budgets. Many colleges and universities have large endowments which are starting to be utilized to address this critical issue. Security equipment and services focused on education has reached over \$3 billion in revenues and this segment is still in the early stages as many K-12 schools, colleges and universities have still not addressed this issue.

With a full suite of products and solutions, we believe we are well positioned to meet the security needs of schools, houses of worship, and other places where people congregate. Depending on the needs of the school and their budget, we offer (i) Standalone LocDown locks which can be operated by a teacher, (ii) a series of Networx standalone wireless locks which communicate with central controls, or (iii) enterprise-class access control with cellular connectivity, which allows the head of security to lock down all or part of the campus, including dorm rooms, classrooms and administrative offices, from a centralized office.

The Company has had several significant wins in school security contracts, including the Houston Independent School District, which is the largest school district in Texas and the seventh largest in the U.S. On this project the Company implemented its Enterprise-wide security solution via its Continental Access control with intrusion, video and alarm communicators. Another example is Pepperdine University in Malibu, California, where the Company provided a lockdown system in place for its over 1,700 dorm rooms that required both locking and access control technologies. We were chosen because we were the only security company that has both locking and access control technologies that work on the same platform and met the needs of the university.

### **Competitive Strengths**

The security products industry is highly competitive. The Company's primary competitors are comprised of approximately 12 other companies that manufacture and market security equipment to distributors, dealers, central stations and original equipment manufacturers. The Company believes that not one of these competitors is dominant in the industry. Most of these companies have substantially greater financial and other resources than the Company. However, unlike the Company, we believe that none of these competitors manufactures all key building security products: Intrusion Alarms and Access Control, Connectivity, and Locking devices. As more security installations include multiple security-related systems, which can include, intrusion, fire, access control, door-locking and connectivity, there is more demand for the various systems to communicate with each other. By having everything manufactured under one roof, we can offer customers one integrated platform solution without the risk of incompatible equipment from multiple vendors to “talk” to each other. Furthermore, many of our distributors, customers, and dealers prefer a single source of supply with more consistency in quality, pricing and timely shipment of products. In addition, we believe our competitors will face substantial challenges and barriers to duplicate or establish similar integrated offerings for all of these key markets.

We also have a manufacturing facility located in the Dominican Republic (“D.R.”) that manufactures over 90% of our products. It is located in a free zone which is a tax-advantaged location. The Company also benefits from the lower tariffs available to it under The Dominican Republic-Central America FTA (CAFTA-DR). The D.R. manufacturing operation is vertically integrated and operates in a low-cost location, where the typical labor cost is approximately one-tenth (1/10) of the cost for similar services in the U.S. The D.R. facility allows us to maintain a lower manufacturing overhead and improve our gross margin. This facility is currently running one shift, plus a second shift on select products with the ability to run 3 full shifts. Additional staffing is readily available for future expansion. The annual revenue that can be generated per shift is approximately \$100 million. The building is a self-contained “concrete bunker” with ability to withstand Category 5 hurricanes. Both locations contain enough land to build additional space; 180,000 square feet of additional manufacturing space in the D.R., and approximately 100,000 square feet of office and warehousing space in Amityville, should the need arise. The Company has multiple transportation options between the D.R. and Amityville facilities. Shipping times from the D.R. to the Amityville facility are typically 6-8 days.

We perform our managerial and administrative activities in the U.S. in our facility located in Amityville, New York, which is 100,000 square feet and serves as Company’s headquarters, containing its corporate offices, research and development, design, sales administration, technical services, finance, procurement, manufacturing control, warehousing, and shipping operations. We believe that our ability to provide timely and effective technical support and services to our U.S. customers from our U.S. facility in Amityville is an advantage over other companies in the security industry that have moved customer service functions overseas to

countries such as India and Philippines. Our dealers and customers rely substantially on the ability to communicate real-time to experts who can provide clear and understandable advice and instruction, because they are usually dealing with highly technical problems on a job site with little time to spare.

The Company competes primarily on the basis of the features, quality, reliability and pricing of, and the incorporation of the latest innovative and technological advances into, its products. The Company also competes by offering technical support services to its customers. In addition, the Company competes on the basis of its expertise, its proven products, its reputation and its ability to provide products to customers on a timely basis. The inability of the Company to compete with respect to any one or more of the aforementioned factors could have an adverse impact on the Company's business.

### **Our Strategy**

Due to paradigm changes in the security marketplace, the Company's focus has been on mandatory (non-elective) systems, such as fire systems with central station monitoring in commercial buildings, and IoT-driven connectivity services in high growth and margin categories. As copper land lines are phased out and more people switch to cellular phone service for their homes, our cellular communication services become increasingly attractive in these installations, both new and existing. We have built a strong competitive position by developing a wide range of software capabilities from embedded micro-coding to enterprise system software, database design, mobile applications development, user portal design, mechanical and electronic mechanisms and telecommunications, featuring our significant radio and cellular communications expertise. This has enabled us to create recurring revenue opportunities across product lines, and we intend to expand such opportunities to generate recurring revenue that will account for over 50% of our total revenue and to sustain profitability from recurring revenue margins of over 80%. We are also focusing on security solutions for the healthcare industry, including anti-ligature lockets designed for life safety and liability reduction in hospitals, behavior health institutions and correctional facilities, and such products are highly profitable while complying with applicable regulatory and health standards. We believe that our ability to design and produce these products and services are possible due to our advanced set of in-house engineering technology capability from mechanical to electronic and electro-mechanical products, digital, microprocessor and analog circuit design, networking products, and wireless and cellular communications electronics.

### **Research and Development**

The success of the Company's business depends substantially on its ability to develop new and proprietary technology and products. The research and development ("R&D") costs incurred by the Company are charged to expense as incurred and are included in "Operating expenses" in the consolidated statements of operations. During the fiscal years ended June 30, 2021, 2020 and 2019, the Company expended approximately \$7,620,000, \$7,257,000 and \$7,212,000, respectively, on research and development activities conducted primarily by its engineering department to develop and improve the products. The Company intends to continue to conduct a significant portion of its future research and development activities internally.

### **Employees**

As of June 30, 2021, the Company had 1,102 full-time employees.

### **Marketing**

The Company's staff of approximately 62 sales and marketing support employees located at the Company's Amityville offices sells and markets our products primarily to independent distributors, wholesalers and dealers of security alarm and security hardware equipment. The Company currently has approximately 12,000 customers made up of distributors, installing dealers and wholesalers who purchase our products from distributors or directly from the Company. The Company's sales representatives periodically contact existing and potential customers to introduce new products and create demand for those as well as other Company products. These sales representatives, together with the Company's technical personnel, provide training and other services to wholesalers and distributors so that they can better service the needs of their customers. In addition to direct sales efforts, the Company advertises in technical trade publications and participates in trade shows in major United States cities.

## **Seasonality**

The Company's fiscal year begins on July 1 and ends on June 30. Historically, the end users of the Company's products want to install its products prior to the summer; therefore, sales of its products historically peak in the period April 1 through June 30, the Company's fiscal fourth quarter, and are reduced in the period July 1 through September 30, the Company's fiscal first quarter. In addition, demand for our products is affected by the housing and construction markets. Deterioration of the current economic conditions may also affect this trend.

Our fourth quarter of fiscal 2020 and fiscal 2021 reflected the challenging business environment resulting from the COVID-19 pandemic. The COVID-19 pandemic had caused difficulties for security equipment professionals getting access to both commercial and residential installation sites. We sell our products primarily through distribution to dealers and we are now seeing strong sell-through statistics from several of our largest distributors. Increased sell-through of our products from our distributors to the alarm and locking dealers during the third and fourth quarters of fiscal 2021, as compared to the three quarters preceding them, indicates that security equipment professionals are getting increased access to both commercial and residential installation sites and using more and more of our products.

## **Raw Materials**

The Company prepares specifications for component parts used in the products and purchases the components from outside sources or fabricates the components itself. These components, if standard, are generally readily available; if specially designed for the Company, there is usually more than one alternative source of supply available to the Company on a competitive basis. The Company generally maintains inventories of all critical components. A majority of purchased components are sourced from U.S. and Asian suppliers and are typically shipped directly to the D.R. The Company, for the most part, is not dependent on any one source for its raw materials. The Company believes that any vendor that is currently the sole source of a component can be replaced without a material impact on the Company.

## **Corporate Information and History**

The Company was founded in 1969 and incorporated as NAPCO in December 1971 in the State of Delaware. NAPCO went public on NASDAQ with the ticker symbol "NSSC", in 1972.

In 1987, the Company acquired a locking company, Alarm Lock Systems, the first of its three acquisitions. In 2000, the Company acquired an access control company, Continental Instruments. In 2008, the Company acquired another locking company, Marks USA. In 1990, the Company began the process of moving most of its manufacturing operations offshore. After studying various options, the D.R. was chosen as it is relatively close to our headquarters (three and half hours by plane), is in the same time zone, has a relatively stable political and economic situation and is a low cost manufacturing environment. In 1995, the Company built a state-of-the-art 180,000 square foot facility in the D.R., and we continued to improve and upgrade the facility's manufacturing capability by utilizing and acquiring the latest technology and equipment.

Our executive offices are located at 333 Bayview Ave, Amityville NY 11701. Our telephone number is (631) 842-9400.

## **Website Access to Company Reports**

Copies of our filings under the Securities Exchange Act of 1934 (including annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and all amendments to these reports) are available free of charge on our website ([www.napcosecurity.com](http://www.napcosecurity.com)) on the same day they are electronically filed with the Securities and Exchange Commission. The Company has one class of Common Stock which trades on the NASDAQ Global Market under the symbol "NSSC".

## **ITEM 1A: RISK FACTORS**

The risks described below are among those that could materially and adversely affect the Company's business, financial condition or results of operations. These risks could cause actual results to differ materially from historical results and from any results predicted by any forward-looking statements related to conditions or events that may occur in the future.

***Our business operation and financial performance are adversely affected by the COVID-19 pandemic and related events.***

We are subject to risks related to the global pandemic associated with the COVID-19 disease, which has spread globally to the U.S. and other countries where we have operations, including the Dominican Republic. Numerous federal and state governmental jurisdictions have imposed “stay-at-home” orders, quarantines, travel bans and similar governmental orders and restrictions to control the spread of COVID-19. Such orders or restrictions have resulted in business closures, work stoppages, slowdowns and delays in commercial activities, unprecedented and widespread unemployment, disruptions to ports and other shipping infrastructure, border closures, and other travel or health-related restrictions, thereby negatively impacting our customers, suppliers, distributors, employees, offices, and the industry in which we operate.

As a result of the COVID-19 pandemic and the related economic downturn, we had experienced a decline in the demand for our products, as our distributors and customers reduced orders and adjusted their inventory channel in response to slowdown in spending and demand for security products. While the economic recovery from this pandemic has resulted in increased demand for our products in fiscal 2021, re-institution of a prolonged stay-at-home order, or any other continued decrease in economic activity as a result of COVID-19 pandemic, would have a negative adverse impact on our customers and their financial condition, which could impact their ability to meet their financial obligations and could result in elevated levels of delinquencies and bad debt losses. In addition, we rely upon our third-party vendors to provide parts and materials for us to produce our products. If any of these vendors are unable to continue to provide us with these parts and materials, it could negatively impact our ability to serve our customers. We also could be adversely affected if key personnel or a significant number of employees were to become unavailable due to the effects and restrictions of COVID-19 pandemic in areas where we operate.

We manufacture substantially all of products in our factory in Dominican Republic, which are then shipped to us in the United States for further distribution. The government authorities in Dominican Republic have imposed restrictions as a result of the pandemic that impacted activities at the factory, which may reduce our productivity and output. Additional restrictions and limitations on international travel and transportation, including air travel, may make it more difficult for us to ship and transport products from Dominican Republic to the U.S., which may cause delays and disruptions in our supply chain.

Moreover, if we determine that long-lived assets are not realizable as a result of a significant reduction in the projected future cash flows resulting from the COVID-19 pandemic, we may be required to write down these assets or incur impairment charge under current accounting standards, which would have a negative effect on our consolidated financial statements. If economic conditions in the U.S. decline due to the pandemic it may reduce revenues associated with our intangible assets, including assets acquired in our prior acquisitions, and result in a reduction of future expected cash flows. Such a reduction could result in significant impairment charges to adjust the carrying value of the intangible assets.

During fiscal 2021, the impact of the COVID-19 pandemic on the Company’s operations lessened. However, the future impact of the ongoing COVID-19 pandemic remains highly uncertain and subject to change. We cannot predict when the pandemic will end and when related governmental orders and restrictions will be eased or lifted, and any extension or prolonged implementation of these restrictions will further adversely affect our business, customers and financial results. Even after such orders and restrictions are eased or lifted, the severe economic harm and recession inflicted upon the jurisdictions and areas in which we operate may last for an extended period of time and continue to adversely affect our business and financial performance, and there is no guarantee that we will be able to act quickly and effectively to return to our normal operations.

***Our business could be materially adversely affected as a result of general economic and market conditions.***

We are subject to the effects of general economic and market conditions. In the event that the any of these conditions deteriorate, our revenue, profit and cash-flow levels could be materially adversely affected in future periods. In the event of such deterioration, many of our current or potential future customers may experience serious cash flow problems and as a result may, modify, delay or cancel purchases of our products. Additionally, customers may not be able to pay, or may delay payment of, accounts receivable that are owed to us. If such events do occur, they may result in our expenses being too high in relation to our revenues and cash flows.

During weak economic times, the available pool of independent distributors, dealers and installers of security equipment may decline as the prospects for home building and home renovation projects diminish, which may have a corresponding impact on our growth prospects. In addition, there is an increased risk during these periods that an increased percentage of independent distributors, dealers

and installers of security equipment will file for bankruptcy protection, which may harm our reputation, revenue, profitability and results of operations.

***The markets we serve are highly competitive and we may be unable to compete effectively.***

We compete with approximately 12 other companies that manufacture and market security equipment to distributors, dealers, control stations and original equipment manufacturers in the U.S. Most of these companies may have substantially greater financial and other resources than the Company. The Company competes primarily on the basis of the features, quality, reliability and pricing of, and the incorporation of the latest innovative and technological advances into its products, as well as technical support services to its customers. The Company competes on the basis of its expertise, its proven products, its reputation and its ability to provide products to customers on a timely basis. The inability of the Company to compete with respect to any one or more of the aforementioned factors could have an adverse impact on the Company's business.

Our business may also be materially adversely affected by the announcement or introduction of new products and services by our competitors, and the implementation of effective marketing or sales strategies by our competitors. Our industry is characterized by constantly improved products. There can be no assurance that competitors will not develop products that are superior to the Company's products. We have historically invested approximately 6% to 8% of annual revenues on R&D to mitigate this risk. However, many of our competitors have dedicated more resources and capabilities to R&D, including committing more engineers and capital expenditures, to develop and design new product that may enter the markets sooner or with more penetration. Future success will depend, in part, on our ability to continue to develop and market products and product enhancements cost-effectively. The Company's research and development expenditures are principally targeted at enhancing existing products, and to a lesser extent at developing new ones. Further, there can be no assurance that the Company will not experience additional price competition, and that such competition may not adversely affect the Company's revenues and results of operations

***We may not be able to maintain or control our expenses proportionate to our sales volumes to generate profit for our business.***

Certain of our expenses are fixed or semi-variable, including our costs for operating our manufacturing facilities. While expense levels relative to current sales levels result in positive net income and cash flows, if sales levels decrease significantly and we are unable to reduce expenses proportionately, our business may be adversely affected. The amount of our operating expenses are subject to variables and factors that may not be within our control, including but are not limited to, unexpected expenses relating to the manufacturing of products; increased compensation requirement for our employees and cost of raw materials. A significant portion of our expense is labor cost, including costs for workers who are operating our facility in the Dominican Republic. While we have been able to control our expenses due to the lower labor costs in the Dominican Republic, there is no guarantee that such costs will not increase in the future, or that sufficient number of workers in Dominican Republic will be available to operate the facility efficiently, and our failure to maintain effective labor costs may adversely affect our results of operations.

***Our business could be adversely affected as a result of housing and commercial building market conditions.***

We are subject to the effects of housing and commercial building market conditions. The sales of our security products tend to increase during period in which new housing and commercial real estate constructions are increasing. If these conditions deteriorate, resulting in declines in new housing or commercial building constructions, existing home or commercial building sales or renovations, our business, results of operations or financial condition could be materially adversely affected, particularly in our intrusion and door locking product lines. The condition of the residential and commercial building markets in which we operate is cyclical and depends on the condition of the economy in the United States, and on the perceptions of investors of the overall economic outlook. Rising interest rates, declining employment levels, declining demand for real estate, declining real estate values or periods of general economic slowdown or recession or the perception that any of these events may occur have negatively impacted the real estate market in the past and may in the future negatively impact our ability to sell products and generate new revenue sources.

***We may not be able to grow our recurring revenue business to generate consistent revenue and profitability.***

A significant driver of our growth is our recurring revenue business in which customers who purchased our products and equipment are required to pay monthly fees for communications services to maintain the operation of such products. Our recurring revenue products, such as StarLink, iSecure and iBridge, tend to generate higher gross margin and are less susceptible to volatility of market demand and economic conditions. However, our revenue recurring business is relatively new and we have limited experience in

developing, marketing and selling such products. We also face intense competition where other companies with greater resources and experience have established a wider and more entrenched customer base for similar products and services, making it more difficult for us to penetrate into such market. In addition, we are required to incur costs to maintain a network operations center to provide customer support and services, and to comply with federal and state regulations governing the operation and communications of these products. Such costs may reduce our profitability if we are not able to grow and expand the recurring revenue business. As we are increasingly dependent on recurring revenue products as a driver for growth, our failure to execute our strategy for this business line will materially adversely affect our financial conditions and prospects.

***We may not be able to sustain and continue the growth of school security products.***

We recently experienced significant growth of demand for our security products from schools, universities and other educational institutions as a result of the national focus on prevention of school violence. Federal and state governmental authorities have proposed and enacted numerous legislation and laws, including the School Violence Prevention and Mitigation Act of 2019 that provide increased funding to public schools to implement and enhance security systems. While our business has benefited from such additional federal and state funding and increased demand, there is no guarantee that such funding and trend will continue. For example, if school shutdown continues as a result of the COVID-19 pandemic and various stay-at-home orders imposed by state governments, there could be a reduced need for schools to acquire and implement security systems, and state and federal government may also decide to reduce funding or impose additional criteria for funding. These factors may result in a decline of demand for our school security products which in turn may adversely affect our financial performance.

***We rely on distributors to sell our products and an adverse change in our relationship with such distributors may adversely affect our financial performance.***

We distribute our products primarily through independent distributors and wholesalers of security alarm and security hardware equipment. Our distributors and wholesalers also sell our competitors' products, and if they favor our competitors' products for any reason, they may fail or reduce their effort to market and sell our products as effectively or to devote resources necessary to provide effective sales, which would adversely affect our financial performance. In addition, our distributors order our products and maintain their inventory based on forecasts of potential demands from dealers and end customers, and our distributors may not be able to forecast such demand accurately, which may adversely affect our ability to generate sales and revenue in a timely manner. In some cases, distributors may delay ordering our products until they receive confirmation of orders from dealers and end customers, and this delay may cause disruption and make it more difficult for us to fill their order timely and effectively, which may adversely affect our revenue and sales.

The financial health of our distributors and wholesalers and our continuing relationships with them are important to our success. Some of these distributors and wholesalers, particularly smaller firms with limited working capital and resources, may not be able to withstand adverse changes in business conditions or mitigate the negative impact of a prolonged economic downturn or recession, including the impact of the COVID-19 pandemic. The failure of our distributors to maintain financial health and success will impact our ability to generate revenues. Furthermore, our relationship with distributors may change or terminate due to other factors beyond our control, including but are not limited to, acquisition of distributors by third parties may not be willing to continue the relationship with us; internal restructuring or refocus of business strategies; and changes in management, all of which may negatively impact our ability to continue to sell to such distributors. Finally, we generally do not have long-term agreements with distributors who purchase our products primarily through purchase orders. Without an agreement, we are not able to guarantee that such distributors will not discontinue or terminate relationship with us at any time, and any loss of distributor will negatively impact our financial conditions and results of operations.

***We may not be able to gain widespread or timely market acceptance of our new products and continue to build and enhance our brand to achieve growth.***

We rely on introduction of new products and services to penetrate new markets and identify additional sources of revenues order to grow our business. However, many of our distributors and customers may not be willing to change or switch to new products and equipment, or may require an extended period time to assess, test and evaluate functionalities and performance of our new products. Any delays in establishing widespread acceptance of our new products may adversely affect our financial performance and growth. In order to ensure market acceptance of new products, we have incurred and expect to incur significant expenses in sales and marketing campaign, and we may not be able to justify such costs if the effort does not produce sufficient sales and customer accounts.

We believe that building and maintaining market awareness, brand recognition and goodwill of our business and products in a cost-effective manner is important to our overall success in achieving widespread acceptance of our existing and future products and is an important element in attracting new customers. An important part of our business strategy is to increase awareness of our brand and to provide marketing leadership, services and support to our distributor and customer network. While we may choose to engage in a broader marketing campaign to further promote our brand, this effort may not be successful. Our efforts in developing our brand may be hindered by the marketing efforts of our competitors and our reliance on our third parties to promote our brand. If we are unable to cost-effectively maintain and increase awareness of our brand, our business, financial condition, cash flows and results of operations could be harmed.

***Our financial results could be materially adversely affected as a result of offering extended payment terms to customers or if we are not able to collect our accounts receivables on a timely basis from major customers.***

We regularly grant credit terms beyond 30 days to certain distributors and customers primarily in an effort to keep a full line of our products in-stock at our customers' locations. The longer the terms that are granted, the more risk is inherent in the collection of those receivables. We cannot guarantee that distributors and customers will be able to make payments on a timely basis even after a thorough review of their credit and financial history. The ability of distributors and customers to make such payments may be subject to factors beyond our control, including their financial conditions and business operation. We may also incur additional costs and effort to collect past due receivables without assurance that a sufficient or any amount of bad debt can be collected.

***We sell security products and systems and if our solutions fail for any reason, we could be subject to liability and our business could suffer.***

We sell security products and services, which are designed to secure the safety of our customer and their commercial, residential, institutional, industrial or governmental properties. Our products and services may contain undetected defects in the software, infrastructure, third-party components or processes. If these solutions fail for any reason, including due to defects in our equipment, software, a carrier outage or user error, we could be subject to liability for such failures and our business could suffer. In addition, our products and systems are not installed by us, and if third parties do not install or maintain our products correctly, our products and systems may not function properly. If the improper installation or maintenance of our products and systems leads to service or equipment failures after introduction of, or an upgrade to, our products and systems, we could experience harm to our branded reputation, claims by our customers or installers or lost revenue during the period required to address the cause of the problem. Any defect in, or disruption to, our products and systems could cause consumers not to purchase additional products or systems from us, prevent potential consumers from purchasing our products and systems or harm our reputation.

***We are subject to risks relating to the operation of a manufacturing facility in Dominican Republic.***

We operate a manufacturing facility in Dominican Republic where the majority of our products is made and shipped to our U.S. distributors. The facility requires us to incur certain fixed operating costs that do not fluctuate with changes in production levels or utilization of our manufacturing capacity. If production levels decline due to lower demand or reduced customer orders, our fixed costs are spread over reduced levels, which may contribute to decreasing margins and reduced profitability. Operation of a manufacturing facility also subjects us to certain additional risks, including but not limited to the following:

- Unavailability of workers or insufficient workforce to operate the factory;
- Compliance with local regulatory requirements, including labor laws and tax requirements;
- Difficulties in communication and coordination with U.S. headquarters;
- Natural disasters such as hurricanes which may damage our factory; and
- Effect of general political and economic conditions of the Dominican Republic.

The occurrence of any of these factors may adversely affect the production output and operation of our factory, which will disrupt our supply chain and negatively impact our financial performance. Furthermore, we have not identified any alternative third-party factory that can manufacture our products; therefore it would be difficult for us to replace any loss of output of capacity if our factory in Dominican Republic is not functioning properly or at all.

***Our business could be materially adversely affected by a weakening of the U.S. dollar against the Dominican peso.***

We are exposed to foreign currency risks due to our operations in the Dominican Republic. We have significant operations in the Dominican Republic, which conducts certain transactions in Dominican pesos. We are subject to the risk that currency exchange rates between the United States and the Dominican Republic will fluctuate significantly, potentially resulting in an increase in some of our expenses when US dollars are transferred to Dominican pesos to pay these expenses. For example, if the U.S. dollars weakens and the currency exchange rate is less favorable, it may be more costly for us to pay expenses for our factory in the Dominican Republic, which may adversely affect our financial conditions and results of operations.

***Our business could be materially adversely affected by adverse tax consequences of offshore operations.***

We have operations both within the United States and offshore, with a portion of our operating income generated outside the United States. We intend to reinvest these earnings in our foreign operations indefinitely, except where we are able to repatriate these earnings to the United States without material incremental tax expense. A significant portion of our assets that result from these earnings remain outside the United States. If these indefinitely reinvested earnings were repatriated into the United States as dividends, we would be subject to additional withholding taxes.

***Our failure to maintain the security of our information and technology networks could adversely affect us.***

We are dependent on information technology networks and systems, including the Internet, to process, transmit and store electronic information and, in the normal course of our business, we collect and retain certain information pertaining to our distributors, customers, partners and employees, including personal information. If security breaches in connection with the delivery of our solutions allow unauthorized third parties to access any of this data or obtain control of our systems, our reputation, business, financial condition, cash flows and results of operations could be harmed.

The legal, regulatory and contractual environment surrounding information security, privacy and credit card fraud is constantly evolving and companies that collect and retain such information are under increasing attack by cyber-criminals around the world. Further, as the regulatory focus on privacy issues continues to increase and worldwide laws and regulations concerning the protection of data and personal information expand and become more complex, these potential risks to our business will intensify. A significant actual or potential theft, loss, fraudulent use or misuse of distributors, customers, employee or other personally identifiable data, whether by third parties or as a result of employee malfeasance or otherwise, non-compliance with our contractual or other legal obligations regarding such data or a violation of our privacy and security policies with respect to such data could result in loss of confidential information, damage to our reputation, early termination of our business relationships, litigation, regulatory investigations or actions and other liabilities or actions against us, including significant fines by U.S. federal and state authorities, and other countries and private claims by companies and individuals for violation of data privacy and security regulations.

In addition, cyber-attacks from computer hackers and cyber criminals and other malicious Internet-based activity continue to increase generally, and perpetrators of cyber-attacks may be able to develop and deploy viruses, worms, ransomware, malware, DNS attacks, wireless network attacks, attacks on our cloud networks, phishing attempts, social engineering attempts, distributed denial of service attacks and other advanced persistent threats or malicious software programs that attack our products and services, our networks and network endpoints or otherwise exploit any security vulnerabilities of our products, services and networks. Techniques used to obtain unauthorized access or to sabotage systems change frequently and generally are not recognized until launched against a target. As a result, we may be unable to anticipate these techniques or to implement adequate preventative measures. We cannot be certain that advances in cyber-capabilities or other developments will not compromise or breach the technology protecting the networks that access our platforms and solutions, and we can make no assurance that we will be able to detect, prevent, timely and adequately address or mitigate the negative effects of cyber-attacks or other security breaches. If any one of these risks materializes, our business, financial condition, cash flows or results of operations could be materially and adversely affected.

***We rely on the effort and service of Richard L. Soloway, our founder, Chief Executive Officer and major stockholder.***

The success of the Company is largely dependent on the effort and service of Richard L. Soloway, who is our founder, President, Chief Executive Officer, Chairman of the Board and a major stockholder. We depend on Mr. Soloway on various aspects of our business operation, including his experience and knowledge in the industry, extensive relationships with distributors and customers, and his leadership to develop and implement business strategies. The loss or reduction of services by Mr. Soloway could have a material adverse effect on the Company's business and prospects.

***Our business could be materially adversely affected as a result of the inability to maintain adequate financing.***

While our business is currently solely dependent on cash-flows from operations to fund operations and capital expenditures we have an unused credit facility in the event that we need to supplement current cash-flows with outside financing. The credit facility provides for certain financial covenants relating to ratios affected by profit, asset and debt levels. If the Company's profits, asset or cash-flow levels decline below the minimums required to meet these covenants and we require outside financing, the Company may be materially adversely affected. Effects on the Company could include higher interest costs, reduction in borrowing availability or revocation of these credit facilities.

***We are obligated to develop and maintain a system of effective internal controls over financial reporting. These internal controls were not effective, which may adversely affect investor confidence in our company and, as a result, the value of our common stock.***

We have been and are required, pursuant to Section 404 of the Sarbanes-Oxley Act, to furnish a report by management on, among other things, the effectiveness of our internal control over financial reporting on an annual basis. This assessment includes disclosure of any material weaknesses identified by our management in our internal control over financial reporting. During the evaluation and testing process, if we identify one or more material weaknesses in our internal control over financial reporting, we will be unable to assert that our internal controls are effective and would be required to disclose any material weaknesses identified in Management's Report on Internal Control over Financial Reporting. While we have established certain procedures and control over our financial reporting processes, we cannot assure you that these efforts will prevent restatements of our financial statements in the future.

Our independent registered public accounting firm is also required, pursuant to Section 404 of the Sarbanes-Oxley Act, to report on the effectiveness of our internal control over financial reporting. For future reporting periods, our independent registered public accounting firm may issue a report that is adverse in the event it is not satisfied with the level at which our controls are documented, designed or operating. We may not be able to remediate any future material weaknesses, or to complete our evaluation, testing and any required remediation in a timely fashion.

If we are unable to conclude that our internal control over financial reporting is effective, or if our independent registered public accounting firm is unable to express an opinion that our internal controls over financial reporting are effective, investors could lose confidence in the accuracy and completeness of our financial reports, which could cause the price of our common stock to decline, and we could be subject to sanctions or investigations by regulatory authorities, including the SEC and Nasdaq. Failure to remediate any material weakness in our internal control over financial reporting, or to maintain other effective control systems required of public companies, could also restrict our future access to the capital markets.

In connection with the audit of our consolidated financial statements for the year ended June 30, 2021, our management and independent registered public accounting firm concluded that there was a material weakness in our internal control over financial reporting, and that our internal controls over financial reporting was not effective. A material weakness is a significant deficiency, or a combination of significant deficiencies, in internal control over financial reporting such that it is reasonably possible that a material misstatement of the annual or interim financial statements will not be prevented or detected on a timely basis. The material weakness identified related to controls over the Company's reserve for obsolete inventory.

While we have taken measures which we believe address the underlying causes of this material weakness, we cannot at this time estimate how long it will take to complete testing of the controls and our efforts may not prove to be successful in remediating this material weakness.

We cannot assure you that we have identified all, or that we will not in the future have additional, material weaknesses. If we are unable to successfully remediate any material weakness in our internal control over financial reporting, or identify any additional material weaknesses that may exist, the accuracy and timing of our financial reporting may be adversely affected, we may be unable to maintain compliance with securities law requirements regarding timely filing of periodic reports in addition to applicable stock exchange listing requirements, and our stock price may decline materially as a result.

**Risks Related to Ownership of Our Common Stock**

***If securities or industry analysts do not publish research or reports about our business, or publish negative reports about our business, our share price and trading volume could decline.***

The trading market for our common stock depends, in part, on the research and reports that securities or industry analysts publish about us or our business. We do not have any control over these analysts. If our financial performance fails to meet analyst estimates or one or more of the analysts who cover us downgrade our shares or change their opinion of our shares, our share price would likely

decline. If one or more of these analysts cease coverage of our company or fail to regularly publish reports on us, we could lose visibility in the financial markets, which could cause our share price or trading volume to decline.

***Mr. Soloway, members of management and certain directors own a significant portion of our outstanding voting stock and exert significant influence over our business and affairs.***

Richard L. Soloway, our Chief Executive Officer, members of management and our board of directors (“Board”) beneficially own approximately 21% of our common stock. Their significant ownership will, for the foreseeable future, enable them to control our management and affairs, and most matters requiring stockholder approval, including the election of directors, financing activities, a merger or sale of our assets and other significant corporate transactions. They may, in their discretion, elect to exercise these or similar rights at any time. Furthermore, the Company has established a staggered Board where the election of only one class of directors can be held at each annual meeting. This concentration of ownership, as well as a staggered or classified Board, could have the effect of delaying or preventing a change in our control or otherwise discouraging a potential acquirer from attempting to obtain control of us, which in turn could materially adversely affect our stock price and may prevent attempts by our stockholders to replace or remove our Board or management.

**PART II**

**ITEM 6: SELECTED FINANCIAL DATA.**

We are amending our selected financial data for the prior three fiscal years to reflect the modifications presented in the accompanying financial statements. We do not intend to include Selected Financial Data in future annual reports on Form 10-K.

The table below summarizes selected financial information. For further information, refer to the audited consolidated financial statements and the notes thereto beginning on page FS-1 of this report.

	Fiscal Year Ended and at June 30, (as restated)		
	(In thousands, except share and per share data)		
	2021	2020 (5)	2019 (4)
<b>Statement of earnings data:</b>			
Net Sales	\$ 114,035	\$ 101,359	\$ 102,932
Gross Profit (3)	50,748	42,844	44,200
Income from Operations	17,932	10,065	13,776
Net Income	15,413	7,795	12,481
<b>Cash Flow Data:</b>			
Net cash flows provided by operating activities	22,987	10,305	8,653
Net cash flows used in investing activities	(6,429)	(1,615)	(1,988)
Net cash flows provided by (used in) financing activities	—	1,530	(3,945)
<b>Per Share Data (6):</b>			
Net earnings per common share:			
Basic	\$ 0.42	\$ 0.21	\$ 0.34
Diluted	\$ 0.42	\$ 0.21	\$ 0.34
Weighted average common shares outstanding:			
Basic	36,696,000	36,888,000	37,148,000
Diluted	36,808,000	36,986,000	37,248,000
Cash Dividends declared per common share (1)	\$ —	\$ —	\$ —
<b>Balance sheet data:</b>			
Working capital (2)	\$ 75,391	\$ 60,452	\$ 50,885
Total assets	122,551	104,498	85,316
Long-term debt	1,518	2,110	—
Stockholders' equity	92,388	76,540	70,536

- (1) The Company has never paid a cash dividend on its common stock.
- (2) Working capital is calculated by deducting Current Liabilities from Current Assets.
- (3) Prior period balances have been reclassified to conform to the current period presentation.
- (4) Accounting Standards Update (“ASU”) No. 2014-09, Revenue from Contracts with Customers (Topic 606) was adopted on July 1, 2018, which resulted in an increase in sales allowance reserves (i.e. refund liabilities) by a net of \$1,627,000 and increase in other assets (i.e. return related assets) by a net of \$716,000. See Footnote 2 to the consolidated financial statements.
- (5) ASU No. 2016-02, Leases (Topic 842) (ASU 2016-02) was adopted on July 1, 2019. Adoption of the new standard resulted in the recording of an operating ROU asset and lease liabilities of approximately \$7.7 million. See Footnote 13 to the consolidated financial statements.
- (6) Share and Per Share data has been restated to reflect the retrospective effects of 2:1 Stock Split Declared on December 20, 2021.

## ITEM 7: MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

### Restatement of Previously Issued Financial Statements

*This "Management's Discussion and Analysis of Financial Condition and Results of Operations" has been amended and restated to give effect to the restatement of our financial statements, as more fully described in Note 1A to our financial statements entitled "Restatement of Previously Issued Financial Statements". For further detail regarding the restatement, see "Explanatory Note" and "Item 9A. Controls and Procedures."*

### Overview

Napco Security Technologies, Inc ("NAPCO", "the Company", "we") is one of the leading manufacturers and designers of high-tech electronic security devices, wireless communication services for intrusion and fire alarm systems as well as a leading provider of school safety solutions. We offer a diversified array of security products, encompassing access control systems, door-locking products, intrusion and fire alarm systems and video surveillance products. These products are used for commercial, residential, institutional, industrial and governmental applications, and are sold worldwide principally to independent distributors, dealers and installers of security equipment. We have experienced significant growth in recent years, primarily driven by fast growing recurring service revenues generated from wireless communication services for intrusion and fire alarm systems, as well as our school security products that are designed to meet the increasing needs to enhance school security as a result of on-campus shooting and violence in the U.S. While recurring service revenues have continued to increase during the COVID-19 pandemic, equipment sales were negatively impacted by the economic slowdown associated with this pandemic.

Since 1969, NAPCO has established a heritage and proven record in the professional security community for reliably delivering both advanced technology and high-quality security solutions, building many of the industry's widely recognized brands, such as NAPCO Security Systems, Alarm Lock, Continental Access, Marks USA, and other popular product lines: including Gemini and F64-Series hardware/wireless intrusion systems and iSee Video internet video solutions. We are also dedicated to developing innovative technology and producing the next generation of reliable security solutions that utilize remote communications and wireless networks, including our StarLink, iBridge, and more recently the iSecure product lines. Today, millions of businesses, institutions, homes, and people around the globe are protected by products from the NAPCO Group of Companies.

Our net sales were \$114.0 million, \$101.4 million and \$102.9 million for the fiscal years ended June 30, 2021, 2020 and 2019, respectively. The change in our net sales from fiscal 2020 to 2021 was driven primarily by increased sales of our products in the recurring revenue business (\$9.9 million) and sales of equipment (\$2.7 million) as compared to the same period a year ago. This increase was due primarily to the recovery from the economic effects of the COVID-19 pandemic and the related closures mandated by federal and state governments. The change in our net sales from fiscal 2019 to 2020 was driven primarily by increased sales of our products in the recurring revenue business as offset by a 34% decrease in sales of equipment in the fourth quarter of fiscal 2020 as compared to the same period a year ago. This decrease was due primarily to the economic effects of the COVID-19 pandemic and the related closures mandated by federal and state governments. Our net income was \$15.4 million, \$7.8 million and \$12.5 million for the fiscal years ended June 30, 2021, 2020 and 2019, respectively. The changes in net income during this period was due primarily to the COVID-19 impact and subsequent recovery described above, as well as by the growth of our recurring revenue business.

### Economic and Other Factors

We are subject to the effects of general economic and market conditions. If the U.S. or international economic conditions deteriorate, our revenue, profit and cash-flow levels could be materially adversely affected in future periods. In the event of such deterioration, many of our current or potential future customers may experience serious cash flow problems and as a result may, modify, delay or cancel purchases of our products. Additionally, customers may not be able to pay, or may delay payment of, accounts receivable that are owed to us. If such events do occur, they may result in our fixed and semi-variable expenses becoming too high in relation to our revenues and cash flows.

## Seasonality

The Company's fiscal year begins on July 1 and ends on June 30. Historically, the end users of the Company's products want to install its products prior to the summer; therefore, sales of its products historically peak in the period April 1 through June 30, the Company's fiscal fourth quarter, and are reduced in the period July 1 through September 30, the Company's fiscal first quarter. In addition, demand for our products is affected by the housing and construction markets. Deterioration of the current economic conditions may also affect this trend.

Our fourth quarter of fiscal 2020 and fiscal 2021 reflected the challenging business environment resulting from the COVID-19 pandemic. The COVID-19 pandemic had caused difficulties for security equipment professionals getting access to both commercial and residential installation sites. We sell our products primarily through distribution to dealers and we are now seeing strong sell-through statistics from several of our largest distributors. Increased sell-through of our products from our distributors to the alarm and locking dealers during the third and fourth quarters of fiscal 2021, as compared to the three quarters preceding them, indicates that security equipment professionals are getting increased access to both commercial and residential installation sites and using more and more of our products.

## Critical Accounting Policies and Estimates

The Company's significant accounting policies are fully described in Note 1 to the Company's consolidated financial statements included in its 2021 Annual Report on Form 10-K. Management believes these critical accounting policies, among others, affect its more significant judgments and estimates used in the preparation of its consolidated financial statements.

### Revenue Recognition

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services.

For product sales, the Company typically transfers control at a point in time upon shipment or delivery of the product. For monthly communication services the Company satisfies its performance obligation as the services are rendered and therefore recognizes revenue over the monthly period.

Typically timing of revenue recognition coincides with the timing of invoicing to the customers, at which time the Company has an unconditional right to consideration. As such, the Company typically records a receivable when revenue is recognized.

The contract with the customer states the final terms of the sale, including the description, quantity, and price of each product purchased. Payment for product sales is typically due within 30 and 180 days of the delivery date. Payment for monthly communication services is billed on a monthly basis and is typically due at the beginning of the month of service.

The Company provides limited standard warranty for defective products, usually for a period of 24 to 36 months. The Company accepts returns for such defective products as well as for other limited circumstances. The Company also provides rebates to customers for meeting specified purchasing targets and other coupons or credits in limited circumstances. The Company establishes reserves for the estimated returns, rebates and credits and measures such variable consideration based on the expected value method using an analysis of historical data. Changes to the estimated variable consideration in subsequent periods are not material.

The Company analyzes sales returns and is able to make reasonable and reliable estimates of product returns based on the Company's past history. Estimates for sales returns are based on several factors including actual returns and based on expected return data communicated to it by its customers. Accordingly, the Company believes that its historical returns analysis is an accurate basis for its allowance for sales returns. Actual results could differ from those estimates. The Company analyzes sales returns and is able to make reasonable and reliable estimates of product returns based on the Company's past history. Estimates for sales returns are based on several factors including actual returns and based on expected return data communicated to it by its customers. Accordingly, the Company believes that its historical returns analysis is an accurate basis for its allowance for sales returns. Actual results could differ from those estimates. As a percentage of gross sales, sales returns, rebates and allowances were 10% and 9% for the fiscal years ended June 30, 2021 and 2020, respectively.

#### Reserve for Doubtful Accounts

An entity is more vulnerable to concentrations of credit risk if it is exposed to risk of loss greater than it would have had if it mitigated its risk through diversification of customers. The Company had one customer with an accounts receivable balance that comprised 19%, 24% and 19% of the Company's accounts receivable at June 30, 2021, 2020 and 2019, respectively. Sales to this customer did not exceed 10% of net sales in either of the fiscal years ended June 30, 2021 or 2020. Sales to this customer comprised 10% of net sales during fiscal year ended June 30, 2019. The Company had another customer with an accounts receivable balance that comprised 10% of the Company's accounts receivable at June 30, 2021. Sales to this customer did not exceed 10% of net sales in any of the fiscal years ended June 30, 2021, 2020 and 2019, respectively. The Company had another customer with an accounts receivable balance that comprised 10% of the Company's accounts receivable at June 30, 2021, 2020 and 2019, respectively. The Company had another customer with an accounts receivable balance that comprised 10% of the Company's accounts receivable at June 30, 2021 and 2019. Sales to this customer did not exceed 10% of net sales in any of the fiscal years ended June 30, 2021, 2020 and 2019.

In the ordinary course of business, we have established a reserve for doubtful accounts and customer deductions in the amount of \$226,000 and \$326,000 as of June 30, 2021 and 2020, respectively. Our reserve for doubtful accounts is a subjective critical estimate that has a direct impact on reported net earnings. This reserve is based upon the evaluation of accounts receivable agings, specific exposures and historical or anticipated events.

#### Inventories

Inventories are valued at the lower of cost or net realizable value, with cost being determined on the first-in, first-out (FIFO) method. The reported net value of inventory includes finished saleable products, work-in-process and raw materials that will be sold or used in future periods. Inventory costs include raw materials, direct labor and overhead. The Company's overhead expenses are applied based, in part, upon estimates of the proportion of those expenses that are related to procuring and storing raw materials as compared to the manufacture and assembly of finished products. These proportions, the method of their application, and the resulting overhead included in ending inventory, are based in part on subjective estimates and actual results could differ from those estimates.

In addition, the Company records an inventory obsolescence reserve, which represents the difference between the cost of the inventory and its estimated realizable value. This reserve is calculated using an estimated obsolescence percentage applied to the inventory based on age, historical trends, requirements to support forecasted sales, and the ability to find alternate applications of its raw materials and to convert finished product into alternate versions of the same product to better match customer demand. There is inherent professional judgment and subjectivity made by both production and engineering members of management in determining the estimated obsolescence percentage. In addition, and as necessary, the Company may establish specific reserves for future known or anticipated events. The Company also regularly reviews the period over which its inventories will be converted to sales. Any inventories expected to convert to sales beyond 12 months from the balance sheet date are classified as non-current.

#### Long-Lived and Intangible Assets

Long-lived assets are amortized over their useful lives and are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets in question may not be recoverable. Impairment would be recorded in circumstances where undiscounted cash flows expected to be generated by an asset are less than the carrying value of that asset. Intangible assets determined to have indefinite lives were not amortized but were tested for impairment at least annually.

The Company's acquisition of substantially all of the assets and certain liabilities of G. Marks Hardware, Inc. ("Marks") in August 2008 included intangible assets recorded at fair value on the date of acquisition. The customer relationships are amortized over their estimated useful lives of twenty years. At the acquisition date, the Marks trade name was deemed to have an indefinite life. During the 4th quarter of fiscal 2020, the Company determined that the trade-name was impaired. Accordingly, the Company recorded an impairment charge of \$1,852,000 and reclassified the remaining balance of the underlying asset from indefinite-lived to a long-lived asset with a remaining useful life of 20 years as of June 30, 2020.

## Income Taxes

The Company has identified the United States and New York State as its major tax jurisdictions. Fiscal year 2018 and forward years are still open for examination. In addition, the Company has a wholly-owned subsidiary which operates in a Free Zone in the Dominican Republic (“DR”) and is exempt from DR income tax.

For the year ended June 30, 2021, the Company recognized a net income tax expense of \$2,514,000. During the year ending June 30, 2021, the Company decreased its reserve for uncertain income tax positions by \$208,000. The Company’s practice is to recognize interest and penalties related to income tax matters in income tax expense and accrued income taxes. As of June 30, 2021, the Company had accrued interest totaling \$63,000 and \$678,000 of unrecognized net tax benefits that, if recognized, would favorably affect the Company’s effective income tax rate in any future period. The Company claims research and development (“R&D”) tax credits on eligible research and development expenditures. The R&D tax credits are recognized as a reduction to income tax expense.

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Deferred income tax expense represents the change during the period in the deferred tax assets and deferred tax liabilities. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. The Company measures and recognizes the tax implications of positions taken or expected to be taken in its tax returns on an ongoing basis.

## Leases

Effective July 1, 2019, the Company adopted the new lease accounting standard using the modified retrospective transition option of applying the new standard at the adoption date. In addition, we elected the package of practical expedients permitted under the transition guidance within the new standard, which among other things, allowed us to not reassess (1) whether any expired or existing contracts are or contain leases, (2) lease classification for any expired or existing leases, and (3) initial direct costs for any existing leases. Adoption of the new standard resulted in the recording of an operating ROU asset and lease liabilities of approximately \$7.7 million. Given the length of the lease term, the right-of-use asset and corresponding liability assume a weighted discount rate as disclosed below. A change in the rate utilized could have a material effect on the amounts reported. Financial positions for reporting periods beginning on or after July 1, 2019 are presented under new guidance, while prior period amounts are not adjusted and continue to be reported in accordance with previous guidance.

## Liquidity and Capital Resources

During the year ended June 30, 2021 the Company utilized a portion of its cash generated from operations (\$6,429,000 of \$22,987,000) to purchase property, plant and equipment (\$1,007,000) and marketable securities (\$5,422,000). The Company believes its current working capital, cash flows from operations and its revolving credit agreement will be sufficient to fund the Company’s operations through the next twelve months.

As of June 30, 2021, the Company maintained a revolving credit facility of \$11,000,000 which expires in June 2024 and term loans from the U.S. Small Business Administration totaling \$3,904,000 through its Payroll Protection Program (“PPP”). As of June 30, 2021, the Company had no outstanding borrowings and \$11,000,000 in availability under the revolving credit facility and \$3,904,000 outstanding under the PPP term loans. Pursuant to the CARES Act, the loans may be forgiven by the SBA. The Company has applied to have the balance of the Loan forgiven. Following year-end, \$2,850,000 of the PPP Loan was forgiven in accordance with guidelines set for in the PPP. The Company will recognize debt forgiveness in the first quarter of 2022 in the amount of \$2,850,000 and will recognize further forgiveness income in the quarter that the remaining forgiveness application may be granted. While the Company believes that it meets to requirements for forgiveness, there can be no assurance that its remaining application will be granted. The revolving credit facility contains various restrictions and covenants including, among others, restrictions on borrowings and compliance with certain financial ratios, as defined in the agreement. The Company’s long-term debt is described more fully in Note 8 to the condensed consolidated financial statements.

The Company believes its current working capital, anticipated cash flows from operations and its Revolving Credit Agreement will be sufficient to fund the Company’s operations through at least the next twelve months.

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The Company takes into consideration several factors in measuring its liquidity, including the ratios set forth below:

	As of June 30,		
	2021	2020	2019
Current Ratio	4.7 to 1	4.5 to 1	4.5 to 1
Sales to Receivables	4.1 to 1	4.4 to 1	4.0 to 1
Total debt to equity	0.0 to 1	0.1 to 1	0.0 to 1

As of June 30, 2021, the Company had no material commitments for capital expenditures or inventory purchases other than purchase orders issued in the normal course of business. On April 26, 1993, the Company's foreign subsidiary entered into a 99-year land lease of approximately 4 acres of land in the Dominican Republic, on which the Company's principle manufacturing facility is located, at an annual rent of approximately \$288,000.

*Working Capital.* Working capital increased by \$14,939,000 to \$75,391,000 at June 30, 2021 from \$60,452,000 at June 30, 2020. Working capital is calculated by deducting Current Liabilities from Current Assets.

*Accounts Receivable.* Accounts Receivable increased by \$5,149,000 to \$28,081,000 at June 30, 2021 as compared to \$22,932,000 at June 30, 2020. The increase in Accounts Receivable was due primarily to an increase in net sales for the quarter ended June 30, 2021 as compared to the same quarter a year ago.

*Inventories.* Inventories, which include both current and non-current portions, decreased by \$8,715,000 to \$31,700,000 at June 30, 2021 as compared to \$40,415,000 at June 30, 2020. The decrease was due, in part, to the Company completing the rollout of several new products that were introduced during fiscal 2020. Inventories of these items were built up during fiscal 2020 in anticipation of initial stocking orders from the Company's customers. The decrease in inventory was also due to the Company's efforts to move closer to "just in time" procurement and production cycles where component parts and finished goods are scheduled for delivery closer to the expected requirement date.

*Accounts Payable and Accrued Expenses.* Accounts payable and accrued expenses, not including income taxes payable, increased by \$1,684,000 to \$16,155,000 as of June 30, 2021 as compared to \$14,471,000 at June 30, 2020. This increase is primarily due to an increase in the Company's accrued refund liability, which is explained in Note 2 to the Notes to the Company's Consolidated Financial Statements, as well as higher accrued incentive compensation as of June 30, 2021 as compared to June 30, 2020.

#### Off-Balance Sheet Arrangements

The Company does not maintain any off-balance sheet arrangements.

#### Results of Operations

##### Fiscal 2021 Compared to Fiscal 2020 as Restated

	Fiscal year ended June 30, (dollars in thousands)		
	2021	2020	% Increase/ (decrease)
Net sales	\$ 114,035	\$ 101,359	12.5 %
Gross profit	50,748	42,844	18.4 %
Gross profit as a % of net sales	44.5 %	42.3 %	5.3 %
Research and development	7,620	7,257	5.0 %
Selling, general and administrative	25,196	23,670	6.4 %
Selling, general and administrative as a % of net sales	22.1 %	23.4 %	(5.4)%
Impairment of intangible asset	—	1,852	(100.0)%
Income from operations	17,932	10,065	78.2 %
Interest expense, net	5	9	(44.4)%
Provision for income taxes	2,514	2,261	11.2 %
Net income	15,413	7,795	97.7 %

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Net sales in fiscal 2021 increased by \$12,676,000 to \$114,035,000 as compared to \$101,359,000 in fiscal 2020. The increase in net sales was primarily due to increased sales of the Company's recurring alarm communication services (\$9,859,000), Napco brand intrusion products (\$5,972,000) and Marks brand door-locking products (\$2,051,000), as partially offset by decreased sales of the Company's Alarm Lock brand door-locking products (\$4,720,000) and Continental brand access control products (\$191,000). The Company's increase in equipment sales was primarily due to customer demand returning after the decline during the COVID-19 pandemic and the related closures throughout the United States. This was partially offset by a decrease in the Company's Alarm Lock products, which was due primarily to school districts and other institutions postponing their capital projects in the latter portion of the Company's 2020 fiscal year and throughout fiscal 2021.

The Company's gross profit increased by \$7,904,000 to \$50,748,000 or 44.5% of net sales in fiscal 2021 as compared to \$42,844,000 or 42.3% of net sales in fiscal 2020. Gross profit on equipment sales was \$21,730,000 or 27.1% of net equipment sales in fiscal 2021 and \$23,132,000 or 29.9% of net equipment sales, in fiscal 2020. Gross profit on service revenues was \$29,018,000 or 85.6% of net service revenues in fiscal 2021 and \$19,712,000 or 82.0% of net service revenues, in fiscal 2020. Gross profit on equipment sales was primarily affected by the shift in sales to the Company's Starlink radio products, which typically have lower margins but result in recurring service revenues, and from the Company's Alarm Lock products as discussed above. The Alarm Lock products are among the Company's highest margin equipment products. Gross profit on equipment sales was also affected by the Company's reduction in its production and inventories which impacted its overhead absorption rate as well as a decrease in the Company's reserve for obsolete inventory.

Research and Development expenses increased by \$363,000 to \$7,620,000 in fiscal 2021 as compared to \$7,257,000 in fiscal 2020. This increase was due primarily to salary increases and additional staff.

Selling, general and administrative expenses for fiscal 2021 increased by \$1,526,000 to \$25,196,000 as compared to \$23,670,000 in fiscal 2020. Selling, general and administrative expenses as a percentage of net sales decreased to 22.1% in fiscal 2021 from 23.4% in fiscal 2020. The increase in dollars resulted primarily from increases in employee compensation. The decrease as a percentage of sales was primarily the result of the increase in net sales as described above, as partially offset by the aforementioned increase in employee compensation expenses.

During the 4th quarter of fiscal 2020, the Company determined that its indefinite-lived intangible asset relating to its Marks USA I subsidiary trade-name was impaired. Accordingly, the Company recorded an impairment charge of \$1,852,000 and reclassified the remaining balance of the underlying asset from indefinite-lived to a long-lived asset with a remaining useful life of 20 years as of June 30, 2020. There was no impairment charge for the year ended June 30, 2021.

Interest and other expense, net for fiscal 2021 remained relatively constant at \$5,000 as compared to \$9,000 for the same period a year ago.

The Company's provision for income taxes for fiscal 2021 increased by \$253,000 to \$2,514,000 as compared to \$2,261,000 for the same period a year ago. The Company's effective tax rate decreased to 14% for fiscal 2021 as compared to 21% for fiscal 2020. The decrease in the Company's fiscal 2021 effective tax rate is a direct result of additional tax expense recorded in fiscal 2020 for the IRS audit of the Company's 2016 fiscal year.

Net income for fiscal 2021 increased by \$7,618,000 to \$15,413,000 as compared to \$7,795,000 in fiscal 2020. This resulted primarily from the items discussed above.

**Results of Operations**  
**Fiscal 2020 Compared to Fiscal 2019 as Restated**

	Fiscal year ended June 30, (dollars in thousands)		
	2020	2019	% Increase/ (decrease)
Net sales	\$ 101,359	\$ 102,932	(1.5)%
Gross profit	42,844	44,200	(3.1)%
Gross profit as a % of net sales	42.3 %	42.9 %	(1.6)%
Research and development	7,257	7,212	0.6 %
Selling, general and administrative	23,670	23,212	2.0 %
Selling, general and administrative as a % of net sales	23.4 %	22.6 %	3.6 %
Impairment of intangible asset	1,852	—	100.0 %
Income from operations	10,065	13,776	(26.9)%
Interest expense, net	9	21	(57.1)%
Provision for income taxes	2,261	1,274	77.5 %
Net income	7,795	12,481	(37.5)%

Net sales in fiscal 2020 decreased by \$1,573,000 to \$101,359,000 as compared to \$102,932,000 in fiscal 2019. The decrease in net sales was primarily due to decreased sales of the Company's Alarm Lock brand door-locking products (\$2,565,000), Marks brand door-locking products (\$5,258,000), and Continental brand access control products (\$542,000) as partially offset by increased sales of the Company's recurring alarm communication services (\$6,608,000) and Napco brand intrusion products (\$200,000). The Company's equipment sales were negatively impacted by the COVID-19 pandemic, which has caused difficulties for security equipment professionals getting access to both commercial and residential installation sites. The Company believes this access issue is an industry-wide issue related to COVID-19 and not reflective of the loss of any market share unique to the Company or any long-term negative reflection of the post-pandemic vibrancy of the security industry as a whole.

The Company's gross profit decreased by \$1,356,000 to \$42,844,000 or 42.3% of net sales in fiscal 2020 as compared to \$44,200,000 or 42.9% of net sales in fiscal 2019. Gross profit on equipment sales was \$23,132,000 or 29.9% of net equipment sales in fiscal 2020 and \$30,575,000 or 35.8% of net equipment sales, in fiscal 2019. Gross profit on service revenues was \$19,712,000 or 82.0% of net service revenues in fiscal 2020 and \$13,625,000 or 78.2% of net service revenues, in fiscal 2019. Gross profit was primarily affected by the decrease in equipment sales as discussed above and an increase to the Company's reserve for obsolete inventory as partially offset by increased service revenues.

Research and Development expenses remained relatively constant at \$7,257,000 in fiscal 2020 as compared to \$7,212,000 in fiscal 2019.

Selling, general and administrative expenses for fiscal 2020 increased by \$458,000 to \$23,670,000 as compared to \$23,212,000 in fiscal 2019. Selling, general and administrative expenses as a percentage of net sales increased to 23.4% in fiscal 2020 from 22.6% in fiscal 2019. The increase in dollars resulted primarily from increases in employee compensation. The increase as a percentage of sales was primarily the result of the decrease in net sales as described above and the increased employee compensation expenses.

During the 4th quarter of fiscal 2020, the Company determined that its indefinite-lived intangible asset relating to its Marks USA I subsidiary trade-name was impaired. Accordingly, the Company recorded an impairment charge of \$1,852,000 and reclassified the remaining balance of the underlying asset from indefinite-lived to a long-lived asset with a remaining useful life of 20 years as of June 30, 2020. There was no impairment charge for the year ended June 30, 2019.

Interest expense for fiscal 2020 remained relatively constant at \$9,000 as compared to \$21,000 for the same period a year ago.

The Company's provision for income taxes for fiscal 2020 increased by \$987,000 to \$2,261,000 as compared to \$1,274,000 for the same period a year ago. The Company's effective tax rate increased to 21% for fiscal 2020 as compared to 9% for fiscal 2019. The increase in the Company's effective tax rate resulted from the resolution of an IRS audit of the Company's 2016 fiscal year, resulting in an additional provision of \$1,555,000.

Net income for fiscal 2020 decreased by \$4,686,000 to \$7,795,000 as compared to \$12,481,000 in fiscal 2019. This resulted primarily from the items discussed above.

#### **SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This Annual Report on Form 10-K and the documents we incorporate by reference contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act. All statements, other than statements of historical fact, included or incorporated in this prospectus regarding our strategy, future operations, clinical trials, collaborations, intellectual property, cash resources, financial position, future revenues, projected costs, prospects, plans, and objectives of management are forward-looking statements. The words “believes,” “anticipates,” “estimates,” “plans,” “expects,” “intends,” “may,” “could,” “should,” “potential,” “likely,” “projects,” “continue,” “will,” “schedule,” “would,” and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. We cannot guarantee that we actually will achieve the plans, intentions or expectations disclosed in our forward-looking statements and you should not place undue reliance on our forward-looking statements. These forward-looking statements involve known and unknown risks, uncertainties, and other factors, which may be beyond our control, and which may cause our actual results, performance, or achievements to be materially different from future results, performance, or achievements expressed or implied by such forward-looking statements. There are a number of important factors that could cause our actual results to differ materially from those indicated or implied by forward-looking statements. See “Risk Factors” in our Annual Report on Form 10-K for the year ended June 30, 2021 for more information. These factors and the other cautionary statements made in this prospectus and the documents we incorporate by reference should be read as being applicable to all related forward-looking statements whenever they appear in this prospectus and the documents we incorporate by reference. In addition, any forward-looking statements represent our estimates only as of the date that this prospectus is filed with the SEC and should not be relied upon as representing our estimates as of any subsequent date. We do not assume any obligation to update any forward-looking statements. We disclaim any intention or obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except as may be required by law.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the shareholders and the board of directors of Napco Security Technologies, Inc. and Subsidiaries:

**Opinions on the Financial Statements and Internal Control over Financial Reporting**

We have audited the accompanying consolidated balance sheets of Napco Security Technologies, Inc. and Subsidiaries (the "Company") as of June 30, 2021 and 2020, the related consolidated statements of income, stockholders' equity, and cash flows, for each of the three years in the period ended June 30, 2021, and the related notes (collectively referred to as the "consolidated financial statements"). We also have audited the Company's internal control over financial reporting as of June 30, 2021, based on criteria established in *Internal Control – Integrated Framework: (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of June 30, 2021 and 2020, and the results of its operations and its cash flows for each of the three years in the period ended June 30, 2021, in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company did not maintain, in all material respects, effective internal control over financial reporting as of June 30, 2021, based on criteria established in *Internal Control – Integrated Framework: (2013)* issued by COSO because a material weakness in internal control over financial reporting existed as of that date related to a lack of an effectively designed control activity over the reserve for obsolete inventory.

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 the financial statements will not be prevented or detected on a timely basis. The material weakness referred to above is described in Management's Report on Internal Control Over Financial Reporting appearing on page FS-1 and under Item 9A. We considered this material weakness in determining the nature, timing, and extent of audit tests applied in our audit of the 2021 consolidated financial statements, and our opinion regarding the effectiveness of the Company's internal control over financial reporting does not affect our opinion on those consolidated financial statements.

**Restatement of Previously Issued Financial Statements and Management's Conclusion Regarding Internal Control over Financial Reporting**

As discussed in Note 1A to the consolidated financial statements, the Company has restated its 2021, 2020 and 2019 financial statements to correct errors related to the reserve for obsolete inventory.

Management and we previously concluded that the Company maintained effective internal control over financial reporting as of June 30, 2021. However, management has subsequently determined that a material weakness in internal control over financial reporting existed as of that date related to a lack of an effectively designed control activity over the reserve for obsolete inventory. Accordingly, management's report has been restated and our present opinion on internal control over financial reporting, as presented herein, is different from that expressed in our previous report.

**Basis for Opinions**

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's consolidated financial statements and an opinion on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

### **Definition and Limitations of Internal Control Over Financial Reporting**

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Critical Audit Matters**

The critical audit matter communicated below is a matter arising from the current period audit of the financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

#### **Obsolete Inventory Reserve**

##### *Critical Audit Matter Description*

As described in Notes 1 and 5 to the consolidated financial statements, the Company's consolidated net inventory and inventory reserves as of June 30, 2021 were approximately \$31,700,000 and \$2,834,000, respectively. Management establishes its reserve for obsolete inventory equal to the difference between the cost of the inventory and the estimated net realizable value of the inventory. The estimated reserve percentages consider future inventory requirements to support forecasted sales based on historical usage, known trends, market conditions, and the ability to find alternate applications of its raw materials into finished goods to better match customer demand. We identified the reserve for inventory obsolescence as a critical audit matter because of the significant estimates and assumptions management makes to determine the reserve,

specifically the future inventory requirements and related forecasted sales and usage. Performing audit procedures to evaluate the reasonableness of these estimates, including the estimated reserve percentages, and assumptions is subjective and requires a high degree of auditor judgment.

*How We Addressed the Matter in Our Audit*

The primary procedures we performed to address this critical audit matter included:

- We tested management’s process in developing the estimate for reserve for obsolete inventory; including performing a retrospective review of management’s estimates in order to determine management’s ability to make such estimates.
- We evaluated the appropriateness of management’s approach and estimates and whether the assumptions were consistent with evidence obtained in other audit areas.
- We tested the completeness and accuracy of underlying data used in the approach, including historical usage, inventory age, and subsequent sales of the Company’s products.
- We evaluated the reasonableness of the estimated reserve percentages used by management to determine the obsolete inventory reserve and tested the clerical accuracy of the model.

We have served as the Company's auditor since 2008.

/s/BAKER TILLY US, LLP

Uniondale, New York

September 13, 2021, except for the effects of the stock split as discussed in Note 15(b), as to which the date is January 4, 2022, and except for the effects of the restatement discussed in Note 1A to the consolidated financial statements and the matter discussed in the fifth paragraph of Management’s Report on Internal Control, as to which the date is May 17, 2022

NAPCO SECURITY TECHNOLOGIES, INC. AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS

	June 30, 2021 (as restated)	June 30, 2020 (as restated)
	(in thousands, except share data)	
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	\$ 34,806	\$ 18,248
Marketable securities	5,413	—
Accounts receivable, net of allowance for doubtful accounts of \$226 and \$326 at June 30, 2021 and June 30, 2020, respectively, and other reserves	28,081	22,932
Inventories, net	24,933	34,727
Prepaid expenses and other current assets	2,408	2,049
<b>Total Current Assets</b>	<b>95,641</b>	<b>77,956</b>
Inventories - non-current, net	6,767	5,688
Property, plant and equipment, net	7,836	8,088
Intangible assets, net	4,691	5,116
Operating lease asset	7,373	7,395
Other assets	243	255
<b>TOTAL ASSETS</b>	<b>\$ 122,551</b>	<b>\$ 104,498</b>
<b>CURRENT LIABILITIES</b>		
Accounts payable	\$ 6,095	\$ 6,547
Accrued expenses	6,582	5,743
Accrued salaries and wages	3,478	2,181
Current portion of long-term debt	2,386	1,794
Accrued income taxes	1,709	1,239
<b>Total Current Liabilities</b>	<b>20,250</b>	<b>17,504</b>
Long term debt, net of current portion	1,518	2,110
Deferred income taxes	380	43
Accrued income taxes	925	1,188
Long term operating lease liabilities	7,090	7,113
<b>Total Liabilities</b>	<b>30,163</b>	<b>27,958</b>
<b>COMMITMENTS AND CONTINGENCIES (Note 13)</b>		
<b>STOCKHOLDERS' EQUITY</b>		
Common Stock, par value \$0.01 per share; 80,000,000 shares authorized; 39,595,883 and 39,588,417 shares issued; and 36,702,168 and 36,694,702 shares outstanding, respectively	396	396
Additional paid-in capital	18,201	17,766
Retained earnings	93,312	77,899
Less: Treasury Stock, at cost (2,893,715 shares)	(19,521)	(19,521)
<b>TOTAL STOCKHOLDERS' EQUITY</b>	<b>92,388</b>	<b>76,540</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$ 122,551</b>	<b>\$ 104,498</b>

See accompanying notes to consolidated financial statements.

NAPCO SECURITY TECHNOLOGIES, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF INCOME

	Year Ended June 30,		
	<u>2021 (as restated)</u>	<u>2020 (as restated)</u>	<u>2019 (as restated)</u>
	(in thousands, except for share and per share data)		
Net sales:			
Equipment revenues	\$ 80,131	\$ 77,314	\$ 85,505
Service revenues	33,904	24,045	17,427
	<u>114,035</u>	<u>101,359</u>	<u>102,932</u>
Cost of sales:			
Equipment related expenses	58,401	54,182	54,930
Service-related expenses	4,886	4,333	3,802
	<u>63,287</u>	<u>58,515</u>	<u>58,732</u>
Gross Profit	50,748	42,844	44,200
Operating expenses:			
Research and development	7,620	7,257	7,212
Selling, general, and administrative expenses	25,196	23,670	23,212
Impairment of intangible asset	—	1,852	—
	<u>32,816</u>	<u>32,779</u>	<u>30,424</u>
Operating Income	17,932	10,065	13,776
Other expense:			
Interest and other expense, net	5	9	21
Income before Provision for Income Taxes	17,927	10,056	13,755
Provision for Income Taxes	2,514	2,261	1,274
Net Income	<u>\$ 15,413</u>	<u>\$ 7,795</u>	<u>\$ 12,481</u>
Income per share:			
Basic	<u>\$ 0.42</u>	<u>\$ 0.21</u>	<u>\$ 0.34</u>
Diluted	<u>\$ 0.42</u>	<u>\$ 0.21</u>	<u>\$ 0.34</u>
Weighted average number of shares outstanding:			
Basic	<u>36,696,000</u>	<u>36,888,000</u>	<u>37,148,000</u>
Diluted	<u>36,808,000</u>	<u>36,986,000</u>	<u>37,248,000</u>

See accompanying notes to consolidated financial statements.

NAPCO SECURITY TECHNOLOGIES, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY

	Fiscal Years ended June 30, 2021, 2020 and 2019						
	Common Stock		Additional Paid-in Capital	Treasury Stock		Retained Earnings	Total
	Number of Shares Issued	Amount		Number of Shares	Amount		
Balance at June 30, 2018, as previously reported	21,204,327	\$ 212	\$ 16,890	(2,475,245)	\$ (13,069)	\$ 59,420	\$ 63,453
Retrospective effect of 2:1 stock split declared on December 20, 2021	18,310,612	184				(184)	—
Cumulative restatement adjustments (Note 1A)						(894)	(894)
Balance at June 30, 2018, as restated	39,514,939	\$ 396	\$ 16,890	(2,475,245)	\$ (13,069)	\$ 58,342	\$ 62,559
Implementation of ASC 606	—	—	—	—	—	(719)	(719)
Repurchase of treasury shares	—	—	—	(274,065)	(3,998)	—	(3,998)
Stock options exercised	45,534	—	53	—	—	—	53
Stock-based compensation expense	—	—	160	—	—	—	160
Net income	—	—	—	—	—	12,481	12,481
Balances at June 30, 2019	39,560,473	\$ 396	\$ 17,103	(2,749,310)	\$ (17,067)	\$ 70,104	\$ 70,536
Repurchase of treasury shares	—	—	—	(144,405)	(2,454)	—	(2,454)
Stock options exercised	27,944	—	80	—	—	—	80
Stock-based compensation expense	—	—	583	—	—	—	583
Net income	—	—	—	—	—	7,795	7,795
Balances at June 30, 2020	39,588,417	\$ 396	\$ 17,766	(2,893,715)	\$ (19,521)	\$ 77,899	\$ 76,540
Stock options exercised	7,466	—	—	—	—	—	—
Stock-based compensation expense	—	—	435	—	—	—	435
Net income	—	—	—	—	—	15,413	15,413
Balances at June 30, 2021	39,595,883	\$ 396	\$ 18,201	(2,893,715)	\$ (19,521)	\$ 93,312	\$ 92,388

See accompanying notes to consolidated financial statements.

NAPCO SECURITY TECHNOLOGIES, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Fiscal Year ended June 30,		
	2021 (as restated)	2020 (as restated) (in thousands)	2019 (as restated)
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Net income	\$ 15,413	\$ 7,795	\$ 12,481
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	1,697	1,495	1,409
Impairment of intangible asset	—	1,852	—
Loss on marketable securities	9	—	—
(Recovery of) provision for doubtful accounts	(100)	238	(26)
Change to inventory obsolescence reserve	(79)	624	(582)
Deferred income taxes	337	(47)	755
Stock based compensation expense	435	583	160
Changes in operating assets and liabilities:			
Accounts receivable	(5,049)	2,800	(1,440)
Inventories	8,794	(6,793)	(5,991)
Prepaid expenses and other current assets	(359)	(168)	318
Other assets	—	—	(11)
Accounts payable, accrued expenses, accrued salaries and wages, accrued income taxes	1,889	1,926	1,580
Net Cash Provided by Operating Activities	<u>22,987</u>	<u>10,305</u>	<u>8,653</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Purchases of property, plant, and equipment	(1,007)	(1,615)	(1,988)
Purchases of marketable securities	(5,422)	—	—
Net Cash Used in Investing Activities	<u>(6,429)</u>	<u>(1,615)</u>	<u>(1,988)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Proceeds from long-term debt	—	3,904	—
Proceeds from stock option exercises	—	80	53
Cash paid for purchase of treasury stock	—	(2,454)	(3,998)
Net Cash Provided by (Used in) Financing Activities	<u>—</u>	<u>1,530</u>	<u>(3,945)</u>
Net increase in Cash and Cash Equivalents	16,558	10,220	2,720
CASH AND CASH EQUIVALENTS - Beginning	18,248	8,028	5,308
CASH AND CASH EQUIVALENTS - Ending	<u>\$ 34,806</u>	<u>\$ 18,248</u>	<u>\$ 8,028</u>
<b>SUPPLEMENTAL CASH FLOW INFORMATION</b>			
Interest paid	\$ 18	\$ 29	\$ 23
Income taxes paid	\$ 1,970	\$ 749	\$ 262
Surrender of Common Shares	\$ —	\$ —	\$ 8

See accompanying notes to consolidated financial statements.

NAPCO SECURITY TECHNOLOGIES, INC. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 - Nature of Business and Summary of Significant Accounting Policies

Nature of Business:

Napco Security Technologies, Inc (“NAPCO”, “the Company”, “we”) is one of the leading manufacturers and designers of high-tech electronic security devices, as well as a leading provider of school safety solutions. We offer a diversified array of security products, encompassing access control systems, door-locking products, intrusion and fire alarm systems and video surveillance products. These products are used for commercial, residential, institutional, industrial and governmental applications, and are sold worldwide principally to independent distributors, dealers and installers of security equipment. We have experienced significant growth in recent years, primarily driven by fast growing recurring service revenues generated from wireless communication services for intrusion and fire alarm systems, as well as our school security products that are designed to meet the increasing needs to enhance school security as a result of on-campus shooting and violence in the U.S.

The Company’s fiscal year begins on July 1 and ends on June 30. Historically, the end users of the Company’s products want to install its products prior to the summer; therefore sales of its products historically peak in the period April 1 through June 30, the Company’s fiscal fourth quarter, and are reduced in the period July 1 through September 30, the Company’s fiscal first quarter. In addition, demand for our products is affected by the housing and construction markets. Deterioration of the current economic conditions may also affect this trend.

Our results for fiscal 2021 reflects the increase in customer demand after the creation of the challenging business environment resulting from the COVID-19 pandemic. While the Company believes this recovery will continue, there can be no assurances in the event of a return to building and construction restrictions that might result from a return to last year’s levels of COVID-19 cases.

Significant Accounting Policies:

Principles of Consolidation

The consolidated financial statements include the accounts of Napco Security Technologies, Inc. and its wholly-owned subsidiaries. All inter-company balances and transactions have been eliminated in consolidation.

Accounting Estimates

The preparation of financial statements in conformity with Generally Accepted Accounting Principles (“GAAP”) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent gains and losses at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Critical estimates include management’s judgments associated with reserves for sales returns and allowances, allowance for doubtful accounts, inventory reserves, valuation of intangible assets and income taxes. Actual results could differ from those estimates.

Fair Value of Financial Instruments

The methods and assumptions used to estimate the fair value of the following classes of financial instruments were: Current Assets and Current Liabilities - The carrying amount of cash and cash equivalents, certificates of deposits, current receivables and payables and certain other short-term financial instruments approximate their fair value as of June 30, 2021 and 2020 due to their short-term maturities. Long-term debt and lease liabilities reflect fair value based on prevailing market rates.

Cash and Cash Equivalents

Cash and cash equivalents include approximately \$63,000 and \$460,000 of short-term time deposits at June 30, 2021 and 2020, respectively. The Company considers all highly liquid investments with original maturities of three months or less to be cash equivalents. The Company has cash balances in banks in excess of the maximum amount insured by the FDIC and other international

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agencies as of June 30, 2021 and 2020. The Company has not historically experienced any credit losses with balances in excess of FDIC limits.

#### Marketable Securities

The Company's marketable securities include investments in mutual funds, which invest primarily in various government and corporate obligations, stocks and money market funds. The Company's marketable securities are reported at fair value with the related unrealized and realized gains and losses included in other expense (income). Realized gains or losses on mutual funds are determined on a specific identification basis. The Company evaluates its investments periodically for possible other-than-temporary impairment by reviewing factors such as the length of time and extent to which fair value had been below cost basis, the financial condition of the issuer and the Company's ability and intent to hold the investment for a period of time, which may be sufficient for anticipated recovery of market value. The Company records an impairment charge to the extent that the cost of the available-for-sale securities exceeds the estimated fair value of the securities and the decline in value is determined to be other-than-temporary. During the year ended June 30, 2021, the Company did not record an impairment charge regarding its investment in marketable securities because management believes, based on its evaluation of the circumstances, that the decline in fair value below the cost of certain of the Company's marketable securities is temporary.

#### Accounts Receivable

Accounts receivable is stated net of the reserves for doubtful accounts of \$226,000 and \$326,000 as of June 30, 2021 and 2020, respectively. Our reserves for doubtful accounts are subjective critical estimates that have a direct impact on reported net earnings. These reserves are based upon the evaluation of our accounts receivable aging, specific exposures, sales levels and historical trends.

#### Inventories

Inventories are valued at the lower of cost or net realizable value, with cost being determined on the first-in, first-out (FIFO) method. The reported net value of inventory includes finished saleable products, work-in-process and raw materials that will be sold or used in future periods. Inventory costs include raw materials, direct labor and overhead. The Company's overhead expenses are applied based, in part, upon estimates of the proportion of those expenses that are related to procuring and storing raw materials as compared to the manufacture and assembly of finished products. These proportions, the method of their application, and the resulting overhead included in ending inventory, are based in part on subjective estimates and actual results could differ from those estimates.

In addition, the Company records an inventory obsolescence reserve, which represents any excess of the cost of the inventory over its estimated realizable value. This reserve is calculated using an estimated obsolescence percentage applied to the inventory based on age, historical trends, product life cycles, requirements to support forecasted sales, and the ability to find alternate applications of its raw materials and to convert finished product into alternate versions of the same product to better match customer demand. In addition, and as necessary, the Company may establish specific reserves for future known or anticipated events. There is inherent professional judgment and subjectivity made by both production and engineering members of management in determining the estimated obsolescence percentage.

The Company also regularly reviews the period over which its inventories will be converted to sales. Any inventories expected to convert to sales beyond 12 months from the balance sheet date are classified as non-current.

#### Property, Plant, and Equipment

Property, plant, and equipment are carried at cost less accumulated depreciation. Expenditures for maintenance and repairs are charged to expense as incurred; costs of major renewals and improvements are capitalized. At the time property and equipment are retired or otherwise disposed of, the cost and accumulated depreciation are eliminated from the asset and accumulated depreciation accounts and the profit or loss on such disposition is reflected in income.

Depreciation is recorded over the estimated service lives of the related assets using primarily the straight-line method. Amortization of leasehold improvements is calculated by using the straight-line method over the estimated useful life of the asset or lease term, whichever is shorter.

## Long-Lived and Intangible Assets

Long-lived assets are amortized over their useful lives and are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets in question may not be recoverable. Impairment would be recorded in circumstances where undiscounted cash flows expected to be generated by an asset are less than the carrying value of that asset. Intangible assets determined to have indefinite lives were not amortized but were tested for impairment at least annually.

The Company's acquisition of substantially all of the assets and certain liabilities of G. Marks Hardware, Inc. ("Marks") in August 2008 included intangible assets recorded at fair value on the date of acquisition. The customer relationships are amortized over their estimated useful lives of twenty years. At the acquisition date, the Marks trade name was deemed to have an indefinite life. During the 4th quarter of fiscal 2020, the Company determined that the trade-name was impaired. Accordingly, the Company recorded an impairment charge of \$1,852,000 and reclassified the remaining balance of the underlying asset from indefinite-lived to a long-lived asset with a remaining useful life of 20 years as of June 30, 2020.

Changes in intangible assets are as follows (in thousands):

	June 30, 2021			June 30, 2020			June 30, 2019		
	Carrying value	Accumulated amortization	Net book value	Carrying value	Accumulated amortization	Net book value	Carrying value	Accumulated amortization	Net book value
Customer relationships	\$ 9,800	\$ (8,955)	\$ 845	\$ 9,800	\$ (8,732)	\$ 1,068	\$ 9,800	\$ (8,468)	\$ 1,332
Trade name	4,048	(202)	3,846	4,048	—	4,048	5,900	—	5,900
	<u>\$ 13,848</u>	<u>\$ (9,157)</u>	<u>\$ 4,691</u>	<u>\$ 13,848</u>	<u>\$ (8,732)</u>	<u>\$ 5,116</u>	<u>\$ 15,700</u>	<u>\$ (8,468)</u>	<u>\$ 7,232</u>

Amortization expense for intangible assets subject to amortization was approximately \$425,000, \$264,000 and \$313,000 for the fiscal years ended June 30, 2021, 2020 and 2019, respectively. Amortization expense for each of the next five fiscal years is estimated to be as follows: 2022-\$390,000; 2023 - \$361,000; 2024 - \$336,000; 2025 - \$315,000; and 2026-\$297,000. The weighted average remaining amortization period for intangible assets was 16.9 years and 17.5 years at June 30, 2021 and 2020, respectively.

## Revenue Recognition

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services.

For product sales, the Company typically transfers control at a point in time upon shipment or delivery of the product. For monthly communication services the Company satisfies its performance obligation as the services are rendered and therefore recognizes revenue over the monthly period.

Typically timing of revenue recognition coincides with the timing of invoicing to the customers, at which time the Company has an unconditional right to consideration. As such, the Company typically records a receivable when revenue is recognized.

The contract with the customer states the final terms of the sale, including the description, quantity, and price of each product purchased. Payment for product sales is typically due within 30 and 180 days of the delivery date. Payment for monthly communication services is billed on a monthly basis and is typically due at the beginning of the month of service.

The Company provides limited standard warranty for defective products, usually for a period of 24 to 36 months. The Company accepts returns for such defective products as well as for other limited circumstances. The Company also provides rebates to customers for meeting specified purchasing targets and other coupons or credits in limited circumstances. The Company establishes reserves for the estimated returns, rebates and credits and measures such variable consideration based on the expected value method using an analysis of historical data. Changes to the estimated variable consideration in subsequent periods are not material.

The Company analyzes sales returns and is able to make reasonable and reliable estimates of product returns based on the Company's past history. Estimates for sales returns are based on several factors including actual returns and based on expected return data communicated to it by its customers. Accordingly, the Company believes that its historical returns analysis is an accurate basis for its allowance for sales returns. Actual results could differ from those estimates.

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### Advertising and Promotional Costs

Advertising and promotional costs are included in "Selling, General and Administrative" expenses in the consolidated statements of income and are expensed as incurred. Advertising expense for fiscal years ended June 30, 2021, 2020 and 2019 was \$1,306,000, \$1,722,000 and \$2,047,000, respectively.

### Research and Development Costs

Research and development costs incurred by the Company are charged to expense as incurred and are included in operating expenses in the consolidated statements of income. Company-sponsored research and development expense for the fiscal years ended June 30, 2021, 2020 and 2019 was \$7,620,000, \$7,257,000 and \$7,212,000, respectively.

### Income Taxes

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Deferred income tax expense represents the change during the period in the deferred tax assets and deferred tax liabilities. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. The Company measures and recognizes the tax implications of positions taken or expected to be taken in its tax returns on an ongoing basis. The Company records uncertain tax positions in accordance with ASC 740 on the basis of a two-step process in which (1) we determine whether it is more likely than not that the tax positions will be sustained on the basis of the technical merits of the position and (2) for those tax positions that meet the more-likely-than-not recognition threshold, we recognize the largest amount of tax benefit that is more than 50 percent likely to be realized upon ultimate settlement with the related tax authority.

### Net Income per Share as Restated

Basic net income per common share (Basic EPS) is computed by dividing net income by the weighted average number of common shares outstanding. Diluted net income per common share (Diluted EPS) is computed by dividing net income by the weighted average number of common shares and dilutive common share equivalents and convertible securities then outstanding.

The following provides a reconciliation of information used in calculating the per share amounts for the fiscal years ended June 30 (in thousands, except per share data):

	Net Income			Weighted Average Shares			Net Income per Share		
	2021	2020	2019	2021	2020	2019	2021	2020	2019
Basic EPS	\$ 15,413	\$ 7,795	\$ 12,481	36,696	36,888	37,148	\$ 0.42	\$ 0.21	\$ 0.34
Effect of Dilutive Securities:									
Stock Options	—	—	—	112	98	100	—	—	—
Diluted EPS	<u>\$ 15,413</u>	<u>\$ 7,795</u>	<u>\$ 12,481</u>	<u>36,808</u>	<u>36,986</u>	<u>37,248</u>	<u>\$ 0.42</u>	<u>\$ 0.21</u>	<u>\$ 0.34</u>

Options to purchase 40,000, 77,638 and 5,914 shares of common stock were excluded for the fiscal years ended June 30, 2021, 2020 and 2019, respectively, and were not included in the computation of Diluted EPS because their inclusion would be anti-dilutive. These options were still outstanding at the end of the respective periods.

Stock-Based Compensation

The Company has established four share incentive programs as discussed in Note 9.

Stock-based compensation cost is measured at the grant date based on the fair value of the award and is recognized as expense on a straight-line basis over the vesting period. Determining the fair value of share-based awards at the grant date requires assumptions and judgments about expected volatility and forfeiture rates, among other factors.

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Stock-based compensation costs of \$435,000, \$583,000 and \$160,000 were recognized for the fiscal years ended June 30, 2021, 2020 and 2019, respectively.

### Foreign Currency

The Company has determined the functional currency of all foreign subsidiaries is the U.S. Dollar. All foreign operations are considered a direct and integral part or extension of the Company's operations. The day-to-day operations of all foreign subsidiaries are dependent on the economic environment of the U.S. Dollar. Therefore, no realized and unrealized gains and losses associated with foreign currency translation are recorded for the fiscal years ended June 30, 2021, 2020 or 2019.

### Comprehensive Income

For the fiscal years ended June 30, 2021, 2020 and 2019, the Company's operations did not give rise to material items includable in comprehensive income, which were not already included in net income. Accordingly, the Company's comprehensive income approximates its net income for all periods presented.

### Segment Reporting

The Company's reportable operating segments are determined based on the Company's management approach. The management approach is based on the way that the chief operating decision maker organizes the segments within an enterprise for making operating decisions and assessing performance. The Company's results of operations are reviewed by the chief operating decision maker on a consolidated basis and the Company operates in only one segment. The Company has presented required geographical data in Note 14.

### Shipping and Handling Sales and Costs

The Company records the amount billed to customers for shipping and handling in net sales (\$395,000, \$452,000 and \$430,000 in the fiscal years ended June 30, 2021, 2020 and 2019, respectively) and classifies the costs associated with these sales in cost of sales (\$1,058,000, \$1,034,000 and \$1,115,000 in the fiscal years ended June 30, 2021, 2020 and 2019, respectively).

### Leases

Effective July 1, 2019, the Company adopted the new lease accounting standard using the modified retrospective transition option of applying the new standard at the adoption date. In addition, we elected the package of practical expedients permitted under the transition guidance within the new standard, which among other things, allowed us to not reassess (1) whether any expired or existing contracts are or contain leases, (2) lease classification for any expired or existing leases, and (3) initial direct costs for any existing leases. Adoption of the new standard resulted in the recording of an operating ROU asset and lease liabilities of approximately \$7.7 million. Given the length of the lease term, the right-of-use asset and corresponding liability assume a weighted discount rate as disclosed below. A change in the rate utilized could have a material effect on the amounts reported. Financial positions for reporting periods beginning on or after July 1, 2019 are presented under new guidance, while prior period amounts are not adjusted and continue to be reported in accordance with previous guidance. See Note 13 – Commitments and Contingencies; Leases for additional accounting policies and transition disclosures.

### Recently Adopted Accounting Standards

On July 1, 2019, we adopted Accounting Standards Update No. 2016-02, Leases (Topic 842) (ASU 2016-02), as amended, which supersedes the lease accounting guidance under Topic 840, and generally requires lessees to recognize operating and financing lease liabilities and corresponding right-of-use assets on the balance sheet and to provide enhanced disclosures surrounding the amount, timing and uncertainty of cash flows arising from leasing arrangements. We adopted the new guidance using the modified retrospective transition approach by applying the new standard to all leases existing at the date of initial application and not restating comparative periods. The most significant impact was the recognition of ROU assets and lease liabilities for operating leases. For information regarding the impact of Topic 842 adoption, see Significant Accounting Policies - Leases and Note 13- Leases.

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Recently Issued Accounting Standards

Reference Rate Reform (ASC Topic 848)

In March 2020, the FASB issued authoritative guidance to provide optional relief for companies preparing for the discontinuation of interest rates such as the London Interbank Offered Rate (“LIBOR”), which is expected to be phased out at the end of calendar 2021, and applies to lease contracts, hedging instruments, held-to-maturity debt securities and debt arrangements that have LIBOR as the benchmark rate.

In January 2021, the FASB issued authoritative guidance that makes amendments to the new rules on accounting for reference rate reform. The amendments clarify that for all derivative instruments affected by the changes to interest rates used for discounting, margining or contract price alignment, regardless of whether they reference LIBOR or another rate expected to be discontinued as a result of reference rate reform, an entity may apply certain practical expedients in ASC Topic 848.

Effective for the Company – This guidance can be applied for a limited time through December 31, 2022. The guidance will no longer be available to apply after December 31, 2022.

Impact on consolidated financial statements – The Company is currently assessing the impact of applying this guidance on its existing derivative contracts, leases and other arrangements, as well as when to adopt this guidance.

NOTE 1A – Restatement of Previously Issued Financial Statements

Subsequent to the filing of the Original Form 10-K, management reviewed its methodology for calculating its reserves for obsolete inventory. During this review, management identified changes related to the Company’s reserves for obsolete inventory that it deemed appropriate. The reserves reflected in the Company’s Original Form 10-K relied primarily on estimates developed by management, which were based on historic and institutional knowledge and judgments as to the potential for obsolescence for items deemed at risk. Upon management’s review, it was determined a systematic method of evaluation, which utilized historical data, including sales data and component parts usage, as well as product life cycles, trends and judgement, is more accurate. This resulted in changes to the Company’s reserves for obsolescence for fiscal years 2021, 2020 and 2019. The effects of these changes on the financial statements for these periods are shown in the tables below.

Retained earning as of the beginning of fiscal 2019 has been adjusted by \$894 related to the restatement of inventories (\$901) net of tax effect of (\$7).

The table below sets forth the consolidated balance sheets information, including the balances originally reported and the restated balances as of June 30:

	June 30, 2021		June 30, 2020	
	(in thousands, except for share and per share data)			
	As previously reported	As restated	As previously reported	As restated
Inventory - Current	\$ 25,278	\$ 24,933	\$ 35,231	\$ 34,727
Inventory - Non-Current	7,164	6,767	6,524	5,688
Accrued income taxes	1,635	1,709	1,148	1,239
Deferred income taxes	347	380	112	43
Retained earnings	94,345	93,312	79,444	77,899

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The table below sets forth the consolidated statements of income information, including the balances originally reported and the restated balances for the fiscal years ended June 30:

	June 30, 2021	
	(in thousands, except for share and per share data)	
	As previously reported	Restated
Equipment Related Expenses	\$ 58,998	\$ 58,401
Cost of Sales	63,884	63,287
Gross Profit	50,151	50,748
Operating Income	17,335	17,932
Income before provision for Income Taxes	17,330	17,927
Provision for Income Taxes	2,429	2,514
Net Income	14,901	15,413
Income per share:		
Basic	\$ 0.41	\$ 0.42
Diluted	\$ 0.41	\$ 0.42

	June 30, 2020	
	(in thousands, except for share and per share data)	
	As previously reported	Restated
Equipment Related Expenses	\$ 53,434	\$ 54,182
Cost of Sales	57,767	58,515
Gross Profit	43,592	42,844
Operating Income	10,813	10,065
Income before provision for Income Taxes	10,804	10,056
Provision for Income Taxes	2,284	2,261
Net Income	8,520	7,795
Income per share:		
Basic	\$ 0.23	\$ 0.21
Diluted	\$ 0.23	\$ 0.21

	June 30, 2019	
	(in thousands, except for share and per share data)	
	As previously reported	Restated
Equipment Related Expenses	\$ 55,240	\$ 54,930
Cost of Sales	59,042	58,732
Gross Profit	43,890	44,200
Operating Income	13,466	13,776
Income before provision for Income Taxes	13,445	13,755
Provision for Income Taxes	1,222	1,274
Net Income	12,223	12,481
Income per share:		
Basic	\$ 0.33	\$ 0.34
Diluted	\$ 0.33	\$ 0.34

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The table below sets forth the consolidated statements of cash flows information, including the balances originally reported and the restated balances for the fiscal years ended June 30:

	June 30, 2021	
	(in thousands, except for share and per share data)	
	As previously reported	Restated
Net income	\$ 14,901	\$ 15,413
Change to inventory obsolescence reserve	519	(79)
Deferred income taxes	235	337
Changes in operating assets and liabilities:		
Accounts payable, accrued expenses, accrued salaries and wages, accrued income taxes	1,906	1,889
Net Cash Provided by Operating Activities	22,987	22,987
	June 30, 2020	
	(in thousands, except for share and per share data)	
	As previously reported	Restated
Net income	\$ 8,520	\$ 7,795
Change to inventory obsolescence reserve	(124)	624
Deferred income taxes	40	(47)
Changes in operating assets and liabilities:		
Accounts payable, accrued expenses, accrued salaries and wages, accrued income taxes	1,862	1,926
Net Cash Provided by Operating Activities	10,305	10,305
	June 30, 2019	
	(in thousands, except for share and per share data)	
	As previously reported	Restated
Net income	\$ 12,223	\$ 12,481
Change to inventory obsolescence reserve	(272)	(582)
Deferred income taxes	755	755
Changes in operating assets and liabilities:		
Accounts payable, accrued expenses, accrued salaries and wages, accrued income taxes	1,528	1,580
Net Cash Provided by Operating Activities	8,653	8,653

In addition to the restated consolidated financial statements, the information contained in notes 5, 7 and 14 have been restated.

#### NOTE 2 – Revenue Recognition and Contracts with Customers

##### Adoption

On July 1, 2018 the Company adopted new guidance on revenue from contracts with customers using the modified retrospective method applied to contracts that were not completed as of July 1, 2018. Results for reporting periods beginning after July 1, 2018 are presented under the new guidance, while prior period amounts are not adjusted and continue to be reported in accordance with previous guidance.

The Company recorded a net decrease to opening retained earnings of approximately \$719,000 (net of tax benefit of \$191,000) as of July 1, 2018, for the cumulative impact of adopting the new guidance. The impact primarily related to the change in the recognition

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and measurement of certain types of variable considerations, which resulted in the increase in sales allowance reserves (i.e. refund liabilities) by a net of \$1,627,000 and increased other assets (i.e. return related assets) by approximately \$716,000.

The Company is engaged in one major line of business: the development, manufacture, and distribution of security products, encompassing access control systems, door security products, intrusion and fire alarm systems, alarm communication services, and video surveillance products for commercial and residential use. The Company also provides wireless communication service for intrusion and fire alarm systems on a monthly basis. These products are used for commercial, residential, institutional, industrial and governmental applications, and are sold worldwide principally to independent distributors, dealers and installers of security equipment. Sales to unaffiliated customers are primarily shipped from the United States.

As of June 30, 2021 and 2020, the Company included refund liabilities of approximately \$4,277,000 and \$3,331,000, respectively, in current liabilities. As of June 30, 2021 and 2020, the Company included return-related assets of approximately \$890,000 and \$701,000, respectively, in other current assets.

As a percentage of gross sales, sales returns, rebates and allowances were 10%, 9% and 8% for the fiscal years ended June 30, 2021, 2020 and 2019, respectively.

The Company disaggregates revenue from contracts with customers into major product lines. The Company determines that disaggregating revenue into these categories achieves the disclosure objective to depict how the nature, amount, timing, and uncertainty of revenue and cash flows are affected by economic factors. As noted in the accounting policy footnote, the Company's business consists of one operating segment. Following is the disaggregation of revenues based on major product lines (in thousands):

	Year ended June 30,		
	2021	2020	2019
Major Product Lines:			
Intrusion and access alarm products	\$ 36,794	\$ 31,310	\$ 31,557
Door locking devices	43,337	46,004	53,948
Services	33,904	24,045	17,427
Total Revenues	<u>\$ 114,035</u>	<u>\$ 101,359</u>	<u>\$ 102,932</u>

NOTE 3 – Reserve for Doubtful Accounts

An entity is more vulnerable to concentrations of credit risk if it is exposed to risk of loss greater than it would have had if it mitigated its risk through diversification of customers. The Company had one customer with an accounts receivable balance that comprised 19%, 24% and 19% of the Company's accounts receivable at June 30, 2021, 2020 and 2019, respectively. Sales to this customer did not exceed 10% of net sales during fiscal year ended June 30, 2020. Sales to this customer comprised 10% of net sales during fiscal year ended June 30, 2021 and 2019. The Company had another customer with an accounts receivable balance that comprised 10% of the Company's accounts receivable at June 30, 2021. Sales to this customer did not exceed 10% of net sales in any of the fiscal years ended June 30, 2021, 2020 and 2019, respectively. The Company had another customer with an accounts receivable balance that comprised 10% of the Company's accounts receivable at June 30, 2020. Sales to this customer did not exceed 10% of net sales in any of the fiscal years ended June 30, 2021, 2020 and 2019, respectively. The Company had another customer with an accounts receivable balance that comprised 10% of the Company's accounts receivable at June 30, 2021 and 2019. Sales to this customer did not exceed 10% of net sales in any of the fiscal years ended June 30, 2021, 2020 and 2019.

NOTE 4 – Marketable Securities

Marketable securities include investments in fixed income mutual funds, which are reported at their fair values. The disaggregated net gains and losses on the marketable securities recognize in the income statement for the year ended June 30, 2021, are as follows:

	June 30, 2021
Net gains recognized during the period on marketable securities	\$ —
Less: Net gains recognized during the year on marketable securities sold during the period	—
Unrealized (losses) gains recognized during the reporting year on marketable securities still held at the reporting date	(9)
	<u>\$ (9)</u>

The fair values of the Company's marketable securities are determined as being the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, the Company utilizes the three-tier value hierarchy, as prescribed by US GAAP, which prioritizes the inputs used in measuring fair value as follows:

- Level 1 - inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.
- Level 2 - inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.
- Level 3 – inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The Company's marketable securities, which are considered available-for-sale securities, are re-measured to fair value on a recurring basis and are valued using Level 1 inputs using quoted prices (unadjusted) for identical assets in active markets.

The following tables summarize the Company's investments:

	Cost	Fair Value	Unrealized Gain (Loss)
Marketable Securities	\$ 5,422	\$ 5,413	\$ (9)

Investment income is recognized when earned and consists principally of interest income from fixed income mutual funds. Realized gains and losses on sales of investments are determined on a specific identification basis.

For the year ended June 30, 2021, there were no transfers between Levels 1 and 2 investments and no transfers in or out of Level 3.

**NOTE 5 - Inventories**

Inventories, net of reserves are valued at lower of cost (first-in, first-out method) or net realizable value. Inventories, net of reserves consist of the following as of (in thousands):

	June 30, 2021	June 30, 2020 (as restated)
Component parts	\$ 17,245	\$ 21,677
Work-in-process	6,158	7,276
Finished product	8,297	11,462
	<u>\$ 31,700</u>	<u>\$ 40,415</u>
<b>Classification of inventories, net of reserves:</b>		
Current	\$ 24,933	\$ 34,727
Non-current	6,767	5,688
	<u>\$ 31,700</u>	<u>\$ 40,415</u>

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NOTE 6 - Property, Plant, and Equipment

Property, plant and equipment consist of the following (in thousands):

	June 30, 2021	June 30, 2020	Useful Life in Years
Land	\$ 904	\$ 904	N/A
Buildings	8,911	8,911	30 to 40
Molds and dies	7,416	7,337	3 to 5
Furniture and fixtures	2,813	2,792	5 to 10
Machinery and equipment	25,548	24,878	7 to 10
Building improvements	2,409	2,173	Shorter of the lease term or life of asset
	<u>48,001</u>	<u>46,995</u>	
Less: accumulated depreciation and amortization	(40,165)	(38,907)	
	<u>\$ 7,836</u>	<u>\$ 8,088</u>	

Depreciation and amortization expense on property, plant, and equipment was approximately \$1,260,000, \$1,221,000 and \$1,085,000 in fiscal 2021, 2020 and 2019, respectively.

NOTE 7 - Income Taxes

The provision for income taxes is comprised of the following **as restated** (in thousands):

	For the Year ended June 30,		
	2021	2020	2019
Current income taxes:			
Federal	\$ 1,912	\$ 1,765	\$ 334
State	265	418	151
	<u>2,177</u>	<u>2,183</u>	<u>485</u>
Deferred income tax provision	337	78	789
Provision for income taxes	<u>\$ 2,514</u>	<u>\$ 2,261</u>	<u>\$ 1,274</u>

A reconciliation of the U.S. Federal statutory income tax rate to our actual effective tax rate on earnings before income taxes is as follows for the years ended June 30, **as restated** (dollars in thousands):

	2021		2020		2019	
	Amount	% of Pre-tax Income	Amount	% of Pre-tax Income	Amount	% of Pre-tax Income
Tax at Federal statutory rate	\$ 3,765	21.0 %	\$ 2,112	21.0 %	\$ 2,888	21.0 %
Increases (decreases) in taxes resulting from:						
Meals and entertainment	29	0.2 %	44	0.4 %	49	0.4 %
State income taxes, net of Federal income tax benefit	135	0.8 %	122	1.2 %	111	0.8 %
Foreign source income not subject to tax	(1,647)	(9.2)%	(1,089)	(10.8)%	(1,241)	(9.0)%
R&D Credit	(523)	(2.9)%	(523)	(4.7)%	(408)	(3.0)%
Foreign withholding tax	205	1.1 %	—	— %	—	— %
Release of accrued tax reserves	—	— %	—	— %	(151)	(1.1)%
Uncertain Tax Positions	312	1.7 %	775	7.2 %	—	— %
IRS examination settlements	—	— %	832	8.3 %	12	0.1 %
Other, net	238	1.3 %	(12)	(0.1)%	14	0.1 %
Effective tax rate	<u>\$ 2,514</u>	<u>14.0 %</u>	<u>\$ 2,261</u>	<u>22.5 %</u>	<u>\$ 1,274</u>	<u>9.3 %</u>

Deferred tax assets and deferred tax liabilities at June 30, 2021 and 2020 are as follows **as restated** (in thousands):

	Deferred Tax Assets (Liabilities)	
	2021	2020
Accounts receivable	\$ 43	\$ 40
Inventories	314	443
Accrued liabilities	374	262
Stock based compensation expense	102	96
Intangibles	(454)	(300)
Property, plant and equipment	(539)	(484)
Revenue reserves	393	308
Other deferred tax liabilities	(613)	(408)
	(380)	(43)
Valuation allowance	—	—
Net deferred tax liabilities	<u>\$ (380)</u>	<u>\$ (43)</u>

The Company has identified the United States and New York State as its major tax jurisdictions. Fiscal year 2018 and forward years are still open for examination. In addition, the Company has a wholly-owned subsidiary which operates in a Free Zone in the Dominican Republic ("DR") and is exempt from DR income tax.

The Company was audited by the IRS for the fiscal year 2016. In July 2019, the Company received Form 4549-A, Income Tax Examination Changes from the IRS proposing an adjustment to income for the fiscal 2016 tax year regarding deemed dividends based on its interpretation of Internal Revenue Code ("IRC") Section 956 arising from the intercompany balances on the books of the Company. In August 2019, the Company filed a formal protest with the IRS requesting an opportunity to appeal the examination findings to the Appeals Office. During fiscal year 2020, the Company settled the issue at Appeals. There was a provision recorded for the federal and state impact of \$762,000 and \$70,000, respectively.

The Company was audited by the IRS for the fiscal year 2017. The Company received Form 4549-A, Income Tax Examination Changes from the IRS proposing an adjustment to income for the fiscal 2017 tax year regarding deemed dividends based on its interpretation under IRC Section 956 arising from the intercompany balances on the books of the Company. During the third quarter of fiscal 2021, the Company settled the issue and paid the IRS \$399,000. The Company reported the results of the IRS exam to all the jurisdictions in which it files and paid taxes and interest totaling \$97,000. Subsequent to the quarter end, the Company paid the IRS \$68,000 for interest. None of the payments were recorded to expense since liabilities had previously been established.

The provision for income taxes represents Federal, foreign, and state and local income taxes. The effective rate differs from statutory rates due to the effect of tax rates in foreign jurisdictions, state and local income taxes, tax benefit of R&D credits, certain nondeductible expenses, uncertain tax positions, audit settlements and global intangible low-taxed income ("GILTI").

During the year ending June 30, 2021 the Company decreased its reserve for uncertain income tax positions by \$208,000. The Company's practice is to recognize interest and penalties related to income tax matters in income tax expense and accrued income taxes. As of June 30, 2021, the Company had accrued interest totaling \$63,000 and \$678,000 of unrecognized net tax benefits that, if recognized, would favorably affect the Company's effective income tax rate in any future period. The Company does not expect that its unrecognized tax benefits will significantly change within the next twelve months. The Company claims R&D tax credits on eligible research and development expenditures. The R&D tax credits are recognized as a reduction to income tax expense.

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A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows **as restated** (in thousands):

	Tax	Interest	Total
Balance of gross unrecognized tax benefits as of July 1, 2018	\$ 221	\$ —	\$ 221
Decrease to unrecognized tax benefits resulting from release of R&D credits due to the IRS audit	(151)	—	(151)
Increases to unrecognized tax benefits resulting from the generation of additional R&D credits	55	—	55
Balance of gross unrecognized tax benefits as of June 30, 2019	\$ 125	\$ —	\$ 125
Increase to unrecognized tax benefits resulting from deemed dividends for investments in US property	682	83	765
Increases to unrecognized tax benefits resulting from the generation of additional R&D credits	59	—	59
Balance of gross unrecognized tax benefits as of June 30, 2020	\$ 866	\$ 83	\$ 949
Decrease to unrecognized tax benefits from deemed dividends for investments in US property	(3)	(20)	(23)
Decrease to unrecognized tax benefits resulting from the release of R&D credits due to the settled IRS audit	(185)	—	(185)
Balance of gross unrecognized tax benefits as of June 30, 2021	<u>\$ 678</u>	<u>\$ 63</u>	<u>\$ 741</u>

The Company plans to permanently reinvest a substantial portion of its foreign earnings and as such has not provided withholding tax on the permanently reinvested earnings. The Company has accrued \$613,000 for withholding taxes on undistributed earnings that are not permanently reinvested. As of June 30, 2021 the Company had approximately \$60.4 million of undistributed earnings of foreign subsidiaries.

**NOTE 8 - Long-Term Debt**

As of June 30, 2021 and 2020, long-term debt consisted of a revolving line of credit of \$11,000,000 (“Revolver Agreement”) which expires in June 2024 and term loans from the U.S. Small Business Administration totaling \$3,904,000 through its Payroll Protection Program.

Outstanding balances and interest rates as of June 30, 2021 and June 30, 2020 are as follows (dollars in thousands):

	June 30, 2021		June 30, 2020	
	Outstanding	Interest Rate	Outstanding	Interest Rate
Revolving line of credit	\$ —	n/a	\$ —	n/a
Term loans	3,904	1 %	3,904	1 %
	<u>3,904</u>		<u>3,904</u>	
Less: current maturities	(2,386)		(1,794)	
Long-term debt	<u>\$ 1,518</u>		<u>\$ 2,110</u>	

The Revolver Agreement also provides for a LIBOR-based interest rate option of LIBOR plus 1.15% to 2.00%, depending on the ratio of outstanding debt to EBITDA, which is to be measured and adjusted quarterly, a prime rate-based option of the prime rate plus 0.25% and other terms and conditions as more fully described in the Revolver Agreement. The Company’s obligations under the Revolver Agreement continue to be secured by substantially all of its domestic assets, including but not limited to, deposit accounts, accounts receivable, inventory, equipment and fixtures and intangible assets. In addition, the Company’s wholly owned subsidiaries, with the exception of the Company’s foreign subsidiaries, have issued guarantees and pledges of all of their assets to secure the Company’s obligations under the Revolver Agreement. All of the outstanding common stock of the Company’s domestic subsidiaries and 65% of the common stock of the Company’s foreign subsidiaries has been pledged to secure the Company’s obligations under the Revolver Agreement. The Revolver Agreement contains various restrictions and covenants including, among others, restrictions on payment of dividends, restrictions on borrowings and compliance with certain financial ratios, as defined in the Revolver Agreement. In September 2020, the Company and its lender amended the Revolver Agreement, which had an expiration date of June 2021, to expire in June 2024. The amended Revolver Agreement also removed certain requirements and restrictions on the Company as well as removing the mortgage on the Company’s Amityville facility.

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During the fourth quarter of fiscal 2020, the Company received the proceeds of promissory notes dated between April 17, 2020 and May 7, 2020 (the "PPP Loan Agreement"), entered into between the Company and HSBC Bank USA N.A., as lender (the "Lender"). Lender made the loans pursuant to the Paycheck Protection Program (the "PPP"), created by Section 1102 of the CARES Act and governed by the CARES Act, Section 7(a)(36) of the Small Business Act, any rules or guidance that has been issued by the Small Business Association ("SBA") implementing the PPP and acting as guarantor, or any other applicable loan program requirements, as defined in 13 CFR § 120.10, as amended from time to time. Pursuant to the PPP Loan Agreement, the Lender made loans to the Company with an aggregate principal amount of \$3,904,000 (the "PPP Loan").

Pursuant to the CARES Act, the loans may be forgiven by the SBA. The Company has applied to have the balance of the Loan forgiven. Following year-end, \$2,850,000 of the PPP Loan was forgiven in accordance with guidelines set for in the PPP. The Company will recognize debt forgiveness in the first quarter of 2022 in the amount of \$2,850,000 and will recognize further forgiveness income in the quarter that the remaining forgiveness application may be granted. While the Company believes that it meets to requirements for forgiveness, there can be no assurance that its remaining application will be granted.

NOTE 9 - Stock Options as Restated

The Company follows ASC 718 ("Share-Based Payment"), which requires that all share based payments to employees, including stock options, be recognized as compensation expense in the consolidated financial statements based on their fair values and over the requisite service period. For the fiscal years ended June 30, 2021, 2020 and 2019, the Company recorded non-cash compensation expense of \$435,000 (\$0.01 per basic and diluted share), \$583,000 (\$0.02 per basic and diluted share) and \$160,000 (\$0.00 per basic and diluted share), respectively, relating to stock-based compensation.

2012 Employee Stock Option Plan

In December 2012, the stockholders approved the 2012 Employee Stock Option Plan (the 2012 Employee Plan). The 2012 Employee Plan authorizes the granting of awards, the exercise of which would allow up to an aggregate of 1,900,000 shares of the Company's common stock to be acquired by the holders of such awards. Under this plan, the Company may grant stock options, which are intended to qualify as incentive stock options (ISOs), to valued employees. Any plan participant who is granted ISOs and possesses more than 10% of the voting rights of the Company's outstanding common stock must be granted an option with a price of at least 110% of the fair market value on the date of grant.

Under the 2012 Employee Plan, stock options may be granted to valued employees with a term of up to 10 years at an exercise price equal to or greater than the fair market value on the date of grant and are exercisable, in whole or in part, at 20% per year beginning on the date of grant. An option granted under this plan shall vest in full upon a "change in control" as defined in the plan. At June 30, 2021, 214,080 stock options were outstanding, 98,176 stock options were exercisable and 1,476,920 stock options were available for grant under this plan. No options were granted under this plan during the year ended June 30, 2021.

The fair value of each option granted was estimated on the date of grant using the Black-Scholes option-pricing model with the following weighted average assumptions:

	2021	2020	2019
Risk-free interest rates	n/a %	.6% - 2.10 %	2.5% - 3.10 %
Expected lives	n/a	10 years	10 years
Expected volatility	n/a %	44% - 46 %	48% - 52 %
Expected dividend yields	n/a %	0 %	0 %

The Company uses a weighted-average expected stock-price volatility assumption that is a combination of both current and historical implied volatilities of the underlying stock. The implied volatilities were obtained from publicly available data sources. For the weighted-average expected option life assumption, the Company considers the exercise behavior of past grants. The average risk-free interest rate is based on the U.S. Treasury Bond rate for the expected term of the options and the average dividend yield is based on historical experience.

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The following table reflects activity under the 2012 Plan for the fiscal years ended June 30,:

	2021		2020		2019	
	Options	Weighted average exercise price	Options	Weighted average exercise price	Options	Weighted average exercise price
Outstanding, beginning of year	235,680	\$ 9.42	145,000	\$ 5.51	114,400	\$ 3.55
Granted	—	—	141,880	12.25	58,000	8.30
Forfeited	(13,000)	6.91	(20,000)	9.92	—	—
Exercised	(8,600)	9.04	(31,200)	3.78	(27,400)	3.21
Outstanding, end of period	214,080	\$ 9.59	235,680	\$ 9.42	145,000	\$ 5.51
Exercisable, end of period	98,176	\$ 8.07	70,000	\$ 6.57	67,600	\$ 4.03
Weighted average fair value at grant date of options granted	n/a		\$ 6.72		\$ 4.58	
Total intrinsic value of options exercised	\$ 65,000		278,000		160,000	
Total intrinsic value of options outstanding	\$ 1,840,000		\$ 696,000		\$ 1,353,000	
Total intrinsic value of options exercisable	\$ 993,000		\$ 389,000		\$ 731,000	

The following table summarizes information about stock options outstanding under the 2012 Employee Plan at June 30, 2021:

Range of exercise prices	Options outstanding			Options exercisable	
	Number outstanding	Weighted average remaining contractual life	Weighted average exercise price	Number exercisable	Weighted average exercise price
\$2.19 - \$16.80	214,080	7.4	\$ 9.59	98,176	\$ 8.07
	214,080	7.4	\$ 9.59	98,176	\$ 8.07

As of June 30, 2021, there was \$555,000 of unearned stock-based compensation cost related to share-based compensation arrangements granted under the 2012 Employee Plan. 0 and 141,880 options were granted during the fiscal years ended June 30, 2021 and 2020, respectively. 8,600 stock options exercised during the fiscal year ended June 30, 2021, were settled by exchanging 4,604 shares of the Company's common stock which were retired and returned to unissued status upon receipt. 7,200 of the 31,200 stock options exercised during the fiscal year ended June 30, 2020 were settled by exchanging 3,256 shares of the Company's common stock which were retired and returned to unissued status upon receipt. 16,400 of the 27,400 stock options exercised during the fiscal year ended June 30, 2019 were settled by exchanging 6,212 shares of the Company's common stock which were retired and returned to unissued status upon receipt. The total grant date fair value of the options vesting during the fiscal years ended June 30, 2021, 2020 and 2019 under this plan was \$244,000, \$197,000 and \$95,000, respectively. \$0, \$79,000 and \$31,000 was received from option exercises for the fiscal years ended June 30, 2021, 2020 and 2019, respectively, and the actual tax benefit realized for the tax deductions from option exercises was \$0 for each of these periods.

#### 2012 Non-Employee Stock Option Plan

In December 2012, the stockholders approved the 2012 Non-Employee Stock Option Plan (the 2012 Non-Employee Plan). This plan authorizes the granting of awards, the exercise of which would allow up to an aggregate of 100,000 shares of the Company's common stock to be acquired by the holders of such awards. Under this plan, the Company may grant stock options to non-employee directors and consultants to the Company and its subsidiaries.

Under the 2012 Non-Employee Plan, stock options may be granted with a term of up to 10 years at an exercise price equal to or greater than the fair market value on the date of grant and are exercisable in whole or in part at 20% per year beginning on the date of grant. An option granted under this plan shall vest in full upon a "change in control" as defined in the plan. At June 30, 2021, 12,000 stock options were outstanding, 6,240 stock options were exercisable and 9,600 stock options were available for grant under this plan. No options were granted under this plan during the year ended June 30, 2021.

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The fair value of each option granted was estimated on the date of grant using the Black-Scholes option-pricing model with the following weighted average assumptions:

	2021	2020	2019
Risk-free interest rates	n/a %	1.6 %	n/a %
Expected lives	n/a	10 years	n/a
Expected volatility	n/a %	44 %	n/a %
Expected dividend yields	n/a %	0 %	n/a %

The following table reflects activity under the 2012 Non-Employee Plan for the fiscal years ended June 30,:

	2021		2020		2019	
	Options	Weighted average exercise price	Options	Weighted average exercise price	Options	Weighted average exercise price
Outstanding, beginning of year	24,000	\$ 5.15	20,400	\$ 4.00	55,600	\$ 3.43
Granted	—	—	3,600	11.68	—	—
Forfeited	(9,600)	3.59	—	—	(3,600)	4.35
Exercised	(2,400)	4.35	—	—	(31,600)	2.96
Outstanding, end of period	12,000	\$ 6.55	24,000	\$ 5.15	20,400	\$ 4.00
Exercisable, end of period	6,240	\$ 6.04	11,520	\$ 4.18	6,000	\$ 3.14
Weighted average fair value at grant date of options granted	n/a		\$ 6.47		n/a	
Total intrinsic value of options exercised	\$ 31,000		n/a		\$ 192,000	
Total intrinsic value of options outstanding	\$ 140,000		\$ 157,000		\$ 221,000	
Total intrinsic value of options exercisable	\$ 76,000		\$ 87,000		\$ 70,000	

The following table summarizes information about stock options outstanding under the 2012 Non-Employee Plan at June 30, 2021:

Range of exercise prices	Options outstanding			Options exercisable	
	Number outstanding	Weighted average remaining contractual life	Weighted average exercise price	Number exercisable	Weighted average exercise price
\$2.19 - \$11.68	12,000	7.1	\$ 6.55	6,240	\$ 6.04
	12,000	7.1	\$ 6.55	6,240	\$ 6.04

As of June 30, 2021, there was \$15,000 of unearned stock-based compensation cost related to share-based compensation arrangements granted under the 2012 Non-Employee Plan. 0 and 3,600 options were granted during the fiscal years ended June 30, 2021 and 2020, respectively. 2,400 stock options exercised during the fiscal year ended June 30, 2021 were settled by exchanging 612 shares of the Company's common stock which were retired and returned to unissued status upon receipt. 29,200 of the 31,600 stock options exercised during the fiscal year ended June 30, 2019 were settled by exchanging 9,664 shares of the Company common stock which were retired and returned to unissued status upon receipt. No options were exercised during the fiscal year ended June 30, 2020. The actual tax benefit realized for the tax deductions from option exercises was \$6,000, \$0 and \$35,000 in fiscal 2021, 2020 and 2019, respectively. The total grant date fair value of the options vesting during each of the fiscal years ended June 30, 2021, 2020 and 2019 under this plan was \$18,000, \$18,000 and \$22,000, respectively.

#### 2018 Non-Employee Stock Option Plan

In December 2018, the stockholders approved the 2018 Non-Employee Stock Option Plan (the "2018 Non-Employee Plan"). This plan authorizes the granting of awards, the exercise of which would allow up to an aggregate of 100,000 shares of the Company's common stock to be acquired by the holders of such awards. Under this plan, the Company may grant stock options to non-employee directors and consultants to the Company and its subsidiaries.

Under the 2018 Non-Employee Plan, stock options may be granted with a term of up to 10 years at an exercise price equal to or greater than the fair market value on the date of grant and are exercisable in whole or in part at 20% per year beginning on the date of grant. An option granted under this plan shall vest in full upon a "change in control" as defined in the plan. At June 30, 2021, 70,100

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stock options were outstanding, 29,960 stock options were exercisable and 23,500 stock options were available for grant under this plan. No options were granted under this plan during the year ended June 30, 2021.

The fair value of each option granted was estimated on the date of grant using the Black-Scholes option-pricing model with the following weighted average assumptions:

	2021	2020	2019
Risk-free interest rates	n/a %	1.60 - 1.80 %	2.90 %
Expected lives	n/a	10 years	10 years
Expected volatility	n/a %	44 - 45 %	50 %
Expected dividend yields	n/a %	— %	— %

The following table reflects activity under the 2018 Non-Employee plan for the fiscal year ended June 30,:

	2021		2020		2019	
	Options	Weighted average exercise price	Options	Weighted average exercise price	Options	Weighted average exercise price
Outstanding, beginning of year	96,800	\$ 11.74	30,400	\$ 8.10	—	\$ —
Granted	—	—	66,400	13.41	40,000	8.10
Forfeited/Lapsed	(23,500)	11.68	—	—	(6,400)	8.10
Exercised	(3,200)	8.10	—	—	(3,200)	8.10
Outstanding, end of period	70,100	\$ 11.93	96,800	\$ 11.74	30,400	\$ 8.10
Exercisable, end of period	29,960	\$ 11.68	24,480	\$ 10.98	4,800	\$ 8.10
Weighted average fair value at grant date of options granted	n/a		\$ 7.55		\$ 5.12	
Total intrinsic value of options exercised	\$ 29,000		n/a		\$ 24,000	
Total intrinsic value of options outstanding	\$ 439,000		\$ 110,000		\$ 205,000	
Total intrinsic value of options exercisable	\$ 195,000		\$ 40,000		\$ 32,000	

The following table summarizes information about stock options outstanding under the 2018 Non- Employee Plan at June 30, 2021:

Range of exercise prices	Options outstanding			Options exercisable	
	Number outstanding	Weighted average remaining contractual life	Weighted average exercise price	Number exercisable	Weighted average exercise price
\$8.10 - \$15.27	70,100	8.2	\$ 11.93	29,960	\$ 11.68
	70,100	8.2	\$ 11.93	29,960	\$ 11.68

As of June 30, 2021, there was \$278,000 of unearned stock-based compensation cost related to share-based compensation arrangements granted under the 2018 Non-Employee Plan. 0, 66,400 and 40,000 options were granted during the fiscal years ended June 30, 2021, 2020 and 2019, respectively. 3,200 of the stock options exercised during the fiscal year ended June 30, 2021 were settled by exchanging 1,518 shares of the Company's common stock which were retired and returned to unissued status upon receipt. 1,600 of the 3,200 stock options exercised during the fiscal year ended June 30, 2019 were settled by exchanging 790 shares of the Company's common stock which were retired and returned to unissued status upon receipt. There were no options exercised during the fiscal year ended June 30, 2020. The actual tax benefit realized for the tax deductions from option exercises was \$6,000, \$0 \$3,000 in fiscal 2021, 2020 and 2019, respectively. The total grant date fair value of the options vesting during the fiscal year ended June 30, 2021, 2020 and 2019 under this plan was \$133,000, \$133,000 and \$41,000, respectively.

#### 2020 Non-Employee Stock Option Plan

In May 2020, the stockholders approved the 2020 Non-Employee Stock Option Plan (the "2020 Non-Employee Plan"). This plan authorizes the granting of awards, the exercise of which would allow up to an aggregate of 100,000 shares of the Company's common stock to be acquired by the holders of such awards. Under this plan, the Company may grant stock options to non-employee directors and consultants to the Company and its subsidiaries.

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Under the 2020 Non-Employee Plan, stock options may be granted with a term of up to 10 years at an exercise price equal to or greater than the fair market value on the date of grant and are exercisable in whole or in part at 20% per year beginning on the date of grant. An option granted under this plan shall vest in full upon a “change in control” as defined in the plan. At June 30, 2021, 10,000 stock options were outstanding, 2,000 stock options were exercisable and 90,000 stock options were available for grant under this plan.

The fair value of each option granted during the fiscal year ended June 30, 2021 was estimated on the date of grant using the Black-Scholes option-pricing model with the following weighted average assumptions:

	2021
Risk-free interest rates	0.62 %
Expected lives	10
Expected volatility	45 %
Expected dividend yields	0 %

The following table reflects activity under the 2020 Non-Employee plan for the fiscal year ended June 30,:

	2021	
	Options	Weighted average exercise price
Outstanding, beginning of year	—	—
Granted	10,000	\$ 11.40
Exercised	—	—
Outstanding, end of period	10,000	\$ 11.40
Exercisable, end of period	2,000	\$ 11.40
Weighted average fair value at grant date of options granted	\$ 6.10	
Total intrinsic value of options exercised	n/a	
Total intrinsic value of options outstanding	\$ 68,000	
Total intrinsic value of options exercisable	\$ 14,000	

The following table summarizes information about stock options outstanding under the 2020 Non-Employee Plan at June 30, 2021:

	Options outstanding			Options exercisable	
Range of exercise prices	Number outstanding	Weighted average remaining contractual life	Weighted average exercise price	Number exercisable	Weighted average exercise price
\$11.40	10,000	9.2	\$ 11.40	2,000	\$ 11.40
	10,000	9.2	\$ 11.40	2,000	\$ 11.40

As of June 30, 2021, there was \$37,000 of unearned stock-based compensation cost related to share-based compensation arrangements granted under the 2020 Non-Employee Plan. 10,000 and 0 options were granted during the fiscal years ended June 30, 2021 and 2020, respectively. The total grant date fair value of the options vesting during the fiscal year ended June 30, 2021 and 2020 under this plan was \$12,000 and \$0, respectively. There were no options exercised in either of the fiscal years ended June 30, 2021 and 2020.

NOTE 10 – Stockholders’ Equity Transactions

On September 16, 2014 the Company’s board of directors authorized the repurchase of up to 2,000,000 of the approximately 38.8 million shares of the Company’s common stock then outstanding. Such repurchases may be made from time to time in the open market or in privately negotiated transactions subject to market conditions and the market price of the common stock. Relative to the loan agreement described in Note 8, the Company’s lender gave its consent to this stock repurchase plan. During the fiscal year ended June 30, 2021 the Company did not repurchase any shares of its outstanding common stock. During the fiscal year ended June 30, 2020 the Company repurchased 288,810 shares of its outstanding common stock at a weighted average price of \$8.50. Shares repurchased through June 30, 2021 are included in the Company’s Treasury Stock as of June 30, 2021 and 2020. Pursuant to the PPP

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Loan Agreement described in Note 8, the Company may not repurchase any of its shares of common stock until 12 months after the termination of the term loans described therein.

During fiscal 2021, certain employees and Directors exercised stock options under the Company's 2012 Employee and Non-Employee and 2018 Non-employee Stock Option Plans totaling 14,200 shares. All of these exercises were completed as cashless exercises as allowed for under the Plans, where the exercise shares are issued by the Company in exchange for shares of the Company's common stock that are owned by the optionees. The number of shares surrendered by the optionees was 6,734 and was based upon the per share price on the effective date of the option exercise.

During fiscal 2020, certain employees and Directors exercised stock options under the Company's 2012 Employee and Non-Employee Stock Option Plans totaling 31,200 shares. 7,200 of these exercises were completed as cashless exercises as allowed for under the Plans, where the exercise shares are issued by the Company in exchange for shares of the Company's common stock that are owned by the optionees. The number of shares surrendered by the optionees was 3,256 and was based upon the per share price on the effective date of the option exercise.

During fiscal 2019, certain employees and Directors exercised stock options under the Company's 2012 Employee and Non-Employee Stock Option Plans and the Company's 2002 Employee Stock Option Plan totaling 62,200 shares. 47,200 of these exercises were completed as cashless exercises as allowed for under the Plans, where the exercise shares are issued by the Company in exchange for shares of the Company's common stock that are owned by the optionees. The number of shares surrendered by the optionees was 16,666 and was based upon the per share price on the effective date of the option exercise.

NOTE 11 – Related Party Transaction

On December 15, 2020, 4,666,142 shares of common stock were sold in a secondary offering by the Company's President and Chairman. On December 21, 2020, the underwriters of the secondary offering fully exercised the option granted at the time of the secondary offering to purchase an additional 669,922 shares of common stock at the secondary offering price of \$13.00 per share ("Greenshoe"), less underwriting discounts and commissions, which consists solely of shares sold by the Company's President and Chairman. The Company received no proceeds from the secondary offering or the Greenshoe, but incurred \$289,000 in offering expenses, which are recorded in selling, general, and administrative expenses in the accompanying condensed consolidated statements of income.

NOTE 12 - 401(k) Plan

The Company maintains a 401(k) plan ("the Plan") that covers all U.S. non-union employees with one or more years of service and is qualified under Sections 401(a) and 401(k) of the Internal Revenue Code. Company contributions to this plan are discretionary and totaled \$138,000, \$133,000 and \$133,000 for the years ended June 30, 2021, 2020 and 2019, respectively.

NOTE 13 - Commitments and Contingencies

Leases

Effective July 1, 2019, the Company adopted the new lease accounting standard using the modified retrospective transition option of applying the new standard at the adoption date. In addition, we elected the package of practical expedients permitted under the transition guidance within the new standard, which among other things, allowed us to not reassess (1) whether any expired or existing contracts are or contain leases, (2) lease classification for any expired or existing leases, and (3) initial direct costs for any existing leases. Adoption of the new standard resulted in the recording of an operating ROU asset and lease liabilities of approximately \$7.7 million. Given the length of the lease term, the right-of-use asset and corresponding liability assume a weighted discount rate as disclosed below. A change in the rate utilized could have a material effect on the amounts reported. Financial positions for reporting periods beginning on or after July 1, 2019 are presented under new guidance, while prior period amounts are not adjusted and continue to be reported in accordance with previous guidance.

Our lease obligation consists of a 99 year lease which commenced on April 26, 1993 with one of the Company's foreign subsidiaries, expiring in 2092, for approximately four acres of land in the Dominican Republic at an annual cost of \$288,000, on which the Company's principal production facility is located.

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Operating leases are included in operating lease right-of-use assets, accrued expenses and operating lease liabilities, non-current on our condensed consolidated balance sheets.

For the fiscal year ended June 30, 2021 and 2020, cash payments against operating lease liabilities totaled \$288,000 and \$240,000 respectively.

Supplemental balance sheet information related to operating leases was as follows:

Weighted-average remaining lease term	71 Years
Weighted-average discount rate	3.55 %

The following is a schedule, by years, of maturities of lease liabilities as of June 30, 2021 (in thousands):

Year Ending June 30,	Amount
2022	\$ 282
2023	272
2024	263
2025	254
2026	245
Thereafter	6,057
Total	\$ 7,373

Operating lease expense totaled approximately \$316,000, \$315,000 and \$330,000, for the fiscal years ended June 30, 2021, 2020 and 2019, respectively.

#### Litigation

In the normal course of business, the Company is a party to claims and/or litigation. Management believes that the settlement of such claims and/or litigation, considered in the aggregate, will not have a material adverse effect on the Company's financial position and results of operations.

#### Employment Agreements

As of June 30, 2021, the Company was obligated under two employment agreements and one severance agreement. The employment agreements are with the Company's CEO and the Senior Vice President of Engineering ("the SVP of Engineering"). The employment agreement with the CEO provides for an annual salary of \$838,000, as adjusted for inflation; incentive compensation as may be approved by the Board of Directors from time to time and a termination payment in an amount up to 299% of the average of the prior five calendar year's compensation, subject to certain limitations, as defined in the agreement. The employment agreement renews annually in August unless either party gives the other notice of non-renewal at least six months prior to the end of the applicable term. The employment agreement with the SVP of Engineering expires in August 2021 and provides for an annual salary of \$347,000, and, if terminated by the Company without cause, severance of nine month's salary and continued company-sponsored health insurance for six months from the date of termination. The severance agreement is with the Senior Vice President of Operations and Finance and provides for, if terminated by the Company without cause or within three months of a change in corporate control of the Company, severance of nine month's salary, continued company-sponsored health insurance for six months from the date of termination and certain non-compete and other restrictive provisions.

#### NOTE 14 - Geographical Data

The Company is engaged in one major line of business: the development, manufacture, and distribution of security products, encompassing access control systems, door-locking products, intrusion and fire alarm systems and video surveillance products for commercial and residential use. The Company also provides wireless communication service for intrusion and fire alarm systems. These products are used for commercial, residential, institutional, industrial and governmental applications, and are sold worldwide principally to independent distributors, dealers and installers of security equipment. Sales to unaffiliated customers are primarily shipped from the United States. The Company has customers worldwide with major concentrations in North America.

## Financial Information Relating to Domestic and Foreign Operations

	Year ended June 30,		
	2021	2020	2019
Sales to external customers (1):			
Domestic	\$ 112,618	\$ 99,496	\$ 100,716
Foreign	1,417	1,863	2,216
Total Net Sales	<u>\$ 114,035</u>	<u>\$ 101,359</u>	<u>\$ 102,932</u>
		June 30, 2021	June 30, 2020
Identifiable assets, as restated:			
United States	\$ 90,941	\$ 68,520	
Dominican Republic (2)	31,610	35,978	
Total Identifiable Assets	<u>\$ 122,551</u>	<u>\$ 104,498</u>	

- (1) All of the Company's sales originate in the United States and are shipped primarily from the Company's facilities in the United States. There were no sales into any one foreign country in excess of 10% of total Net Sales.
- (2) Consists primarily of inventories (2021 = \$20,712; 2020 = \$24,821), operating lease assets (2021 = \$7,373; 2020 = \$7,395) and fixed assets (2021 = \$3,208; 2020 = \$3,481) located at the Company's principal manufacturing facility in the Dominican Republic.

NOTE 15 – Subsequent Events

The Company has evaluated subsequent events occurring after the date of the consolidated financial statements for events requiring recording or disclosure in the consolidated financial statements.

- (a) During the fourth quarter of fiscal 2020, the Company received the proceeds of promissory notes dated between April 17, 2020 and May 7, 2020 (the "PPP Loan Agreement"), entered into between the Company and HSBC Bank USA N.A., as lender (the "Lender"). Lender made the loans pursuant to the Paycheck Protection Program (the "PPP"), created by Section 1102 of the CARES Act and governed by the CARES Act, Section 7(a)(36) of the Small Business Act, any rules or guidance that has been issued by the Small Business Association ("SBA") implementing the PPP and acting as guarantor, or any other applicable loan program requirements, as defined in 13 CFR § 120.10, as amended from time to time. Pursuant to the PPP Loan Agreement, the Lender made loans to the Company with an aggregate principal amount of \$3,904,000 (the "PPP Loan").

Pursuant to the CARES Act, the loans may be forgiven by the SBA. Subsequent to June 30, 2021, the Company received notice from the SBA that its loans had been forgiven in full. Based on the guidance in FASB ASC 405-20-40-1, the proceeds from the loan will remain recorded as a liability until either (1) the loan is, in part or wholly, forgiven and the debtor has been "legally released" or (2) the debtor pays off the loan to the creditor. Accordingly, the Company will eliminate the liability and record a gain of \$3,904,000 on the extinguishment of this debt in its fiscal quarter ended September 30, 2021.

- (b) In December 2021, the Company's Board of Directors approved a two-for-one stock split in the form of a 100% stock dividend of the Company's common stock payable to stockholders of record on December 20, 2021. The additional shares were distributed on January 4, 2022. All share and per share amounts (except par value) have been retroactively adjusted to reflect the stock split. There was no net effect on total stockholders' equity as a result of the stock split.

**ITEM 9A: CONTROL AND PROCEDURES (as Restated)**

Evaluation of Disclosure Controls and Procedures. At the conclusion of the period ended June 30, 2021, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were not effective as of June 30, 2021.

Management's Annual Report on Internal Control over Financial Reporting. Management's Report on Internal Control over Financial Reporting is set forth on page FS-1.

Audit Opinion on Internal Control over Financial Reporting. The effectiveness of the Company's internal control over financial reporting has been audited by Baker Tilly US, LLP an independent registered public accounting firm, as stated in their report, which is included herein on page FS-2.

Limitations on Internal Control. All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The Board of Directors of the Company has an Audit Committee comprised of three non-management directors. The Committee meets periodically with financial management and the independent auditors to review accounting, control, audit and financial reporting matters. Baker Tilly US, LLP has full and free access to the Audit Committee, with and without the presence of management.

Changes in Internal Control over Financial Reporting. There have been no changes in our internal control over financial reporting during the quarter ended June 30, 2021 that has materially affected or is likely to materially affect our internal controls over financial reporting.

**PART IV**

**ITEM 15: EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.**

(a) 1. Financial Statements

The following consolidated financial statements of NAPCO Security Technologies, Inc. and its subsidiaries are included in Part II, Item 8:

	<u>Page</u>
<a href="#">Management Report on Internal Control</a>	FS-1
<a href="#">Report of Independent Registered Public Accounting Firm (PCAOB ID 23)</a>	FS-1
Consolidated Financial Statements:	
<a href="#">Consolidated Balance Sheets as of June 30, 2021 and 2020</a>	FS-4
<a href="#">Consolidated Statements of Income for the Fiscal Years Ended June 30, 2021, 2020 and 2019</a>	FS-5
<a href="#">Consolidated Statements of Stockholders' Equity for the Fiscal Years Ended June 30, 2021, 2020 and 2019</a>	FS-6
<a href="#">Consolidated Statements of Cash Flows for the Fiscal Years Ended June 30, 2021, 2020 and 2019</a>	FS-7
<a href="#">Notes to Consolidated Financial Statements</a>	FS-8

(a) 2. Financial Statement Schedules

The following consolidated financial statement schedules of NAPCO Security Technologies, Inc. and its subsidiaries are included in Part II, Item 8:

B. Supplementary Financial Data

(a) 3. and (b). Exhibits

Management Contracts designated by asterisk.

<u>Exhibit No.</u>	<u>Title</u>	
Ex-3.(i)	<a href="#">Certificate of Amendment of Certificate of Incorporation</a>	Exhibit-3.(i) to Report on Form 10-K (Commission file No. 0-10004) for the fiscal year ended June 30, 2011
Ex-3.(ii)	<a href="#">Certificate of Incorporation as amended</a>	Exhibit-3.(ii) to Report on Form 10-K (Commission file No. 0-10004) for the fiscal year ended June, 30 2011
Ex-3.(iii)	<a href="#">Second Amended and Restated By-Laws</a>	Exhibit 3.(ii) to Report on Form 18-K (Commission file No. 0-10004) filed on September 8, 2020
Ex 4.01	<a href="#">Third Amended and Restated Credit Agreement dated June 29, 2012.</a>	Exhibit 4.01 to Report on Form 8-K (Commission file No. 0-10004) dated June 29, 2012
Ex 4.02	<a href="#">Second Amended and Restated Term A Loan Note</a>	Exhibit 4.02 to Report on Form 8-K (Commission file No. 0-10004) dated June 29, 2012

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Ex 4.03	<a href="#">Second Amended and Restated Term B Loan Note</a>	Exhibit 4.03 to Report on Form 8-K (Commission file No. 0-10004) dated June 29, 2012
Ex 4.04	<a href="#">Second Amended and Restated Revolving Credit Note</a>	Exhibit 4.04 to Report on Form 8-K (Commission file No. 0-10004) dated June 29, 2012
Ex 4.05	<a href="#">Second Amended and Restated Swing Line Note</a>	Exhibit 4.05 to Report on Form 8-K (Commission file No. 0-10004) dated June 29, 2012
Ex 4.06	<a href="#">Continuing General Security Agreement</a>	Exhibit 4.06 to Report on Form 8-K (Commission file No. 0-10004) dated June 29, 2012
Ex 4.07	<a href="#">Reaffirmation of Collateral Documents</a>	Exhibit 4.07 to Report on Form 8-K (Commission file No. 0-10004) dated June 29, 2012
Ex 4.08	<a href="#">Reaffirmation of Negative Pledge</a>	Exhibit 4.08 to Report on Form 8-K (Commission file No. 0-10004) dated June 29, 2012
Ex 4.09	<a href="#">Amendment No. 3 to Third Amended and Restated Credit Agreement</a>	Item 1.01 (e) contained in Report on Form 8-K (Commission file No. 0-10004) dated June 28, 2016
Ex 4.10	<a href="#">Description of the Company's Securities</a>	E-17
*Ex-10.A (ii)	<a href="#">2002 Employee Stock Option Plan</a>	Exhibit 10.A(II) to Report on Form 10-K (Commission file No. 0-10004) for the fiscal year ended June 30, 2008
*Ex-10.B	<a href="#">2012 Employee Stock Option Plan</a>	Appendix A to Proxy Statement dated October 29, 2012 for Annual Meeting of Stockholders to be held on December 11, 2012
*Ex-10.C	<a href="#">2012 Non-Employee Stock Option Plan</a>	Appendix B to Proxy Statement dated October 29, 2012 for Annual Meeting of Stockholders to be held on December 11, 2012
*Ex-10.D	<a href="#">2018 Non-Employee Stock Option Plan</a>	Appendix A to Proxy Statement dated October 29, 2018 for Annual Meeting of Stockholders to be held on December 11, 2018
*Ex-10.E	<a href="#">2020 Non-Employee Stock Option Plan</a>	Appendix A to Proxy Statement dated April 13, 2020 for Annual Meeting of Stockholders to be held on May 21, 2020
*Ex-10.I	<a href="#">Amended and Restated Employment Agreement with Richard Soloway</a>	Exhibit 10.I to Report on Form 10-K (Commission file No. 0-10004) for fiscal year ended June 30, 2010
*Ex-10.M	<a href="#">Two (2) Year Extension, dated October 24, 2019, of Employment Agreement between the Registrant and Michael Carrieri</a>	Exhibit 10.M to Report on Form 10-K (Commission file No. 0-10004) for fiscal year ended June 30, 2020
*Ex-10.N	<a href="#">Form of Indemnification Agreement adopted September 3, 2020</a>	Exhibit 10.N to Report on Form 10-K (Commission file No. 0-10004) for fiscal year ended June 30, 2020
*Ex-10.O	<a href="#">Severance Agreement between the Registrant and Kevin S Buchel dated December 30, 2015</a>	Exhibit 10.O to Report on Form 10-Q (Commission file No. 0-10004) dated February 1, 2016

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*Ex-10.P	<a href="#">Compensation Agreement between the Registrant and Stephen Spinelli dated April 6, 2020</a>	Exhibit 10.O to Report on Form 10-K (Commission file No. 0-10004) for fiscal year ended June 30, 2021
Ex-14.0	<a href="#">Code of Ethics</a>	Exhibit 14.0 to Report on Form 10-K (Commission file No. 0-10004) for the fiscal year ended June 30, 2010
Ex-21.0	<a href="#">Subsidiaries of the Registrant</a>	E-18
Ex-23.1	<a href="#">Consent of Independent Auditors</a>	E-19
Ex-31.1	<a href="#">Section 302 Certification of Chief Executive Officer</a>	E-20
Ex-31.2	<a href="#">Section 302 Certification of Chief Financial Officer</a>	E-21
Ex-32.1	<a href="#">Certification of Chief Executive Officer Pursuant to 18 USC Section 1350 and Section 906 of Sarbanes - Oxley Act of 2002</a>	E-22
Ex-32.2	<a href="#">Certification of Chief Financial Officer Pursuant to 18 USC Section 1350 and Section 906 of Sarbanes - Oxley Act of 2002</a>	E-23
Ex-101.INS	XBRL Instance Document **	
Ex-101.SCH	XBRL Taxonomy Extension Schema Document**	
Ex-101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document**	
Ex-101.LAB	XBRL Taxonomy Extension Label Linkbase Document**	
Ex-101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document**	
Ex-101.DEF	XBRL Taxonomy Extension Definition Linkbase Document**	
Ex-104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)	

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

May 17, 2022

**NAPCO SECURITY TECHNOLOGIES, INC.**

(Registrant)

By: /s/ RICHARD SOLOWAY

*Richard Soloway*  
*Chairman of the Board of*  
*Directors, President and Secretary*  
*(Principal Executive Officer)*

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the Registrant and in the capacities and the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ RICHARD SOLOWAY</u> Richard Soloway	Chairman of the Board of Directors, President and Secretary and Director (Principal Executive Officer)	May 17, 2022
<u>/s/ KEVIN S. BUCHEL</u> Kevin S. Buchel	Senior Vice President of Operations and Finance and Treasurer and Director (Principal Financial and Accounting Officer)	May 17, 2022
<u>/s/ PAUL STEPHEN BEEBER</u> Paul Stephen Beeber	Director	May 17, 2022
<u>/s/ RICK LAZIO</u> Rick Lazio	Director	May 17, 2022
<u>/s/ DONNA SOLOWAY</u> Donna Soloway	Director	May 17, 2022
<u>/s/ ROBERT UNGAR</u> Robert Ungar	Director	May 17, 2022
<u>/s/ ANDREW J. WILDER</u> Andrew J. Wilder	Director	May 17, 2022

**Description of the Company's Securities**

The following description of our common stock and the provisions of our Certificate of Incorporation, as amended, and Bylaws, as amended, are summaries of material terms and provisions and are qualified by reference to our Certificate of Incorporation, as amended, and the Bylaws, as amended, copies of which have been filed with the Securities and Exchange Commission as exhibits to Registrant's Form 10K for the year ended June 30, 2021.

Our authorized capital stock consists of 40,000,000 shares of common stock.

The Company is authorized to issue one class of common stock. Holders of common stock are entitled to one vote for each share of common stock held of record for the election of directors and on all matters submitted to a vote of stockholders. Holders of common stock do not have cumulative voting rights in the election of directors. Holders of common stock are entitled to receive dividends ratably, if any, as may be declared by our board of directors out of legally available funds. The Board of Directors is divided into three classes (which are as nearly equal in number as possible). Each class is elected for a term of office expiring at the third succeeding annual meeting of stockholders after their respective elections. Upon our dissolution, liquidation or winding up, holders of common stock are entitled to share ratably in our net assets legally available after the payment of all our debts and other liabilities. Holders of common stock have no preemptive, subscription, redemption or conversion rights. There are no sinking fund provisions applicable to the common stock. The outstanding shares of common stock are fully paid and non-assessable. A majority of total votes of the holders of common stock is generally required to take action under our Certificate of Incorporation, as amended, and By-laws, as amended.

**Subsidiaries of the Company**

The following are the Company's subsidiaries as of the close of the fiscal year ended June 30, 2021. All beneficial interests are wholly-owned, directly or indirectly, by the Company and are included in the Company's consolidated financial statements.

<u>Name</u>	<u>State or Jurisdiction of Organization</u>
Alarm Lock Systems, LLC	Delaware
Continental Instruments, LLC	New York
Marks USA I LLC	New York
Napco Americas	Dominican Republic
Napco DR, S.A.S.	Cayman Islands
Napco Technologies International, Inc.	Delaware
Video Alert, LLC	New York

**Consent of Independent Registered Public Accounting Firm**

We hereby consent to the incorporation by reference in the Registration Statements on Form S-3 (File No. 333-248078) and Form S-8 (File No. 333-104700 and Registration No. 333-193930) of Napco Security Technologies, Inc. and Subsidiaries, of our reports dated September 13, 2021, except for the effects of the stock split as discussed in Note 15(b), as to which the date is January 4, 2022, and except for the effects of the restatement discussed in Note 1A to the consolidated financial statements and the matter discussed in the fifth paragraph of Management's Report on Internal Control, as to which the date is May 17, 2022 relating to the consolidated financial statements and the effectiveness of internal control over financial reporting, which appear in this Annual Report on Form 10-K/A for the year ended June 30, 2021.

/s/BAKER TILLY US, LLP

Uniondale, New York  
May 17, 2022

## SECTION 302 CERTIFICATION

I, Richard Soloway, certify that:

1. I have reviewed this annual report on Form 10-K/A of Napco Security Technologies, Inc.;
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(s) 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.
5. The registrant's other certifying officer(s) 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 function):
  - (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 control over financial reporting.

Date: May 17, 2022

/s/RICHARD SOLOWAY  
Richard Soloway  
Chief Executive Officer  
(Principal Executive Officer)

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## SECTION 302 CERTIFICATION

I, Kevin S. Buchel, certify that:

1. I have reviewed this annual report on Form 10-K/A of Napco Security Technologies, Inc.;
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(s) 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.
5. The registrant's other certifying officer(s) 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 function):
  - (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 control over financial reporting.

Date: May 17, 2022

/s/KEVIN S. BUCHEL  
Kevin S. Buchel  
Chief Financial Officer  
(Principal Financial Officer)

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Napco Security Technologies, Inc. (the "Company") on Form 10-K/A for the period ending June 30, 2021 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Richard Soloway, Chief Executive Officer of the Company, certify to the best of my knowledge, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report 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 Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: May 17, 2022

/s/RICHARD SOLOWAY  
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Richard Soloway  
Chief Executive Officer  
(Principal Executive Officer)

The foregoing certification is being furnished solely pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code) and is not being filed as part of the Form 10-K 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.

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Napco Security Technologies, Inc. (the "Company") on Form 10-K/A for the period ending June 30, 2021 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Kevin S. Buchel, Chief Financial Officer of the Company, certify to the best of my knowledge, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report 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 Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: May 17, 2022

/s/KEVIN S. BUCHEL  
Kevin S. Buchel  
Chief Financial Officer  
(Principal Financial Officer)

The foregoing certification is being furnished solely pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code) and is not being filed as part of the Form 10-K 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.